ENGLOBAL CORP
Form 10-Q
August 09, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2007

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 001-14217

ENGlobal Corporation
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

88-0322261
(I.R.S Employer Identification No.)

654 N. Sam Houston Parkway E., Suite 400, Houston, TX	77060-5914
(Address of principal executive offices)	(Zip code)

(281) 878-1000
(Registrant's telephone number, including area code)

Indicate by check mark 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 shortened 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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (check

one):
Large Accelerated Filer [ ] Accelerated Filer [X]   Non-Accelerated Filer [ ]

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 the close of business of August 1, 2007.

$0.001 Par Value Common Stock	26,921,225 shares

QUARTERLY REPORT ON FORM 10-Q
FOR THE PERIOD ENDED JUNE 30, 2007

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PART I. - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ENGlobal Corporation
Condensed Consolidated Statements Of Income
(Unaudited)

	For the Three Months Ended June 30,		For the S[ix Months] Ended J[une 30,]
	2007	2006	2007
Operating Revenue	$ 89,576,296	$ 75,065,714	$ 171,234,929
Operating Expenses:			
Direct cost	75,357,142	64,337,124	143,738,050
Selling, general and administrative	6,570,025	6,812,569	13,615,778
Depreciation and amortization	719,917	353,720	1,417,852
Total operating expenses	82,647,084	71,503,413	158,771,679
Operating income	6,929,212	3,562,301	12,463,249
Other Income (Expense):			
Other income	515,247	387,355	515,117
Interest income (expense), net	(700,088)	(252,996)	(1,259,931)
Total other income (expense)	(184,841)	134,359	(744,814)
Income before Provision for Income Taxes	6,744,371	3,696,660	11,718,435
Provision for Income Taxes	2,831,074	1,365,225	4,650,795
Net Income	$ 3,913,297	$ 2,331,435	$ 7,067,640
Net Income Per Common Share:			
Basic	$ 0.15	$ 0.09	$ 0.26
Diluted	$ 0.14	$ 0.09	$ 0.26
Weighted Average Shares Used in Computing Net Income Per Share:			
Basic	26,864,358	26,444,185	26,839,184
Fully Diluted	27,290,047	27,191,617	27,208,578

See accompanying notes to interim condensed consolidated financial statements.

ENGlobal Corporation
Consolidated Statements of Comprehensive Income
(Unaudited)

	For the Three Months Ended June 30,		For the Six Mon Ended June 30	
	2007	2006	2007	2
Net Income	$ 3,913,297	$ 2,331,435	$ 7,067,640	$ 3,5
Other Comprehensive Income (Loss):				
Foreign currency translation adjustment	(25,629)	10,238	(26,739)	
Income tax effect	9,995	(3,942)	10,428	
Net other comprehensive income	(15,634)	6,296	(16,311)	
Net Comprehensive Income	$ 3,897,663	$ 2,337,731	$ 7,051,329	$ 3,5

See accompanying notes to interim condensed consolidated financial statements.

ENGlobal Corporation
Condensed Consolidated Balance Sheets
(Unaudited)

ASSETS

	June 30, 2007
Current Assets:	
Cash	$ 2,325,145
Trade receivables, net	69,649,366
Prepaid expenses and other current assets	1,456,088
Current portion of notes receivable	53,611
Costs and estimated earnings in excess of billings on uncompleted contracts	10,188,515
Deferred tax asset	2,310,106
Federal and state income taxes receivable	--
Total Current Assets	85,982,831

Property and Equipment, net	6,929,346
Goodwill	19,941,170
Other Intangible Assets, net	4,845,904
Long term notes receivable, net of current portion	1,587,022
Other Assets	927,080
Total Assets	$ 120,213,353

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:	
Accounts payable	$ 10,285,684
Federal and state income taxes	1,370,780
Accrued compensation and benefits	16,588,289
Notes payable	252,563
Current portion of long-term debt	1,554,556
Deferred rent	618,073
Billings in excess of costs and estimated earnings on uncompleted contracts	3,399,936
Other liabilities	3,205,651
Total Current Liabilities	37,275,532
Long-Term Debt, net of current portion	33,317,984
Deferred Tax Liability	1,037,208
Total Liabilities	71,630,724
Commitments and Contingencies (Note 11)	
Stockholders' Equity:	
Common stock - $0.001 par value; 75,000,000 shares authorized; 26,907,335 and 26,807,460 shares issued and outstanding at June 30, 2007 and December 31, 2006, respectively	27,559
Additional paid-in capital	31,796,816
Retained earnings	16,784,993
Accumulated other comprehensive loss	(26,739)
Total Stockholders' Equity	48,582,629
Total Liabilities and Stockholders' Equity	$ 120,213,353

See accompanying notes to interim condensed consolidated financial statements.

ENGlobal Corporation
Condensed Consolidated Statements Of Cash Flows
(Unaudited)

For the Six Months
June 30,

	2007	2
Cash Flows from Operating Activities:		
Net income	$ 7,067,640	$ 3,5
Adjustments to reconcile net income to net cash used in operating activities -		
Depreciation and amortization	1,942,564	1,2
Share based compensation expense	455,108	4
Loss on disposal of property, plant and equipment	(552,562)	
Deferred income tax benefit	(77,016)	(
Changes in current assets and liabilities, net of acquisitions -		
Trade receivables	(9,401,755)	(2,8
Costs and estimated earnings in excess of billings	(4,798,403)	(1,4
Prepaid expenses and other assets	(784,928)	(
Accounts payable	(4,386,481)	(7,0
Accrued compensation and benefits	3,781,371	1,3
Billings in excess of costs and estimated earnings	2,860,026	1,7
Other liabilities	(4,364,188)	3
Income taxes receivable (payable)	3,849,950	8
Net cash used in operating activities	(4,408,674)	(1,9
Cash Flows from Investing Activities:		
Property and equipment acquired and construction in progress	(1,051,344)	(1,6
Proceeds from sale of equipment	--	
Proceeds from sale of other assets	710,790	
Proceeds from note receivable	20,502	
Business acquired in purchase transaction, net of cash acquired	18,125	(5,9
Partnership distribution	--	3
Insurance proceeds	--	
Net cash used in investing activities	(301,927)	(7,0
Cash Flows from Financing Activities:		
Net borrowings (payments) on line of credit	6,959,125	9,7
Proceeds from issuance of common stock	194,465	4
Long-term debt repayments	(1,524,086)	(3
Net cash provided by financing activities	5,629,504	9,7
Effect of Exchange Rate Changes on Cash	3,362	
Net change in cash	922,265	7
Cash, at beginning of period	1,402,880	1
Cash, at end of period	$ 2,325,145	$ 8
Supplemental Disclosures:		
Interest paid	$ 827,201	$ 2
Income taxes paid	$ 3,442,783	$ 1,3

See accompanying notes to interim condensed consolidated financial statements.

ENGlobal Corporation
Condensed Consolidated Statements Of Cash Flows
(Unaudited)
(Continued)

	For the Six Months Ended June 30, 2007	2006
Non-Cash:		
Issuance of note for purchase of WRC Corporation	$	$ 2,400,000
Issuance of common stock for purchase of WRC Corporation	$	$ 1,400,000
Issuance of note for ATI assets	$	$ 1,000,000
Acceptance of note for Constant Power assets	$	$ (216,000)
Acceptance of note from Oak Tree	$(1,480,000)	$ --

See accompanying notes to interim condensed consolidated financial statements.

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Notes to Condensed Consolidated Financial Statements

NOTE 1 - BASIS OF PRESENTATION

The condensed consolidated financial statements of ENGlobal Corporation (which may be referred to as "ENGlobal", the "Company", "we", "us", or "our") included herein are unaudited for the three month and six month periods ended June 30, 2007 and 2006. These financial statements reflect all adjustments (consisting of normal recurring adjustments), which are, in the opinion of management, necessary to fairly present the results for the periods presented. Certain information and note disclosures, normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to rules and regulations of the Securities and Exchange Commission. It is suggested that these condensed financial statements be read in conjunction with the Company's audited financial statements for the year ended December 31, 2006, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2007 and as amended on Form 10K/A filed with the Securities and Exchange Commission on March 29, 2007 (collectively referred to as "2006 Annual Report on Form 10-K"). The Company believes that the disclosures made herein are adequate to make the information presented not misleading.

NOTE 2 - CRITICAL ACCOUNTING POLICIES

A summary of critical accounting policies is disclosed in Note 2 to the Consolidated Financial Statements included in our 2006 Annual Report on Form 10-K. Our critical accounting policies are further described under the caption "Critical Accounting Policies" in Management's Discussion and Analysis of Financial Condition and Results of Operation in our 2006 Annual Report on Form 10-K.

The Company's adoption of SFAS No. 123(R), "Share-Based Payment," became effective January 1, 2006 and is further described in Note 3, below.

On July 13, 2006, the FASB issued FIN 48, "Accounting for Uncertainty in Income Taxes, and Related Implementation Issues," which provides guidance on the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions that a company has taken or expects to take on a tax return. Under FIN 48, financial statements should reflect expected future tax consequences of such positions presuming the taxing authorities have full knowledge of the position and all relevant facts.

This interpretation also revises the disclosure requirements and was adopted by the Company effective as of January 1, 2007. There are currently no material tax positions identified as uncertain for the Company or its subsidiaries. As of June 30, 2007, we have not recognized interest or penalties relating to any uncertain tax positions.

The Company is subject to Federal and state income tax audits from time to time that could result in proposed assessments. The Company cannot predict with certainty the timing of such audits, how these audits would be resolved and whether the Company would be required to make additional tax payments, which may or may not include penalties and interest. The Company was subject to a Federal tax audit for the years 2002 and 2003. That examination has been closed.

WRC Corporation, which was acquired by the Company on May 26, 2006, recently underwent a Federal tax audit for the pre-acquisition fiscal year ended September 30, 2005. This audit was closed on July 12, 2007, with no significant tax impact on the Company. The Company does not have any other on-going Internal Revenue Service examinations, and the open years currently subject to audit are tax years 2004-2006. For most states where the Company conducts business, the Company is subject to examination for the preceding three to six years.

NOTE 3 - SHARE BASED COMPENSATION

The Company currently sponsors a stock-based compensation plan as described below. Effective January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 123 (Revised), "Share-Based Payment" ("SFAS No. 123(R)"). Under the fair value recognition provisions of SFAS No. 123(R), stock-based compensation is measured at the grant date based on the value of the awards and is recognized as an expense over the requisite service period (usually a vesting period). The Company

Notes to Condensed Consolidated Financial Statements

selected the modified prospective method of adoption described in SFAS No. 123(R). The fair values of the stock awards recognized under SFAS No. 123(R) are determined based on the vested portion of the awards; however, the total compensation expense is recognized on a straight-line basis over the vesting period.

In accordance with the provisions of SFAS No. 123(R), total stock-based compensation expense in the amount of $222,143 and $405,894 was recorded for the three months ended June 30, 2007 and June 30, 2006, respectively, and $455,107 and $491,198 was recorded the six months ended June 30, 2007 and June 30, 2006, respectively. The total stock-based compensation expense was recorded in selling, general and administrative expense. The total income tax benefit recognized in the condensed consolidated statements of income for the share-based arrangements for the three months ended June 30, 2007 was $38,509 and for the six months ended June 30, 2007 was $77,018.

Prior to January 1, 2006, the Company accounted for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. Under APB Opinion No. 25, no compensation expense was recognized for stock options issued to employees because the grant price equaled or was above the market price on the date of grant for options issued by the Company.

The average price per share for the three months ended June 30, 2007 and 2006 was $8.83 per share and $9.53 per share, respectively, and for the six months ended June 30, 2007 and 2006 was $7.44 per share and $10.33 per share, respectively.

Stock Option and Incentive Plans

The Company maintains a stock option plan (the "Option Plan") under which the Company may issue stock options to employees and non-employee directors. On March 30, 2007, the Board of Directors approved (subject to stockholder approval which occurred on June 14, 2007) an amendment to the Option Plan to increase the number of shares available for issuance under the Plan from 2,650,000 to 3,250,000. The Company intends to issue stock-based awards under the option plan in order to enhance its ability to attract, retain and compensate employees and non-employee directors of outstanding ability. As of June 30, 2007, 600,806 shares remain available for grant under the Option Plan.

The Company's policy regarding share issuance upon option exercise takes into consideration the optionee's eligibility and vesting status. Upon receipt of an optionee's exercise notice and payment, and the Company's subsequent determination of eligibility, the Company's Chief Governance Officer or the Chairman of the Compensation Committee instructs our transfer agent to issue shares of our Common Stock to the optionee.

Stock options have been granted with exercise prices at or above the market price on the date of grant. The granted options have vested generally over one year for non-employee directors and ratably over four years for officers and employees. The options generally have a ten-year term.

Compensation expense of $1.4 million related to previously granted stock option awards which are not vested had not yet been recognized at June 30, 2007. This compensation expense is expected to be recognized over a weighted-average period of approximately 12 months.

Notes to Condensed Consolidated Financial Statements

The following summarizes stock option activity for the second quarter of 2007:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic * Value (000's)
Balance at December 31, 2006	1,422,494	$ 5.16	7.9 years	$ 2,871
Granted	150,000	10.93	10.0 years	-
Exercised	99,875	1.66	-	587
Canceled or expired	20,000	2.05	-	-
Balance at June 30, 2007	1,452,619	$ 6.04	7.8	$ 3,458
Exercisable at June 30, 2007	1,047,419	$ 5.08	7.8	$ 4,974

*Based on average stock price for the second quarter 2007 of $8.83 per share. The average stock price for the same period in 2006 was $9.53 per share.

The total intrinsic value of options exercised was $405,000 and $608,000 for the three months ended June 30, 2007 and 2006, respectively, and $587,000 and $930,000 for the six months ended June 30, 2007 and 2006, respectively.

NOTE 4 - FIXED FEE CONTRACTS

Costs, estimated earnings and billings on uncompleted contracts consisted of the following at June 30, 2007 and December 31, 2006:

	June 30, 2007	Dece
	(in thousan	
Costs incurred on uncompleted contracts	$ 84,214	$
Estimated earnings (losses) on uncompleted contracts	(7,417)	
Earned revenues	76,797	
Less: Billings to date	70,008	
Net costs and estimated earnings in excess of billings on uncompleted contracts	$ 6,789	$
Costs and estimated earnings in excess of billings on uncompleted contracts	$ 10,189	$
Billings and estimated earnings in excess of cost on uncompleted contracts	(3,400)	
Net costs and estimated earnings in excess of billings on uncompleted contracts	$ 6,789	$

NOTE 5 - COMPREHENSIVE INCOME (LOSS)

Comprehensive income (loss) represents net earnings and any revenue, expenses, gains and losses that, under accounting principles generally accepted in the United States of America, are excluded from net earnings and recognized directly as a component of stockholders' equity. At June 30, 2007, comprehensive income included losses of ($16,659) and ($17,380) for the quarter and year to date, respectively, from foreign currency translation adjustments.

NOTE 6 - GOODWILL

In accordance with SFAS No. 142, "Goodwill and Other Intangible Assets," goodwill is no longer amortized over its estimated useful life, but rather is subject to at least an annual assessment for impairment. SFAS 142 also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their estimated residual

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Notes to Condensed Consolidated Financial Statements

values and reviewed for impairment in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." Goodwill has been allocated to the Company's two reportable segments. The test for impairment is made on each of these reporting segments. No impairment of goodwill has been incurred to date.

Reference is made to NOTE 16 - ACQUISITIONS, in the Company's 2006 Annual Report on Form 10K for the period ended December 31, 2006. A third party valuation of intangible assets was received relating to the Company's acquisition of WRC Corporation. A portion of the goodwill was allocated to intangible assets based on the value and nature of the agreements and is being amortized accordingly over the term of the agreements. During the three months ended March 31, 2007, the Company consulted with the third party valuation provider and revised the allocation to intangible assets resulting in approximately $669,000 being re-allocated back to goodwill. As a result, in 2006, we amortized $70,000 more of intangibles than we would have amortized based on the second valuation. The Company's amortization of the affected intangible assets will be adjusted over the remaining five year term of those assets and will not have a material effect on the current or future period financial results.

NOTE 7 - LINE OF CREDIT AND DEBT

At the end of the reporting period, the Company had a Credit Facility (the "Comerica Credit Facility") with Comerica Bank ("Comerica") that consisted of a line of credit maturing on July 26, 2009. The Comerica Credit Facility positions the Comerica debt as senior to all other debt. The line of credit is limited to $35 million, subject to loan covenant restrictions and is collateralized by substantially all the assets of the Company. The outstanding balance on the line of credit as of June 30, 2007 was $30.9 million. The remaining borrowings available under the line of credit as of June 30, 2007 were $4.1 million after consideration of loan covenant restrictions.

The Comerica Credit Facility contains covenants requiring the Company, as of the end of each calendar month, to maintain certain ratios, including the total funded debt to EBITDA; total funded debt to total liabilities plus net worth; and total funded debt to accounts/unbilled receivables. The Company is also required, as of the end of each quarter, to maintain minimum levels of net worth, and the Company must comply with an annual limitation on capital expenditures. The Company was in compliance with all covenants under the Comerica Credit Facility as of June 30, 2007.

Notes to Condensed Consolidated Financial Statements

	June 20
	(
Schedule of Long-Term Debt:	
Comerica Credit Facility - Line of credit, prime (8.25% at June 30, 2007), maturing in July 2009	$ 30
Sterling Planet and EDGI - Notes payable, interest at 5%, principal payments in installments of $15,000 plus interest due quarterly, maturing in December 2008	
Cleveland Inspection Services, Inc., CIS Technical Services and F.D. Curtis - Notes payable, discounted at 5% interest, principal in installments of $100,000 due quarterly, maturing in October 2009	
InfoTech Engineering, Inc. - Note payable, interest at 5%, principal payments in installments of $65,000 plus interest due annually, maturing in December 2007	
A.T.I. Inc. - Note payable, interest at 6%, principal payments in installments of $30,422 including interest due monthly, maturing in January 2009	
Michael Lee - Note payable, interest at 5%, principal payments in installments of $150,000 plus interest due quarterly, maturing in July 2010	1
Watco Management, Inc. - Note payable, interest at 4%, principal payments in installments of $137,745 including interest annually, maturing in October 2010	
Miscellaneous	
Total long-term debt	34
Less: Current maturities	(1
Long-term debt, net of current portion	$ 33

NOTE 8 - SEGMENT INFORMATION

The Company operates in two business segments: (1) engineering, providing services primarily to major companies involved in the hydrocarbon and chemical processing industries, pipelines, oil and gas development, and cogeneration units that, for the most part, are located in the United States; and (2) systems, providing design and implementation of control systems for specific applications primarily in the energy and process industries, and uninterruptible power systems and battery chargers to customers that, for the most part, are located in the United States.

Revenue and operating income for each segment are set forth in the following table. The amount under Corporate includes those activities that are not allocated to the operating segments and include costs related to business development, executive function, finance, accounting, investor relations/governance, project controls, information technology, legal, safety and human resources that are not specifically identifiable with the two segments. Inter-company elimination includes the amount of administrative costs allocated to the segments. Corporate functions support both business segments and therefore cannot be specifically assigned to either. Significant portions of Corporate cost are allocated to each segment based on each segment's revenues and eliminated in consolidation.

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Notes to Condensed Consolidated Financial Statements

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
	(in thousands)			
Revenue:				
Engineering	$ 84,263	$ 69,869	$ 160,706	$ 132,499
Systems	5,767	5,576	11,277	9,888
Less intercompany revenue	(454)	(379)	(748)	(694)
Total revenue	$ 89,576	$ 75,066	$ 171,235	$ 141,693
Operating income (loss):				
Engineering	$ 10,495	$ 6,596	$ 19,996	$ 11,486
Systems	(60)	55	(240)	(127)
Corporate	(3,506)	(3,089)	(7,293)	(5,676)
Total operating income	$ 6,929	$ 3,562	$ 12,463	$ 5,683

Financial information about geographic areas

Revenue from the Company's non-U.S. operations is currently not material. Long-lived assets (principally leasehold improvements and computer equipment) outside the United States were $98,539 as of June 30, 2007, net of accumulated depreciation.

NOTE 9 - FEDERAL INCOME TAXES

The components of income tax expense (benefit) for the three and six months ended June 30, 2007 and 2006 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
	(in thousands)			
Current	$ 2,869	$ 1,423	$ 4,728	$ 2,186
Deferred	(38)	(58)	(77)	(74)
Total tax provision	$ 2,831	$ 1,365	$ 4,652	$ 2,112

Notes to Condensed Consolidated Financial Statements

NOTE 10 - EARNINGS PER SHARE

The following table reconciles the denominator used to compute basic earnings per share to the denominator used to compute diluted earnings per share ("EPS").

	Three Months Ended June 30,		Six Mo Ju
	2007	2006	2007
	(in thousands)		
Weighted average shares outstanding (denominator used to compute basic EPS)	26,864,358	26,444,185	26,839,184
Effect of employee and outside director stock options	425,689	747,432	369,394
Denominator used to compute diluted EPS	27,290,047	27,191,617	27,208,578

NOTE 11 - CONTINGENCIES

Employment Agreements

The Company has employment agreements with certain of its executive officers, the latest of which expires in February 2009. The agreements provide for minimum salary levels. If the Company terminates the employment of the employee for any reason other than 1) termination for cause, 2) voluntary resignation, or 3) employee's death, the Company is obligated to provide a severance benefit equal to six months of the employee's salary, and, at its option, an additional six months at 50% to 100% of the employee's salary in exchange for an extension of a non- competition provision. These agreements are renewable for one year at the Company's option. The Company has employment agreements with certain other officers which contain the elements of those agreements with its executive officers but are in effect from three to five years.

Litigation

From time to time, the Company is involved in various legal proceedings arising in the ordinary course of business alleging, among other things, breach of contract or tort in connection with the performance of professional services, the outcome of which cannot be predicted with certainty. As of the date of this filing, we are party to several legal proceedings for which we have reserves, which are covered by insurance, or that, if determined adversely to us individually or in the aggregate, would not have a material adverse effect on our results of operations or financial position.

Insurance

The Company carries a broad range of insurance coverage, including general and business automobile liability, commercial property, professional errors and omissions, workers' compensation insurance and a general umbrella policy. The Company is not aware of any claims in excess of insurance recoveries. ENGlobal is partially self-funded for health insurance claims. Provisions for expected future payments are accrued based on the Company's experience. Specific stop loss levels provide protection for the Company with $175,000 per occurrence and approximately $12.1 million in aggregate in each policy year being covered by a separate insurance policy.

Unapproved Change Orders and Claims

At June 30, 2007, the Company had outstanding unapproved change orders/claims of approximately $18.6 million. The Company recorded $1.2 million in revenue during the year ended December 31, 2006 related to these claims. No additional amounts have been recognized during 2007 related to these claims. Generally, collection of amounts related to unapproved change orders and claims is expected within twelve months. However, clients generally will not pay these amounts until final resolution of related claims, thus accordingly, collection of these amounts may extend beyond one year. In the future, if the Company determines collection of any unapproved change order/claim is not probable, it will post a charge to earnings in the period such determination is made.

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Notes to Condensed Consolidated Financial Statements

NOTE 12 - SUBSEQUENT EVENT

On August 6, 2007, the Company entered into a Credit Agreement (the "Credit Agreement"), provides a three-year, $50 million senior secured revolving credit facility (the "New Credit Facility"). Becoming effective August 8, 2007, the New Credit Facility is guaranteed by substantially all of Company's subsidiaries and is secured by a lien on substantially all of the Company's assets. The New Credit Facility replaced a $35 million senior revolving credit facility that would have expired in July 2009.

The New Credit Facility may be used for working capital, issuances of letters of credit or other lawful corporate purposes. The Credit Agreement contains customary affirmative and negative covenants that place certain limitations and restrictions on the Company. These covenants place certain limitations on the Company including limits on new debt, mergers, asset sales, investments, and fixed price contracts along with restrictions on certain distributions. The Company must also maintain certain financial covenants as of the end of each calendar month, including the following:

- Leverage Ratio not to exceed 3.00 to 1.00;
- Asset Coverage Ratio to be less than 1.00 to 1.00; and
- Net Worth must be greater than the sum of $40.1 million plus 75% of positive Net Income earned in each fiscal quarter after January 1, 2007 plus 100% of the net proceeds of any offering, sale or other transfer of any capital stock or any equity securities.

At the Company's option, amounts borrowed under the New Credit Facility will bear interest at LIBOR or an Alternate Base Rate, plus in each case, an additional margin based on the Leverage Ratio. The Alternate Base Rate is the greater of the Prime Rate or the Fed Funds Effective Rate, plus 1.0%. The additional margin ranges from 0% on the Alternate Base Rate loans and 1.50% to 2.0% on the LIBOR-based loans.

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

Forward-Looking Statements

Certain information contained in this Quarterly Report on Form 10-Q, the Company's 2006 Annual Report on Form 10-K, as well as other written and oral statements made or incorporated by reference from time to time by the Company and its representatives in other reports, filings with the Securities and Exchange Commission, press releases, conferences, or otherwise, may be deemed to be forward-looking statements with the meaning of Section 21E of the Securities Exchange Act of 1934. This information includes, without limitation, statements concerning the Company's future financial position and results of operations; planned capital expenditures; business strategy and other plans for future operations; the future mix of revenues and business; customer retention; project reversals; commitments and contingent liabilities; and future demand and industry conditions. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Generally, the words "anticipate," "believe," "estimate," "expect," "may," and similar expressions, identify forward-looking statements, which generally are not historical in nature. Actual results could differ materially from the results described in the forward-looking statements due to the risks and uncertainties set forth in this Quarterly Report on Form 10-Q, the specific risk factors identified in the Company's 2006 Annual Report on Form 10-K and those described from time to time in our future reports filed with the Securities and Exchange Commission.

The following discussion is qualified in its entirety by, and should be read in conjunction with, the Company's Consolidated Financial Statements, including the notes thereto, included in this Quarterly Report on Form 10-Q and the Company's 2006 Annual Report on Form 10-K.

MD&A Overview

The following list sets forth a general overview of the more significant changes in the Company's financial condition and results of operations for the three and six months ended June 30, 2007, compared to the corresponding period in 2006.

	During the three months ended June 30, 2007		During the six months ended June 30, 2007	
	($ in millions)	%	($ in millions)	%
Revenue	$ 14.5	19.3%	$ 29.5	20.8%
Gross profit	3.5	32.7%	8.5	44.7%
Operating income	3.3	91.7%	6.8	119.3%
SG&A expense	0.1	1.4%	1.7	12.8%
Net income	1.6	70.0%	3.5	97.2%

Long-term debt, net of current portion, increased 22.4%, or $6.1million, from $27.2 million at December 31, 2006 to $33.3 million at June 30, 2007, and as a percentage of stockholders' equity, long-term debt increased to 68.6% from 66.5% at these same dates. The primary reason for the increase in long-term debt is the timing difference related to meeting short-term bi-weekly payroll obligations from our growth and longer collection periods on receipts from our clients. On average, our accounts receivable days outstanding is 70 days for the three months ended June 30, 2007, compared to 64 days for the three months ended June 30, 2006. The Company continues to work toward improving billing and collection processes.

Total stockholders' equity increased 18.8%, or $7.7 million, from $40.9 million as of December 31, 2006 to $48.6 million as of June 30, 2007.

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MD&A/Results of Operations (continued)

Consolidated Results of Operations for the Three and Six Months
Ended June 30, 2007 and 2006
(Unaudited)

Three Months Ended June 30,		Six
2007	2006	2007

	(dollars in thousands)					
Revenue:						
Engineering	$ 83,938	93.7 %	$ 69,752	92.9 %	$ 160,087	9
Systems	5,638	6.3 %	5,314	7.1 %	11,148	
Total revenue	$ 89,576	100.0 %	$ 75,066	100.0 %	$ 171,235	10
Gross profit:						
Engineering	$ 13,967	15.6 %	$ 10,189	13.6 %	$ 26,996	1
Systems	252	0.3 %	539	0.7 %	501	
Total gross profit	14,219	15.9 %	10,728	14.3 %	27,497	1
SG&A expense:						
Engineering	3,472	3.9 %	3,593	4.8 %	7,000	
Systems	312	0.3 %	484	0.6 %	741	
Corporate	3,506	4.0 %	3,089	4.1 %	7,293	
Total SG&A expense	7,290	8.2 %	7,166	9.5 %	15,034	
Operating income:						
Engineering	10,495	11.7 %	6,596	8.8 %	19,996	1
Systems	(60)	- %	55	- %	(240)	(
Corporate	(3,506)	(4.0)%	(3,089)	(4.0)%	(7,293)	(
Total operating income	6,929	7.7 %	3,562	4.8 %	12,463	
Other income (expense), net	(185)	(0.2)%	134	0.1)%	(745)	(
Tax provision	(2,831)	(3.1)%	(1,365)	(1.8)%	(4,650)	(
Net income	$ 3,913	4.4 %	$ 2,331	3.1 %	$ 7,067	

All percentages are based on total revenue.

Other financial comparisons:

	As of June 30,	
	2007	2006
	(in thousands)	
Working capital	$ 48,707	$ 31,051
Total assets	$120,213	$ 93,053
Long-term debt, net of current portion	$ 33,318	$ 16,943

Stockholders' equity	$ 48,583	$ 45,777

MD&A/Results of Operations (continued)

We recorded net income of $3.9 million, or $0.15 per diluted share for the three months ended June 30, 2007, compared to net income of $2.3 million, or $0.09 per diluted share for the corresponding period last year.

We recorded net income of $7.1 million, or $0.26 per diluted share for the six months ended June 30, 2007, compared to net income of $3.6 million, or $0.13 per diluted share for the corresponding period last year.

The following table presents, for the periods indicated, the approximate percentage of total revenues and operating income or loss attributable to our reportable segments:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
Revenue:				
Engineering	93.7 %	92.9 %	93.5 %	93.4 %
Systems	6.3 %	7.1 %	6.5 %	6.6 %
Operating income (loss):				
As a % of Total Revenues				
Engineering	11.7 %	8.8 %	11.7 %	8.1 %
Systems	- %	- %	(0.2)%	(0.1)%

The Company's revenue is composed of engineering, construction and procurement service revenue, systems, land/management and related product sales. The Company recognizes service revenue as soon as the services are performed. The majority of the Company's engineering services have historically been provided through cost-plus contracts whereas a majority of the Company's product sales are earned on fixed-price contracts. However, our engineering segment recognized approximately $8.0 million in fixed-price revenue in the six months ended June 30, 2007, compared to $14.8 million of similar revenue in the same period in 2006.

Revenue is recorded primarily using the percentage-of-completion (cost-to-cost) method. Under this method, revenue on long-term contracts is recognized in the ratio that contract costs incurred bear to total estimated contract costs. Revenue and gross margin on contracts are subject to revision throughout the lives of the contracts and any required adjustments are made in the period in which the revisions become known. Losses on contracts are recorded in full as they are identified.

In the course of providing our services, we routinely provide engineering, materials, and equipment and may provide construction services on either a subcontracted or direct hire basis. Generally, these materials, equipment and subcontractor costs are passed through to our clients and reimbursed, along with fees, which in the aggregate, are at margins lower than those of our core business. In accordance with industry practice and generally accepted accounting principles, all costs and fees are included in revenue. The use of subcontractor services can change significantly from project to project; therefore, changes in revenue may not be indicative of business trends.

For analytical purposes only, we segregate from our total revenue the revenues derived from material assets or companies acquired during the first 12 months following their respective dates of acquisition and refer to such revenue as "Acquisition" revenue. We also segregate gross profits and SG&A expenses derived from material assets or company acquisitions on the same basis as we segregate revenues.

Operating SG&A expense includes management and staff compensation, office costs such as rents and utilities, depreciation, amortization, travel and other expenses generally unrelated to specific client contracts, but directly related to the support of a segment's operation.

Corporate SG&A expense is comprised primarily of marketing costs, as well as costs related to the executive, investor relations/governance, finance, accounting, safety, human resources, project controls, legal and information technology departments and other costs generally unrelated to specific client projects, but which are incurred to support corporate activities and initiatives.

Industry Overview:

Many ENGlobal offices have benefited from the strong refinery market. We expect significant capital projects to be generated by refinery operations over the next several years given increasing demand for refined products, improved margins, and an aging refining infrastructure in the U.S. Overall, projects that relate to expanding capacity at existing refineries or those projects that relate to processing lower cost grades of crude have trended upward. Given that global demand for energy has tightened the supply of both crude oil as well as refined products, we believe each ENGlobal business segment is well positioned within the industry, and to perform services primarily in the North American market.

The petrochemical industry has historically been a good source of projects for ENGlobal. We have seen a small increase in both maintenance and capital spending on domestic facilities after several years of relative inactivity. In the Company's view, large capital projects in the petrochemical industry are currently being undertaken outside the U.S., in areas of the world with increasing product demand or lower cost feedstock.

The Company is currently seeing a significant increase in North American pipeline project activity. It is projected that this activity in terms of pipeline miles built will increase approximately 70% in 2007, when compared to 2006. Moving products through cross country pipelines requires other installations on which the Company performs services, such as pump stations, gas compression facilities, tank farms, metering and surveillance installations. As a general statement, pipeline projects tend to require less engineering man hours as the scope of engineering work is somewhat smaller than for similar sized downstream projects.

ENGlobal is seeing significant increased activity on projects related to alternative and renewable energy. In many cases, our clients for these projects are new project developers, as opposed to our historical client base that are much larger in size and with long operating histories. In this area, the Company primarily focuses its marketing efforts on facilities that will utilize biomass technologies, including those related to ethanol, biodiesel, coal to liquids and utilization of refinery petroleum coke as an energy source.

Revenue:

Revenue increased $29.5 million, or 20.8%, to $171.2 million for the six months ended June 30, 2007 from $141.7 million for the comparable prior year period with approximately $27.8 million of the increase coming from our engineering segment and $1.7 attributable to our systems segment. This is discussed further in our segment information.

Revenue increased $14.5 million, or 19.3%, to $89.6 million for the three months ended June 30, 2007 from $75.1 million for the comparable prior year period with approximately $14.1 million of the increase coming from our engineering segment and $0.3 million attributable to our systems segment. This is discussed further in our segment information.

Gross Profit:

Gross profit increased $8.5 million, or 44.7%, to $27.5 million for the six months ended June 30, 2007 from $19.0 million for the comparable prior year period. As a percentage of revenue, gross profit increased 2.6% from 13.4% for the six months ended June 30, 2006 to 16.0% for the quarter ended June 30, 2007. Of the overall $8.5 million increase in gross profit, approximately $3.9 million was primarily due to the $29.5 million increase in revenue and approximately $4.6 million was due to equivalent lower costs.

Gross profit increased $3.5 million, or 32.7%, to $14.2 million for the three months ended June 30, 2007 from $10.7 million for the comparable prior year period. As a percentage of revenue, gross profit increased 1.6% from 14.3% for the three months ended June 30, 2006 to 15.9% for the quarter ended June 30, 2007. Of the overall $3.5 million increase in gross profit, approximately $2.1 million was primarily due to the $14.5 million increase in revenue and approximately $1.4 million was due to equivalent lower costs.

MD&A/Results of Operations (continued)

Selling, General, and Administrative:

As a percentage of revenue, SG&A expense decreased 0.6% to 8.8% for the six months ended June 30, 2007 from 9.4% for the comparable prior year period. Total expense for SG&A increased $1.7 million, or 12.8%, to $15.0 million for the six months ended June 30, 2007 from $13.3 million for the comparable prior year period.

As a percentage of revenue, SG&A expense decreased 1.3% to 8.2% for the three months ended June 30, 2007 from 9.5% for the comparable prior year period. Total expense for SG&A increased $0.1 million, or 1.4%, to $7.3 million for the three months ended June 30, 2007 from $7.2 million for the comparable prior year period.

As a percentage of revenue, Corporate SG&A expense increased 0.3% to 4.3% for the six months ended June 30, 2007 from 4.0% for the comparable prior year period. Corporate SG&A expense increased approximately $1.6 million, or 28.1%, to $7.3 million for the six months ended June 30, 2007 from $5.7 million for the comparable prior year period.

Corporate SG&A grew as personnel increased to 92 employees for the six months ended June 30, 2007 compared to 75 employees for the six months ended June 30, 2006. The Company increased the Business Development, Human Resources, Accounting and IT departments to support the overall growth of the Company. Facilities expenses of approximately $100,000 were added over this timeframe to add additional office space in Houston and Denver and to add to our office network.

As a percentage of revenue, Corporate SG&A expense decreased 0.1% to 4.0% for the three months ended June 30, 2007 from 4.1% for the comparable prior year period. Corporate SG&A expense increased approximately $0.4 million, or 12.9%, to $3.5 million for the three months ended June 30, 2007 from $3.1 million for the comparable prior year period.

Operating Income:

Operating income increased approximately $6.8 million, or 119.3%, to $12.5 million for the six months ended June 30, 2007 from $5.7 million compared to the same period in 2006. As a percentage of revenue, operating income increased 3.2% to 7.2% for the six months ended June 30, 2007 from 4.0% for the comparable prior year period.

Operating income increased approximately $3.3 million, or 91.7%, to $6.9 million for the three months ended June 30, 2007 from $3.6 million compared to the same period in 2006. As a percentage of revenue, operating income increased 2.9% to 7.7% for the three months ended June 30, 2007 from 4.8% for the comparable prior year period.

Other Expense, net:

Other expense increased $739,000 for the six months ended June 30, 2007 from the comparable prior year period. Interest expense increased $845,000 due to an increased outstanding balance on our line of credit. Other income increased $106,000 due to a gain of $483,000 recorded for the sale of our office building located in Baton Rouge, Louisiana. Other income for the six months ended June 30, 2006 was mainly from insurance proceeds related to Hurricane Rita damage.

Other expense increased $319,000 for the three months ended June 30, 2007 from the comparable prior year period. Interest expense increased $447,000 due to an increased outstanding balance on our line of credit. Other income increased $128,000 due to the gain on the sale of the building.

Tax Provision:

Income tax expense increased $2.6 million, or 123.8%, to $4.7 million for the six months ended June 30, 2007 from $2.1 million for the comparable prior year period. The estimated effective tax rate was 39.7% for the six months ended June 30, 2007 compared to 37.2% for the comparable prior year period. The change in the effective tax rate is the result of increasing state income taxes.

Income tax expense increased $1.4 million, or 100.0%, to $2.8 million for the three months ended June 30, 2007 from $1.4 million for the comparable prior year period. The estimated effective tax rate was 42.0% for the three months ended June 30, 2007 compared to 36.9% for the comparable prior year period. The change in the effective tax rate is the result of increasing state income taxes.

As we experienced greater earnings in a broader range of jurisdictions compared to 2006, we realized the need to recognize greater tax obligations to those jurisdictions. The effective rate of 42.0% for the three months ended June 30, 2007 compared to the 39.7% effective rate for the six months ended June 30, 2007, indicates that the increased estimates were booked in the second quarter. Our expected effective rate for 2007, annualizing the impact of Federal and state taxes, should average approximately 41%.

The estimated effective tax rates are based on estimates using historical rates adjusted by recurring and non-recurring book to tax differences. Estimates at June 30, 2006 included the effect of non-recurring differences in tax estimates from the 2005 year end. Estimates at June 30, 2007 are based on results of the 2006 year end and adjusted for estimates of non-recurring differences from the prior year, as well as anticipated book to tax differences for 2007.

Net Income:

Net income for the six months ended June 30, 2007 increased $3.5 million, or 97.2%, to $7.1 million from $3.6 for the comparable prior year period. As a percentage of revenue, net income increased 1.6% to 4.1% for the six months ended June 30, 2007 from 2.5% for the period ended June 30, 2006.

Net income for the three months ended June 30, 2007 increased $1.6 million, or 69.6%, to $3.9 million from $2.3 for the comparable prior year period. As a percentage of revenue, net income increased 1.3% to 4.4% for the three months ended June 30, 2007 from 3.1% for the period ended June 30, 2006.

Liquidity and Capital Resources

Historically, cash requirements have been satisfied through operations and borrowings under a revolving line of credit, which is currently in effect with Comerica Bank (the "Comerica Credit Facility"). As of June 30, 2007, we had working capital of $49.1 million. Long-term debt, net of current portion, was $33.3 million as of June 30, 2007, including $30.9 million outstanding under the Comerica Credit Facility.

The Comerica Credit Facility positions the Comerica debt as senior to all other debt. The line of credit is limited to $35 million, subject to loan covenant restrictions and is collateralized by substantially all the assets of the Company. The outstanding balance on the line of credit as of June 30, 2007 was $30.9 million. The remaining borrowings available under the line of credit as of June 30, 2007 were $4.1 million after consideration of loan covenant restrictions.

The Comerica Credit Facility contains covenants requiring the Company, as of the end of each calendar month, to maintain certain ratios, including the total funded debt to EBITDA; total funded debt to total liabilities plus net worth; and total funded debt to accounts/unbilled receivables. The Company is also required, as of the end of each quarter, to maintain minimum levels of net worth, and the Company must comply with an annual limitation on capital expenditures. The Company was in compliance with all covenants under the Comerica Credit Facility as of June 30, 2007.

We are not currently subject to any obligations under standby letters of credit, guarantees, repurchase obligations or other commitments. We have no off-balance sheet arrangements.

As of June 30, 2007, management believes the Company's cash position is sufficient to meet its working capital requirements for at least the next twelve months. Any future decrease in demand for the Company's services or products would reduce the availability of funds through operations.

On August 6, 2007, the Company entered into a Credit Agreement (the "Credit Agreement"), provides a three-year, $50 million senior secured revolving credit facility (the "New Credit Facility"). Becoming effective August 8, 2007, the New Credit Facility is guaranteed by substantially all of Company's subsidiaries and is secured by a lien on substantially all of the Company's assets. The New Credit Facility replaced a $35 million senior revolving credit facility that would have expired in July 2009.

The New Credit Facility may be used for working capital, issuances of letters of credit or other lawful corporate purposes. The Credit Agreement contains customary affirmative and negative covenants that place certain limitations and restrictions on the Company. These covenants place certain limitations on the Company including limits on new debt, mergers, asset sales, investments, and fixed price contracts along with restrictions on certain distributions. The Company must also maintain certain financial covenants as of the end of each calendar month, including the following:

- Leverage Ratio not to exceed 3.00 to 1.00;
- Asset Coverage Ratio to be less than 1.00 to 1.00; and
- Net Worth must be greater than the sum of $40.1 million plus 75% of positive Net Income earned in each fiscal quarter after January 1, 2007 plus 100% of the net proceeds of any offering, sale or other transfer of any capital stock or any equity securities.

At the Company's option, amounts borrowed under the New Credit Facility will bear interest at LIBOR or an Alternate Base Rate, plus in each case, an additional margin based on the Leverage Ratio. The Alternate Base Rate is the greater of the Prime Rate or the Fed Funds Effective Rate, plus 1.0%. The additional margin ranges from 0% on the Alternate Base Rate loans and 1.50% to 2.0% on the LIBOR-based loans.

Cash Flow

The Company believes that it has available the necessary cash required for operations for the next 12 months. Cash and the availability of cash could be materially restricted if circumstances prevent the timely internal processing of invoices, if amounts billed are not collected, if project mix shifts from cost reimbursable to fixed cost contracts during significant periods of growth, if the Company was to lose one or more of its major customers, if demand for the Company's services decreases, or if the Company is not able to meet the covenants of the Comerica Credit Facility. If any such event occurs, the Company would be forced to consider alternative financing options.

Operating activities:

Net cash used in operating activities was $4.4 million for the six months ended June 30, 2007, compared with net cash used of $2.0 million in the same period in 2006. For the three months ended June 30, 2007, the Company's operating activities provided approximately $500,000 of cash compared with approximately $1.2 million of cash provided during the same period in 2006. The credit facility increased from $29.6 million as of March 31, 2007 and from $13.5 million as of June 30, 2006 to $30.9 million as of June 30, 2007.

Our average days of sales outstanding ("DSO") was 70 days for the three months ended June 30, 2007 compared to 64 days for the comparable three month period in 2006 and 69 days for the period ended December 31, 2006. The Company revised the method used for calculating DSO changing from annualized average revenue and accounts receivable totals to average quarterly revenue and accounts receivable totals. The average DSO for all periods referenced herein and for all future periods have been and will be calculated under the new method.

The decrease in our cash needs for the three months ended June 30, 2007 was primarily due to:

1) an increase in net income;
2) an increase in accrued compensation and benefits due to timing of the quarter's last bi-weekly payroll;
3) an increase in billings in excess of costs on fixed price engineering projects; offset by:
    a) an increase in trade receivables due to increased revenue and past due accounts;
    b) an increase in costs in excess of billings in our systems manufacturing segment; and
    c) a decrease in accrued liabilities due to subcontractor payments made against reserves related to the fixed price contract losses in 2006.

Accounts payable are not expected to materially impact cash during the third quarter as the two fixed price EPC projects are scheduled to be completed during that period with final billings and retention collections expected to have a positive cash impact. A continued increase in costs and estimated earnings in excess of billings is not expected during the third quarter even though improvements can only be made with more favorable contractual terms.

Investing activities:

Net cash used in investing activities was $302,000 for the six months ended June 30, 2007, compared with net cash used of $7,071,000 in the same period in 2006. In the first six months of 2006, the Company acquired the assets of ATI, Inc. for $750,000 cash and a note payable and the Company acquired the assets of WRC for $10.1 million. That transaction included $4.3 million assumption of debt, $2 million in cash, notes payable of

$2.4 million and ENGlobal shares of common stock valued at $1.4 million. The Company also used cash for capital expenditures in the six months ended

June 30, 2007 of $1.1 million and $1.6 million in the comparable prior year period.

Financing activities:

Net cash provided by financing activities was $5.6 million for the six months ended June 30, 2007, compared with net cash provided of $9.8 million in the same period in 2006. In the first six months of 2007, the Company increased its outstanding credit facility by $7.0 million for working capital needs compared to an increase in the credit facility of $9.7 million in the same period in 2006.

Asset Management

The Company's cash flow from operations has been affected primarily by the timing of its collection of trade accounts receivable. The Company typically sells its products and services on short-term credit terms and seeks to minimize its credit risk by performing credit checks and conducting its own collection efforts. The Company had net trade accounts receivable of $69.6 million and $60.2 million at June 30, 2007 and December 31, 2006, respectively. The DSO in trade accounts receivables was 70 days at June 30, 2007 and at December 31, 2006.

Engineering Segment Results (continued)

	Three Months Ended June 30,				Six Months E June 30		
	2007		2006		2007		
	(dollars in thousands)						
Gross revenue	$ 84,263		$ 69,869		$ 160,706		$
Less intercompany revenue	(325		(117)		(619)		
Total Revenue:	$ 83,938	100%	$ 69,752	100%	$ 160,087	100%	$
Gross profit:	$ 13,967	16.6%	$ 10,189	14.6%	$ 26,996	16.8%	$
Operating SG&A expense:	$ 3,472	4.1%	$ 3,593	5.2%	$ 7,000	4.4%	$
Operating income:	$ 10,495	12.5%	$ 6,596	9.5%	$ 19,996	12.5%	$

Overview of Engineering Segment:

Our engineering segment continues to benefit from a large project load generated primarily by its downstream clients and to a lesser extent by its midstream clients. The industry's refining segment continues to be very active, supplying a large percentage of the Company's backlog. ENGlobal is benefiting from the renewed interest of its chemical/petrochemical clients in maintenance and retrofit projects as product margins in this marketplace improve.

Even though some of our subsidiary entities may focus more on one discipline than another, each of the entities provides services to our clients in the petrochemical and energy industries. As our clients have downsized and began limiting the number of vendors and subcontractors, we have attempted to become a "one-stop shop" solution for an entire project or large portion of that project with more than one entity providing a portion of the work, while other times only one entity may provide one or more portions of the entire project. For example, we may have a project in which WRC provides right of way services, EEI provides engineering and design services, and ECR provides construction management and inspection services. The client would view the work as one project under one contract. We provide these services based on the client requirements.

We provide services to a wide range of industrial sectors including: petroleum refining, gas processing, pipeline and product movement, petrochemical, production, sulfur processing, manufacturing, chemical exploration, and co-generation. Each of our subsidiaries can service customers in these industries. The various entities also share similar processes for delivery of services.

All of our entities are greatly impacted by the general availability of qualified engineers and other technical professional staff and employees are often shared among entities as needed.

Revenue

Year over year revenue increased $27.8 million, or 21.0%, to $160.1 million for the six months ended June 30, 2007 from $132.3 million for the comparable prior year period. The increase in engineering revenue resulted primarily from increased activity in the engineering and construction markets. Refining related activity has been particularly strong, including projects to satisfy environmental mandates, expand existing facilities and utilize heavier sour crude. Capital spending in the pipeline area is also trending higher, with numerous projects in North America currently underway to deliver crude oil, natural gas, petrochemicals and refined products. Renewable energy appears to be an emerging area of activity and potential growth, with the Company currently performing a variety of services for ethanol, biodiesel, coal to liquids, petroleum coke to ammonia, and other biomass processes. The acquisition of WRC in May 2006, together with our clients' increased demand for in-plant and inspection resources, stimulated growth in our staffing services division.

The following table illustrates the composition of the Company's revenue mix quarter over quarter for the six months ended June 30, 2007 and 2006, and provides a comparison of the changes in revenue and revenue trends period over period.

	Six Months Ended June 30,					
	2007	% rev	2006	% rev	$ change	% change
			(dollars in millions)			
Detail-design	$ 72.0	45%	$ 56.0	43%	$ 16.0	29 %
Field services & inspection	73.3	46%	44.6	34%	28.7	64 %
Procurement & construction	6.8	4%	16.9	13%	(10.1)	(60)%
Design-build fixed price	8.0	5%	14.8	10%	(6.8)	(46)%
	$ 160.1	100%	$ 132.3	100%	$ 27.8	21 %

- The largest increase in revenue came from field services and inspection activity which increased $28.7 million, or approximately 64%, to $73.3 million for the six months ended June 30, 2007 from $44.6 million for the comparable prior year period.

- Detail-design services increased $16.0 million, or approximately 29% for the six months ended June 30, 2007. Our core engineering segment's activities accounted for approximately 91% of engineering's total revenue mix during the six months ended June 30, 2007 compared to approximately 77% for the comparable prior year period.

- Revenue from non-labor procurement and construction activity decreased $10.1 million from $16.9 million during the six months ended June 30, 2006 to $6.8 million during the six months ended June 30, 2007.

- The design-build fixed price revenue decreased $6.8 million, or (46)%, from $14.8 million for the six months ended June 30, 2006 to $8.0 million for the same period in 2007 and accounted for approximately 5% of engineering's total revenue.

Quarter over quarter revenue increased $14.1 million, or 20.2%, to $83.9 million for the three months ended June 30, 2007 from $69.8 million for the comparable prior year period. The following table illustrates the composition of the Company's revenue mix quarter over quarter for the three months ended June 30, 2007 and 2006, and provides a comparison of the changes in revenue and revenue trends period over period:

	Three Months Ended June 30,					
	2007	% rev	2006	% rev	$ change	% change
			(dollars in millions)			
Detail-design	$ 36.1	43%	$ 28.4	41%	$ 7.7	27 %
Field services & inspection	38.2	45%	25.0	36%	13.2	53 %
Procurement & construction	5.5	7%	6.3	9%	(0.8)	(13)%
Design-build fixed price	4.2	5%	10.1	14%	(5.9)	(58)%
	$ 84.0	100%	$ 69.8	100%	$ 14.2	20 %

Gross Profit:

Gross profit increased $9.0 million, or 50.0%, to $27.0 million for the six months ended June 30, 2007 from $18.0 million for the comparable prior year period. As a percentage of revenue, gross profit increased by 3.2% to 16.8% from 13.6% for the six months ended June 30, 2007 and 2006, respectively. Of the overall $9.0 million increase in gross profit, approximately $3.8 million was attributable to the $27.8million increase in total revenue, and approximately $5.2 million was attributable to improved margins. The increase in margins can be attributed to the reduced activity in low margin/high dollar procurement projects being replaced with higher margin core revenue derived from labor activity. Included in gross profit for the six months ended June 30, 2007, were $456,000 of additional losses related to the completion of the two fixed price contracts.

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Engineering Segment Results (continued)

Gross profit increased $3.8 million, or 37.3%, to $14.0 million for the three months ended June 30, 2007 from $10.2 million for the comparable prior year period. As a percentage of revenue, gross profit increased by 2.0% to 16.6% from 14.6% for the three months ended June 30, 2007 and 2006, respectively. Of the overall $3.8 million increase in gross profit, approximately $2.1 million was attributable to the $14.1million increase in total revenue, and approximately $1.7 million was attributable to improved margins. The increase in margins can be attributed to the reduced activity in low margin/high dollar procurement projects being replaced with higher margin core revenue derived from labor activity. Included in gross profit for the three months ended June 30, 2007, were $456,000 of additional losses related to the completion of the two fixed price contracts.

At June 30, 2007, the Company had outstanding unapproved change orders/claims of approximately $18.6 million. The Company recorded $1.2 million in revenue during the year ended December 31, 2006 related to these claims. No additional amounts have been recognized during 2007 related to these claims. Generally, collection of amounts related to unapproved change orders and claims is expected within twelve months. However, clients generally will not pay these amounts until final resolution of related claims, thus accordingly, collection of these amounts may extend beyond one year. In the future, if the Company determines collection of any unapproved change order/claim is not probable, it will post a charge to earnings in the period such determination is made.

Selling, General, and Administrative:

As a percentage of revenue, SG&A expense decreased 0.5% to 4.4% for the six months ended June 30, 2007 from the comparable prior year period. SG&A expense increased $0.5 million, or 7.7%, to $7.0 million for the six months ended June 30, 2007 from $6.5 million for the comparable prior year period.

As a percentage of revenue, SG&A expense decreased 1.1% to 4.1% for the three months ended June 30, 2007 from 5.2% for the comparable prior year period. SG&A expense decreased $0.1 million, or (2.8)%, to $3.5 million for the three months ended June 30, 2007 from $3.6 million for the comparable prior year period.

Operating Income:

Operating income increased $8.5 million, or 73.9%, to $20.0 million for the six months ended June 30, 2007 from $11.5 million for the comparable prior year period. As a percentage of revenue, operating income increased to 12.5% for the six months ended June 30, 2007 from 8.7% for the comparable prior year period.

Operating income increased $3.9 million, or 59.1%, to $10.5 million for the three months ended June 30, 2007 from $6.6 million for the comparable prior year period. As a percentage of revenue, operating income increased to 12.5% for the three months ended June 30, 2007 from 9.5% for the comparable prior year period.

Systems Segment Results

	Three Months Ended June 30,				Six Mo Ju	
	2007		2006		2007	
	(dollars in thousands)					
Gross revenue	$ 5,767		$ 5,576		$11,277	
Less intercompany revenue	129		262		129	
Total revenue:	$ 5,638	100.0 %	5,314	100.0%	$11,148	100.0 %
Gross profit:	$ 252	4.5 %	$ 539	10.1%	$ 501	4.5 %
Operating SG&A expense:	312	5.5 %	484	9.1%	741	6.7 %
Operating income:	(60)	(1.1)%	55	1.0%	(240)	(2.2)%

Overview of Systems Segment:

The systems segment began a detailed review process in the fourth quarter of 2006. As a continuation of this initiative in the first six months of 2007, the Company initiated more detailed project cost control/forecasting was initiated on all active lump sum projects in order to identify potential areas of remediation and improve financial results.

Revenue:

Revenue increased approximately $1.7 million, or 18.1%, to $11.1 million for the six months ended June 30, 2007 from $9.4 million for the comparable prior year period.

Revenue increased approximately $0.3 million, or 5.7%, to $5.6 million for the three months ended June 30, 2007 from $5.3 million for the comparable prior year period.

A general turnaround in the oil and gas industry, together with the acquisition of Analyzer Technology International, Inc. ("ATI") in January 2006 has increased the demand for systems services. Another factor positively affecting systems business is that the computer-based distributed control systems equipment used for facility plant automation becomes technologically obsolete over time, requiring ongoing replacement of these systems.

Gross profit:

Gross profit decreased approximately $463,000, or 48.0%, to $501,000 for the six months ended June 30, 2007 from $964,000 for the comparable prior year period. As a percentage of revenue, gross profit decreased to 4.5% from 10.3% for the respective periods. Lower margins on fixed price work accounted for 3% of the decrease. The remainder was caused by increased project management costs and increased variable costs associated with labor to perform proposals.

Gross profit decreased approximately $287,000, or 53.2%, to $252,000 for the three months ended June 30, 2007 from $539,000 for the comparable prior year period and, as a percentage of revenue, gross profit decreased to 4.5% from 10.1% for the respective periods.

Selling, General, and Administrative:

SG&A expense decreased approximately $350,000, or 32.1%, to $741,000 for the six months ended June 30, 2007 from $1,091,000 for the same period in 2006 and, as a percentage of revenue, SG&A expense decreased to 6.7% from 11.7% for the respective periods. Salaries and related expenses decreased by $535,000 for a variety of reasons. The expenses of four sales persons were moved to Corporate SG&A from Operations; some salaries were moved to direct costs variable; and the Company's Systems segment personnel decreased. Amortization expense increased by $290,000 as a result of the non-compete intangible related to the ATI acquisition. Facilities and related expenses decreased by $27,000 as a result of consolidating the offices of ATI and Systems.

Systems Segment Results

SG&A expense decreased approximately $172,000, or 35.5%, to $312,000 for the three months ended June 30, 2007 from $484,000 for the same period in 2006 and, as a percentage of revenue, SG&A expense decreased to 5.5% from 9.1% for the respective periods as a result of the measures described for the six months ended above.

Operating Income:

The systems segment recorded an operating loss of $240,000 for the six months ended June 30, 2007 compared to an operating loss of $127,000 for the six months ended June 30, 2006.

The systems segment recorded an operating loss of $60,000 for the three months ended June 30, 2007 compared to operating income of $55,000 for the three months ended June 30, 2006.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our financial instruments include cash and cash equivalents, accounts receivable, accounts payable, notes and capital leases payable, and debt obligations. The book value of cash and cash equivalents, accounts receivable, accounts payable and short-term notes payable are considered to be representative of fair value because of the short maturity of these instruments.

We do not utilize financial instruments for trading purposes and we do not hold any derivative financial instruments that could expose us to significant market risk. In the normal course of business, our results of operations are exposed to risks associated with fluctuations in interest rates and currency exchange rates.

Our exposure to market risk for changes in interest rates relates primarily to our obligations under the Comerica Facility. As of June 30, 2007, $30.9 million had been borrowed under the Comerica Credit Facility, accruing interest at 8.25% per year, excluding amortization of prepaid financing costs. A 10% increase in the short-term borrowing rates on the Comerica Credit Facility outstanding as of June 30, 2007 would be 83 basis points. Such an increase in interest rates would increase our annual interest expense by approximately $256,000, assuming the amount of debt outstanding remains constant.

In general, our exposure to fluctuating exchange rates relates to the effects of translating the financial statements of our Canadian subsidiary from the Canadian dollar to the U.S. dollar. We follow the provisions of SFAS No. 52 - "Foreign Currency Translation" in preparing our consolidated financial statements. Currently, we do not engage in foreign currency hedging activities.

ITEM 4. CONTROLS AND PROCEDURES

a. Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining our disclosure controls and procedures. As of June 30, 2007, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures or "disclosure controls." Disclosure controls are controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 is properly recorded, processed, summarized, and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms. Disclosure controls include processes to accumulate and evaluate relevant information and communicate such information to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on the controls evaluation, our CEO and CFO have concluded that, as a result of the matters discussed below with respect to our internal control over financial reporting, our disclosure controls as of June 30, 2007, were not effective.

A material weakness in internal control over financial reporting is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management's assessment identified the following material weaknesses in our internal control over financial reporting as of December 31, 2006, which remained outstanding as of June 30, 2007:

- Deficiencies in the Company's Control Environment. Our control environment did not sufficiently promote effective internal control over financial reporting throughout the organization. Specifically, we had a shortage of support and resources in our accounting department, which resulted in insufficient: (i) documentation and communication of our accounting policies and procedures; and (ii) internal audit processes of our accounting policies and procedures.

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- Deficiencies in the Company's Information Technology Access Controls. We did not maintain effective controls over preventing access by unauthorized personnel to end-user spreadsheets and other information technology programs and systems.

- Deficiencies in the Company's Accounting System Controls. We did not effectively and accurately close the general ledger in a timely manner and we did not provide complete and accurate disclosure in our notes to financial statements, as required by generally accepted accounting principles.

- Deficiencies in the Company's Controls Regarding Purchases and Expenditures. We did not maintain effective controls over the tracking of our commitments and actual expenditures with third-party subsidiaries on a timely basis.

- Deficiencies in the Company's Controls Regarding Fixed-Price Contract Information. We did not maintain effective controls over the complete, accurate, and timely processing of information relating to the estimated cost of fixed-price contracts.

- Deficiencies in the Company's Revenue Recognition Controls. We did not maintain effective policies and procedures relating to revenue recognition of fixed price contracts, which accounted for approximately 11% of the Company's revenues in 2006.

- Deficiencies in the Company's Controls over Income Taxes. We did not maintain sufficient internal controls to ensure that amounts provided for in our financial statements for income taxes accurately reflected our income tax position as of December 31, 2006.

- Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2006, but management did not complete its assessment until March 2, 2007. Due to the lack of adequate time to permit Hein to audit management's assessment, Hein was unable to render an opinion on our assessment of the effectiveness of our internal control over financial reporting as of December 31, 2006. Accordingly, management identified this as a material weakness. Management's assessment process did not conclude in adequate time to permit Hein to audit management's assessment due to a number of factors, including: (i) our failure to prepare and plan for a timely completion of management's assessment, including adding the resources necessary to do so; and (ii) our failure to ensure that our accounting department was adequately staffed and sufficiently trained to meet deadlines.

Except as noted below under the heading "Remediation Initiatives," no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) occurred during the quarter ended June 30, 2007, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

b. Remediation Initiatives

Management, with oversight from the Audit Committee of the Board of Directors, has been addressing the material weaknesses disclosed in its 2006 Annual Report on Form 10-K/A and is committed to effectively remediating known weaknesses as expeditiously as possible. These remedial steps have not been completed; however, the Company has performed additional analysis and procedures in order to ensure that the consolidated financial statements contained in this Quarterly Report on Form 10-Q were prepared in accordance with generally accepted accounting principles in the United States of America. Although the Company's remediation efforts are underway, control weaknesses will not be considered remediated until new internal controls over financial reporting are implemented and operational for a sufficient period of time to allow for effective testing and are tested, and management and its independent registered certified public accounting firm conclude that these controls are operating effectively. Management, its outside consultants, and the Audit Committee of the Company's Board of Directors have begun working with the Company's auditors to determine the most effective way to implement the remedial measures listed below, and, if necessary, to develop additional remedial measures to address the internal control deficiencies identified above. The Company will monitor the effectiveness of planned actions and will make any other changes and take such other actions as management or the Audit Committee determines to be appropriate. The Company's remediation plans include:

- We plan to hire additional personnel to assist us with documenting and communicating our accounting policies and procedures to ensure the proper and consistent application of those policies and procedures throughout the Company. Recruitment for these positions has begun and the selection process is ongoing.

- We plan to implement formal processes requiring periodic self-assessments, independent tests, and reporting of our personnel's adherence to our accounting policies and procedures.

- We plan to design effective policies and procedures to control security of and access to spreadsheet information. If necessary, we will also consider implementing a software solution with automatic control checkpoints for day-to-day business processes.

- We plan to (i) require additional training for our current accounting personnel; (ii) to hire additional accounting personnel to enable the allocation of job functions among a larger group of accounting staff; (iii) to engage outside consultants with technical accounting expertise, as needed; and (iv) to consider restructuring our accounting department, each to increase the likelihood that our accounting personnel will have the resources, experience, skills, and knowledge necessary to effectively perform the accounting system functions assigned to them. During the second quarter, the Company conducted training for the accounting staff, with an emphasis to improve various accounting functions going forward.

- We plan to improve procurement and operational efficiencies by implementing a software system and a matrix organization to more completely, accurately, and timely track commitments on Company-wide purchase and expenditure transactions.

- We plan to improve revenue recognition policies and procedures relating to fixed-price contracts by evaluating the level of economic success achieved by past fixed-price contracts and by stressing throughout the Company the importance of (i) accurately estimating costs, (ii) timely updating cost estimates to reflect the accuracy of the cost savings, (iii) accurately estimating expected profit, (iv) timely identifying when a project's scope changes, (v) promptly reporting man hours and costs in excess of those originally estimated; and (vi) closely scrutinizing the bid process.

- In the first six months of 2007, we have begun to train personnel to effectively implement and evaluate the overall design of the Company's fixed-price project control processes. Specifically, we plan to enhance and tighten controls as they relate to the initial bid process and the attendant recognition and management of risk by only bidding on large procurement and construction activities on a cost plus basis.

Management recognizes that many of these enhancements require continual monitoring and evaluation for effectiveness. The development of these actions is an iterative process and will evolve as the Company continues to evaluate and improve our internal controls over financial reporting. In conjunction with the Company's SOX Section 404 Steering Committee, management will review progress on these activities on a consistent and ongoing basis at the Chief Executive Officer and senior management level in conjunction with our Audit Committee. We have also begun to take additional steps to elevate Company awareness about and communication of these important issues through formal channels such as Company meetings, departmental meetings, and training.

During the second quarter, the Company's external auditors began its review of the 2007 internal controls audit. In July 2007, the Company hired a third-party consultant to oversee the testing of its internal financial and information technology controls. A quarterly review by consultants will assist the Company with its remediation plan will assist its independent auditors in their preparation for the final assessment in the third and fourth quarters, allowing for any remediation before December 31, 2007.

PART II. - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, the Company and its subsidiaries become parties to various legal proceedings arising in the ordinary course of normal business activities. While we cannot predict the outcome of these proceedings, in our opinion and based on reports of counsel, any liability arising from such matters, individually or in the aggregate, is not expected to have a material effect upon the consolidated financial position or operations of the Company.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our 2006 Annual Report on Form 10-K. which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial conditions or operating results.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

31.1	Certifications Pursuant to Rule 13a - 14(a) of the Exchange Act of 2002 for the Second Quarter 2007
31.2	Certifications Pursuant to Rule 13a - 14(a) of the Exchange Act of 2002 for the Second Quarter 2007
32	Certification Pursuant to Rule 13a - 14(b) of the Exchange Act and 18U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the Second Quarter 2007

SIGNATURE

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.

ENGlobal Corporation

Dated: August 7, 2007

By: /s/ Robert W. Raiford

Robert W. Raiford
Chief Financial Officer and Treasurer