

GREENMAN TECHNOLOGIES INC  
Form 424B3  
August 23, 2007

Prospectus Supplement  
Filed Pursuant to  
Rule 424(b)(3) of the  
Securities Act of 1933  
Registration No. 333-140225

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Supplement No. 2 to Prospectus  
dated  
February 6, 2007  
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GREENMAN TECHNOLOGIES, INC.  
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4,140,426 Shares of  
Common Stock  
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This prospectus supplement relates to 4,140,426 shares of Common Stock, par value \$.01 per share, of GreenMan Technologies, Inc. (the "Company").

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES, OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No dealer, salesman or any other person has been authorized to give any information or to make any representations in connection with this offering other than those contained in this Prospectus and, if given or made, such information or representation must not be relied upon as having been authorized by the company or by any other person. All information contained in this Prospectus is as of the date of this Prospectus. This Prospectus does not constitute any offer to sell or a solicitation of any offer to buy any security other than the securities covered by this Prospectus, nor does it constitute an offer to or solicitation of any person in any jurisdiction in which such offer or solicitation may not be lawfully made. Neither the delivery of this Prospectus nor any sale or distribution made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof.

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August 22, 2007

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## AMENDMENT TO AGREEMENTS WITH LAURUS MASTER FUND, LTD.

On May 7, 2007, GreenMan Technologies, Inc. and its wholly owned subsidiaries GreenMan Technologies of Iowa, Inc. and GreenMan Technologies of Minnesota, Inc. (together, the "Companies") reached an agreement with the Companies' primary secured lender, Laurus Master Fund, Ltd. ("Laurus"), a Cayman Islands company, whereby Laurus agreed to reduce the monthly principal payments required under a June 30, 2006 \$11 million secured non-convertible term note during the period of July 2007 to June 2008 from \$150,000 to \$100,000 per month. In addition, Laurus agreed to reduce the monthly principal payments required during the period of July 2008 to September 2008 from \$400,000 to \$100,000 per month. The net reduction of \$1,500,000 will be deferred and payable at the June 2009 maturity date.

### PARTIAL EXERCISES OF STOCK PURCHASE WARRANT BY LAURUS MASTER FUND, LTD.

Laurus holds warrants to purchase up to 6,000,000 shares of common stock that are exercisable (subject to the following sentence) at an exercise price of \$.01 per share. The warrants are not exercisable, however, to the extent that (a) the number of shares of our common stock held by Laurus and (b) the number of shares of our common stock issuable upon exercise of the warrant would result in beneficial ownership by Laurus of more than 4.99% of our outstanding shares of common stock. Laurus may waive these provisions, or increase or decrease that percentage, with respect to the warrant on 61 days' prior notice to us, or without notice if we are in default under our credit facility.

On June 29, 2007 and July 31, 2007, Laurus acquired 223,117 and 848,906 shares, respectively, of our common stock upon partial exercises, on a cashless basis, of one of its warrants. Laurus did not waive the restriction against beneficially owning more than 4.99% of our outstanding common stock. As of July 31, 2007, and after giving effect to Laurus's warrant exercises, 22,684,074 shares of our common stock were issued and outstanding. After giving effect to Laurus's warrant exercises, therefore, and unless and until Laurus waives such restriction, Laurus owns of record 1,072,023 shares of our common stock and beneficially owns 1,131,935 shares of our common stock issuable pursuant to underlying warrants. Laurus's address is 825 Third Avenue, 14th Floor, New York, New York 10022.

### FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2007

#### GREENMAN TECHNOLOGIES, INC. Unaudited Consolidated Balance Sheets

	June 30, 2007
	-----
ASSETS	
Current assets:	
Cash and cash equivalents .....	\$ 199,71
Accounts receivable, trade, less allowance for doubtful accounts of \$248,239 and \$185,206 as of June 30, 2007 and September 30, 2006 .....	2,588,63
Product inventory .....	858,00
Other current assets .....	671,37
Assets related to discontinued operations .....	-

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Total current assets .....	4,317,72
Property, plant and equipment, net .....	5,639,92
Other assets:	
Customer relationship intangibles, net .....	74,22
Other .....	145,54
Total other assets .....	219,76
	\$ 10,177,41

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities:	
Notes payable, current .....	\$ 1,163,79
Notes payable, line of credit .....	877,54
Notes payable, related party, current .....	-
Accounts payable .....	1,332,76
Accrued expenses, other .....	1,513,64
Obligations under capital leases, current .....	200,57
Obligations due under lease settlement, current .....	68,51
Liabilities related to discontinued operations .....	3,225,87
Total current liabilities .....	8,382,71
Notes payable, non-current portion .....	10,394,65
Notes payable, related parties, non-current portion .....	534,32
Obligations under capital leases, non-current portion .....	1,618,59
Deferred gain on sale leaseback transaction .....	315,85
Obligations due under lease settlement, non-current portion .....	580,54
Total liabilities .....	21,826,68
Stockholders' deficit:	
Preferred stock, \$1.00 par value, 1,000,000 shares authorized, none outstanding .....	-
Common stock, \$.01 par value, 40,000,000 shares authorized, 21,820,882 shares and 21,408,966 shares issued and outstanding at June 30, 2007 and September 30, 2006 .....	218,20
Additional paid-in capital .....	35,914,56
Accumulated deficit .....	(47,782,04)
Total stockholders' deficit .....	(11,649,27)
	\$ 10,177,41

See accompanying condensed notes to unaudited consolidated financial statements.

GREENMAN TECHNOLOGIES, INC.  
Unaudited Consolidated Statements of Operations

Three Months Ended  
June 30,                      June 30,  
2007                              2006

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Net sales .....	\$ 5,320,269	\$ 4,709,7
Cost of sales .....	3,577,713	3,275,1
Gross profit .....	1,742,556	1,434,5
Operating expenses:		
Selling, general and administrative .....	944,541	1,208,5
Operating income (loss) from continuing operations .....	798,015	226,0
Other income (expense):		
Interest and financing costs .....	(559,702)	(1,545,2
Other, net .....	5,804	372,8
Other (expense), net .....	(553,898)	(1,172,3
Income (loss) from continuing operations before income taxes .....	244,117	(946,3
Provision for income taxes .....	32,365	
Income (loss) from continuing operations .....	211,752	(946,3
Discontinued operations:		
Gain (loss) from discontinued operations .....	101,683	(35,0
	101,683	(35,0
Net Income (loss) .....	\$ 313,435	\$ (981,3
Income (loss) from continuing operations per share - basic .....	\$ 0.01	\$ (0.
Income (loss) from discontinued operations per share - basic .....	--	
Net Income (loss) per share - basic .....	\$ 0.01	\$ (0.
Net Income per share - diluted .....	\$ 0.01	\$ (0.
Weighted average shares outstanding - basic .....	21,588,422	19,992,2
Weighted average shares outstanding - diluted .....	27,339,591	19,992,2

See accompanying condensed notes to unaudited consolidated financial statements.

GREENMAN TECHNOLOGIES, INC.  
Unaudited Consolidated Statement of Changes in Stockholders' Deficit  
Nine Months Ended June 30, 2007

	Common Shares	Stock Amount	Additional Paid In Capita
	-----	-----	-----
Balance, September 30, 2006 .....	21,408,966	\$214,089	\$ 35,811,0
Common issued for fees and expenses due .....	56,266	564	20,2
Common issued for services rendered .....	67,533	675	22,5

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Common issued in connection with lease settlement .....	65,000	650	31,8
Net value of options issued for services rendered .....	--	--	3,7
Common stock issued on exercise of warrants using cashless exercise option .....	223,117	2,231	(2,2
Compensation expense associated with stock options .....	--	--	27,3
Net loss for the nine months ended June 30, 2007 .....	--	--	
	-----	-----	-----
Balance, June 30, 2007 .....	21,820,882	\$218,209	\$ 35,914,5
	=====	=====	=====

See accompanying condensed notes to unaudited consolidated financial statements.

GREENMAN TECHNOLOGIES, INC.  
Unaudited Consolidated Statements of Cash Flow

		Nine M 2007
		-----
Cash flows from operating activities:		
Net loss .....		\$ (344,0
Adjustments to reconcile net loss to net cash (used) provided by operating activities:		
(Gain) loss on disposal of property, plant and equipment .....		(25,9
Gain recognized on debt restructuring .....		
Impairment loss .....		
Depreciation .....		1,077,2
Amortization of non-cash financing costs .....		
Amortization of customer relationships .....		11,2
Amortization of stock and stock option compensation expense .....		39,3
Amortization of deferred interest expense .....		383,6
Amortization of deferred gain on sale leaseback transaction .....		(27,3
Decrease (increase) in assets:		
Accounts receivable .....		(531,7
Product inventory .....		(744,6
Other current assets .....		(10,6
Other assets .....		1,4
Increase (decrease) in liabilities:		
Accounts payable .....		(516,3
Accrued expenses and other .....		203,9
		-----
Net cash (used) by operating activities .....		(484,0
		-----
Cash flows from investing activities:		
Purchase of property and equipment .....		(769,4
Proceeds from the sale of property and equipment .....		50,0
Proceeds from equipment held for sale .....		
		-----
Net cash (used) by investing activities .....		(719,4
		-----
Cash flows from financing activities:		
Net advances (payments) under line of credit .....		877,5
Proceeds from notes payable .....		491,4
Proceeds from notes payable, related party .....		
Repayment of notes payable .....		(361,7
Repayment of notes payable, related party .....		(30,0
Repayment of convertible notes payable .....		

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Net payments on convertible notes payable, line of credit .....	(213,0
Principal payments on obligations under capital leases .....	(213,0
Sale of common stock .....	-----
Net cash provided (used) by financing activities .....	764,1
Net (decrease) in cash and cash equivalents .....	(439,3
Cash and cash equivalents at beginning of period including \$31 and \$0, respectively, cash related to discontinued operations .....	639,0
Cash and cash equivalents at end of period, \$0 cash related to discontinued operations .....	\$ 199,7 =====
 Supplemental cash flow information:	
Machinery and equipment acquired under capital leases .....	\$ 164,6
Shares issued in lieu of cash for fees, expenses and service rendered .....	44,0
Shares issued for lease settlement .....	32,5
Shares issued upon conversion of notes payable and interest .....	
Accounts receivable offset in connection with discontinued operations .....	
Equipment acquired through transfer of deposits .....	
Net value of warrants issued .....	3,7
Accounts receivable offset in connection with discontinued operations .....	
Interest paid .....	1,115,7
Taxes paid .....	35,3

See accompanying condensed notes to unaudited consolidated financial statements.

GREENMAN TECHNOLOGIES, INC.  
Condensed Notes to Interim Consolidated Financial Statements  
Quarter Ended June 30, 2007 and 2006  
(Unaudited)

### 1. Business

GreenMan Technologies, Inc. (together with its subsidiaries "we", "us" or "our") was originally founded in 1992 and has operated as a Delaware corporation since 1995. Today, we comprise two operating locations that collect, process and market scrap tires in whole, shredded or granular form. We are headquartered in Savage, Minnesota and currently have tire processing operations in Iowa and Minnesota.

Our tire processing operations are paid a fee to collect, transport and process scrap tires (i.e., collection/processing revenue) in whole or into two inch or smaller rubber chips which are then sold (i.e., product revenue).

### 2. Basis of Presentation

The consolidated financial statements include the accounts of GreenMan Technologies, Inc. and our wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

In September 2005, due to the magnitude of continued operating losses, our Board of Directors approved separate plans to divest the operations of our Georgia and Tennessee subsidiaries and dispose of their respective assets. In addition, due to continuing operating losses, in July 2006 we sold our California subsidiary. Accordingly, we have classified all three respective entities' assets, liabilities and results of operations as discontinued operations for all periods presented in the accompanying consolidated financial

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statements.

The accompanying interim financial statements are unaudited and should be read in conjunction with the financial statements and notes thereto for the year ended September 30, 2006 included in our Annual Report on Form 10-KSB. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the Securities and Exchange Commission rules and regulations, although we believe the disclosures which have been made herein are adequate to ensure that the information presented is not misleading. The results of operations for the interim periods reported are not necessarily indicative of those that may be reported for a full year. In our opinion, all adjustments which are necessary for a fair statement of operating results and balance sheet for the interim periods presented have been made. Certain reclassifications have been made to the 2006 interim consolidated financial statements to conform to the current period presentation.

### Nature of Operations, Risks, and Uncertainties

As of June 30, 2007, we had \$199,712 in cash and cash equivalents and a working capital deficiency of \$4,064,989 of which \$3,225,875 or 79% of the total is associated with our discontinued Georgia subsidiary. We understand our continued existence is dependent on our ability to generate positive operating cash flow, achieve profitable status on a sustained basis and settle existing obligations. We believe our efforts to achieve these goals, as evidenced by our first net income in 19 quarters, have been positively impacted by the June 30, 2006 restructuring of our Laurus Credit facility (see Note 6) and our divestiture of historically unprofitable operations during fiscal 2006 and 2005 (see Note 4). However, in the first quarter of fiscal 2009, our principal payments due Laurus are scheduled to increase substantially. If we are unable to obtain additional financing or restructure our remaining principal payments with Laurus, our ability to maintain our current level of operations could be materially and adversely affected and we may be required to adjust our operating plans accordingly. We believe the June 15, 2006 delisting of our stock by the American Stock Exchange as a result of non-compliance with their minimum stockholders' equity requirement of \$4 million (for companies incurring losses in three of their most recent fiscal years) could substantially limit our stock's future liquidity and impair our ability to raise capital.

We have invested substantial amounts of capital during the past several years, including approximately \$950,000 in Iowa during the fourth quarter of fiscal 2006, in new equipment to increase processing capacity at our Iowa and Minnesota locations, as well as consolidating our Wisconsin location into our Minnesota operations to substantially reduce operating costs and maximize our return on assets. Our future operating plan focuses on maximizing the performance of these two operations through our continuing efforts to increase

### GREENMAN TECHNOLOGIES, INC.

Condensed Notes to Interim Consolidated Financial Statements

Quarter Ended June 30, 2007 and 2006

(Unaudited)

### 2. Basis of Presentation - (Continued)

overall quality of revenue (revenue per passenger tire equivalent) while remaining diligent with our ongoing cost reduction initiatives. In addition, we continue to increase our inbound tire volume and are currently selling product into several new, higher-value markets, as evidenced by a 21% increase in overall revenue during the nine months ended June 30, 2007 as compared to the

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prior year. We continue to experience strong demand for our end products.

### 3. Earnings (Loss) Per Share

Basic earnings per share represents income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects additional common shares that would have been outstanding if potentially dilutive common shares had been issued, as well as any adjustment to income that would result from the assumed conversion. Potential common shares that may be issued by us relate to outstanding stock options and warrants (determined using the treasury stock method). Basic and diluted net income per share for the three months ended June 30, 2007 are as follows:

	Three Months Ended June 30, 2007
Weighted average shares outstanding .....	21,588,422
Exercisable options and warrants .....	5,751,169
	-----
Weighted average shares, options and warrants outstanding.....	27,339,591
	=====
Earnings per share - fully diluted from continuing operations .....	\$ 0.01
Earnings per share - fully diluted from discontinued operations .....	\$ --
	-----
Earnings per share - fully diluted. ....	\$ 0.01
	=====

Basic and diluted net loss per share are the same for the nine months ended June 30, 2007 and the three and nine months ended June 30, 2006, since the effect of the inclusion of all outstanding options, warrants and convertible debt would be anti-dilutive.

### 4. Discontinued Operations

Due to the magnitude of the continuing operating losses incurred by our Georgia (\$3.4 million) and Tennessee (\$1.8 million) subsidiaries during fiscal 2005 and our California (\$3.2 million since inception) subsidiary, in fiscal 2006 our Board of Directors determined it to be in the best interest of our company to discontinue all southeastern and west coast operations and dispose of their respective operating assets.

During the nine months ended June 30, 2007 we received credits from vendors, we recovered certain bad debts and we reduced certain accrued expenses. This offset a \$19,058 increase in our lease settlement reserve (see discussion of our Georgia lease below) resulting in approximately \$112,000 of income from discontinued Georgia operations. The aggregate net results incurred during the three and nine months ended June 30, 2006 associated with our discontinued Georgia operation were net income of approximately \$129,000 and a net loss of approximately \$642,000, respectively.

The aggregate net losses associated with our California subsidiary included in the results for the three and nine months ended June 30, 2006 were approximately \$220,000 and \$948,000 respectively. The aggregate net losses including the loss on disposal associated with the discontinued operations of our California subsidiary included in the results of operations for year ended September 30, 2006 were approximately \$1,005,000.



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GREENMAN TECHNOLOGIES, INC.  
 Condensed Notes to Interim Consolidated Financial Statements  
 Quarter Ended June 30, 2007 and 2006  
 (Unaudited)

4. Discontinued Operations - (Continued)

In March 2006, Tires Into Recycled Energy and Supplies, Inc. ("TIRES") entered into a sublease agreement with us with respect to part of the premises located in Georgia. In December 2006, we received notice that TIRES was terminating their sublease effective June 5, 2007. On May 15, 2007, a portion of the Georgia facility currently occupied by TIRES under the sublease was damaged by a fire. TIRES maintains liability and property insurance coverage as a condition of the sublease. We did not record any amounts related to the fire as of June 30, 2007 because we had not operated the facility since February 2006, and no claims have been made against us to date. No assurance can be given that claims related to the fire may not be made against us in the future. Even though we no longer have operations in Georgia, we are required to maintain liability and property insurance coverage as a condition of our primary lease. As a result of the fire, TIRES remains a tenant-at-will until the insurance investigation is completed.

The major classes of assets and liabilities associated with discontinued operations are:

	June 30, 2007	September 30, 2006
	-----	-----
Assets related to discontinued operations:		
Cash .....	\$ --	\$ 31
Other current assets .....	--	7,260
	-----	-----
Total assets related to discontinued operations .....	\$ --	\$ 7,291
	=====	=====
Liabilities related to discontinued operations:		
Accounts payable .....	\$ 2,512,103	\$ 2,575,133
Notes payable, current .....	365,745	394,887
Accrued expenses, other .....	87,116	118,019
Capital leases, current .....	260,911	326,795
	-----	-----
Total liabilities related to discontinued operations ..	\$ 3,225,875	\$ 3,414,834
	=====	=====

Net sales and (loss) from discontinued operations were as follows:

	Three Months Ended		Nine Months Ended	
	June 30, 2007	June 30, 2006	June 30, 2007	June 30, 2006
	-----	-----	-----	-----
Net sales from discontinued operations ....	\$ --	\$ 780,206	\$ --	\$ 2,711,257
Gain (loss) from discontinued operations ..	101,683	(35,054)	111,510	(1,521,437)

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5. Property, Plant and Equipment

Property, plant and equipment consists of the following:

	June 30, 2007	September 30, 2006	Estimated Useful Lives
	-----	-----	-----
Buildings and improvements .....	\$ 1,741,943	\$ 1,741,943	10 - 20 years
Machinery and equipment .....	7,476,886	7,188,119	5 - 10 years
Furniture and fixtures .....	123,118	164,025	3 - 5 years
Motor vehicles .....	3,955,729	3,586,457	3 - 10 years
	-----	-----	
	13,297,676	12,680,544	
Less accumulated depreciation and amortization .....	(7,657,755)	(6,873,425)	
	-----	-----	
Property, plant and equipment, net ..	\$ 5,639,921	\$ 5,807,119	
	=====	=====	

GREENMAN TECHNOLOGIES, INC.  
Condensed Notes to Interim Consolidated Financial Statements  
Quarter Ended June 30, 2007 and 2006  
(Unaudited)

6. Notes Payable/Credit Facilities

Republic Services of Georgia

On May 6, 2002 we issued Republic Services of Georgia, LP ("RSLP") a \$743,750 10% promissory note due in March 2007. On July 31, 2005, RSLP agreed to defer all interest and principal payments due, including nine existing past-due payments totaling \$76,042 through June 2006 at which time all past due interest and principal payments under the May 6, 2002 promissory note was to be incorporated into an a new 10% promissory note, payable in 48 monthly installments commencing July 2006.

On June 30, 2006 we reached an agreement with RSLP in which in return for a payment of \$250,000 and the issuance of a \$150,000 unsecured promissory note, RSLP agreed to forgo all remaining amounts due under the revised May 6, 2002 promissory note totaling \$766,355 at June 30, 2006. The settlement was characterized as a troubled debt restructuring and as a result, we realized a gain on restructuring of \$353,476 during the quarter ended June 30, 2006. The note bears interest at 10% and is payable in 11 monthly installments of \$5,000 with the remaining balance due June 30, 2007. On June 22, 2007, RSLP agreed to accept the remaining balance of \$107,879 in seven equal payments of \$15,411 commencing June 30, 2007. The balance due RSLP at June 30, 2007 was \$92,468.

June 2006 Laurus Credit Facility

On June 30, 2006, we entered into a \$16 million amended and restated credit facility with Laurus (the "New Credit Facility"). The New Credit Facility consists of a \$5 million non-convertible secured revolving note and an \$11 million secured non-convertible term note. Unlike the terms of our prior credit facility with Laurus, the New Credit Facility is not convertible into shares of

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our common stock.

The revolving note has a three-year term from the closing, bears interest on any outstanding amounts at the prime rate plus 2% (10.25% at June 30, 2007), with a minimum rate of 8%. Amounts advanced under the line are limited to 90% of eligible accounts receivable and 50% of finished goods inventory, as defined up to a maximum of \$5 million, subject to certain limitations. As of June 30, 2007, \$877,542 was outstanding under the revolving note.

The term loan has a maturity date of June 30, 2009 and bears interest at the prime rate plus 2% (10.25% at June 30, 2007), with a minimum rate of 8%. Interest on the term loan is payable monthly commencing August 1, 2006. Principal is to be amortized over the term of the loan, commencing on July 2, 2007, with minimum monthly payments of principal as follows: (i) for the period commencing on July 2, 2007 through June 2008, minimum principal payments of \$150,000; (ii) for the period from July 2008 through June 2009, minimum principal payments of \$400,000; and (iii) the balance of the principal will be payable on the maturity date. In May 2007, Laurus agreed to reduce the principal payments required during the period of July 2007 to September 2008 to \$100,000 per month and defer the difference of \$1,500,000 to the June 2009 maturity date. In addition, we have agreed to make an excess cash flow repayment as follows: no later than ninety-five days following the end of each fiscal year beginning with the fiscal year ending on September 30, 2007, we have agreed to make a payment equal to 50% of (a) the aggregate net operating cash flow generated for such fiscal year less (b) aggregate capital expenditures made in such fiscal year (up to a maximum of 25% of the net operating cash flow calculated in accordance with this clause). The term loan may be prepaid at any time without penalty. We used approximately \$8,503,000 of the term note proceeds to repay our outstanding indebtedness under our prior credit facility with Laurus, approximately \$1,219,000 to repay in full the indebtedness due our Iowa subsidiary's lender First American Bank, \$250,000 to pay RSLP as part of a settlement agreement (as described above) and approximately \$888,000 to pay costs and fees associated with this transaction which were expensed at June 30, 2006.

In connection with the New Credit Facility, we issued Laurus a warrant to purchase up to an aggregate of 3,586,429 shares of our common stock at an exercise price equal to \$0.01 per share. This warrant, valued at \$1,116,927, is immediately exercisable, has a term of ten years, allows for cashless exercise at the option of Laurus, and does not contain any "put" provisions. Previously issued warrants to purchase an aggregate of 1,380,000 shares of our common stock, which were issued in connection with the original notes on June 30, 2004,

GREENMAN TECHNOLOGIES, INC.  
Condensed Notes to Interim Consolidated Financial Statements  
Quarter Ended June 30, 2007 and 2006  
(Unaudited)

6. Notes Payable/Credit Facilities - (Continued)

were canceled as part of this transaction. The amount of our common stock Laurus may hold at any given time is limited to no more than 4.99% of our outstanding common stock. This limitation may be waived by Laurus upon 61 days notice to us and does not apply if an event of default occurs and is continuing under the New Credit Facility. The fair value of these terminated warrants was determined to be \$31,774 and offset the value of the new warrant issued. In addition, the fair value associated with the foregone convertibility feature of all previous convertible amounts was determined to be \$740,998 and also offset the value of the new warrant issued. As a result of the foregoing, the net value assigned to the new warrant of \$344,155 was recorded as paid in capital and recorded as a reduction to the carrying value of the refinanced note as described below. The

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terms of the term note are substantially similar to our June 2004 credit facility, including similar negative and restrictive covenants, as well as reporting requirements and default provisions.

Laurus has agreed that it will not, on any trading day, be permitted to sell any common stock acquired upon exercise of this warrant in excess of 10% of the aggregate numbers of shares of the common stock traded on such trading day. On January 25, 2007 we filed a registration statement under the Securities Act of 1933 relating to the 3,586,429 shares underlying the June 30, 2006 warrant as well as 553,997 shares issuable to another shareholder upon exercise of a warrant. The registration statement was declared effective on February 6, 2007. On June 29, 2007, Laurus acquired 223,117 shares of our common stock upon the partial exercise of its warrant on a cashless basis. Pursuant to Statement of Financial Accounting Standards No. 15, "Accounting by Debtors and Creditors for Troubled Debt Restructuring" ("SFAS 15") the New Credit Facility has been accounted for as a troubled debt restructuring. It was determined that, because the effective interest rate of the New Credit Facility was lower than that of the previous credit facility therefore indicating a concession was granted by Laurus, we are viewed as a passive beneficiary of the restructuring, and no new transaction has occurred. Under SFAS 15, a modification of terms "is neither an event that results in a new asset or liability for accounting purposes nor an event that requires a new measurement of an existing asset or liability." Thus, from a debtor's standpoint, SFAS 15 calls for a modification of the terms of a loan to be accounted for prospectively. As a result, unamortized balances of \$258,900 of deferred financing fees and \$972,836 of debt discount and beneficial conversion features associated with the previous Laurus credit facility were netted along with the value of the new warrants issued of \$344,155 against the new term debt related to the portion of the new debt that refinanced the Laurus debt and related accrued interest totaling \$8,503,416 to provide a net carrying amount for that portion of the debt of \$6,927,525. The carrying amount of the loan will be amortized over the term of the loan at a constant effective interest rate of 20% applied to the future cash payments specified by the new loan.

The carrying value of the Laurus debt under the New Credit Facility at June 30, 2007 was \$9,424,109 and does not equate to the total cash payments due under the debt as a result of accounting for a troubled debt restructure. The following is a summary of the cash maturities of the Laurus debt:

Twelve Months Ending June 30,	
-----	
2008 .....	\$ 1,200,000
2009 .....	9,800,000
	-----
	\$11,000,000
	=====

### 7. Notes Payable - Related Party

#### Note Payable - Related Party

In 2003, two immediate family members of an officer loaned us a total of \$400,000 under the terms of two-year, unsecured promissory notes which bear interest at 12% per annum with interest due quarterly and the principal due upon maturity. In 2004, these same individuals loaned us an additional \$200,000 in aggregate, under similar terms with the principal due upon maturity March 2006. These individuals each agreed to invest the entire \$100,000 principal balance of their 2003 notes (\$200,000 in aggregate) into our April 2004 private placement of investment units and each received 113,636 units in these transactions. In addition, the two individuals agreed to extend the maturity of the remaining balance of these notes, \$400,000 at June 30, 2007 until the earlier of when all amounts due under the Laurus credit facility have been repaid or June 30, 2009.

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GREENMAN TECHNOLOGIES, INC.  
Condensed Notes to Interim Consolidated Financial Statements  
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### 7. Notes Payable - Related Party - (Continued)

In 2003, a former officer loaned us \$400,000 under an unsecured promissory note which bore interest at 12% per annum with interest due quarterly and the principal due September 30, 2004. In 2004, the former officer offset approximately \$163,000 of amounts due the Company under a 1998 note against the balance due him and applied approximately \$114,000 of the balance due him plus \$21,000 of accrued interest to exercise options to purchase 185,000 shares of unregistered common stock. In addition, he agreed to extend the maturity of the remaining balance of this note until the earlier of when all amounts due under the Laurus credit facility have been repaid or June 30, 2009. In July 2006, the balance due the former officer was \$99,320 of which he assigned \$79,060 of the balance to one of an officer's immediate family members noted above and the remaining balance of \$20,260 plus accrued interest of \$13,500 to the officer.

Between January and June 2006, a director loaned us \$155,000 under three unsecured promissory notes which bear interest at 10% per annum with interest and principal due during periods ranging from June 30, 2006 through September 30, 2006. On April 12, 2006, the director agreed in lieu of being repaid in cash at maturity to convert \$76,450 (including interest of \$1,450) into 273,035 shares of unregistered common stock at a price of \$.28 which was the closing price of our stock on the date of conversion. In addition, on June 5, 2006 the director agreed to convert \$15,226 (including interest of \$226) into 42,295 shares of unregistered common stock at a price of \$.36 which was the closing price of our stock on the date of conversion. The director has been repaid \$30,000 during the nine months ended June 30, 2007 and agreed to extend the remaining \$35,000 until the earlier of when all amounts due under the restructured Laurus credit facility have been repaid or June 30, 2009. Interest expense on notes payable to related parties amounted to \$15,856 and \$46,606 for the three and nine months ended June 30, 2007 and \$22,656 and \$66,066 for the three and nine months ended June 30, 2006. Accrued interest payable amounted to \$108,797 at June 30, 2007.

### 8. Litigation

As of June 30, 2007, approximately sixteen vendors of our GreenMan Technologies of Georgia, Inc. and GreenMan Technologies of Tennessee, Inc. subsidiaries had commenced legal action, primarily in the state courts of Georgia, in attempts to collect approximately \$1.5 million of past due amounts, plus accruing interest, attorneys' fees, and costs, all relating to various services rendered to these subsidiaries. These amounts are included in liabilities related to discontinued operations at June 30, 2007. The largest individual claim is for approximately \$650,000. As of June 30, 2007, seven vendors had secured judgments in their favor against GreenMan Technologies of Georgia, Inc. for an aggregate of approximately \$339,000. As previously noted, all of GreenMan Technologies of Tennessee, Inc.'s assets were sold in September 2005 and substantially all of GreenMan Technologies of Georgia, Inc.'s assets were sold as of March 1, 2006. All proceeds from these sales were retained by our secured lender and these subsidiaries have no substantial assets. We are therefore currently evaluating the alternatives available to these subsidiaries.

Although GreenMan Technologies, Inc. was not a party to any of these vendor relationships, three of the plaintiffs have named GreenMan Technologies, Inc. as a defendant along with our subsidiaries. We believe that GreenMan

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Technologies, Inc. has valid defenses to these claims, as well as against any similar or related claims that may be made against us in the future, and we intend to defend against any such claims vigorously. In addition to the foregoing, we are subject to routine claims from time to time in the ordinary course of our business. We do not believe that the resolution of any of the claims that are currently known to us will have a material adverse effect on our company or on our financial statements.

GREENMAN TECHNOLOGIES, INC.  
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### 9. Stockholders' Equity

#### Common Stock Transactions

On October 19, 2006, we issued 13,636 shares of our unregistered common stock valued at \$4,500 (at a price of \$.33 which was the closing price of our stock on the date of issuance) to a third party for consulting services rendered during fiscal 2006. During the quarter ended March 31, 2007 we issued an additional 28,897 shares of our unregistered common stock valued at \$10,500 (at prices ranging from \$.34 to \$.40 which represented the closing price of our stock on the date of each issuance) to same third party for consulting services rendered during fiscal 2006 and 2007. In April 2007, we executed a one year financial consulting agreement with this third party. In exchange for services to be provided, we agreed to (1) issue 25,000 shares of unregistered common stock (valued at \$8,250); (2) issue warrants to purchase 75,000 shares of common stock (valued at \$3,750) exercisable for a three year period at prices ranging from \$0.33 to \$0.75 per share.

In conjunction with the relocation of corporate headquarters from Massachusetts to Minnesota we terminated our lease for our former headquarters effective November 1, 2006. In return for the termination, we gave our landlord \$50,000 and issued 65,000 shares of our unregistered common stock valued at \$32,500 at a price of \$.50 which was the closing price of our stock on the date of issuance. We were allowed to remain in the existing space through December 31, 2006. As part of the settlement agreement, the landlord agreed to provide us with approximately 1,100 square feet of office space for 12 months commencing January 1, 2007 at no cost (valued at \$15,000). As a result of settlement, we recorded a lease settlement expense of \$54,360 at September 30, 2006.

In June 2007, warrants to purchase 229,679 shares of our common stock were exercised by Laurus using a net exercise feature. As a result, we issued 223,117 shares of our common stock (See Note 6).

During the nine months ended June 30, 2007, several directors agreed to accept 56,266 shares of unregistered common stock valued at \$20,796 (all shares were issued at a price equal to the closing price of our common stock on date of issuance) in lieu of cash for certain director's fees and expenses due the directors.

#### Stock Options

We maintain stock-based compensation plans, which are described more fully in Note 11 to the consolidated financial statements in our 2006 Annual Report filed on Form 10-KSB. As permitted by Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation", we previously had elected to continue with the accounting methodology prescribed by Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued

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to Employees." On October 1, 2006, we adopted the fair value recognition provisions of SFAS No. 123(R) "Share-based Payment" using the modified prospective method and have applied the required fair value methodology to all stock option and equity award plans. We use the Black-Scholes option valuation to determine the fair value of share based payments granted after October 1, 2006. During the three and nine months ended June 30, 2007, we recorded \$9,195 and \$27,300, respectively of stock based compensation expense as a result of the adoption of SFAS 123(R).

The following table provides the pro forma disclosures of net loss and earnings per share as if the fair value recognition provisions of SFAS No. 123, had been applied to prior periods:

	Three Months Ended June 30, 2006 -----	Nine Months Ended June 30, 2006 -----
Net loss as reported .....	\$(981,386)	\$(3,668,210)
Add: Compensation recognized under APB No.25 .....	--	--
Less: Compensation recognized under SFAS No. 123 .....	(10,622)	(26,061)
Pro forma net loss .....	\$ (992,008) =====	\$ (3,694,271) =====
Net loss per share:		
Basic and diluted- as reported .....	\$ (0.05) =====	\$ (0.19) =====
Basic and diluted - pro forma .....	\$ (0.05) =====	\$ (0.19) =====

GREENMAN TECHNOLOGIES, INC.  
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9. Stockholders' Equity - (Continued)

The fair value of the options at the date of grant and assumptions utilized to determine such values are indicated in the following table for the three and nine months ended June 30, 2007. No options were granted during the nine months ended June 30, 2006.

	Three Months Ended June 30, 2007 -----	Nine Months Ended June 30, 2007 -----
Risk-free interest rate .....	4.51%	4.61%
Expected dividend yield .....	--	--
Expected life .....	2 years	6.4 years
Expected volatility .....	57.38%	72.81%
Weighted Average fair value of options granted ..	\$ .05	\$ .14

In projecting expected stock price volatility we considered historical

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data for a twenty week period prior to date of grant. We estimated the expected life of stock options using the shortcut method, and estimated stock option forfeitures based on historical experience.

On December 29, 2006, we granted our Chief Executive Officer an option to purchase 25,000 shares of our common stock at an exercise price of \$.36 per share, which represented the closing price of our stock on the date of grant. The grant was made pursuant to the terms of his employment agreement as it related to additional incentive compensation due for the fiscal year ended September 30, 2006. The option was granted under the 2005 Stock Option Plan, has a ten-year term and vests equally over a five-year period from date of grant. The option had a fair value on date of grant of \$.14 per share.

During the quarter ended December 31, 2006, we granted options to one officer and two directors to purchase an aggregate of 260,000 shares of the our common stock at exercise prices ranging from \$.35 to \$.55 per share, which represented the closing price of our stock on the date of each respective grant. The options were granted under the 2005 Stock Option Plan, have a ten-year term and vest equally over a five-year period from date of grant. The options had a fair value on date of grant ranging from \$.13 to \$.21 per share.

### 10. Income Taxes

We recorded a provision for state income tax expense of approximately \$32,000 during the quarter ended June 30, 2007 based on certain subsidiary state income tax obligations.

### 11. Subsequent Events

In July 2007, warrants to purchase 873,874 shares of our common stock were exercised by Laurus using a net exercise feature. As a result, we issued 848,906 shares of our common stock (See Note 6).

## Item 2. Management's Discussion and Analysis or Plan of Operation

In September 2005, due to the magnitude of continued operating losses, our Board of Directors approved separate plans to divest the operations of our Georgia and Tennessee subsidiaries and dispose of their respective assets. In addition, due to continuing operating losses, in July 2006 we sold our California subsidiary. Accordingly, we have classified all three respective entities' results of operations as discontinued operations for all periods presented in the accompanying consolidated financial statements.

The following information should be read in conjunction with the unaudited consolidated financial statements and the notes thereto included in Item 1 of the Quarterly Report, and the audited consolidated financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Form 10-KSB filed for the year ended September 30, 2006.

### Results of Operations

Three Months ended June 30, 2007 Compared to the Three Months ended June 30, 2006

Net sales from continuing operations for the three months ended June 30, 2007 increased \$610,553 or 13% to \$5,320,269 as compared to \$4,709,716 for the quarter ended June 30, 2006. Our continuing operations processed approximately 3.0 million passenger tire equivalents during the quarter ended June 30, 2007 compared to approximately 3.3 million passenger tire equivalents during the same



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period last year. The increase in revenue was primarily attributable to a 34% increase in product revenues and an 8% increase in overall tipping fees (fees we are paid to collect and dispose of scrap tires) per passenger tire. In addition, approximately \$54,000 of revenue and 39,000 passenger tire equivalents associated with an Iowa scrap tire cleanup project were included in the results for the quarter ended June 30, 2007.

Gross profit for the three months ended June 30, 2007 was \$1,742,556 or 33% of net sales, compared to \$1,434,583 or 30% of net sales for the three months ended June 30, 2006. Our cost of sales increased \$302,580 or 9% primarily due to increased product shipments, transportation costs and repair/maintenance costs

Selling, general and administrative expenses for the three months ended June 30, 2007 decreased \$264,008 to \$944,541 or 18% of net sales, compared to \$1,208,549 or 26% of net sales for the three months ended June 30, 2006. The results for the three months ended June 30, 2006 included approximately \$397,000 of one-time severance costs related to our former President and Chief Executive Officer and the sale of our California subsidiary in July 2006. This decrease was offset by an increase of approximately \$174,000 in wages and performance based incentives during the three months ended June 30, 2007.

As a result of the foregoing, we had operating income from continuing operations of \$798,015 during the three months ended June 30, 2007 as compared to operating income of \$226,034 for the same period last year.

Interest and financing expense for the three months ended June 30, 2007 decreased \$985,519 to \$559,702, compared to \$1,545,221 during the three months ended June 30, 2006. The decrease is attributable to the elimination of \$888,000 of one-time fees and expenses and \$310,000 of non-cash financing costs associated with the Laurus credit facility which was restructured in June 2006. This reduction was offset by the inclusion of approximately \$152,000 of deferred interest associated with the June 2006 Laurus credit facility restructuring, increased rates and borrowings. During the three months ended June 30, 2006 we recognized approximately \$353,476 of gain on restructuring associated with the June 30, 2006 restructuring of the RSLP promissory note (see Note 6).

We recorded a provision for state income tax expense of approximately \$32,000 during the quarter ended June 30, 2007 based on certain subsidiary state income tax obligations

As a result of the foregoing, our income after income taxes from continuing operations for the three months ended June 30, 2007 was \$211,752 or \$.01 per basic share, compared to a net loss of \$946,332 or \$.05 per basic share for the three months ended June 30, 2006.

During the quarter ended June 30, 2007 we reached agreements with several Georgia vendors regarding remaining past due amounts resulting in approximately \$102,000 of income from discontinued operations. The loss from discontinued operations for the three months ended June 30, 2006 of \$35,054 includes approximately \$185,000 of miscellaneous income associated with our Georgia and Tennessee operation and approximately \$220,000 of losses associated with our California operations.

Our net income for the three months ended June 30, 2007 \$313,435 or \$.01 per basic share as compared to a net loss of \$981,386 or \$.05 per basic share for the three months ended June 30, 2006.

Nine Months ended June 30, 2007 Compared to the Nine Months ended June 30, 2006

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Net sales from continuing operations for the nine months ended June 30, 2007 increased \$1,526,092 or 13% to \$13,671,561 as compared to \$12,145,469 for the nine months ended June 30, 2006. Our continuing operations processed 2% more or approximately 8.90 million passenger tire equivalents during the nine months ended June 30, 2007 compared to approximately 8.75 million passenger tire equivalents during the same period last year. The increase in revenue was attributable to increased volume on which we realized a 7% increase in overall tipping fees (fees we are paid to collect and dispose of scrap tires) per passenger tire in addition to an 21% increase in overall product revenues during the nine months ended June 30, 2007. The increase in revenue and inbound volume included approximately \$404,000 of revenue and 205,000 passenger tire equivalents associated with an Iowa scrap tire cleanup project which was processed during the nine months ended June 30, 2007.

Gross profit for the nine months ended June 30, 2007 was \$4,001,128 or 29% of net sales, compared to \$3,333,101 or 27% of net sales for the nine months ended June 30, 2006. Our cost of sales increased \$858,065 or 10% primarily due to increased collection and processing costs associated with higher inbound volume and \$113,000 of increased processing residual waste costs due to the completion of several large civil engineering projects (which use more of the scrap tire including waste wire) during the nine months ended June 30, 2006.

Selling, general and administrative expenses for the nine months ended June 30, 2007 increased \$51,573 to \$2,813,558 or 21% of net sales, compared to \$2,761,985 or 23% of net sales for the nine months ended June 30, 2006. The results for the nine months ended June 30, 2006 included approximately \$397,000 of one-time severance costs related to our former President and Chief Executive Officer and the sale of our California subsidiary in July 2006. This decrease was offset by an increase of approximately \$437,000 wages, performance based incentives and outside commissions in addition to the re-allocation of approximately \$124,000 of net corporate operating expenses which were absorbed by discontinued operations during the nine months ended June 30, 2006.

As a result of the foregoing, we had operating income from continuing operations of \$1,187,570 during the nine months ended June 30, 2007 as compared to operating income of \$571,116 for the same period last year.

Interest and financing expense for the nine months ended June 30, 2007 decreased \$1,461,068 to \$1,605,529, compared to \$3,066,597 during the nine months ended June 30, 2006. The decrease is attributable to the elimination of \$1,271,000 of non-cash financing fees and interest and \$888,000 one-time fees and expenses incurred during the nine months ended June 30, 2006 associated with Laurus credit facility which was restructured in June 2006. This reduction was offset by the inclusion of approximately \$435,000 of deferred interest associated with the June 2006 Laurus credit facility restructuring and increased rates. During the nine months ended June 30, 2006 we recognized approximately \$353,476 of gain on restructuring associated with the June 30, 2006 restructuring of the RSLP promissory note (see Note 6).

We recorded a provision for state income tax expense of approximately \$32,000 during the nine months ended June 30, 2007 based on certain subsidiary state income tax obligations

As a result of the foregoing, our loss after income taxes from continuing operations for the nine months ended June 30, 2007 decreased 79% or \$1,691,200 to \$455,573 or \$.02 per basic share, compared to a net loss of \$2,146,773 or \$.11 per basic share for the nine months ended June 30, 2006.

During the nine months ended June 30, 2007, we received credits from vendors, we recovered certain bad debts and reduced certain accrued expenses which offset a \$19,058 increase in our Georgia lease settlement reserve resulting in \$111,510 (\$.00 per basic share) of income from discontinued

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operations. The \$1,521,437 net loss (\$.08 per basic share) from discontinued operations for the nine months ended June 30, 2006 includes approximately \$573,000 associated with our Georgia and Tennessee operations and approximately \$948,000 associated with our California operations.

Our net loss for the nine months ended June 30, 2007 decreased \$3,324,147 or 91% to \$344,063 or \$.02 per basic share as compared to a net loss of \$3,668,210 or \$.19 per basic share for the nine months ended June 30, 2006.

### Liquidity and Capital Resources

As of June 30, 2007, we had \$199,712 in cash and cash equivalents and a working capital deficiency of \$4,064,989 of which \$3,225,875 or 79% of the total is associated with our discontinued Georgia subsidiary. We understand our continued existence is dependent on our ability to generate positive operating cash flow, achieve profitable status on a sustained basis and settle existing obligations. We believe our efforts to achieve these goals, have been positively impacted by the June 30, 2006 restructuring of our Laurus Credit facility and our divestiture of historically unprofitable operations during fiscal 2006 and 2005 as evidenced by our recent quarterly net income and a significant reduction in our quarterly losses over the past 4 quarters.

The Consolidated Statements of Cash Flows reflect events in the nine months ended June 30, 2007 and 2006 as they affect our liquidity. During the nine months ended June 30, 2007, net cash used by operating activities was \$484,035. While our net loss was \$344,063 our overall cash flow was positively impacted by the following non-cash expenses and changes to our working capital: \$1,100,403 of depreciation and amortization which partially offset a \$744,668 increase in product inventory and a \$531,706 increase in accounts receivable. It is not unusual during the seasonally slower first half of our fiscal year to build inventory for the pending crumb season which typically begins during our third fiscal quarter as evidenced by the increase in accounts receivable. During the nine months ended June 30, 2006, net cash used by operating activities was \$93,243 which reflects a net loss of \$3,668,210 which was partially offset by the following non-cash expenses and changes to our working capital: \$2,424,145 of depreciation and amortization, and a decrease in accounts receivable of \$1,471,376 which offset a \$510,123 increase in product inventory.

Net cash used by investing activities was \$719,406 for the nine months ended June 30, 2007, reflecting the purchase of \$769,445 of equipment offset by proceeds from the sale of equipment of \$50,039. The net cash used by investing activities for the nine months ended June 30, 2006 was \$559,954 reflecting the purchase of \$1,120,286 of equipment and the receipt of \$560,332 of proceeds from the sale of equipment.

Net cash provided by financing activities was \$764,139 during the nine months ended June 30, 2007 reflecting the initial drawdown of our line of credit which offset normal debt and capital lease repayments. Net cash provided by financing activities was \$904,426 during the nine months ended June 30, 2006 reflecting the repayment of notes payable and our working capital lines of \$4,205,232.

In order to reduce our operating costs, address our liquidity needs and return to profitable status, we have implemented and/or are in the processing of implementing the following actions:

#### Divestiture of Unprofitable Operations

Due to the magnitude of the continuing operating losses incurred by our Georgia (\$3.4 million) and Tennessee (\$1.8 million) subsidiaries during fiscal

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2005 and our California (\$3.2 million since inception) subsidiary in fiscal 2006 our Board of Directors determined it to be in the best interest of our company to discontinue all southeastern and west coast operations and dispose of their respective operating assets.

During the nine months ended June 30, 2007 several vendors issued credits relating to past due amounts, we recovered certain bad debts and reduced certain accrued expenses which offset a \$19,058 increase in our lease settlement reserve resulting in approximately \$112,000 of income from discontinued Georgia operations. The aggregate net results incurred during the three and nine months ended June 30, 2006 associated with our discontinued Georgia operation was net income of approximately \$129,000 and a net loss of \$642,000, respectively.

In July 2006 we sold our California subsidiary to a third party for \$1,000. The aggregate net losses associated with our California subsidiary included in the results for the three and nine months ended June 30, 2006 were approximately \$220,000 and \$948,000 respectively. The aggregate net losses including the loss on disposal associated with the discontinued operations of our California subsidiary included in the results of operations for year ended September 30, 2006 were approximately \$1,005,000 and \$3.2 million since inception.

### Credit Facility Refinancing

On June 30, 2006, we entered into a \$16 million amended and restated credit facility with Laurus (the "New Credit Facility"). The New Credit Facility consists of a \$5 million non-convertible secured revolving note and an \$11 million secured non-convertible term note. Unlike our previous credit facility with Laurus, the New Credit Facility is not convertible into shares of common stock.

The revolving note has a term of three years from the closing, bears interest on any outstanding amounts at the prime rate published in The Wall Street Journal from time to time plus 2%, with a minimum rate of 8%. The amount we may borrow at any time under the revolving note is based on our eligible accounts receivable and our eligible inventory with an advance rate equal to 90% of our eligible accounts receivable (90 days or less) and 50% of finished goods inventory up to a maximum of \$5 million minus such reserves as Laurus may reasonably in its good faith judgment deem necessary and proper from time to time.

The term note has a maturity date of June 30, 2009 and bears interest at the prime rate published in The Wall Street Journal from time to time plus 2% with a minimum rate of 8%. Interest on the loan is payable monthly commencing August 1, 2006. Principal will be amortized over the term of the loan, commencing on July 2, 2007, with minimum monthly payments of principal as follows: (i) for the period commencing on July 2, 2007 through June 2008, minimum payments of \$150,000; (ii) for the period from July 2008 through June 2009, minimum payments of \$400,000; and (iii) the balance of the principal shall be payable on the maturity date. In May 2007, Laurus agreed to reduce the monthly principal payments required under Credit Facility during the period of July 2007 to June 2008 from \$150,000 to \$100,000 per month. Laurus also agreed to reduce the monthly principal payments required during the period of July 2008 to September 2008 from \$400,000 to \$100,000 per month. The net reduction of \$1,500,000 will be deferred and payable at the June 2009 maturity date. In addition, we have agreed to make an excess cash flow repayment as follows: no later than 95 days following the end of each fiscal year beginning with the fiscal year ending on September 30, 2007, we have agreed to make a payment equal to 50% of (a) our aggregate net operating cash flow generated in such fiscal year less (b) our aggregate capital expenditures in such fiscal year (up to a

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maximum of 25% of the net operating cash flow calculated in accordance with clause (a) of this sentence. The term loan may be prepaid at any time without penalty. We used approximately \$9,972,000 of the term loan proceeds to repay certain existing debt (including approximately \$8.5 million due to Laurus) and to pay approximately \$888,000 of transaction fees associated with the New Credit Facility.

In connection with the New Credit Facility, we also issued to Laurus a warrant to purchase up to an aggregate of 3,586,429 shares of our common stock at an exercise price equal to \$.01 per share. Laurus has agreed that it will not, on any trading day, be permitted to sell any common stock acquired upon exercise of this warrant in excess of 10% of the aggregate number of shares of the common stock traded on such trading day. Previously issued warrants to purchase an aggregate of 1,380,000 shares of our common stock were canceled as part of these transactions. The amount of our common stock Laurus may hold at any given time is limited to no more than 4.99% of our outstanding capital stock. This limitation may be waived by Laurus upon 61 days notice to us and does not apply if an event of default occurs and is continuing under the New Credit Facility.

On January 25, 2007 we filed the registration statement under the Securities Act of 1933 relating to the 3,586,429 shares underlying the June 30, 2006 warrant as well as 553,997 shares issuable to another shareholder upon exercise of a warrant. The registration statement was declared effective on February 6, 2007.

Subject to applicable cure periods, amounts borrowed under the New Credit Facility are subject to acceleration upon certain events of default, including: (i) any failure to pay when due any amount we owe under the New Credit Facility; (ii) any material breach by us of any other covenant made to Laurus; (iii) any misrepresentation, in any material respect, made by us to Laurus in the documents governing the New Credit Facility; (iv) the institution of certain bankruptcy and insolvency proceedings by or against us; (v) the entry of certain monetary judgments greater than \$50,000 against us that are not paid or vacated for a period of 30 business days; (vi) suspensions of trading of our common stock; (vii) any failure to deliver shares of common stock upon exercise of the warrant; (viii) certain defaults under agreements related to any of our other indebtedness; and (ix) changes of control of our company. Substantial fees and penalties are payable to Laurus in the event of a default.

Our obligations under the New Credit Facility are secured by first priority security interests in all of the assets of our company and all of the assets of our GreenMan Technologies of Minnesota, Inc. and GreenMan Technologies of Iowa, Inc. subsidiaries, as well as by pledges of the capital stock of those subsidiaries.

### Additional Steps to Increase Liquidity

Over the last several years, we have funded portions of our operating cash flow from sales of equity securities, loans from officers and related parties, increased borrowings and extending payments to our vendors.

In November 2000, a director loaned us \$200,000 under an unsecured promissory note which bore interest at 12% per annum with interest due monthly and the principal due in November 2001. In June 2001 and again in September 2002, the director agreed to extend the maturity date of note until November 2004. The director agreed to extend the maturity date several times and on August 24, 2006, agreed to convert the \$200,000 of principal and \$76,445 of accrued interest into 953,259 of unregistered shares of common stock at a price of \$.29 per share which was the closing price of our stock on the date of

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conversion.

In addition, during the period of January to June 2006, another director loaned us \$155,000 under the terms of three unsecured promissory notes which bear interest at 10% per annum with interest with principal due during periods ranging from June 30, 2006 through September 30, 2006. On April 12, 2006, the director agreed in lieu of being repaid in cash at maturity to convert \$76,450 (including interest of \$1,450) into 273,035 shares of unregistered common stock at a price of \$.28 which was the closing price of our stock on the date of conversion. In addition, on June 5, 2006 the director agreed to convert \$15,226 (including interest of \$226) into 42,295 shares of unregistered common stock at a price of \$.36 which was the closing price of our stock on the date of conversion. The director has been repaid \$30,000 during the nine months ended June 30, 2007 and agreed to extend the remaining \$35,000 until the earlier of when all amounts due under the restructured Laurus credit facility have been repaid or June 30, 2009.

### Operating Performance Enhancements

Historically, our tire shredding operations were able to recover and sell approximately 60% of a processed tire with the balance disposed of as waste wire residual (cross-contaminated rubber and steel) at a significant cost. During the past several years we have purchased secondary equipment for our Iowa and Minnesota facilities to further process the waste wire residual into saleable components of rubber and steel that not only provide new sources of revenue but also significantly reduced our residual disposal costs.

During the third quarter of fiscal 2006, we initiated a \$950,000 equipment upgrade to our Iowa processing facility installing new fine grind crumb rubber processing equipment. The equipment became operational during September 2006. This new equipment is expected to increase overall production capacity by over 8 million pounds per year to over 20 million pounds of crumb rubber capacity. Approximately \$450,000 of the initiative was funded by a long term loan from the Iowa Department of Natural Resources with the balance of the project funded through internally generated cash flow and Iowa's line of credit. The Iowa line of credit was subsequently paid off in conjunction with our June 2006 Laurus refinancing.

### Effects of Inflation and Changing Prices

Generally, we are exposed to the effects of inflation and changing prices. Given the largest component of our collection and disposal costs is transportation, we have been adversely affected by the significant increases in the cost of fuel. Additionally, because we rely on floating-rate debt for certain financing arrangements, rising interest rates have had a negative effect on our performance.

Based on our fiscal 2007 operating plan, available working capital, revenues from operations and anticipated availability under our working capital line of credit with Laurus, we believe we will be able to satisfy our cash requirements through fiscal 2008 at which time our Laurus principal payments increase substantially. If we are unable to obtain additional financing or restructure our remaining principal payments with Laurus, our ability to maintain our current level of operations could be materially and adversely affected and we may be required to adjust our operating plans accordingly.

### Off-Balance Sheet Arrangements

We lease various facilities and equipment under cancelable and non-cancelable short and long term operating leases which are described in Footnote 8 to the Audited Consolidated Financial Statements contained in our annual report on Form 10-KSB.

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### Cautionary Statement

Information contained or incorporated by reference in this document contains forward-looking statements regarding future events and the future results of GreenMan Technologies, Inc. within the meaning of the Private Securities Litigation Reform Act of 1995, and are based on current expectations, estimates, forecasts, and projections and the beliefs and assumptions of our management. Words such as "expect," "anticipate," "target," "goal," "project," "intend," "plan," "believe," "seek," "estimate," "will," "likely," "may," "designed," "would," "future," "can," "could" and other similar expressions that are predictions of or indicate future events and trends or which do not relate to historical matters are intended to identify such forward-looking statements. These statements are based on management's current expectations and beliefs and involve a number of risks, uncertainties, and assumptions that are difficult to predict; consequently actual results may differ materially from those projected, anticipated, or implied.

### Factors That May Affect Future Results

#### Risks Related to our Business

We have lost money in the last eighteen of nineteen consecutive quarters and may need additional working capital if we do not maintain profitability, which if not received, may force us to curtail operations.

While we recognized net income for the quarter ended June 30, 2007, we have incurred losses from operations in the prior 18 consecutive quarters. As of June 30, 2007, we had \$199,712 in cash and cash equivalents and a working capital deficiency of \$9,957,497 of which \$3,225,875 or 82% of the total is associated with our discontinued Georgia subsidiary. We understand our continued existence is dependent on our ability to generate positive operating cash flow and achieve profitable status on a sustained basis and settle existing obligations. We believe our efforts to achieve these goals, as evidenced by our recent profitable quarter and a significant reduction in our quarterly losses over the past 4 quarters have been positively impacted by the June 30, 2006 restructuring of our Laurus Credit facility (see Note 6) and our divestiture of historically unprofitable operations during fiscal 2006 and 2005 (see Note 4). However, in the first quarter of fiscal 2009, our principal payments due Laurus are scheduled to increase substantially. If we are unable to obtain additional financing or restructure our remaining principal payments with Laurus, our ability to maintain our current level of operations could be materially and adversely affected and we may be required to adjust our operating plans accordingly.

The delisting of our common stock by the American Stock Exchange could substantially limit our stock's liquidity and impair our ability to raise capital.

Our common stock ceased trading on the American Stock Exchange on June 15, 2006 and was delisted by the Exchange on July 6, 2006 as result of our failure to maintain Stockholders' equity in excess of \$4 million as required by the Exchange's Company Guide when a company has incurred losses in three of the four most recent fiscal years. During the period of June 15 through June 20, 2006 we were traded on the Pink Sheet. On June 21, 2006 we began trading on the Over-The-Counter-Bulletin-Board under the symbol "GMTI". We believe the delisting could substantially limit our stock's liquidity and impair our ability to raise capital.

We have substantial indebtedness to Laurus Master Fund secured by substantially all of our assets. If an event of default occurs under the secured

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notes issued to Laurus, Laurus may foreclose on our assets and we may be forced to curtail or cease our operations or sell some or all of our assets to repay the notes. We have registered for resale for Laurus the 3,586,429 shares underlying the June 30, 2006 warrant.

On June 30, 2006, we entered into a \$16 million amended and restated credit facility with Laurus (the "New Credit Facility"). The New Credit Facility consists of a \$5 million non-convertible secured revolving note and an \$11 million secured non-convertible term note. Unlike the terms of the June 2004 credit facility with Laurus, the New Credit Facility is not convertible into shares of our common stock.

Subject to certain grace periods, the notes and agreements provide for the following events of default (among others):

- o failure to pay interest and principal when due;
  
- o an uncured breach by us of any material covenant, term or condition in any of the notes or related agreements;
  
- o a breach by us of any material representation or warranty made in any of the notes or in any related agreement;
  
- o any form of bankruptcy or insolvency proceeding is instituted by or against us;
  
- o any money judgment or similar final process is filed against us for more than \$50,000 that remains unvacated, unbonded or unstayed for a period of 30 business days;
  
- o suspension of our common stock from our principal trading market for five consecutive days or five days during any ten consecutive days;
  
- o any failure to deliver shares of common stock upon exercise of the warrant;
  
- o certain defaults under agreements related to any of our other indebtedness; and
  
- o changes of control of our company.

In the event of a future default under our agreements with Laurus, Laurus may enforce its rights as a secured party and we may lose all or a portion of our assets, be forced to materially reduce our business activities or cease operations. On January 25, 2007 we filed the registration statement under the Securities Act of 1933 relating to the 3,586,429 shares underlying the June 30, 2006 warrant as well as 553,997 shares issuable to another shareholder upon exercise of a warrant. The registration statement was declared effective on February 6, 2007.

We will require additional funding to grow our business, which funding may not be available to us on favorable terms or at all. If we do not obtain funding when we need it, our business will be adversely affected. In addition, if we have to sell securities in order to obtain financing, the rights of our current holders may be adversely affected.

We will have to seek additional outside funding sources to satisfy our future financing demands if our operations do not produce the level of revenue we require to maintain and grow our business. We cannot assure that outside funding will be available to us at the time that we need it and in the amount



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necessary to satisfy our needs, or, that if such funds are available, they will be available on terms that are favorable to us. If we are unable to secure financing when we need it, our business will be adversely affected and we may need to discontinue some or all of our operations. If we have to issue additional shares of common stock or securities convertible into common stock in order to secure additional funding, our current stockholders will experience dilution of their ownership of our shares. In the event that we issue securities or instruments other than common stock, we may be required to issue such instruments with greater rights than those currently possessed by holders of our common stock.

Improvement in our business depends on our ability to increase demand for our products and services.

Factors that could limit demand for our products and services are adverse events or economic or other conditions affecting markets for our products and services, potential delays in product development, product and service flaws, changes in technology, changes in the regulatory environment and the availability of competitive products and services.

Our business is subject to extensive and rigorous government regulation; failure to comply with applicable regulatory requirements could substantially harm our business.

Our tire recycling activities are subject to extensive and rigorous government regulation designed to protect the environment. The establishment and operation of plants for tire recycling are subject to obtaining numerous permits and complying with environmental and other government regulations. The process of obtaining required regulatory approvals can be lengthy and expensive. The Environmental Protection Agency and comparable state and local regulatory agencies actively enforce environmental regulations and conduct periodic inspections to determine compliance with government regulations. Failure to

comply with applicable regulatory requirements can result in, among other things, fines, suspensions of approvals, seizure or recall of products, operating restrictions, and criminal prosecutions. Furthermore, changes in existing regulations or adoption of new regulations could impose costly new procedures for compliance, or prevent us from obtaining, or affect the timing of, regulatory approvals.

The market in which we operate is highly competitive, fragmented and decentralized and our competitors may have greater technical and financial resources.

The market for our services is highly competitive, fragmented and decentralized. Many of our competitors are small regional or local businesses. Some of our larger competitors may have greater financial and technical resources than we do. As a result, they may be able to adapt more quickly to new or emerging technologies, changes in customer requirements, or devote greater resources to the promotion and sale of their services. Competition could increase if new companies enter the markets in which we operate or our existing competitors expand their service lines. These factors may limit or prevent any further development of our business.

Our success depends on the retention of our senior management and other key personnel.

Our success depends largely on the skills, experience and performance of our senior management. The loss of any key member of senior management could

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have a material adverse effect on our business.

Seasonal factors may affect our quarterly operating results.

Seasonality may cause our total revenues to fluctuate. We typically process fewer tires during the winter and experience a more pronounced volume reduction in severe weather conditions. In addition, a majority of our crumb rubber is used for playground and athletic surfaces, running tracks and landscaping/groundcover applications which are typically installed during the warmer portions of the year. Similar seasonal or other patterns may develop in our business.

Inflation and changing prices may hurt our business.

Generally, we are exposed to the effects of inflation and changing prices. Primarily because the largest component of our collection and disposal costs is transportation, we have been adversely affected by significant increases in the cost of fuel. Additionally, because we rely on floating-rate debt for certain financing arrangements, rising interest rates have had a negative effect on our financial performance.

If we acquire other companies or businesses we will be subject to risks that could hurt our business.

A significant part of our business strategy entails future acquisitions or significant investments in businesses that offer complementary products and services. Promising acquisitions are difficult to identify and complete for a number of reasons. Any acquisitions completed by our company may be made at a premium over the fair value of the net assets of the acquired companies and competition may cause us to pay more for an acquired business than its long-term fair market value. There can be no assurance that we will be able to complete future acquisitions on terms favorable to us or at all. In addition, we may not be able to integrate future acquired businesses, at all or without significant distraction of management into our ongoing business. In order to finance acquisitions, it may be necessary for us to issue shares of our capital stock to the sellers of the acquired businesses and/or to seek additional funds through public or private financings. Any equity or debt financing, if available at all, may be on terms which are not favorable to us and, in the case of an equity financing or the use of our stock to pay for an acquisition, may result in dilution to our existing stockholders.

As we grow, we are subject to growth related risks.

We are subject to growth-related risks, including capacity constraints and pressure on our internal systems and personnel. In order to manage current operations and any future growth effectively, we will need to continue to implement and improve our operational, financial and management information systems and to hire, train, motivate, manage and retain employees. We may be unable to manage such growth effectively. Our management, personnel or systems may be inadequate to support our operations, and we may be unable to achieve the increased levels of revenue commensurate with the increased levels of operating

expenses associated with this growth. Any such failure could have a material adverse impact on our business, operations and prospects. In addition, the cost of opening new facilities and the hiring of new personnel for those facilities could significantly decrease our profitability, if the new facilities do not generate sufficient additional revenue.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. As a result,

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current and potential shareholders could lose confidence in our financial reporting, which would harm our business and the trading price of our stock.

Effective internal controls are necessary for us to provide reliable financial reports and effectively minimize the possibility of fraud and its impact on our company. If we cannot continue to provide financial reports or effectively minimize the possibility of fraud, our business reputation and operating results could be harmed.

In addition, we will be required as currently proposed to include the management reports on internal controls as part of our annual report for the fiscal year ending September 30, 2008, pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, which requires, among other things, that we maintain effective internal controls over financial reporting and procedures. In particular, we must perform system and process evaluation and testing of our internal controls over financial reporting to allow management and our independent registered public accounting firm (commencing with the fiscal year ended September 30, 2009) to report on the effectiveness of our internal controls over financial reporting, as required by Section 404. Our compliance with Section 404 will require that we incur substantial accounting expense and expend significant management efforts.

We cannot be certain as to the timing of the completion of our evaluation and testing, the timing of any remediation actions that may be required or the impact these may have on our operations. Furthermore, there is no precedent available by which to measure compliance adequacy. If we are not able to implement the requirements relating to internal controls and all other provisions of Section 404 in a timely fashion or achieve adequate compliance with these requirements or other requirements of the Sarbanes-Oxley Act, we might become subject to sanctions or investigation by regulatory authorities such as the Securities and Exchange Commission or any securities exchange on which we may be trading at that time, which action may be injurious to our reputation and affect our financial condition and decrease the value and liquidity of our common stock.

### Risks Related to the Securities Market

Our stock price may be volatile, which could result in substantial losses for our shareholders.

Our common stock is thinly traded and an active public market for our stock may not develop. Consequently, the market price of our common stock may be highly volatile. Additionally, the market price of our common stock could fluctuate significantly in response to the following factors, some of which are beyond our control:

- o we are now traded on the OTC Bulletin Board;
- o changes in market valuations of similar companies;
- o announcements by us or by our competitors of new or enhanced products, technologies or services or significant contracts, acquisitions, strategic relationships, joint ventures or capital commitments;
- o regulatory developments;
- o additions or departures of senior management and other key personnel;
- o deviations in our results of operations from the estimates of securities analysts; and

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o future issuances of our common stock or other securities.

We have options and warrants currently outstanding. Exercise of these options and warrant will cause dilution to existing and new shareholders. Future sales of common stock by Laurus and our existing stockholders could result in a decline in the market price of our stock.

As of June 30, 2007, we have options and warrants outstanding to purchase approximately 10,236,174 shares of common stock. The exercise of our options and warrants will cause additional shares of common stock to be issued, resulting in

dilution to investors and our existing stockholders. As of June 30, 2007, approximately 13.8 million shares of our common stock were eligible for sale in the public market. This represents approximately 63% of our outstanding shares of common stock. We have registered an additional 4,140,000 shares of common stock issuable upon exercise of warrants owned by certain stockholders, therefore increasing the potential total shares of our common stock eligible for resale in the public market to 17.6 million. Sales of a significant number of shares of our common stock in the public market could result in a decline in the market price of our common stock, particularly in light of the illiquidity and low trading volume in our common stock.

Our directors, executive officers and principal stockholders own a significant percentage of our shares, which will limit your ability to influence corporate matters.

Our directors, executive officers and other principal stockholders owned approximately 35 percent of our outstanding common stock as of June 30, 2007. Accordingly, these stockholders could have a significant influence over the outcome of any corporate transaction or other matter submitted to our stockholders for approval, including mergers, consolidations and the sale of all or substantially all of our assets and also could prevent or cause a change in control. The interests of these stockholders may differ from the interests of our other stockholders. On June 29, 2007, Laurus acquired 223,117 share of our common stock and, subsequent to the end of our quarter, Laurus acquired 848,906 shares of our common stock upon partial exercise of its warrant on a cashless basis. In addition, Laurus can elect to acquire up to 5,770,321 shares of our outstanding stock by exercising their warrants for an aggregate exercise price of \$57,770. If Laurus were to acquire those shares, they would represent 28% of our outstanding shares of common stock at June 30, 2007. In addition, limited number of shares held in public float effect the liquidity of our common stock. Third parties may be discouraged from making a tender offer or bid to acquire us because of this concentration of ownership.

We have never paid dividends on our capital stock and we do not anticipate paying any cash dividends in the foreseeable future.

We have paid no cash dividends on our capital stock to date and we currently intend to retain our future earnings, if any, to fund the development and growth of our business. In addition, our agreements with Laurus prohibit the payment of cash dividends. As a result, capital appreciation, if any, of our common stock will be shareholders' sole source of gain for the foreseeable future.

Anti-takeover provisions in our charter documents and Delaware law could discourage potential acquisition proposals and could prevent, deter or delay a change in control of our company.

Certain provisions of our Restated Certificate of Incorporation and By-Laws could have the effect, either alone or in combination with each other,

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of preventing, deterring or delaying a change in control of our company, even if a change in control would be beneficial to our stockholders. Delaware law may also discourage, delay or prevent someone from acquiring or merging with us.

### Environmental Liability

There are no known material environmental violations or assessments.

### Item 3. Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of June 30, 2007. In designing and evaluating our disclosure controls and procedures, we recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applied its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our chief executive officer and chief financial officer concluded that as of June 30, 2007, our disclosure controls and procedures were (1) designed to ensure that material information relating to the company, including our consolidated subsidiaries, is made known to our chief executive officer and chief financial officer by others within those entities, particularly during the period in which this report was being prepared and (2) effective, in that they provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended June 30, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

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

On April 4, 2007, we issued 25,000 shares of our unregistered common stock valued at \$8,250 to a third party for consulting services pursuant to a one year contract. See Note 9, "Stockholder's Equity" of Condensed Notes to the Unaudited Consolidated Financial Statements included in this report. The issuance of these shares is exempt from registration under the Securities Act pursuant to Section 4(2) of the Securities Act.

On June 29, 2007, we issued 223,117 shares of our unregistered common stock valued at \$78,090 to Laurus upon the partial exercise, on a cashless basis, of its June 30, 2006 warrant. See Note 6, "Note Payable/Credit Facilities" of Condensed Notes to the Unaudited Consolidated Financial Statements included in this report. The issuance of these shares is exempt from registration under the Securities Act pursuant to Section 4(2) of the Securities Act.

On June 30, 2007, we issued 14,286 shares of our unregistered common stock valued at \$5,000 to several directors in lieu of cash for fees due them. See Note 9, "Stockholder's Equity" of Condensed Notes to the Unaudited Consolidated Financial Statements included in this report. The issuance of these shares is exempt from registration under the Securities Act pursuant to Section 4(2) of the Securities Act.

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## FINANCIAL RESULTS FOR THE QUARTER ENDED MARCH 31, 2007

### GREENMAN TECHNOLOGIES, INC. Unaudited Consolidated Balance Sheets

	March 31, 2007	Septem 20
	-----	-----
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents .....	\$ 173,444	\$ 6
Accounts receivable, trade, less allowance for doubtful accounts of \$230,536 and \$185,206 as of March 31, 2007 and September 30, 2006 .....	1,244,116	2,0
Product inventory .....	867,044	1
Other current assets .....	769,959	6
Assets related to discontinued operations .....	--	
	-----	-----
Total current assets .....	3,054,563	3,4
	-----	-----
Property, plant and equipment, net .....	5,521,029	5,8
	-----	-----
Other assets:		
Customer relationship intangibles, net .....	75,960	
Other .....	220,977	1
	-----	-----
Total other assets .....	296,937	2
	-----	-----
	\$ 8,872,529	\$ 9,5
	=====	=====
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Notes payable, current .....	\$ 470,740	\$ 4
Notes payable, line of credit .....	572,537	
Notes payable, related party, current .....	--	
Accounts payable .....	1,435,183	1,7
Accrued expenses, other .....	1,418,751	1,5
Obligations under capital leases, current .....	187,503	1
Obligations due under lease settlement, current .....	68,518	
Liabilities related to discontinued operations .....	3,327,559	3,4
	-----	-----
Total current liabilities .....	7,480,791	7,4
Notes payable, non-current portion .....	10,356,002	10,3
Notes payable, related parties, non-current portion .....	534,320	5
Obligations under capital leases, non-current portion .....	1,584,814	1,6
Deferred gain on sale leaseback transaction .....	324,966	3
Obligations due under lease settlement, non-current portion .....	580,540	6
	-----	-----
Total liabilities .....	20,861,433	20,9
	-----	-----
Stockholders' deficit:		
Preferred stock, \$1.00 par value, 1,000,000 shares authorized, none outstanding .....		--
Common stock, \$.01 par value, 40,000,000 shares authorized,		

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21,558,479 shares and 21,408,966 shares issued and outstanding at March 31, 2007 and September 30, 2006 .....	215,585	2
Additional paid-in capital .....	35,890,991	35,8
Accumulated deficit .....	(48,095,480)	(47,4
	-----	-----
Total stockholders' deficit .....	(11,988,904)	(11,4
	-----	-----
	\$ 8,872,529	\$ 9,5
	=====	=====

See accompanying condensed notes to unaudited consolidated financial statements.

GREENMAN TECHNOLOGIES, INC.  
Unaudited Consolidated Statements of Operations

	Three Months Ended		
	March 31, 2007	March 31, 2006	Ma
	-----	-----	-----
Net sales .....	\$ 3,464,562	\$ 3,159,402	\$ 8
Cost of sales .....	2,689,350	2,565,741	6
	-----	-----	-----
Gross profit .....	775,212	593,661	2
	-----	-----	-----
Operating expenses:			
Selling, general and administrative .....	901,088	777,777	1
	-----	-----	-----
Operating income (loss) from continuing operations .....	(125,876)	(184,116)	
	-----	-----	-----
Other income (expense):			
Interest and financing costs .....	(523,101)	(585,820)	(1
Other, net .....	562	1,630	
	-----	-----	-----
Other (expense), net .....	(522,539)	(584,190)	(1
	-----	-----	-----
Loss from continuing operations before income taxes .....	(648,415)	(768,306)	
Provision for income taxes .....	--	--	
	-----	-----	-----
Loss from continuing operations .....	(648,415)	(768,306)	
Discontinued operations:			
Gain (loss) from discontinued operations .....	(31)	(512,195)	
	-----	-----	-----
	(31)	(512,195)	
	-----	-----	-----
Net loss .....	\$ (648,446)	\$ (1,280,501)	\$
	=====	=====	=====
Loss from continuing operations per share - basic .....	\$ (0.03)	\$ (0.04)	\$
Loss from discontinued operations per share - basic .....	--	(0.03)	
	-----	-----	-----
Net loss per share - basic .....	\$ (0.03)	\$ (0.07)	\$
	=====	=====	=====
Weighted average shares outstanding - basic and diluted ..	21,525,919	19,225,352	21
	=====	=====	=====

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See accompanying condensed notes to unaudited consolidated financial statements.

GREENMAN TECHNOLOGIES, INC.  
 Unaudited Consolidated Statement of Changes in Stockholders' Deficit  
 Six Months Ended March 31, 2007

	Common Stock Shares	Amount	Addition Paid I Capita
	-----	-----	-----
Balance, September 30, 2006 .....	21,408,966	\$ 214,089	\$ 35,811,
Common stock issued for fees and expenses due .....	41,980	421	15,
Common stock issued for services rendered .....	42,533	425	14,
Common stock issued in connection with lease settlement..	65,000	650	31,
Compensation expense associated with stock options .....	--	--	18,
Net loss for the six months ended March 31, 2007 .....	--	--	
	-----	-----	-----
Balance, March 31, 2007 .....	21,558,479	\$ 215,585	\$ 35,890,
	=====	=====	=====

See accompanying condensed notes to unaudited consolidated financial statements.

GREENMAN TECHNOLOGIES, INC.  
 Unaudited Consolidated Statements of Cash Flow

	Six Months Ended M 2007	-----
Cash flows from operating activities:		
Net loss .....	\$ (657,498)	\$ (2
Adjustments to reconcile net loss to net cash (used) provided by operating activities:		
Loss on disposal of property, plant and equipment .....	4,349	
Impairment loss .....	--	
Depreciation .....	763,078	
Amortization of non-cash financing costs .....	--	
Amortization of customer relationships .....	9,474	
Amortization of stock option compensation expense..	18,105	
Amortization of deferred gain on sale leaseback transaction .....	(18,219)	
Decrease (increase) in assets:		
Accounts receivable .....	812,812	2



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Product inventory .....	(753,708)	
Other current assets .....	(109,245)	
Other assets .....	(73,995)	
Increase (decrease) in liabilities:		
Accounts payable .....	(407,317)	
Accrued expenses and other .....	(78,873)	
	-----	-----
Net cash (used) provided by operating activities .....	(491,037)	1
	-----	-----
Cash flows from investing activities:		
Purchase of property and equipment .....	(431,720)	
Proceeds from the sale of property and equipment ..	17,804	
	-----	-----
Net cash (used) provided by investing activities .....	(413,916)	
	-----	-----
Cash flows from financing activities:		
Net advances (payments) under line of credit .....	572,537	
Proceeds from notes payable .....	192,217	
Proceeds from notes payable, related party .....	--	
Repayment of notes payable .....	(198,637)	
Repayment of notes payable, related party .....	(30,000)	
Repayment of convertible notes payable .....	--	
Net payments on convertible notes payable, line of credit .....	--	
Principal payments on obligations under capital leases .....	(96,734)	
	-----	-----
Net cash provided (used) by financing activities .....	439,383	(1)
	-----	-----
Net (decrease) in cash and cash equivalents .....	(465,570)	
Cash and cash equivalents at beginning of period including \$31 and \$0, respectively, cash related to discontinued operations .....	639,014	
	-----	-----
Cash and cash equivalents at end of period, \$0 cash related to discontinued operations .....	\$ 173,444	\$
	=====	=====
 Supplemental cash flow information:		
Machinery and equipment acquired under capital leases .....	\$ 67,419	\$
Shares issued in lieu of cash for fees, expenses and service rendered ..	30,796	
Shares issued for lease settlement .....	32,500	
Accounts receivable offset in connection with discontinued operations ..	--	
Accounts receivable offset in connection with discontinued operations ..	--	
Interest paid .....	713,160	
Taxes paid .....	35,300	

See accompanying condensed notes to unaudited consolidated financial statements.

GREENMAN TECHNOLOGIES, INC.  
Condensed Notes to Interim Consolidated Financial Statements  
Quarter Ended March 31, 2007 and 2006  
(Unaudited)

1. Business

GreenMan Technologies, Inc. (together with its subsidiaries "we", "us" or "our") was originally founded in 1992 and has operated as a Delaware corporation since 1995. Today, we comprise two operating locations that collect, process and market scrap tires in whole, shredded or granular form. We are headquartered in Savage, Minnesota and currently have tire processing operations in Iowa and Minnesota.

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Our tire processing operations are paid a fee to collect, transport and process scrap tires (i.e., collection/processing revenue) in whole or into two inch or smaller rubber chips which are then sold (i.e., product revenue).

### 2. Basis of Presentation

The consolidated financial statements include the accounts of GreenMan Technologies, Inc. and our wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

In September 2005, due to the magnitude of continued operating losses, our Board of Directors approved separate plans to divest the operations of our Georgia and Tennessee subsidiaries and dispose of their respective assets. In addition, due to continuing operating losses, in July 2006 we sold our California subsidiary. Accordingly, we have classified all three respective entities' assets, liabilities and results of operations as discontinued operations for all periods presented in the accompanying consolidated financial statements.

The accompanying interim financial statements are unaudited and should be read in conjunction with the financial statements and notes thereto for the year ended September 30, 2006 included in our Annual Report on Form 10-KSB. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the Securities and Exchange Commission rules and regulations, although we believe the disclosures which have been made herein are adequate to ensure that the information presented is not misleading. The results of operations for the interim periods reported are not necessarily indicative of those that may be reported for a full year. In our opinion, all adjustments which are necessary for a fair statement of operating results and balance sheet for the interim periods presented have been made. Certain reclassifications have been made to the 2006 interim consolidated financial statements to conform to the current period presentation.

### Nature of Operations, Risks, and Uncertainties

As of March 31, 2007, we had \$173,444 in cash and cash equivalents and a working capital deficiency of \$4,426,228 of which \$3,327,559 or 75% of the total is associated with our discontinued Georgia subsidiary. We understand our continued existence is dependent on our ability to generate positive operating cash flow, achieve profitable status on a sustained basis and settle existing obligations. We believe our efforts to achieve these goals, as evidenced by the significant reduction in our quarterly losses, have been positively impacted by the June 30, 2006 restructuring of our Laurus Credit facility (see Note 6) and our divestiture of historically unprofitable operations during fiscal 2006 and 2005 (see Note 4). However, in the first quarter of fiscal 2009, our principal payments due Laurus are scheduled to increase substantially. If we are unable to obtain additional financing or restructure our remaining principal payments with Laurus, our ability to maintain our current level of operations could be materially and adversely affected and we may be required to adjust our operating plans accordingly. We believe the June 15, 2006 delisting of our stock by the American Stock Exchange as a result of non-compliance with their minimum stockholders' equity requirement of \$4 million (for companies incurring losses in three of their most recent fiscal years) could substantially limit our stock's future liquidity and impair our ability to raise capital.

GREENMAN TECHNOLOGIES, INC.

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### 2. Basis of Presentation - (Continued)

We have invested substantial amounts of capital during the past several years, including approximately \$950,000 in Iowa during the fourth quarter of fiscal 2006, in new equipment to increase processing capacity at our Iowa and Minnesota locations, as well as consolidating our Wisconsin location into our Minnesota operations to substantially reduce operating costs and maximize our return on assets. Our future operating plan focuses on maximizing the performance of these two operations through our continuing efforts to increase overall quality of revenue (revenue per passenger tire equivalent) while remaining diligent with our ongoing cost reduction initiatives. In addition, we continue to increase our inbound volume and are currently selling product into several new, higher-value markets, as evidenced by a 12% increase in overall revenue during the six months ended March 31, 2007 as compared to the prior year. We continue to experience strong demand for our end products.

### 3. Net Loss Per Share

Basic earnings per share represents income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects additional common shares that would have been outstanding if potentially dilutive common shares had been issued, as well as any adjustment to income that would result from the assumed conversion. Potential common shares that may be issued by us relate to outstanding stock options and warrants (determined using the treasury stock method) and convertible debt. Basic and diluted net loss per share are the same for the three and six months ended March 31, 2007 and 2006, since the effect of the inclusion of all outstanding options, warrants and convertible debt would be anti-dilutive.

### 4. Discontinued Operations

Due to the magnitude of the continuing operating losses incurred by our Georgia (\$3.4 million) and Tennessee (\$1.8 million) subsidiaries during fiscal 2005 and our California (\$3.2 million since inception) subsidiary, in fiscal 2006 our Board of Directors determined it to be in the best interest of our company to discontinue all Southeastern and West coast operations and dispose of their respective operating assets. A majority of the Tennessee operating losses were due to rapid market share growth within the state necessitating us to transport an increasing number of Tennessee scrap tires to our Georgia facility for processing at significant transportation and processing costs. A majority of the Georgia operating losses were due to (1) the negative impact of processing a significant number of Tennessee sourced tires; (2) a change in the specifications of our primary end market customers requiring a smaller product resulting in reduced processing capacity and significantly higher operating costs and (3) equipment reliability issues resulting from aging equipment processing an increasing number of scrap tires. A majority of the California operating losses were due to significantly higher operating costs resulting from rapid market share growth and equipment reliability issues resulting from aging equipment.

In September 2005 we assigned all Tennessee scrap tire collection contracts and certain other contracts with suppliers of waste tires and contracts to supply whole tires to certain cement kilns in the southeastern region of the United States to a company owned by a former employee. We received no cash consideration for these assignments and recorded a \$1,334,849 loss (including a non-cash loss of \$918,450 associated with goodwill written off) on disposal of the operations at September 30, 2005. The aggregate net losses including the loss on disposal associated with the discontinued operations of our Tennessee

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subsidiary included in the results for year ended September 30, 2005 were approximately \$3.1 million. We accrued \$165,000 of estimated costs associated with the Tennessee closure at September 30, 2005. During fiscal 2006 we incurred and charged against the accrual approximately \$109,000. In addition, \$56,000 was reversed into income as a result of a reduction in certain plant closure accruals and an agreement with our former Tennessee landlord. Additionally, we recognized \$70,000 associated with insurance credits. In the aggregate, we recognized approximately \$126,000 of income from discontinued Tennessee operations during the year ended September 30, 2006.

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#### 4. Discontinued Operations - (Continued)

In September 2005, we adopted a plan to dispose of all Georgia operations and during the quarter ended December 31, 2005, we substantially curtailed operations at our Georgia subsidiary. As a result, we wrote down all Georgia operating assets to their estimated fair market value at September 30, 2005 and recorded a loss on disposal of \$4,631,102 (including a non-cash loss of \$1,253,748 associated with goodwill written off) net of a gain on settlement of our Georgia facility lease of \$586,137. We completed the divestiture of all Georgia operating assets as of March 1, 2006. During the six months ended March 31, 2007 several vendors issued credits relating to past due amounts, we recovered some bad debts and reduced certain accrued expenses which offset a \$19,058 increase in our lease settlement reserve (see discussion of our Georgia lease below) resulting in approximately \$9,800 of income from discontinued Georgia operations. The aggregate net losses incurred during the three and six months ended March 31, 2006 associated with our discontinued Georgia operation was approximately \$12,000 and \$746,000, respectively.

In February 2006, we sold and assigned to Tires Into Recycled Energy and Supplies, Inc. ("TIRES"), a leading crumb rubber processor in the United States, certain assets, including (a) certain truck tire processing equipment located at our Georgia facility; (b) certain rights and interests in our contracts with suppliers of scrap truck tires; and (c) certain intangible assets. TIRES assumed all of our rights and obligations under these contracts. As additional consideration, TIRES terminated several material supply agreements and a December 2005 letter of intent containing an exclusive option to acquire certain operating assets of TIRES. In addition, TIRES entered into a sublease agreement with us with respect to part of the premises located in Georgia. Pursuant to the terms of the sublease agreement, TIRES received an initial six months of free rent after which they are required to pay \$4,650 per month. The lease can be terminated anytime with six months notice. In December 2006, we received notice that TIRES would be terminating their lease effective June 5, 2007 and we are working to indentify a new sublessee.

In March 2006, we sold and assigned to MTR of Georgia, Inc. ("MTR"), a company co-owned by a former employee, certain assets, including (a) certain passenger tire processing equipment located at our Georgia facility; (b) certain rights and interests in our contracts with suppliers of scrap passenger tires; and (c) certain intangible assets. MTR assumed all of our rights and obligations under these contracts. We received \$250,000 from MTR for these assets. As additional consideration, MTR assumed financial responsibility for disposing of all scrap tires and scrap tire processing residual at the Georgia facility as of the closing of this sale. In addition, MTR entered into a sublease agreement with us with respect to part of the premises located in Georgia. Pursuant to the terms of the sublease agreement, MTR received an initial six months of free rent

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after which they are required to pay \$6,570 on a triple net basis per month. The initial term of the lease is three years but can be terminated anytime with six months notice.

We agreed with TIRES and MTR not to compete in the business of providing whole tire waste disposal services or selling crumb rubber material (except to our existing customers) within certain Southeastern states for a period of three years.

In February 2006, we amended our Georgia lease agreement to obtain the right to terminate the original lease which had a remaining term of approximately 15 years, by providing the landlord with six months notice. In the event of termination, we will be obligated to continue to pay rent until the earlier to occur of (1) the sale by the landlord of the premises; (2) the date on which a new tenant takes over; or (3) three years from the date on which we vacate the property. As a result of the amendment and our decision to dispose of our Georgia operations, we wrote off the unamortized balance of \$1,427,053 associated with the leased land and buildings and improvements as a cost of disposal of discontinued operations at September 30, 2005. This loss was partially offset by a \$586,137 gain on settlement of the remaining capital lease obligations due and is included in the loss on disposal of discontinued operations at September 30, 2005. In addition, on August 28, 2006 we received notice from the Georgia landlord indicating that the Georgia subsidiary was in default under the lease due to its insolvent financial condition. The landlord agreed to waive the default in return for a \$75,000 fee to be paid upon

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#### 4. Discontinued Operations - (Continued)

termination of the lease and required that all current and future rights and obligations under the lease be assigned to GreenMan Technologies, Inc. pursuant to a March 29, 2001 guaranty agreement. The \$75,000 is included in loss from discontinued operations for the fiscal year ended September 30, 2006 and is included in obligations due under lease settlement at March 31, 2007. The net present value of the lease settlement obligation increased by \$19,058 during the six months ended March 31, 2007 and is included in discontinued operations. The increase is primarily the result of the additional liability assumed by us due to the TIRES lease termination notice.

In July 2006 we sold our California subsidiary, which had lost approximately \$3.2 million since inception to a third party for \$1,000 in a stock purchase agreement. GreenMan Technologies of California was formed in 2002 to acquire all of the outstanding common stock of Unlimited Tire Technologies, Inc. an Azusa, California scrap tire recycling company of which the third party was the majority owner. The aggregate net losses associated with our California subsidiary included in the results for the three and six months ended March 31, 2006 were approximately \$500,000 and \$732,000 respectively. The aggregate net losses including the loss on disposal associated with the discontinued operations of our California subsidiary included in the results of operations for year ended September 30, 2006 were approximately \$1,005,000.

The major classes of assets and liabilities associated with discontinued operations were:

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	March 31, 2007	September 30, 2006
	-----	-----
Assets related to discontinued operations:		
Cash .....	\$ --	\$ 31
Other current assets .....	--	7,260
	-----	-----
Total assets related to discontinued operations .....	\$ --	\$ 7,291
	=====	=====
Liabilities related to discontinued operations:		
Accounts payable .....	\$2,518,762	\$2,575,133
Notes payable, current .....	394,887	394,887
Accrued expenses, other .....	87,115	118,019
Capital leases, current .....	326,795	326,795
	-----	-----
Total liabilities related to discontinued operations ..	\$3,327,559	\$3,414,834
	=====	=====

Net sales and (loss) from discontinued operations were as follows:

	Three Months Ended		Six Months Ended	
	March 31, 2007	March 31, 2006	March 31, 2007	March 2006
	-----	-----	-----	-----
Net sales from discontinued operations ....	\$ --	\$ 766,186	\$ --	\$ 1,931
Gain (loss) from discontinued operations ..	(31)	(512,195)	9,796	(1,490)

5. Property, Plant and Equipment

Property, plant and equipment consists of the following:

	March 31, 2007	September 30, 2006	Estimated Useful Lives
	-----	-----	-----
Buildings and improvements .....	\$ 1,741,943	\$ 1,741,943	10 - 20 years
Machinery and equipment .....	7,334,971	7,188,119	5 - 10 years
Furniture and fixtures .....	123,118	164,025	3 - 5 years
Motor vehicles .....	3,691,898	3,586,457	3 - 10 years
	-----	-----	
	12,891,930	12,680,544	
Less accumulated deprecation and amortization .....	(7,370,901)	(6,873,425)	
	-----	-----	
Property, plant and equipment, net ..	\$ 5,521,029	\$ 5,807,119	
	=====	=====	

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### 6. Notes Payable/Credit Facilities

#### Republic Services of Georgia

On May 6, 2002 we issued Republic Services of Georgia, LP ("RSLP") a \$743,750 10% promissory note due in March 2007. On July 31, 2005, RSLP agreed to defer all interest and principal payments due, including nine existing past-due payments totaling \$76,042 through June 2006 at which time all past due interest and principal payments under the May 6, 2002 promissory note was to be incorporated into an a new 10% promissory note, payable in 48 monthly installments commencing July 2006.

On June 30, 2006 we reached an agreement with RSLP in which in return for a payment of \$250,000 and the issuance of a \$150,000 unsecured promissory note, RSLP agreed to forgo all remaining amounts due under the revised May 6, 2002 promissory note totaling \$766,355 at June 30, 2006. The settlement was characterized as a troubled debt restructuring and as a result, we realized a gain on restructuring of \$353,476 during the quarter ended June 30, 2006. The note bears interest at 10% and is payable in 11 monthly installments of \$5,000 with the remaining balance due June 30, 2007. The balance due RSLP at March 31, 2007 was \$117,879.

#### June 2004 Laurus Credit Facility

On June 30, 2004, we entered into a \$9 million credit facility with Laurus Master Fund, Ltd. ("Laurus"), consisting of a \$5 million convertible, revolving working capital line of credit and a \$4 million convertible term note. At closing, we borrowed \$2 million under the line of credit and \$4 million under the term loan. We used the proceeds to repay certain existing debt obligations, financing costs relating to this transaction, and general working capital. On March 22, 2005, the credit facility was amended to (1) permit us to maintain overadvances of up to \$2,000,000 under the line of credit through December 31, 2005 (subsequently extended to June 30, 2006); (2) defer certain principal payments on the term note as described below; and (3) reduce the conversion price on the minimum borrowing note and term note as described below.

The line of credit had a three-year term and required us to maintain a minimum borrowing of \$1,000,000. Advances generally bore interest at the prime rate plus 1.0% and were convertible into shares of our common stock at the option of Laurus. Except for downward adjustments provided in the credit facility terms described below, the interest rate would not be below 5%. Amounts advanced under the line were limited to 90% of accounts receivable and 50% of finished goods inventory as defined, subject to certain limitations.

Subject to certain limitations, Laurus had the option to convert the first \$1,000,000 of borrowings under the line of credit into our common stock at a revised price of \$0.79 (85% of the average closing price of our common stock for the five days immediately preceding March 22, 2005). Each subsequent \$1,000,000 of borrowings would be convertible at the higher of \$.93 or a 10% premium over the 22-day trailing average closing price computed on each \$1,000,000 increment. As a result of the reduction in conversion price pursuant to the terms of the March 22, 2005 amendment, we recorded a beneficial conversion feature of \$598,717. The discount was recorded as additional paid-in-capital and was entirely amortized to interest expense by December 31, 2005.

The term note also had a three-year term and bore interest at the greater of prime rate plus 1% or 5%, payable monthly. Monthly principal payments of \$125,000 over the term of the loan commenced on November 1, 2004; however, the terms of the March 22, 2005 amendment deferred the principal payments otherwise

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due from December 1, 2004 through June 30, 2005, until the maturity date of the term note, at which time the deferred payments and all other outstanding amounts were due. In addition, Laurus agreed to defer principal payments otherwise due from November 1, 2005 through June 1, 2006, which were to be payable in full at maturity.

Laurus had the option to convert some or all of the note's principal and interest payments into common stock at a revised fixed conversion price of \$.79 on the first \$1,000,000 of borrowings, and \$.93 on the remaining amounts. Subject to certain limitations, regular payments of principal and interest were automatically payable in common stock if the 5-day average closing price of the common stock immediately preceding a payment date was greater than or equal to 110% of such fixed conversion price. As a result of the change in conversion

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### 6. Credit Facility/Notes Payable - (Continued)

price pursuant to the terms of the March 22, 2005 amendment, we recorded an additional beneficial conversion feature of \$1,485,594 on the term note. The additional discount amount was recorded as paid-in-capital with the portion attributed to the first \$1,000,000 of borrowings, \$567,429 which was entirely amortized to interest expense by December 31, 2005. The remaining balance of \$918,165 was to be amortized over the remaining term of the note or ratably upon any partial conversion.

On July 20, 2005, we issued an additional \$1 million convertible term note to Laurus. The note was to mature on June 30, 2007 and bore interest at the prime rate plus 1.75%, payable monthly commencing August 1, 2005. Monthly principal payments of \$58,823.53 over the term of the loan were to commence on February 1, 2006. Laurus subsequently agreed to defer the principal payments otherwise due from February 1, 2006 through May 1, 2006, until the maturity date of the term note, at which time the deferred payments and all other outstanding amounts were due. Laurus had the option to convert some or all of the principal and interest payments into common stock at a price of \$.33 (the average closing price of our common stock on the American Stock Exchange for the 3-day period ending July 18, 2005).

In connection with this term note, we issued Laurus an option to purchase up to an aggregate of 2,413,571 shares of our common stock at an exercise price equal to \$0.01 per share. This option, valued at \$401,738, was immediately exercisable, has a term of ten years, allows for cashless exercise at the option of Laurus, and does not contain any "put" provisions. Net proceeds received from issuance of the term note amounted to \$955,000 and were allocated to the term note and the option based on their relative fair values. The note contained a beneficial conversion feature of \$393,939 at issuance based on the intrinsic value of the shares into which the note is convertible, and a debt issue discount amounting to \$446,738. The beneficial conversion amount was recorded as paid in capital and was to be amortized to interest expense along with the debt conversion discount over the two year term of the note or ratably upon any partial conversion. The terms of the note were substantially similar to our June 2004 credit facility, including similar negative and restrictive covenants, as well as reporting requirements and default provisions.

The conversion price applicable to each of the notes and the exercise price of each of the warrants was previously subject to downward adjustment on a "full ratchet" basis, if with certain exceptions, we issued shares of our common stock



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(or common stock equivalents) at a price per share less than the applicable conversion or exercise price. These rights have never been enforced and on April 8, 2006, Laurus agreed to retroactively eliminate their rights to enforce these provisions.

### June 2006 Laurus Credit Facility

On June 30, 2006, we entered into a \$16 million amended and restated credit facility with Laurus (the "New Credit Facility"). The New Credit Facility consists of a \$5 million non-convertible secured revolving note and an \$11 million secured non-convertible term note. Unlike the terms of our prior credit facility with Laurus, the New Credit Facility is not convertible into shares of our common stock.

The revolving note has a three-year term from the closing, bears interest on any outstanding amounts at the prime rate plus 2% (10.25% at March 31, 2007), with a minimum rate of 8%. Amounts advanced under the line are limited to 90% of eligible accounts receivable and 50% of finished goods inventory, as defined up to a maximum of \$5 million, subject to certain limitations. As of March 31, 2007, \$572,537 was outstanding under the revolving note.

The term loan has a maturity date of June 30, 2009 and bears interest at the prime rate plus 2% (10.25% at March 31, 2007), with a minimum rate of 8%. Interest on the term loan is payable monthly commencing August 1, 2006. Principal is to be amortized over the term of the loan, commencing on July 2, 2007, with minimum monthly payments of principal as follows: (i) for the period commencing on July 2, 2007 through June 2008, minimum principal payments of \$150,000; (ii) for the period from July 2008 through June 2009, minimum

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### 6. Credit Facility/Notes Payable - (Continued)

principal payments of \$400,000; and (iii) the balance of the principal will be payable on the maturity date. In May 2007, Laurus agreed to reduce the principal payments required during the period of July 2007 to September 2008 to \$100,000 per month and defer the difference of \$1,500,000 to the June 2009 maturity date. In addition, we have agreed to make an excess cash flow repayment as follows: no later than ninety-five days following the end of each fiscal year beginning with the fiscal year ending on September 30, 2007, we have agreed to make a payment equal to 50% of (a) the aggregate net operating cash flow generated for such fiscal year less (b) aggregate capital expenditures made in such fiscal year (up to a maximum of 25% of the net operating cash flow calculated in accordance with this clause). The term loan may be prepaid at any time without penalty. We used approximately \$8,503,000 of the term note proceeds to repay our outstanding indebtedness under our prior credit facility with Laurus, approximately \$1,219,000 to repay in full the indebtedness due our Iowa subsidiary's lender First American Bank, \$250,000 to RSLP as part of a settlement agreement (as described above) and paid approximately \$888,000 of costs and fees associated with this transaction which were expensed at June 30, 2006.

In connection with the New Credit Facility, we issued Laurus a warrant to purchase up to an aggregate of 3,586,429 shares of our common stock at an exercise price equal to \$0.01 per share. This warrant, valued at \$1,116,927, is immediately exercisable, has a term of ten years, allows for cashless exercise at the option of Laurus, and does not contain any "put" provisions. Previously issued warrants to purchase an aggregate of 1,380,000 shares of our common

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stock, which were issued in connection with the original notes on June 30, 2004, were canceled as part of this transaction. The amount of our common stock Laurus may hold at any given time is limited to no more than 4.99% of our outstanding common stock. This limitation may be waived by Laurus upon 61 days notice to us and does not apply if an event of default occurs and is continuing under the New Credit Facility. The fair value of these terminated warrants was determined to be \$31,774 and offset the value of the new warrant issued. In addition, the fair value associated with the foregone convertibility feature of all previous convertible amounts was determined to be \$740,998 and also offset the value of the new warrant issued. As a result of the foregoing, the net value assigned to the new warrant of \$344,155 was recorded as paid in capital and recorded as a reduction to the carrying value of the refinanced note as described below. The terms of the term note are substantially similar to our June 2004 credit facility, including similar negative and restrictive covenants, as well as reporting requirements and default provisions.

Laurus has agreed that it will not, on any trading day, be permitted to sell any common stock acquired upon exercise of this warrant in excess of 10% of the aggregate numbers of shares of the common stock traded on such trading day. On January 25, 2007 we filed a registration statement under the Securities Act of 1933 relating to the 3,586,429 shares underlying the June 30, 2006 warrant. The registration statement declared effective on February 6, 2007.

Pursuant to Statement of Financial Accounting Standards No. 15, "Accounting by Debtors and Creditors for Troubled Debt Restructuring" ("SFAS 15") the New Credit Facility has been accounted for as a troubled debt restructuring. It was determined that, because the effective interest rate of the New Credit Facility was lower than that of the previous credit facility therefore indicating a concession was granted by Laurus, we are viewed as a passive beneficiary of the restructuring, and no new transaction has occurred. Under SFAS 15, a modification of terms "is neither an event that results in a new asset or liability for accounting purposes nor an event that requires a new measurement of an existing asset or liability." Thus, from a debtor's standpoint, SFAS 15 calls for a modification of the terms of a loan to be accounted for prospectively. As a result, unamortized balances of \$258,900 of deferred financing fees and \$972,836 of debt discount and beneficial conversion features associated with the previous Laurus credit facility were netted along with the value of the new warrants issued of \$344,155 against the new term debt related to the portion of the new debt that refinanced the Laurus debt and related accrued interest totaling \$8,503,416 to provide a net carrying amount for that portion of the debt of \$6,927,525. The carrying amount of the loan will be amortized over the term of the loan at a constant effective interest rate of 20% applied to the future cash payments specified by the new loan.

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6. Credit Facility/Notes Payable - (Continued)

The carrying value of the Laurus debt under the New Credit Facility at March 31, 2007 was \$9,424,109 and does not equate to the total cash payments due under the debt as a result of accounting for a troubled debt restructure. The following is a summary of the cash maturities of the Laurus debt:

Twelve Months Ending March 31,	
-----	
2007 .....	\$ 1,350,000
2008 .....	4,050,000

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2009.....	5,600,000
	-----
	\$11,000,000
	=====

See Subsequent Event footnote 10.

### 7. Notes Payable - Related Party

#### Note Payable - Related Party

In November 2000, a director loaned us \$200,000 under an unsecured promissory note which bore interest at 12% per annum with interest due monthly and the principal due in November 2001. In June 2001 and again in September 2002, the director agreed to extend the maturity date of note until November 2004. The director agreed to extend the maturity date several times and on August 24, 2006, agreed to convert the \$200,000 of principal and \$76,445 of accrued interest into 953,259 of unregistered shares of common stock at a price of \$.29 per share which was the closing price of our stock on the date of conversion.

Between June and August 2003, two immediate family members of an officer loaned us a total of \$400,000 under the terms of two-year, unsecured promissory notes which bear interest at 12% per annum with interest due quarterly and the principal due upon maturity. In March 2004, these same individuals loaned us an additional \$200,000 in aggregate, under similar terms with the principal due upon maturity March 2006. These individuals each agreed to invest the entire \$100,000 principal balance of their June 2003 notes (\$200,000 in aggregate) into our April 2004 private placement of investment units and each received 113,636 units in these transactions. In addition, the two individuals agreed to extend the maturity of the remaining balance of these notes, \$400,000 at March 31, 2007 until the earlier of when all amounts due under the Laurus credit facility have been repaid or June 30, 2009.

In September 2003, a former officer loaned us \$400,000 under a September 30, 2003 unsecured promissory note which bore interest at 12% per annum with interest due quarterly and the principal due March 31, 2004 (subsequently extended to September 30, 2004). In 2004, the former officer offset approximately \$163,000 of amounts due the Company under a 1998 note against the balance due him and applied approximately \$114,000 of the balance due him plus \$21,000 of accrued interest to exercise options to purchase 185,000 shares of unregistered common stock. In addition, he agreed to extend the maturity of the remaining balance of this note until the earlier of when all amounts due under the Laurus credit facility have been repaid or June 30, 2009. In July 2006, the balance due the former officer was \$99,320 of which he assigned \$79,060 of the balance to one of an officer's immediate family members noted above and the remaining balance of \$20,260 plus accrued interest of \$13,500 to the officer.

Between January and June 2006, a director loaned us \$155,000 under three unsecured promissory notes which bear interest at 10% per annum with interest and principal due during periods ranging from June 30, 2006 through September 30, 2006. On April 12, 2006, the director agreed in lieu of being repaid in cash at maturity to convert \$76,450 (including interest of \$1,450) into 273,035 shares of unregistered common stock at a price of \$.28 which was the closing price of our stock on the date of conversion. In addition, on June 5, 2006 the director agreed to convert \$15,226 (including interest of \$226) into 42,295 shares of unregistered common stock at a price of \$.36 which was the closing price of our stock on the date of conversion. The director has been repaid \$30,000 during the six months ended March 31, 2007 and agreed to extend the remaining \$35,000 until the earlier of when all amounts due under the restructured Laurus credit facility have been repaid or June 30, 2009. Interest expense on notes payable to related parties amounted to \$15,858 and \$30,750 for the three and six months ended March 31, 2007 and \$22,430 and \$43,410 for the

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three and six months ended March 31, 2006. Accrued interest payable amounted to \$92,941 at March 31, 2007.

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### 8. Litigation

As of March 31, 2007, approximately sixteen vendors of our GreenMan Technologies of Georgia, Inc. and GreenMan Technologies of Tennessee, Inc. subsidiaries had commenced legal action, primarily in the state courts of Georgia, in attempts to collect approximately \$1.5 million of past due amounts, plus accruing interest, attorneys' fees, and costs, all relating to various services rendered to these subsidiaries. These amounts are included in liabilities related to discontinued operations at March 31, 2007. The largest individual claim is for approximately \$650,000. As of March 31, 2007, seven vendors had secured judgments in their favor against GreenMan Technologies of Georgia, Inc. for an aggregate of approximately \$339,000. As previously noted, all of GreenMan Technologies of Tennessee, Inc.'s assets were sold in September 2005 and substantially all of GreenMan Technologies of Georgia, Inc.'s assets were sold as of March 1, 2006. All proceeds from these sales were retained by our secured lender and these subsidiaries have no substantial assets. We are therefore currently evaluating the alternatives available to these subsidiaries.

Although GreenMan Technologies, Inc. was not a party to any of these vendor relationships, three of the plaintiffs have named GreenMan Technologies, Inc. as a defendant along with our subsidiaries. We believe that GreenMan Technologies, Inc. has valid defenses to these claims, as well as against any similar or related claims that may be made against us in the future, and we intend to defend against any such claims vigorously. In addition to the foregoing, we are subject to routine claims from time to time in the ordinary course of our business. We do not believe that the resolution of any of the claims that are currently known to us will have a material adverse effect on our company or on our financial statements.

### 9. Stockholders' Equity

#### Common Stock Transactions

On October 19, 2006, we issued 13,636 shares of our unregistered common stock valued at \$4,500 (at a price of \$.33 which was the closing price of our stock on the date of issuance) to a third party for consulting services rendered during fiscal 2006. During the quarter ended March 31, 2007 we issued an additional 28,897 shares of our unregistered common stock valued at \$10,500 (at prices ranging from \$.34 to \$.40 which represented the closing price of our stock on the date of each issuance) to same third party for consulting services rendered during fiscal 2006 and 2007.

In conjunction with the relocation of corporate headquarters from Massachusetts to Minnesota we terminated our lease for our former headquarters effective November 1, 2006. In return for the termination, we gave our landlord \$50,000 and issued 65,000 shares of our unregistered common stock valued at \$32,500 at a price of \$.50 which was the closing price of our stock on the date of issuance). We were allowed to remain in the existing space through December 31, 2006 as part of the settlement agreement, the landlord agreed to provide us with approximately 1,100 square feet of office space for 12 months commencing January 1, 2007 at no cost (valued at \$15,000). As a result of settlement, we recorded a lease settlement expense of \$54,360 at September 30, 2006.

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During the quarter ended December 31, 2006, several directors agreed to accept 26,828 shares of unregistered common stock valued at \$10,795 (all shares were issued at a price equal to the closing price of our common stock on date of issuance) in lieu of cash for certain director's fees and expenses due the directors.

On March 31, 2007, several directors agreed to accept 15,152 shares of unregistered common stock valued at \$5,000 (all shares were issued at a price equal to the closing price of our common stock on date of issuance) in lieu of cash for certain director's fees due the directors.

### Stock Options

We maintain stock-based compensation plans, which are described more fully in Note 11 to the consolidated financial statements in the 2006 Annual Report filed on Form 10-KSB. As permitted by Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation", we previously had elected to continue with the accounting methodology prescribed by

GREENMAN TECHNOLOGIES, INC.  
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### 9. Stockholders' Equity - (Continued)

Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees." On October 1, 2006, we adopted the fair value recognition provisions of SFAS No. 123(R) "Share-based Payment" using the modified prospective method and have applied the required fair value methodology to all stock option and equity award plans. Therefore, we continue to account for non-vested awards outstanding at the date of adoption in the same manner we accounted for them prior to adoption. We use the Black-Scholes option valuation to determine the fair value of share based payments granted after October 1, 2006. During the three and six months ended March 31, 2007, we recorded \$9,543 and \$18,105, respectively of stock based compensation expense as a result of the adoption of SFAS 123(R).

The following table provides the pro forma disclosures of net loss and earnings per share as if the fair value recognition provisions of SFAS No. 123, had been applied to prior periods:

	Three Months Ended March 31, 2006 -----	Six Months Ended March 31, 2006 -----
Net loss as reported .....	\$(1,280,501)	\$(2,686,826)
Add: Compensation recognized under APB No.25 .....	--	--
Less: Compensation recognized under SFAS No. 123 ..	(7,290)	(15,439)
	-----	-----
Pro forma net loss.. .....	\$(1,287,791) =====	\$(2,702,265) =====
 Net loss per share:		
Basic and diluted - as reported .....	\$ (0.07) =====	\$ (0.14) =====

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Basic and diluted - pro forma .....	\$ (0.07)	\$ (0.14)
	=====	=====

The fair value of the options at the date of grant and assumptions utilized to determine such values are indicated in the following table for the six months ended March 31, 2007. No options were granted during the six months ended March 31, 2006.

	Six Months Ended March 31, 2007	
	-----	
Risk-free interest rate .....	4.63%	
Expected dividend yield .....	--	
Expected life .....	7.5 years	
Expected volatility .....	76.9%	
Weighted Average fair value of options granted ...	\$.17	

In projecting expected stock price volatility we considered historical data for a twenty week period prior to date of grant. We estimated the expected life of stock options using the shortcut method, and estimated stock option forfeitures based on historical experience.

On December 29, 2006, we granted our Chief Executive Officer an option to purchase 25,000 shares of our common stock at an exercise price of \$.36 per share, which represented the closing price of our stock on the date of grant. The grant was made pursuant to the terms of his employment agreement as it related to additional incentive compensation due for the fiscal year ended September 30, 2006. The option was granted under the 2005 Stock Option Plan, has a ten-year term and vests equally over a five-year period from date of grant. The option had a fair value on date of grant of \$.14 per share.

During the quarter ended December 31, 2006, we granted options to one officer and two directors to purchase an aggregate of 260,000 shares of the our common stock at exercise prices ranging from \$.35 to \$.55 per share, which represented the closing price of our stock on the date of each respective grant. The options were granted under the 2005 Stock Option Plan, have a ten-year term and vest equally over a five-year period from date of grant. The options had a fair value on date of grant ranging from \$.13 to \$.21 per share.

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10. Subsequent Event

In May 2007, Laurus Master Fund, Ltd., GreenMan's primary secured lender agreed to reduce the monthly principal payments required under its existing Credit Facility (see Note 6) during the period of July 2007 to June 2008 from \$150,000 to \$100,000 per month. In addition, Laurus agreed to reduce the monthly principal payments required during the period of July 2008 to September 2008 from \$400,000 to \$100,000 per month. The net reduction of \$1,500,000 will be deferred and payable at the June 2009 maturity date.

Item 2. Management's Discussion and Analysis or Plan of Operation

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In September 2005, due to the magnitude of continued operating losses, our Board of Directors approved separate plans to divest the operations of our Georgia and Tennessee subsidiaries and dispose of their respective assets. In addition, due to continuing operating losses, in July 2006 we sold our California subsidiary. Accordingly, we have classified all three respective entities' results of operations as discontinued operations for all periods presented in the accompanying consolidated financial statements.

The following information should be read in conjunction with the unaudited consolidated financial statements and the notes thereto included in Item 1 of the Quarterly Report, and the audited consolidated financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Form 10-KSB filed for the year ended September 30, 2006.

### Results of Operations

Three Months ended March 31, 2007 Compared to the Three Months ended March 31, 2006

Net sales from continuing operations for the three months ended March 31, 2007 increased \$305,160 or 10% to \$3,464,562 as compared to \$3,159,402 for the quarter ended March 31, 2006. Our continuing operations processed approximately 2.23 million passenger tire equivalents during the quarter ended March 31, 2007 compared to approximately 2.27 million passenger tire equivalents during the same period last year. The increase in revenue was primarily attributable to the inclusion of approximately \$198,000 of revenue and 100,000 passenger tire equivalents associated with an Iowa scrap tire cleanup project which was completed during the quarter. The inclusion of the scrap tire cleanup project contributed to an aggregate 11% increase in overall tipping fees (fee we are paid to collect and dispose of a scrap tire) per passenger tire in addition to a 6% increase in overall product revenues during the quarter ended March 31, 2007.

Gross profit for the three months ended March 31, 2007 was \$775,212 or 22% of net sales, compared to \$593,661 or 19% of net sales for the three months ended March 31, 2006. Our cost of sales increased \$123,609 or 5% primarily due to increased processing residual waste costs due to the completion of several large civil engineering projects (which use more of the scrap tire including waste wire) during the quarter ended March 31, 2006.

Selling, general and administrative expenses for the three months ended March 31, 2007 increased \$123,311 to \$901,088 or 26% of net sales, compared to \$777,777 or 25% of net sales for the three months ended March 31, 2006. The increase was primarily attributable to an increase of approximately \$103,000 in wages and performance based incentives and the re-allocation of approximately \$37,000 of net corporate operating expenses which were absorbed by discontinued operations during the three months ended March 31, 2007.

As a result of the foregoing, we had an operating loss from continuing operations of \$125,876 during the three months ended March 31, 2007 as compared to an operating loss of \$184,116 for the same period last year.

Interest and financing expense for the three months ended March 31, 2007 decreased \$62,719 to \$523,101, compared to \$585,820 during the three months ended March 31, 2006. The decrease is attributable to the elimination of \$306,000 of non-cash financing fees and interest incurred during the three months ended March 31, 2006 associated with Laurus credit facility which was restructured in June 2006. This reduction was offset by the inclusion of approximately \$145,000 of deferred interest associated with the June 2006 Laurus credit facility restructuring, increased rates and the allocation of all Laurus related cash interest to continuing operations during the fiscal year ended September 30, 2006 (approximately \$25,000 was allocated to discontinued

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operations during the three months ended March 31, 2006).

As a result of the foregoing, our net loss after income taxes from continuing operations for the three months ended March 31, 2007 decreased \$119,891 or 16% to \$648,415 or \$.03 per basic share, compared to a net loss of \$768,306 or \$.04 per basic share for the three months ended March 31, 2006.

The \$512,195 net loss (\$.03 per basic share) from discontinued operations for the three months ended March 31, 2006 includes approximately \$12,000 associated with our Georgia operations and approximately \$500,000 associated with our California operations. Our net loss for the three months ended March 31, 2007 decreased \$632,055 or 49% to \$648,446 or \$.03 per basic share as compared to a net loss of \$1,280,501 or \$.07 per basic share for the three months ended March 31, 2006.

Six Months ended March 31, 2007 Compared to the Six Months ended March 31, 2006

Net sales from continuing operations for the six months ended March 31, 2007 increased \$915,539 or 12% to \$8,351,292 as compared to \$7,435,753 for the six months ended March 31, 2006. Our continuing operations processed 8% more or approximately 5.88 million passenger tire equivalents during the six months ended March 31, 2007 compared to approximately 5.43 million passenger tire equivalents during the same period last year. The increase in revenue was attributable to increased volume on which we realized a 6% increase in overall tipping fees (fee we are paid to collect and dispose of a scrap tire) per passenger tire in addition to an 11% increase in overall product revenues during the six months ended March 31, 2007. The increase in revenue and inbound volume included approximately \$350,000 of revenue and 167,000 passenger tire equivalents associated with an Iowa scrap tire cleanup project which was completed during the six months ended March 2007.

Gross profit for the six months ended March 31, 2007 was \$2,258,572 or 27% of net sales, compared to \$1,898,519 or 26% of net sales for the six months ended March 31, 2006. Our cost of sales increased \$555,486 or 10% primarily due to increased collection and processing costs associated with higher inbound volume and \$113,000 of increased processing residual waste costs due to the completion of several large civil engineering projects (which use more of the scrap tire including waste wire) during the six months ended March 31, 2006.

Selling, general and administrative expenses for the six months ended March 31, 2007 increased \$315,581 to \$1,869,017 or 22% of net sales, compared to \$1,553,436 or 21% of net sales for the six months ended March 31, 2006. The increase was primarily attributable to an increase of approximately \$263,000 in wages, performance based incentives and outside commissions in addition to the re-allocation of approximately \$90,000 of net corporate operating expenses which were absorbed by discontinued operations during the six months ended March 31, 2006.

As a result of the foregoing, we had operating income from continuing operations of \$389,555 during the six months ended March 31, 2007 as compared to operating income of \$345,083 for the six months ended March 31, 2006.

Interest and financing expense for the six months ended March 31, 2007 decreased \$475,133 to \$1,045,827 compared to \$1,520,960 during the six months ended March 31, 2006. The decrease is attributable to the elimination of \$961,000 of non-cash financing fees and interest incurred during the six months ended March 31, 2006 associated with Laurus credit facility which was restructured in June 2006. This reduction was offset by the inclusion of approximately \$283,000 of deferred interest associated with the June 2006 Laurus credit facility restructuring, increased rates and the allocation of all Laurus



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related cash interest to continuing operations during the fiscal year ended September 30, 2006 (approximately \$52,000 was allocated to discontinued operations during the six months ended March 31, 2006).

As a result of the foregoing, our net loss after income taxes from continuing operations for the six months ended March 31, 2007 decreased \$529,340 or 44% to \$667,294 or \$.03 per basic share, compared to a net loss of \$1,196,634 or \$.06 per basic share for the six months ended March 31, 2006.

During the six months ended March 31, 2007, several vendors issued credits relating to past due amounts, we recovered some bad debts and reduced certain accrued expenses which offset a \$19,058 increase in our Georgia lease settlement reserve resulting in \$9,796 (\$.00 per basic share) of income from discontinued operations. The \$1,490,192 net loss (\$.08 per basic share) from discontinued operations for the six months ended March 31, 2006 includes approximately \$759,000 associated with our Georgia operations and approximately \$732,000 associated with our California operations.

Our net loss for the six months ended March 31, 2007 decreased \$2,029,328 or 76% to \$657,498 or \$.03 per basic share as compared to a net loss of \$2,686,826 or \$.14 per basic share for the six months ended March 31, 2006.

### Liquidity and Capital Resources

As of March 31, 2007, we had \$173,444 in cash and cash equivalents and a working capital deficiency of \$4,426,228 of which \$3,327,559 or 75% of the total is associated with our discontinued Georgia subsidiary. We understand our continued existence is dependent on our ability to generate positive operating cash flow, achieve profitable status on a sustained basis and settle existing obligations. We believe our efforts to achieve these goals, as evidenced by the significant reduction in our quarterly losses have been positively impacted by the June 30, 2006 restructuring of our Laurus Credit facility and our divestiture of historically unprofitable operations during fiscal 2006 and 2005.

The Consolidated Statements of Cash Flows reflect events in the six months ended March 31, 2007 and 2006 as they affect our liquidity. During the six months ended March 31, 2007, net cash used by operating activities was \$491,037. While our net loss was \$657,498 our overall cash flow was positively impacted by the following non-cash expenses and changes to our working capital: \$772,438 of depreciation and amortization and a decrease in accounts receivable of \$812,812. These changes were offset by a \$753,708 increase in product inventory which is not unusual during this seasonally slower quarter when we build inventory for the pending crumb season and a net decrease in accounts payable and accrued expenses of \$486,190. During the six months ended March 31, 2006, net cash provided by operating activities was \$1,003,111 which reflects a net loss of \$2,686,826 which was partially offset by the following non-cash expenses and changes to our working capital: \$1,750,040 of depreciation and amortization, and a decrease in accounts receivable of \$2,212,335 which offset a \$437,495 increase in product inventory.

Net cash used by investing activities was \$413,916 for the six months ended March 31, 2007, reflecting the purchase of equipment offset by proceeds from the sale of equipment of \$17,804. The net cash provided by investing activities for the six months ended March 31, 2006 was \$24,407 reflecting the purchase of \$535,924 of equipment and the receipt of \$560,331 of proceeds from the sale of equipment.

Net cash provided by financing activities was \$439,383 during the six months ended March 31, 2007 reflecting the initial drawdown of our line of credit which offset normal debt and capital lease repayments. Net cash used by

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financing activities was \$1,177,671 during the six months ended March 31, 2006 reflecting the repayment of notes payable and our working capital lines of \$640,350 and capital leases of \$98,879.

In order to reduce our operating costs, address our liquidity needs and return to profitable status, we have implemented and/or are in the processing of implementing the following actions:

### Divestiture of Unprofitable Operations

Due to the magnitude of the continuing operating losses incurred by our Georgia (\$3.4 million) and Tennessee (\$1.8 million) subsidiaries during fiscal 2005 and our California (\$3.2 million since inception) subsidiary in fiscal 2006 our Board of Directors determined it to be in the best interest of our company to discontinue all Southeastern and West coast operations and dispose of their respective operating assets. A majority of the Tennessee operating losses were due to rapid market share growth within the state necessitating us to transport an increasing number of Tennessee scrap tires to our Georgia facility for processing at significant transportation and processing costs. A majority of the Georgia operating losses were due to (1) the negative impact of processing a significant number of Tennessee sourced tires; (2) a change in the specifications of our primary end market customers requiring a smaller product resulting in reduced processing capacity and significantly higher operating costs and (3) equipment reliability issues resulting from aging equipment processing an increasing number of scrap tires. A majority of the California operating losses were due to significantly higher operating costs and equipment reliability issues resulting from aging equipment.

In September 2005 we assigned all Tennessee scrap tire collection contracts and certain other contracts with suppliers of waste tires and contracts to supply whole tires to certain cement kilns in the southeastern region of the United States to a company owned by a former employee. We received no cash consideration for these assignments and recorded a \$1,334,849 loss (including a non-cash loss of \$918,450 associated with goodwill written off) on disposal of the operations at September 30, 2005. The aggregate net losses including the loss on disposal associated with the discontinued operations of our Tennessee subsidiary included in the results for year ended September 30, 2005 were approximately \$3.1 million. We accrued \$165,000 of estimated costs associated with the Tennessee closure at September 30, 2005. During fiscal 2006 we incurred and charged against the accrual approximately \$109,000. In addition, \$56,000 was reversed into income as a result of a reduction in certain plant closure accruals and an agreement with our former Tennessee landlord regarding past due amounts. Additionally, we recognized \$70,000 of income associated with insurance credits. In aggregate, we recognized approximately \$126,000 of income from discontinued Tennessee operations during the year ended September 30, 2006.

In September 2005, we adopted a plan to dispose of all Georgia operations and during the quarter ended December 31, 2005, we substantially curtailed operations at our Georgia subsidiary. As a result, we wrote down all Georgia operating assets to their estimated fair market value at September 30, 2005 and recorded a loss on disposal of \$4,631,102 (including a non-cash loss of \$1,253,748 associated with goodwill written off) net of a gain on settlement of our Georgia facility lease of \$586,137. We completed the divestiture of all Georgia operating assets as of March 1, 2006. The aggregate net losses incurred during fiscal 2006 associated with our discontinued Georgia operation was approximately \$582,000. During the six months ended March 31, 2007 several vendors issued credits relating to past due amounts, we recovered some bad debts and reduced certain accrued expenses which offset a \$19,058 increase in our lease settlement reserve resulting in approximately \$9,800 of income from discontinued Georgia operations. The aggregate net losses incurred during the

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three and six months ended March 31, 2006 associated with our discontinued Georgia operation was approximately \$12,000 and \$746,000, respectively.

In February 2006, we sold and assigned to Tires Into Recycled Energy and Supplies, Inc. ("TIRES"), a leading crumb rubber processor in the United States, certain assets, including (a) certain truck tire processing equipment located at our Georgia facility; (b) certain rights and interests in our contracts with suppliers of scrap truck tires; and (c) certain intangible assets. TIRES assumed all of our rights and obligations under these contracts. In addition, TIRES entered into a sublease agreement with us with respect to part of the premises located in Georgia. Pursuant to the terms of the sublease agreement, TIRES received an initial six months of free rent after which they are required to pay \$4,650 per month. The lease can be terminated anytime with six months notice. In December 2006, we received notice that TIRES would be terminating their lease effective June 5, 2007. We are currently working to indentify a new sublessee. As additional consideration, TIRES terminated several material supply agreements and a December 2005 letter of intent containing an exclusive option to acquire certain operating assets of TIRES.

In March 2006, we sold and assigned to MTR of Georgia, Inc. ("MTR"), a company co-owned by a former employee, certain assets, including (a) certain passenger tire processing equipment located at our Georgia facility; (b) certain rights and interests in our contracts with suppliers of scrap passenger tires; and (c) certain intangible assets. MTR assumed all of our rights and obligations under these contracts. We received \$250,000 from MTR for these assets. As additional consideration, MTR assumed financial responsibility for disposing of all scrap tires and scrap tire processing residual at the Georgia facility as of the closing of this sale. In addition, MTR entered into a sublease agreement with us with respect to part of the premises located in Georgia. Pursuant to the terms of the sublease agreement, MTR received an initial six months of free rent after which they are required to pay \$6,570 on a triple net basis per month. The initial term of the lease is three years but can be terminated anytime with six months' notice.

We agreed with TIRES and MTR not to compete in the business of providing whole tire waste disposal services or selling crumb rubber material (except to our existing customers) within certain Southeastern states for a period of three years.

In February 2006, we amended our Georgia lease agreement to obtain the right to terminate the original lease, which had a remaining term of approximately 15 years, by providing the landlord with six months notice. In the event of termination, we will be obligated to continue to pay rent until the earlier to occur of (1) the sale by the landlord of the premises; (2) the date on which a new tenant takes over; or (3) three years from the date on which we vacate the property. As a result of the amendment and our decision to dispose of our Georgia operations, we wrote off the unamortized balance of \$1,427,053 associated with the leased land and buildings and improvements as a cost of disposal of discontinued operations at September 30, 2005. This loss was partially offset by a \$586,137 gain on settlement of the remaining capital lease obligations due and is included in the loss on disposal of discontinued operations at September 30, 2005. In addition, on August 28, 2006 we received notice from the Georgia landlord indicating that the Georgia subsidiary was in default under the lease due to its insolvent financial condition. The landlord agreed to waive the default in return for \$75,000 fee to be paid upon termination of the lease and required that all current and future rights and obligations under the lease be assigned to GreenMan Technologies, Inc. pursuant to a March 29, 2001 guaranty agreement. The \$75,000 is included in loss from discontinued operations for the fiscal year ended September 30, 2006 and is included in Obligations due under lease settlement at December 31, 2006. The net present value of the lease settlement obligation increased by \$19,058 during the six months ended March 31, 2007 and is included in discontinued operations for

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the six month period then ended. The increase is primarily the result of the additional liability assumed by us due to the TIRES lease termination notice.

In July 2006 we sold our California subsidiary to a third party for \$1,000 in a stock purchase agreement. The aggregate net losses associated with our California subsidiary included in the results for the three and six months ended March 31, 2006 was approximately \$500,000 and \$732,000 respectively. The aggregate net losses including the loss on disposal associated with the discontinued operations of our California subsidiary included in the results of operations for year ended September 30, 2006 were approximately \$1,005,000 and \$3.2 million since inception.

### Credit Facility Refinancing

On June 30, 2006, we entered into a \$16 million amended and restated credit facility with Laurus (the "New Credit Facility"). The New Credit Facility consists of a \$5 million non-convertible secured revolving note and an \$11 million secured non-convertible term note. Unlike our previous credit facility with Laurus, the New Credit Facility is not convertible into shares of common stock.

The revolving note has a term of three years from the closing, bears interest on any outstanding amounts at the prime rate published in The Wall Street Journal from time to time plus 2%, with a minimum rate of 8%. The amount we may borrow at any time under the revolving note is based on our eligible accounts receivable and our eligible inventory with an advance rate equal to 90% of our eligible accounts receivable (90 days or less) and 50% of finished goods inventory up to a maximum of \$5 million minus such reserves as Laurus may reasonably in its good faith judgment deem necessary and proper from time to time.

The term note has a maturity date of June 30, 2009 and bears interest at the prime rate published in The Wall Street Journal from time to time plus 2% with a minimum rate of 8%. Interest on the loan is payable monthly commencing August 1, 2006. Principal will be amortized over the term of the loan, commencing on July 2, 2007, with minimum monthly payments of principal as follows: (i) for the period commencing on July 2, 2007 through June 2008, minimum payments of \$150,000; (ii) for the period from July 2008 through June 2009, minimum payments of \$400,000; and (iii) the balance of the principal shall be payable on the maturity date. In May 2007, Laurus agreed to reduce the monthly principal payments required under Credit Facility during the period of July 2007 to June 2008 from \$150,000 to \$100,000 per month. Laurus also agreed to reduce the monthly principal payments required during the period of July 2008 to September 2008 from \$400,000 to \$100,000 per month. The net reduction of \$1,500,000 will be deferred and payable at the June 2009 maturity date. In addition, we have agreed to make an excess cash flow repayment as follows: no later than 95 days following the end of each fiscal year beginning with the fiscal year ending on September 30, 2007, we have agreed to make a payment equal to 50% of (a) our aggregate net operating cash flow generated in such fiscal year less (b) our aggregate capital expenditures in such fiscal year (up to a maximum of 25% of the net operating cash flow calculated in accordance with clause (a) of this sentence. The term loan maybe prepaid at any time without penalty. We used approximately \$9,972,000 of the term loan proceeds to repay certain existing debt (including approximately \$8.5 million due to Laurus) and to pay approximately \$888,000 of transaction fees associated with the New Credit Facility.

In connection with the New Credit Facility, we also issued to Laurus a warrant to purchase up to an aggregate of 3,586,429 shares of our common stock at an exercise price equal to \$.01 per share. Laurus has agreed that it will

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not, on any trading day, be permitted to sell any common stock acquired upon exercise of this warrant in excess of 10% of the aggregate number of shares of the common stock traded on such trading day. Previously issued warrants to purchase an aggregate of 1,380,000 shares of our common stock were canceled as part of these transactions. The amount of our common stock Laurus may hold at any given time is limited to no more than 4.99% of our outstanding capital stock. This limitation may be waived by Laurus upon 61 days notice to us and does not apply if an event of default occurs and is continuing under the New Credit Facility.

On January 25, 2007 we filed the registration statement under the Securities Act of 1933 relating to the 3,586,429 shares underlying the June 30, 2006 warrant. The registration statement was declared effective on February 6, 2007.

Subject to applicable cure periods, amounts borrowed under the New Credit Facility are subject to acceleration upon certain events of default, including: (i) any failure to pay when due any amount we owe under the New Credit Facility; (ii) any material breach by us of any other covenant made to Laurus; (iii) any misrepresentation, in any material respect, made by us to Laurus in the documents governing the New Credit Facility; (iv) the institution of certain bankruptcy and insolvency proceedings by or against us; (v) the entry of certain monetary judgments against us that are not paid or vacated for a period of 30 business days; (vi) suspensions of trading of our common stock; (vii) any failure to deliver shares of common stock upon exercise of the warrant; (viii) certain defaults under agreements related to any of our other indebtedness; and (ix) changes of control of our company. Substantial fees and penalties are payable to Laurus in the event of a default.

Our obligations under the New Credit Facility are secured by first priority security interests in all of the assets of our company and all of the assets of our GreenMan Technologies of Minnesota, Inc. and GreenMan Technologies of Iowa, Inc. subsidiaries, as well as by pledges of the capital stock of those subsidiaries.

### Additional Steps to Increase Liquidity

Over the last several years, we have funded portions of our operating cash flow from sales of equity securities, loans from officers and related parties, increased borrowings and extending payments to our vendors.

In November 2000, a director loaned us \$200,000 under an unsecured promissory note which bore interest at 12% per annum with interest due monthly and the principal due in November 2001. In June 2001 and again in September 2002, the director agreed to extend the maturity date of note until November 2004. The director agreed to extend the maturity date several times and on August 24, 2006, agreed to convert the \$200,000 of principal and \$76,445 of accrued interest into 953,259 of unregistered shares of common stock at a price of \$.29 per share which was the closing price of our stock on the date of conversion.

In addition, during the period of January to June 2006, another director loaned us \$155,000 under the terms of three unsecured promissory notes which bear interest at 10% per annum with interest with principal due during periods ranging from June 30, 2006 through September 30, 2006. On April 12, 2006, the director agreed in lieu of being repaid in cash at maturity to convert \$76,450 (including interest of \$1,450) into 273,035 shares of unregistered common stock at a price of \$.28 which was the closing price of our stock on the date of conversion. In addition, on June 5, 2006 the director agreed to convert \$15,226 (including interest of \$226) into 42,295 shares of unregistered common stock at

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a price of \$.36 which was the closing price of our stock on the date of conversion. The director has been repaid \$30,000 during the six months ended March 31, 2007 and agreed to extend the remaining \$35,000 until the earlier of when all amounts due under the restructured Laurus credit facility have been repaid or June 30, 2009.

### Operating Performance Enhancements

Historically, our tire shredding operations were able to recover and sell approximately 60% of a processed tire with the balance disposed of as waste wire residual (cross-contaminated rubber and steel) at a significant cost. During the past several years we have purchased secondary equipment for our Iowa and Minnesota facilities to further process the waste wire residual into saleable components of rubber and steel that not only provide new sources of revenue but also significantly reduced our residual disposal costs.

During the third quarter of fiscal 2006, we initiated a \$950,000 equipment upgrade to our Des Moines, Iowa processing facility installing new fine grind crumb rubber processing equipment. The equipment became operational during September 2006. This new equipment is expected to increase overall production capacity by over 8 million pounds per year to over 20 million pounds of crumb rubber capacity. Approximately \$450,000 of the initiative was funded by a long term loan from the Iowa Department of Natural Resources with the balance of the project funded through internally generated cash flow and Iowa's line of credit. The Iowa line of credit was subsequently paid off in conjunction with our June 2006 Laurus refinancing.

### Effects of Inflation and Changing Prices

Generally, we are exposed to the effects of inflation and changing prices. Primarily because the largest component of our collection and disposal costs is transportation, we have been adversely affected by the significant increases in the cost of fuel. Additionally, because we rely on floating-rate debt for certain financing arrangements, rising interest rates have had a negative effect on our performance.

Based on our fiscal 2007 operating plan, available working capital, revenues from operations and anticipated availability under our working capital line of credit with Laurus, we believe we will be able to satisfy our cash requirements through fiscal 2008 at which time our Laurus principal payments increase substantially. If we are unable to obtain additional financing or restructure our remaining principal payments with Laurus, our ability to maintain our current level of operations could be materially and adversely affected and we may be required to adjust our operating plans accordingly.

### Off-Balance Sheet Arrangements

We lease various facilities and equipment under cancelable and non-cancelable short and long term operating leases which are described in Footnote 8 to the Audited Consolidated Financial Statements contained in our annual report on Form 10-KSB.

### Cautionary Statement

Information contained or incorporated by reference in this document contains contains forward-looking statements regarding future events and the future results of GreenMan Technologies, Inc. within the meaning of the Private Securities Litigation Reform Act of 1995, and are based on current expectations, estimates, forecasts, and projections and the beliefs and assumptions of our management. Words such as "expect," "anticipate," "target," "goal," "project,"

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"intend," "plan," "believe," "seek," "estimate," "will," "likely," "may," "designed," "would," "future," "can," "could" and other similar expressions that are predictions of or indicate future events and trends or which do not relate to historical matters are intended to identify such forward-looking statements. These statements are based on management's current expectations and beliefs and involve a number of risks, uncertainties, and assumptions that are difficult to predict; consequently actual results may differ materially from those projected, anticipated, or implied.

### Factors That May Affect Future Results

#### Risks Related to our Business

We have lost money in the last eighteen consecutive quarters and may need additional working capital if we do not return to sustained profitability, which if not received, may force us to curtail operations.

We have incurred losses from operations in the last 18 consecutive quarters. As of March 31, 2007, we had \$173,444 in cash and cash equivalents and a working capital deficiency of \$4,426,228 of which \$3,327,559 or 75% of the total is associated with our discontinued Georgia subsidiary. We understand our continued existence is dependent on our ability to generate positive operating cash flow, achieve profitable status on a sustained basis and settle existing obligations. We believe our efforts to achieve these goals, as evidenced by the significant reduction in our quarterly losses have been positively impacted by the June 30, 2006 restructuring of our Laurus Credit facility (see Note 6) and our divestiture of historically unprofitable operations during fiscal 2006 and 2005 (see Note 4). However, in the first quarter of fiscal 2009, our principal payments due Laurus are scheduled to increase substantially. If we are unable to obtain additional financing or restructure our remaining principal payments with Laurus, our ability to maintain our current level of operations could be materially and adversely affected and we may be required to adjust our operating plans accordingly.

The delisting of our common stock by the American Stock Exchange could substantially limit our stock's liquidity and impair our ability to raise capital.

Our common stock ceased trading on the American Stock Exchange on June 15, 2006 and was delisted by the Exchange on July 6, 2006 as result of our failure to maintain Stockholders' equity in excess of \$4 million as required by the Exchange's Company Guide when a company has incurred losses in three of the four most recent fiscal years. During the period of June 15 through June 20, 2006 we were traded on the Pink Sheet until June 21, 2006 when we began trading on the Over-The-Counter-Bulletin-Board under the symbol "GMTI". We believe the delisting could substantially limit our stock's liquidity and impair our ability to raise capital.

We have substantial indebtedness to Laurus Master Fund secured by substantially all of our assets. If an event of default occurs under the secured notes issued to Laurus, Laurus may foreclose on our assets and we may be forced to curtail or cease our operations or sell some or all of our assets to repay the notes. We have registered for resale for Laurus the 3,586,429 shares underlying the June 30, 2006 warrant.

On June 30, 2006, we entered into a \$16 million amended and restated credit facility with Laurus (the "New Credit Facility"). The New Credit Facility consists of a \$5 million non-convertible secured revolving note and an \$11 million secured non-convertible term note. Unlike the terms of the June 2004 credit facility with Laurus, the New Credit Facility is not convertible into shares of our common stock.

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Subject to certain grace periods, the notes and agreements provide for the following events of default (among others):

- o failure to pay interest and principal when due;
- o an uncured breach by us of any material covenant, term or condition in any of the notes or related agreements;
- o a breach by us of any material representation or warranty made in any of the notes or in any related agreement;
- o any money judgment or similar final process is filed against us for more than \$50,000 that remains unvacated, unbonded or unstayed for a period of 30 business days;
- o any form of bankruptcy or insolvency proceeding is instituted by or against us;
- o suspension of our common stock from our principal trading market for five consecutive days or five days during any ten consecutive days; and
- o the occurrence of a change in control of our ownership.

In the event of a future default under our agreements with Laurus, Laurus may enforce its rights as a secured party and we may lose all or a portion of our assets, be forced to materially reduce our business activities or cease operations. On January 25, 2007 we filed the registration statement under the Securities Act of 1933 relating to the 3,586,429 shares underlying the June 30, 2006 warrant. The registration statement was declared effective on February 6, 2007.

We will require additional funding to grow our business, which funding may not be available to us on favorable terms or at all. If we do not obtain funding when we need it, our business will be adversely affected. In addition, if we have to sell securities in order to obtain financing, the rights of our current holders may be adversely affected.

We will have to seek additional outside funding sources to satisfy our future financing demands if our operations do not produce the level of revenue we require to maintain and grow our business. We cannot assure that outside funding will be available to us at the time that we need it and in the amount necessary to satisfy our needs, or, that if such funds are available, they will be available on terms that are favorable to us. If we are unable to secure financing when we need it, our business will be adversely affected and we may need to discontinue some or all of our operations. If we have to issue additional shares of common stock or securities convertible into common stock in order to secure additional funding, our current stockholders will experience dilution of their ownership of our shares. In the event that we issue securities or instruments other than common stock, we may be required to issue such instruments with greater rights than those currently possessed by holders of our common stock.

Improvement in our business depends on our ability to increase demand for our products and services.

Adverse events or economic or other conditions affecting markets for our products and services, potential delays in product development, product and service flaws, changes in technology, changes in the regulatory environment and the availability of competitive products and services are among a number of factors that could limit demand for our products and services.



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Our business is subject to extensive and rigorous government regulation; failure to comply with applicable regulatory requirements could substantially harm our business.

Our tire recycling activities are subject to extensive and rigorous government regulation designed to protect the environment. The establishment and operation of plants for tire recycling are subject to obtaining numerous permits and compliance with environmental and other government regulations. The process of obtaining required regulatory approvals can be lengthy and expensive. The Environmental Protection Agency and comparable state and local regulatory agencies actively enforce environmental regulations and conduct periodic inspections to determine compliance with government regulations. Failure to comply with applicable regulatory requirements can result in, among other things, fines, suspensions of approvals, seizure or recall of products, operating restrictions, and criminal prosecutions. Furthermore, changes in existing regulations or adoption of new regulations could impose costly new procedures for compliance, or prevent us from obtaining, or affect the timing of, regulatory approvals.

The market in which we operate is highly competitive, fragmented and decentralized and our competitors may have greater technical and financial resources.

The market for our services is highly competitive, fragmented and decentralized. Many of our competitors are small regional or local businesses. Some of our larger competitors may have greater financial and technical resources than we do. As a result, they may be able to adapt more quickly to new or emerging technologies and changes in customer requirements, or to devote greater resources to the promotion and sale of their services. Competition could increase if new companies enter the markets in which we operate or our existing competitors expand their service lines. These factors may limit or prevent any further development of our business.

Our success depends on the retention of our senior management and other key personnel.

Our success depends largely on the skills, experience and performance of our senior management. The loss of any key member of senior management could have a material adverse effect on our business, financial condition and results of operations.

Seasonal factors may affect our quarterly operating results.

Seasonality may cause our total revenues to fluctuate. We typically process fewer tires during the winter and experience a more pronounced volume reduction in severe weather conditions. In addition, a majority of our crumb rubber is used for playground and athletic surfaces, running tracks and landscaping/groundcover applications which are typically installed during the warmer portions of the year. Similar seasonal or other patterns may develop in our business.

Inflation and changing prices may hurt our business.

Generally, we are exposed to the effects of inflation and changing prices. Primarily because the largest component of our collection and disposal costs is transportation, we have been adversely affected by significant increases in the cost of fuel. Additionally, because we rely on floating-rate debt for certain financing arrangements, rising interest rates have had a negative effect on our financial performance.

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If we acquire other companies or businesses, we will be subject to risks that could hurt our business.

A significant part of our business strategy entails future acquisitions, or significant investments in, businesses that offer complementary products and services. Promising acquisitions are difficult to identify and complete for a number of reasons. Any acquisitions completed by our company may be made at a premium over the fair value of the net assets of the acquired companies, and competition may cause us to pay more for an acquired business than its long-term fair market value. There can be no assurance that we will be able to complete future acquisitions on terms favorable to us or at all. In addition, we may not be able to integrate future acquired businesses, at all or without significant distraction of management from our ongoing business. In order to finance acquisitions, it may be necessary for us to issue shares of our capital stock to the sellers of the acquired businesses and/or to seek additional funds through public or private financings. Any equity or debt financing, if available at all, may be on terms which are not favorable to us and, in the case of an equity financing or the use of our stock to pay for an acquisition, may result in dilution to our existing stockholders.

As we grow, we are subject to growth related risks.

We are subject to growth-related risks, including capacity constraints and pressure on our internal systems and personnel. In order to manage current operations and any future growth effectively, we will need to continue to implement and improve our operational, financial and management information systems and to hire, train, motivate, manage and retain employees. We may be unable to manage such growth effectively. Our management, personnel or systems may be inadequate to support our operations, and we may be unable to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth. Any such failure could have a material adverse impact on our business, operations and prospects. In addition, the cost of opening new facilities and the hiring of new personnel for those facilities could significantly decrease our profitability, if the new facilities do not generate sufficient additional revenue.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. As a result, current and potential shareholders could lose confidence in our financial reporting, which would harm our business and the trading price of our stock.

Effective internal controls are necessary for us to provide reliable financial reports and effectively minimize the possibility of fraud and its impact on our company. If we cannot continue to provide financial reports or effectively minimize the possibility of fraud, our business reputation and operating results could be harmed.

In addition, we will be required as currently proposed to include the management reports on internal controls as part of our annual report for the fiscal year ending September 30, 2008, pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, which requires, among other things, that we maintain effective internal controls over financial reporting and procedures. In particular, we must perform system and process evaluation and testing of our internal controls over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal controls over financial reporting, as required by Section 404. Our compliance with Section 404 will require that we incur substantial accounting expense and expend significant management efforts.

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We cannot be certain as to the timing of the completion of our evaluation and testing, the timing of any remediation actions that may be required or the impact these may have on our operations. Furthermore, there is no precedent available by which to measure compliance adequacy. If we are not able to implement the requirements relating to internal controls and all other provisions of Section 404 in a timely fashion or achieve adequate compliance with these requirements or other requirements of the Sarbanes-Oxley Act, we might become subject to sanctions or investigation by regulatory authorities such as the Securities and Exchange Commission or any securities exchange on which we may be trading at that time, which action may be injurious to our reputation and affect our financial condition and decrease the value and liquidity of our common stock.

### Risks Related to the Securities Market

Our stock price may be volatile, which could result in substantial losses for our shareholders.

Our common stock is thinly traded and an active public market for our stock may not develop. Consequently, the market price of our common stock may be highly volatile. Additionally, the market price of our common stock could fluctuate significantly in response to the following factors, some of which are beyond our control:

- o we are now traded on the OTC Bulletin Board;
- o changes in market valuations of similar companies;
- o announcements by us or by our competitors of new or enhanced products, technologies or services or significant contracts, acquisitions, strategic relationships, joint ventures or capital commitments;
- o regulatory developments;
- o additions or departures of senior management and other key personnel;
- o deviations in our results of operations from the estimates of securities analysts; and
- o future issuances of our common stock or other securities.

We have options and warrants currently outstanding. Exercise of these options and warrants, and conversions of these promissory notes will cause dilution to existing and new shareholders. Future sales of common stock by Laurus and our existing stockholders could result in a decline in the market price of our stock.

As of March 31, 2007, we have options and warrants to purchase approximately 11,197,959 shares of common stock outstanding. The exercise of our options and warrants will cause additional shares of common stock to be issued, resulting in dilution to investors and our existing stockholders. As of March 31, 2007, approximately 13.6 million shares of our common stock were eligible for sale in the public market. This represents approximately 63 percent of our outstanding shares of common stock. We have registered an additional 4,140,000

Our directors, executive officers and principal stockholders own a significant percentage of our shares, which will limit your ability to influence corporate matters.

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Our directors, executive officers and other principal stockholders owned approximately 35 percent of our outstanding common stock as of March 31, 2007. Accordingly, these stockholders could have a significant influence over the outcome of any corporate transaction or other matter submitted to our stockholders for approval, including mergers, consolidations and the sale of all or substantially all of our assets and also could prevent or cause a change in control. The interests of these stockholders may differ from the interests of our other stockholders. In addition, Laurus can elect to acquire up to 6,000,000 shares of our outstanding stock by exercising their warrants for an aggregate exercise price of \$60,000. If Laurus were to acquire those shares, they would represent 28% of our outstanding shares of common stock at March 31, 2007. In addition, limited number of shares held in public float effect the liquidity of our common stock. Third parties may be discouraged from making a tender offer or bid to acquire us because of this concentration of ownership.

We have never paid dividends on our capital stock, and we do not anticipate paying any cash dividends in the foreseeable future.

We have paid no cash dividends on our capital stock to date and we currently intend to retain our future earnings, if any, to fund the development and growth of our businesses. In addition, our agreements with Laurus prohibit the payment of cash dividends. As a result, capital appreciation, if any, of our common stock will be shareholders' sole source of gain for the foreseeable future.

Anti-takeover provisions in our charter documents and Delaware law could discourage potential acquisition proposals and could prevent, deter or delay a change in control of our company.

Certain provisions of our Restated Certificate of Incorporation and By-Laws could have the effect, either alone or in combination with each other, of preventing, deterring or delaying a change in control of our company, even if a change in control would be beneficial to our stockholders. Delaware law may also discourage, delay or prevent someone from acquiring or merging with us.

### Environmental Liability

There are no known material environmental violations or assessments.

### Item 3. Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of March 31, 2007. In designing and evaluating our disclosure controls and procedures, we recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applied its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our chief executive officer and chief financial officer concluded that as of March 31, 2007, our disclosure controls and procedures were (1) designed to ensure that material information relating to the company, including our consolidated subsidiaries, is made known to our chief executive officer and chief financial officer by others within those entities, particularly during the period in which this report was being prepared and (2) effective, in that they provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

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No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended March 31, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### PART II - OTHER INFORMATION

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

On January 2, 2007 and again on March 31, 2007, we issued 11,250 and 17,647 shares of our unregistered common stock valued at \$4,500 and \$6,000 respectively, to a third party for consulting services rendered during fiscal 2006 and 2007. See Note 8, "Stockholder's Equity" of Condensed Notes to the Unaudited Consolidated Financial Statements included in this report. The issuance of these shares is exempt from registration under the Securities Act pursuant to Section 4(2) of the Securities Act.

On March 31, 2007, we issued 15,152 shares of our unregistered common stock valued at \$5,000 to several directors in lieu of cash for fees due them. See Note 8, "Stockholder's Equity" of Condensed Notes to the Unaudited Consolidated Financial Statements included in this report. The issuance of these shares is exempt from registration under the Securities Act pursuant to Section 4(2) of the Securities Act.

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

We conducted our Annual Meeting of Stockholders on March 29, 2007. The matters considered at the meeting and the results for each vote were as follows:

	For -----	Against -----	Abstain -----
Vote 1 - Election of the Board of Directors			
Maurice E. Needham .....	18,254,460	748,309	N/A
Lew Boyd .....	18,370,796	631,973	N/A
Dr. Allen Kahn .....	18,879,271	123,498	N/A
Lyle Jensen .....	18,835,606	167,163	N/A
Nicholas DeBenedictis .....	18,153,583	849,186	N/A
Vote 2 - Ratify the selection of Schechter, Dokken, Kanter, Andrews & Selcer, Ltd. as our independent auditors for the fiscal year ended September 30, 2007 .....			
	18,923,651	57,733	21,385