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INTERMOCO LIMITED

A.B.N. 15 006 908 701

Half-Year Financial Report

**for the half-year ended
31 December 2008**

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CORPORATE DIRECTORY

Directors

Desmond Wesley Ferguson – *Chairman*
Bob Gestro – *Chief Executive Officer*
Simon Dalrymple Kemp – *Non-Executive Director*

Company Secretary

Oliver Robert Carton

Registered Office

85 Buckhurst Street,
SOUTH MELBOURNE VIC 3205

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Home Exchange

Australian Stock Exchange Limited
Level 3, 530 Collins Street,
MELBOURNE VIC 3000
ASX code: INT

Legal Advisors

DLA Phillips Fox Lawyers
Level 21, 140 William Street,
MELBOURNE VIC 3000

Auditors

PKF
Chartered Accountants & Business Advisers
Level 14, 140 William Street,
MELBOURNE VIC 3000

Share Registry

Company Secretary
c/- Computershare Investor Services Pty. Ltd.
Yarra Falls, 452 Johnston Street,
ABBOTSFORD VIC 3067

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**INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES
FINANCIAL REPORT FOR THE HALF-YEAR ENDED
31 DECEMBER 2008**

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INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES

DIRECTORS' REPORT

The directors present their report together with the condensed financial report of Intermoco Limited and the entities it controlled, for the half-year ended 31 December 2008 and the auditors independent review report thereon. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

Director's Names

The names of the directors in office at any time during or since the end of the half-year are:

Desmond Wesley Ferguson (Chairman)
Bob Gestro (CEO) (commenced 14 January 2009)
Simon Dalrymple Kemp (Non-Executive Director)
Jeff Robertson (resigned 6 February 2009)
Stephen Black (resigned 15 September 2008)

All directors have been in office since the start of the financial period to the date of this report unless otherwise stated.

Review of Operations

The consolidated loss of the group for the half-year after providing for income tax amounted to \$721,444 (December 2007: \$1,605,454 loss).

Revenue from continuing operations for the period increased by \$1,144,595 to \$1,857,829 (December 2007: \$713,234).

On 21 August 2008 the company disposed of the Intermoco Solutions business. The results in the income statement for the current and for the comparative period have been adjusted to disclose the incomes and expenses related to the Intermoco Solutions business under the heading discontinued operations.

As previously announced, the company undertook a major restructure and re-branding exercise in 2008, as a result the Company's cash flow during the first half was impacted by significant one off costs relating to that exercise. With this restructure now mainly completed, the Company's focus is on controlling costs, building sales and delivering its core suite of energy and water management solutions under the "Utiligy" brand.

During the First Half, Utiligy invested in extensive customer trials of its products and services. These trials have resulted in new orders being received such as the recently announced (ASX 14th January 2009) orders for up to \$16 million for the supply of hot water meters and associated AMR equipment over the next two years to two major utilities. Orders commenced in January 2009 and are expected to positively contribute towards cash flow in the Second Half of FY2009.

Recently completed projects for embedded energy networks include: Chadstone Shopping Centre, Westfields Doncaster, Plenty Valley and The Jam Factory. Several other shopping centre projects are planned for commencement and interest in this sector remains strong.

Powersave products have been installed for Bankwest/HBOS and trials continue with some KFC franchises and other major users. Positive energy savings results relating to Powersave have been received from a major retailer, the Good Guys.

INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES
DIRECTORS' REPORT (CONT'D)

EcoBulb sales remain below budget however trials with customers are proceeding well and improvement is expected in this sector in Q3 and Q4. Sales are expected through utility companies drawing benefit from the VEET scheme and acting as channels to the home building industry.

As the restructuring and re-branding of the Company is now largely complete, management's focus will be on continuing its tight control over costs and on improving margins. Management has commenced implementation of further cost reduction initiatives so that the Company's cost base matches its revenues.

Like all companies worldwide, Intermoco Limited is subject to the effects of the Global Economic Crisis. However the Board believes that our Utility business has a unique "counter-cyclical" opportunity in this market environment. Our technologies and services are targeted at reducing costs of energy and water to business consumers and assisting in the reduction of our customers' Carbon Footprint. We have a strong pipeline of opportunities which is expected to generate continued growth for the Company.

Subsequent events

On 14 January 2009 the Board issued 116,666,667 ordinary fully paid shares as final consideration for the acquisition of Australian Meter Company Pty Ltd, and appointed Bob Gestro as an Executive Director. The issue of these shares satisfied \$700,000 of debt included as at 31 December 2008 as Trade and Other Payables.

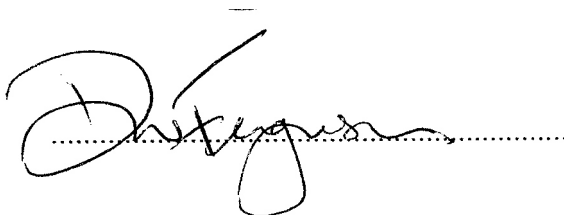
On 2 February 2009 the Company raised \$310,000 via a private placement at 1 cent per share to new and existing shareholders.

On 6 February 2009 Jeffrey Robertson resigned as Chief Executive Officer and a director, and The Board appointed Bob Gestro to replace him as Chief Executive Officer.

Auditor's Declaration

A copy of the auditor's independence declaration in relation to the review for the half-year is provided with this report.

Signed in accordance with a resolution of the directors made pursuant to s.306(3) of the Corporations Act 2001.

A handwritten signature in black ink, appearing to read 'Desmond Wesley Ferguson', is written over a horizontal dotted line.

DESMOND WESLEY FERGUSON
Chairman

27 February 2009
Sydney

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**INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES
CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE HALF YEAR ENDED 31 DECEMBER 2008**

	Note	Half-year Ended 2008	Half-year Ended 2007
		\$	\$
Revenue from continuing operations		1,857,829	713,234
Cost of goods sold		(774,158)	(225,295)
Employee benefits expense		(1,247,434)	(421,159)
Depreciation and amortisation expenses		(22,338)	(7,706)
Rent and outgoings		(142,001)	(137,518)
Finance costs		(129,950)	-
Loss on sale of a business	2(b)	(97,264)	-
Share of net losses from joint venture		-	(192,444)
Other expenses		(1,400,351)	(377,926)
Loss before income tax		(1,955,667)	(648,814)
Income tax expense		-	(94,811)
Loss from continuing operations		(1,955,667)	(743,625)
Loss from discontinued operations	2(c)	(161,332)	(861,829)
Licence fees (earned as part of sale of business)		1,395,555	-
Loss for the year		(721,444)	(1,605,454)
Basic earnings per share (cents per share)		(0.05)	(0.15)
Diluted earnings per share (cents per share)		(0.05)	(0.15)

The accompanying notes form part of the financial statements.

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**INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES
CONDENSED CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2008**

	31 Dec 2008	30 June 2008
	\$	\$
CURRENT ASSETS		
Cash and cash equivalents	448,878	1,058,338
Trade and other receivables	858,992	1,600,370
Inventories	718,109	472,407
Other financial assets	29,809	-
Assets classified as held for sale	-	524,152
TOTAL CURRENT ASSETS	2,055,788	3,655,267
NON-CURRENT ASSETS		
Available for sale financial assets	4,444,444	4,578,919
Property, plant and equipment	237,414	188,231
Goodwill	4,468,014	5,926,110
TOTAL NON-CURRENT ASSETS	9,149,872	10,693,260
TOTAL ASSETS	11,205,660	14,348,527
CURRENT LIABILITIES		
Trade and other payables	2,139,038	3,731,374
Financial liabilities	25,000	1,241,690
Provisions	159,287	62,678
Liabilities classified as held for sale	-	432,190
TOTAL CURRENT LIABILITIES	2,323,325	5,467,932
NON-CURRENT LIABILITIES		
Financial liabilities	2,100,000	2,100,000
Provisions	12,835	54
TOTAL NON-CURRENT LIABILITIES	2,112,835	2,100,054
TOTAL LIABILITIES	4,436,160	7,567,986
NET ASSETS	6,769,500	6,780,541
EQUITY		
Share capital	127,321,946	126,611,543
Reserves	943,237	943,237
Accumulated losses	(121,495,683)	(120,774,239)
TOTAL EQUITY	6,769,500	6,780,541

The accompanying notes form part of the financial statements.

**INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES
CONDENSED CONSOLIDATED STATEMENT OF CHANGES
IN EQUITY FOR THE HALF YEAR ENDED 31 DECEMBER 2008**

	Share Capital \$	Share option Reserve \$	Accumulated losses \$	Total Equity \$
At 1 July 2007	116,287,380	783,260	(107,342,259)	9,728,381
Change in Equity				
Loss for the half year	-	-	(1,605,454)	(1,605,454)
Cost of share based payments	-	107,700	-	107,700
Issue of share capital	8,504,949	-	-	8,504,949
Equity transaction costs	(595,000)	-	-	(595,000)
At 31 December 2007	124,197,329	890,960	(108,947,713)	16,140,576
At 1 July 2008	126,611,543	943,237	(120,774,239)	6,780,541
Change in Equity				
Loss for the half year	-	-	(721,444)	(721,444)
Issue of share capital	710,403	-	-	710,403
At 31 December 2008	127,321,946	943,237	(121,495,683)	6,769,500

The accompanying notes form part of the financial statements.

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**INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES
CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE HALF YEAR ENDED 31 DECEMBER 2008**

	Half-year Ended Dec 2008	Half-year Ended Dec 2007
	\$	\$
CASH FLOW FROM OPERATING ACTIVITIES		
Receipts from customers	2,308,720	1,621,214
Payments to suppliers and employees	(4,818,211)	(2,436,384)
Interest received	33,546	27,687
Interest payments	(129,950)	-
Other receipts	369,269	-
Net cash used in operating activities	(2,236,626)	(787,483)
CASH FLOW FROM INVESTING ACTIVITIES		
Payment for subsidiary, net of cash	-	(200,000)
Payment for minority interest	-	(4,444,444)
Payment for property, plant and equipment	(4,774)	(68,213)
Receipt of bond or deposit	-	225,000
Proceeds from sale of business	1,631,940	-
Net cash provided/(used in) by investing activities	1,627,166	(4,487,657)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from share issue	-	6,000,000
Proceeds from borrowings	-	2,000,000
Repayment of borrowings	-	(250,000)
Repayment of finance leases	-	(15,506)
Capital Raising Expenses	-	(65,000)
Net cash provided by financing activities	-	7,669,494
Net (decrease)/increase in cash and cash equivalents	(609,460)	2,394,354
Cash and cash equivalents at beginning of half year	1,058,338	672,589
Cash and cash equivalents at end of the half-year	448,878	3,066,943

The accompanying notes form part of the financial statements.

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**INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 DECEMBER 2008**

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

The interim financial report is a general purpose financial report prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards AASB 134 "Interim Financial Reporting", Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board. Compliance with AASB 134 ensures compliance with the International Financial Reporting Standard IAS 34 "Interim Financial Reporting"

The interim financial report should be read in conjunction with the annual report of Intermoco Limited as at 30 June 2008.

It is also recommended that the interim financial report be considered together with any public announcements made by Intermoco Limited during the half year ended 31 December 2008 in accordance with the continuous disclosure obligations arising under the Corporations Act 2001.

The interim financial report does not include all the notes of the type normally included within the annual financial report. Accordingly, it cannot be expected to provide as full an understanding of the financial performance, financial position and financial and investing activities of the consolidated entity as the full financial report.

b. Significant accounting policies

The accounting policies and methods of computation adopted in the preparation of the interim financial report are consistent with those adopted and disclosed in the annual financial report for the financial year ended 30 June 2008 and corresponding interim financial report.

NOTE 2: ACQUISITIONS AND DISPOSALS

(a) Acquisition of PRI Utiligy Pty Ltd:

On 21 August 2008, the Consolidated Entity acquired the remaining 60% stake in PRI Utiligy Pty Ltd. Details of the fair value of the assets and liabilities acquired are as follows:

Purchase consideration	
45,526,838 shares issued at 1.5 cents each	682,903
Intermoco Ltd debts converted to PRI Utiligy Pty Ltd equity	746,506
Royalties fees paid to Intermoco Limited foregone	(500,000)
Total Consideration	929,409
Assets	
Cash	238,336
Other assets	63,068
Debtors	419,463
Plant and Equipment and other assets	532,571
Inventory	103,770
Liabilities	
Trade creditors	(440,304)
Other creditors	(89,964)
Provisions	(103,691)
Net Assets acquired	723,249
Goodwill on acquisition	206,160

**INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF-YEAR ENDED 31 DECEMBER 2008**

NOTE 2: ACQUISITIONS AND DISPOSALS (CONT'D)

(b) Disposal of certain assets and liabilities Intermoco Solutions Pty Ltd:

On 21 August 2008, the Consolidated Entity sold certain assets and liabilities owned by Intermoco Solutions Pty Ltd. Details of the fair value of the assets and liabilities disposed are as follows:

	\$
Cash consideration	<u>2,123,709</u>
Assets	524,151
Goodwill	2,095,990
Liabilities	<u>(399,168)</u>
Net assets disposed	<u>2,220,973</u>
Loss on disposal	<u>97,264</u>

	Period ended 21 August 2008	Period ended 31 December 2007
	\$	\$

(c) Discontinued Operations

Revenue	84,868	387,541
Cost of goods sold	(135,511)	(229,176)
Employee benefit expense	-	(675,619)
Depreciation and amortisation expense	-	(30,931)
Other expense	(110,689)	(313,644)
Loss from discontinued operations	(161,332)	(861,829)

NOTE 3: ISSUED CAPITAL

	Half Year ended December 2008	Full year ended 30 June 2008
	No.	No.
a. Ordinary Shares		
At the beginning of reporting period	1,247,274,826	1,023,003,344
Shares issued during year		
- Shares issued for cash	-	120,000,000
- Shares issued for operating activities	5,500,000	10,581,440
- Shares issued to eliminate financial liabilities	-	12,054,783
- Shares issued for acquisitions	45,526,838	77,235,259
- Shares issued to settle capital raising costs	-	4,400,000
	1,298,301,664	1,247,274,826

**INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF-YEAR ENDED 31 DECEMBER 2008**

NOTE 3: ISSUED CAPITAL (CONT'D)

	Half Year ended December 2008	Full year ended 30 June 2008
	\$	\$
b. Contributed Equity		
At the beginning of reporting period	126,611,543	116,287,380
Shares and options issued during year		
- Shares issued for cash	-	6,000,000
- Shares issued for operating activities	27,500	442,672
- Shares issued to eliminate financial liabilities	-	443,027
- Shares issued for acquisitions	682,903	2,864,183
- Shares issued to settle capital raising costs	-	220,000
- Options issued	-	949,280
- Less capital raising expenses reported directly in equity	-	(594,999)
	127,321,946	126,611,543

NOTE 4: SEGMENT INFORMATION

The Group operates predominantly in one business segment being the monitoring and control industry, with particular focus on products and solutions for the utilities' industries. The Company also operates predominantly in one geographical segment being Australia.

NOTE 5: CONTINGENT LIABILITIES

As at the date of this report there were no contingent liabilities.

NOTE 6: SIGNIFICANT EVENTS AFTER BALANCE DATE

On 14 January 2009 the Board issued 116,666,667 ordinary fully paid shares as final consideration for the acquisition of Australian Meter Company Pty Ltd, and appointed Bob Gestro as an Executive Director. The issue of these shares satisfied \$700,000 of debt included as at December 31st 2008 as Trade and Other Payables.

On 2 February 2009 the Company raised \$310,000 via a private placement at 1 cent per share to new and existing shareholders.

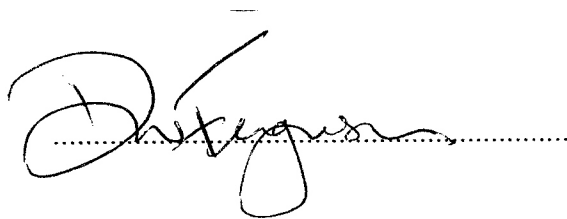
On 6 February 2009 Jeffrey Robertson resigned as Chief Executive Officer and a director, and The Board appointed Bob Gestro to replace him as Chief Executive Officer.

INTERMOCO LIMITED AND ITS CONTROLLED ENTITIES
DIRECTORS DECLARATION

In the opinion of the directors of Intermoco Limited ('the Company')

1. The financial statements and notes of the consolidated entity are in accordance with the Corporations Act 2001, including;
 - (a) Giving a true and fair view of the financial position of the consolidated entity as at 31 December 2008 and its performance for the six month period ended on that date; and
 - (b) Complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the Corporations Regulations 2001; and
2. There are reasonable grounds to believe that the Company will be able to pay its debts when they become due and payable.

This declaration is made in accordance with a resolution of the directors.

A handwritten signature in black ink, appearing to read 'D. Ferguson', is written over a horizontal dotted line.

DESMOND WESLEY FERGUSON
CHAIRMAN

27 February 2009
Sydney

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF INTERMOCO LIMITED



Chartered Accountants
& Business Advisers

We have reviewed the accompanying half-year financial report of Intermoco Limited, which comprises the condensed consolidated balance sheet as at 31 December 2008, and the condensed consolidated income statement, condensed consolidated statement of changes in equity and condensed consolidated cash flow statement for the half-year ended on that date, a statement of accounting policies, other selected explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at 31 December 2008 or from time to time during the half year ended on that date.

Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation and fair presentation of the half-year financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of an Interim Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of Intermoco Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the Corporations Act 2001.

Basis for Qualified Conclusion

Our audit report on the 31 December 2007 financial report of Intermoco Limited contained the following qualification:

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Level 14, 140 William Street | Melbourne | Victoria 3000 | Australia
GPO Box 5099 | Melbourne | Victoria 3001

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**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF INTERMOCO LIMITED
(CONT'D)**

PKF

Chartered Accountants
& Business Advisers

Basis for Qualified Conclusion (Cont'd)

"The recoverability, at 31 December 2007, of the carrying amount of goodwill amounting to \$10,378,737 (30 June 2007: \$10,378,737) in the condensed consolidated Balance Sheet is dependent upon the ability of Intermoco Limited to generate sufficient future cash flows from the goodwill asset. The directors have provided us with forecasts in relation to future cash flows associated with the goodwill. However contrary to the requirements of Australian Accounting Standard AASB 136: Impairment of Assets, sufficient reliable independent evidence to support the forecasts at 31 December 2007, and at 30 June 2007 has not been provided. Therefore we are unable to conclude whether the goodwill amounting to \$10,378,737 at 31 December 2007 and amounting to \$10,378,737 at 30 June 2007 is carried at an amount in excess of its recoverable amount, and whether the loss for the half year period ended 31 December 2007, and the retained earnings at 30 June 2007 are understated".

The goodwill related to Intermoco Solutions Pty Ltd included in the above balances has subsequently been sold for \$2,095,990 at 21 August 2008, and accordingly its carrying value at 30 June 2008 was written down to \$2,095,990.

The comparatives in the income statement for the half year period ended 31 December 2007 have not been restated, as the directors have concluded that the carrying value of the goodwill at 30 June 2008, is not necessarily representative of what the value might have been at 31 December 2007.

Our qualification on the comparatives in the income statement for the half year period ended 31 December 2007 therefore still pertains, and we are as a result unable to assess the impact this would have had on the accumulated losses brought forward at 1 July 2007 or on the loss for the half year period ended 31 December 2007.

The income statement for the half year period ended 31 December 2008 and the balance sheet as at 31 December 2008 are unqualified.

Qualified Conclusion

Based on our review, which is not an audit, except for the effects on the financial report of any adjustments to the loss for the half year period ended 31 December 2007 and the opening accumulated losses at 1 July 2007, as referred to under Basis for Qualified Conclusion, we have not become aware of any matter that makes us believe that the half-year financial report of Intermoco Limited is not in accordance with the Corporations Act 2001 including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 Interim Financial Reporting and Corporations Regulations 2001.



PKF



R A Dean
Partner

27 February 2009
Melbourne

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Chartered Accountants
& Business Advisers

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of Intermoco Limited for the half year ended 31 December 2008, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the review; and
- (b) no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Intermoco Limited and the entities it controlled during the half year.

R A Dean
Partner
PKF

27 February 2009
Melbourne

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