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SUTRON CORP
Form 10KSB
March 31, 2008

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

FORM 10-KSB

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

FOR THE FISCAL YEAR ENDED: DECEMBER 31, 2007

COMMISSION FILE NUMBER: 0-12227

SUTRON CORPORATION

(Exact name of registrant as specified in its charter.)

VIRGINIA

54-1006352

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

21300 RIDGETOP CIRCLE, STERLING VIRGINIA 20166

(Address of principal executive offices)

(703) 406-2800

(Registrants telephone number, including area code)

SECURITIES REGISTERED UNDER SECTION 12(g) OF THE ACT:
COMMON STOCK, \$.01 PAR VALUE
(Title of class)

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) for the Exchange Act.

Check whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrants knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendments to this Form 10-KSB.

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

Issuers' revenues for its most recent fiscal year were \$18,868,101.

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The aggregate market value of the voting and non-voting common equity held by non-affiliates as of March 27, 2008 was approximately \$19,772,000 based on the closing sale price of such stock.

The number of shares outstanding of the issuers Common Stock, \$.01 par value, as of March 27, 2008 was 4,530,632.

Transitional Small Business Disclosure format (check one): Yes No

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrants' definitive proxy statement for the 2008 Annual Meeting of Shareholders, which will be filed within 120 days after the end of the year covered by this Form 10-KSB, are incorporated in Part III as set forth herein.

SUTRON CORPORATION
FORM 10-KSB ANNUAL REPORT
FOR THE YEAR ENDED DECEMBER 31, 2007

TABLE OF CONTENTS

PART I

Item 1.	Description of Business
Item 2.	Description of Property
Item 3.	Legal Proceedings
Item 4.	Submission of Matters to a Vote of Security Holders

PART II

Item 5.	Market for Common Equity and Related Stockholder Matters and Small Business Issuer Purchases of Equity Securities
Item 6.	Management's Discussion and Analysis of Financial Condition and Results of Operations
Item 7.	Financial Statements
Item 8.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosures
Item 8A.	Controls and Procedures
Item 8A(T).	Management's Annual Report on Internal Control Over Financial Reporting

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Item 8B. Other Information

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 303A of the Exchange Act
Item 10. Executive Compensation
Item 11. Security Ownership of Certain Beneficial Owners and Management and Related Stockholders
Item 12. Certain Relationships and Related Transactions
Item 13. Exhibits
Item 14. Principal Accountant Fees and Services

3

PART I

THIS FORM 10-KSB INCLUDES FORWARD-LOOKING STATEMENTS REGARDING OUR EXPECTED FUTURE FINANCIAL POSITION, RESULTS OF OPERATIONS, CASH FLOWS, FINANCING PLANS, BUSINESS STRATEGY, PRODUCTS AND SERVICES, COMPETITIVE POSITIONS, GROWTH OPPORTUNITIES, PLANS AND OBJECTIVES OF MANAGEMENT FOR FUTURE OPERATIONS. STATEMENTS THAT INCLUDE WORDS SUCH AS "ANTICIPATE," "IF," "BELIEVE," "PLAN," "ESTIMATE," "EXPECT," "INTEND," "MAY," "SHOULD" AND OTHER SIMILAR EXPRESSIONS ARE FORWARD-LOOKING STATEMENTS. ALL FORWARD-LOOKING STATEMENTS INVOLVE RISKS, UNCERTAINTIES AND CONTINGENCIES WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE, OR ACHIEVEMENTS TO DIFFER MATERIALLY FROM ANTICIPATED RESULTS, PERFORMANCE, OR ACHIEVEMENTS. FACTORS THAT MAY CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN THE FORWARD-LOOKING STATEMENTS INCLUDE THOSE DISCUSSED UNDER "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS" AND ELSEWHERE IN THIS REPORT. ALL FORWARD-LOOKING STATEMENTS SPEAK ONLY TO EVENTS AS OF THE DATE ON WHICH THE STATEMENTS ARE MADE. ALL SUBSEQUENT WRITTEN AND ORAL FORWARD-LOOKING STATEMENTS ATTRIBUTABLE TO US OR ANY PERSON ACTING ON OUR BEHALF ARE QUALIFIED BY THE CAUTIONARY STATEMENTS IN THIS SECTION. WE UNDERTAKE NO OBLIGATION TO UPDATE OR PUBLICLY RELEASE ANY REVISIONS TO FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS, CIRCUMSTANCES OR CHANGES IN EXPECTATIONS AFTER THE DATE ON WHICH THE STATEMENT IS MADE.

ITEM 1 - DESCRIPTION OF BUSINESS

Sutron Corporation was incorporated on December 30, 1975 under the General Laws of the Commonwealth of Virginia. Our headquarters is located at 21300 Ridgetop Circle, Sterling, Virginia 20166, and the telephone number at that location is (703) 406-2800. We maintain a worldwide web address at www.sutron.com. The information contained on our website is not incorporated by reference into this Form 10-KSB and shall not be considered a part of this Form 10-KSB.

We design, manufacture and market products and solutions that enable government and commercial entities to monitor and collect hydrological, meteorological and oceanic data for the management of critical water resources, for early warning of potentially disastrous floods, storms or tsunamis and for the optimization of hydropower plants. We provide real-time solutions and services to our customers in three areas of the hydrological, meteorological and oceanic markets. First, we provide real-time data collection and control products consisting primarily of dataloggers, satellite transmitters/loggers, water level and meteorological sensors and tides monitoring systems. Second, we provide turnkey integrated systems for hydrological and meteorological networks including airport weather

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systems. Third, we provide services consisting of installation, training and maintenance of hydrological and meteorological networks and other related engineering services. Our customers include a diversified base of federal, state, local and foreign governments, engineering companies, universities and hydropower companies.

Our ongoing, principal strategic business units consist of the Hydromet Products Division, the Integrated Systems Division, the Hydrological Services Division and our India operations that consist of a branch office and a wholly owned subsidiary, Sutron Hydromet Systems Private Limited. The Integrated Services Division includes the results of providing airport weather systems and special projects due to similarity of services and due to these units not being significant in terms of size and volume. Each unit includes a range of products and services designed to meet the specific needs of a particular customer segment. Our India branch office was established in 2004 to comply with India tax laws and the India wholly owned subsidiary was established in 2005 in order to gain access to the local market.

PRINCIPAL PRODUCTS AND SERVICES

HYDROMET PRODUCTS DIVISION

The Hydromet Products Division manufactures dataloggers, satellite transmitters/loggers, water level and meteorological sensors and tides monitoring systems. Dataloggers collect sensor data and transmit the data to central facilities primarily by satellite radio but also by cell phone, fiber optics or microwave. Our sensors collect hydrological and meteorological data and include a tipping bucket rain gauge, a barometric pressure sensor, a temperature sensor and differing types of water level sensors including shaft encoders, bubbler systems, submersible sensors and radar sensors. Our dataloggers can interface to sensors from other companies. We have long-standing relationships with suppliers for wind speed and wind direction, water quality, humidity and solar radiation sensors. The principal products that are manufactured by the Hydromet Products Division are described below.

4

XPERT AND XLITE DATALOGGERS

The Xpert Datalogger/controller is our fourth generation datalogger. The Xpert is environmentally hardened and capable of operating from -40 C to 60 C. It runs on a Microsoft CE operating system, has a 486 microprocessor, C++ programming and standard 2 MB memory that is expandable to over 1 gigabyte. The XLite, a derived product based on the Xpert, does not have a display but is similarly capable. The XLite was released at the end of 2001.

The Xpert and XLite dataloggers are the core of a wide-range of remote monitoring and control systems, The rugged Xpert is highly modular and can be leveraged to handle multiple applications, from the simplest to the most complex. Its Sensor Library programs are for widely used brand name sensors and all Sutron sensors. Generic measurement objects make adding support for new sensors very easy. It is designed specifically to support a variety of portable and permanent monitoring and control applications and systems including automatic weather stations, agrimet stations, synoptic weather stations, AWOS stations, tide stations, hydromet stations, water level and water quality stations, rainfall stations, gate control stations, irrigation and water distribution control stations, stream gaging stations, dam safety stations and flood forecasting, monitoring, control and warning systems

SATLINK2

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In January 2004, the SatLink2 was certified by the National Environmental Satellite, Data and Information Services (NESDIS). The SatLink2 is a redesign of the original SatLink transmitter in order to provide the latest features, to improve functionality and to lower manufacturing costs. The SatLink2 is a high data rate satellite transmitter/logger that transmits at 100, 300 and 1200 baud, incorporates GPS and functions as a logger. The SatLink transmitter was certified by the NESDIS in July 2001 for operation on the Geostationary Operational Environment Satellite (GOES) system. NESDIS operates two U.S. Government environmental satellites on this system. All GOES customers are mandated by NESDIS to purchase high data rate satellite transmitters and to replace all old 100 baud transmitters within a ten-year period beginning in July 2001. NESDIS made this a requirement in order to increase the amount of data that the two GOES satellites can handle.

SatLink2 is certified on all major satellite systems around the world and works with virtually all dataloggers. SatLink2 is programmable from any PC or PDA using software provided with the unit. SatLink2's innovative design includes everything needed to collect high quality data, without costly options. Our standard unit includes a built-in logger, SDI-12 interface, dedicated tipping bucket input, 4 analog inputs and a powerful mathematical equation editor.

STAGE DISCHARGE RECORDER

The Stage Discharge Recorder is an ultra-reliable SDI-12 optical encoder fused with logger technology from our Satlink2 Transmitter/Logger to create an encoder that never forgets. Using proven float-tape-counterweight technology, the Stage Discharge Recorder is a "plug compatible" replacement for strip chart recorders or punched-tape recorder. The Stage Discharge Recorder saves data in ultra-reliable flash memory. This means that there are no backup batteries for the memory. The Stage Discharge Recorder incorporates standard flume and weir equations and can compute and log discharge totals and display discharge as well as flume/weir stage. A built-in event log keeps track of when anyone views or downloads data or makes changes to the setup. The Stage Discharge Recorder will run up to one year on an industrial alkaline battery.

ACCUBAR GAUGE PRESSURE SENSOR

The Accubar Gauge Pressure sensor is used in water level monitoring systems and is a highly accurate solid state pressure transducer capable of measuring air/dry gas pressures from 0 to 22 psi with a maximum pressure of 35 psi. It is housed in an aluminum case and with its low power consumption and low maintenance requirements, it is ideal for remote monitoring applications.

ACCUBUBBLE SELF-CONTAINED BUBBLER SYSTEM

The AccuBubble Self-Contained Bubbler is a mercury-free and nitrogen-free bubbler apparatus designed for low maintenance water level measuring. Using the Sutron Accubar Pressure Sensor as the control and sensing element

5

makes the AccuBubble a very stable and highly accurate water level measuring device. The AccuBubble uses power conservation techniques to minimize current consumption. The bubbler purges the orifice line prior to each measurement. This eliminates the need for a constant bubble rate, which has been known to consume excessive power. In addition, the purging sequence prevents debris build up in the orifice line. The AccuBubble uses an oil-less, non-lubricated piston and cylinder compressor. This type of compressor is designed to give consistent air delivery without the use of a diaphragm which can rupture over time. The AccuBubble uses the SDI-12 communications protocol as the control interface. This allows the unit to be configured by any data logger supporting the SDI-12 standard.

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TIDES AND PORTS SYSTEMS

The National Ocean Survey (NOS), part of the National Oceanic and Atmospheric Administration (NOAA), has the responsibility to accurately measure tide levels around the perimeter of the United States. NOS ensures that measurements are the most accurate possible by using the best water level instruments available. Tide stations are based on the Xpert data logger and the SatLink2. Xperts run the powerful Windows CE multi-tasking operating system. Sutron has taken advantage of Windows CE to equip each tide station with software that meets and exceeds all of the NOS requirements. In 2004, we enhanced the capabilities of tides systems by adding Storm Surge/Tsunami software. This software provides added capability to tides stations to detect and provide tsunami warnings.

The Main Tide Station is designed to detect a vast array of events. Sutron's Xpert Logger is a Windows device programmable to monitor multiple parameters including traditional NOS methods such as sudden water level drops and seismic sensors, or both at one time. It supports a wide variety of water level monitoring and weather instruments. The Main Tide Station provides pre-programmed support for all NOS-required tidal data processing. The Main Tide Station also supports GOES satellite and a wide variety of other telemetry methods including cell and marine phones. The tides station provides built-in surge protection for all inputs. Although designed for the tidal market, the Main Tide Station is an ideal starting point for a wide variety of highly reliable and accurate weather stations.

INTEGRATED SYSTEMS DIVISION

The Integrated Systems Division provides system integration services consisting of the design, integration, installation and commissioning of customer-specific configurations and software applications for hydrological and meteorological monitoring and control systems. The division is also responsible for the sale of our XConnect database systems software and long-term software support for XConnect users. This software capability allows us to provide turnkey hydrological and meteorological systems to a variety of users. Projects may range in size from one station to hundreds of stations. Projects usually require design, equipment integration, software application development, installation, training and commissioning. Projects can range in duration from several days to twelve months depending on the scope and complexity of the system.

Airport weather systems are integrated and installed by the Integrated Services Division. We have contracted with a seasoned manager with over 20 years experience in the Automatic Weather Observation System (AWOS) market to lead our airport weather efforts. Typically, an AWOS includes a sensor suite to measure wind direction and speed, temperature, relative humidity, precipitation, and barometric pressure as well as cloud height and horizontal visibility/runway visibility. Sensors are connected to an Xpert datalogger, which processes the data, stores it in a relational database and transmits real-time weather parameters to all designated users, regardless of location. The system produces weather reports for aviation and meteorological use, virtually automatically and without need of human intervention.

Special projects are customer funded projects for the development of specific products or systems. Special projects vary in size, complexity and duration. We received one Small Business Innovation Research (SBIR) contract in 2007. The SBIR was to continue to develop and test a prototype (preliminary design and specifications) for a "DCPI Low Power and Low Cost Command Receiver". The new DCPI (Data Collection Platform with Interrogate Capability) employing DS-CDMA RF transmission techniques will allow two-way communication through the GOES Satellite System and other geostationary satellite systems.

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HYDROLOGICAL SERVICES DIVISION

The Hydrological Services Division provides hydrologic services including data interpretation and analysis, flow modeling (low flow, rainfall runoff, unsteady flow routing, water surface profiles), field studies (time of travel, diffusion, dispersion, calibration of flow control structures, site location), hydrologic studies (water budget, regression analysis, basin inventory studies), environmental permitting, legal or expert witness and equipment integration, installation, commissioning and maintenance.

SUTRON INDIA OPERATIONS

The Sutron India Operations consist of a Branch Office that was established early in 2004 in order to comply with India tax law and to perform work on an annual maintenance contract that was received from the Central Water Commission of India (CWC) in July 2004. In February 2005, we established Sutron HydroMet Systems Private Limited, a wholly owned subsidiary, in order to bid on National tenders. The Sutron India Operations procures local goods for projects and performs systems integration, civil works construction, installation, commissioning and maintenance. The Sutron India Operations maintains over 260 remote automatic real-time hydromet monitoring stations in India under contracts with the CWC and with the Government of Andhra Pradesh.

SALES AND MARKETING

We market our products and services domestically and internationally. Domestic sales are conducted by our internal sales staff that consists of five salaried sales personnel who are directly engaged in direct sales activities. The sales staff is assisted by two other employees in marketing and sales support functions. Internationally, we have two employees who cover the world and who work closely with our international sales network that consists of 35 resellers and agents in Canada, Latin and South America, Europe, Africa, Asia and Australia.

COMPETITION

We compete in the hydrological, meteorological and oceanic monitoring markets and are aware of both domestic and foreign competitors who offer products, systems, and services of their own as well as companies that are systems integrators who primarily offer real-time networks from components manufactured by others. We are aware of numerous firms, ranging in size, that offer competitive dataloggers, high data rate satellite transmitters, sensors and other instruments and software.

Several of these companies have financial, research and development, marketing, management and technical resources substantially greater than ours. We may also be at a competitive disadvantage because we purchase certain sensors and other equipment components, as well as computer hardware and peripheral equipment, from manufacturers who are or may become competitors with respect to one or more of our products.

With respect to our professional engineering and technical services, we are in competition with numerous diverse engineering and consulting firms, many of which have larger staffs and facilities, and are better known, have greater financial resources, and have more experience. As to hydrological services, we are aware that many firms offer maintenance services; some of these companies have larger staffs, are better equipped, and have greater financial, marketing and management resources. Price, features, product quality, promptness of delivery, customer service and performance are believed to be the primary

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competitive factors with respect to all of our products and services.

CUSTOMERS

During 2007, approximately 33% of our products and services were sold to the Federal Government. Net sales and revenues in 2007 among the various agencies were as follows: Department of the Interior, 21%; Department of Commerce, 7% and Department of Defense, 5%. The revenues from the Department of the Interior were among the U.S. Geological Survey and the Bureau of Reclamation. The revenue from the Department of Defense was primarily from the U.S. Army Corps of Engineers. The revenue with the Department of Commerce were from sales of tides systems and spares to NOS and SatLink2 Transmitters to the National Data Buoy Center. The loss of any significant portion of our sales to any major customer, the loss of a single major customer or budgetary constraints of any one of our major customers could have a material adverse effect on our business and financial results.

7

We also performed on various contracts of foreign origin. Revenues from foreign customers amounted to approximately 40% of revenues in 2007, 36% of revenues in 2006 and 25% of revenues in 2005.

RESEARCH AND DEVELOPMENT

During the three years ended December 31, 2007, 2006, and 2005, we incurred expenses of \$1,293,207, \$1,358,624, and \$1,321,591 respectively, on activities relating to the development of new products and enhancements and improvements of existing products.

In 2007, we focused on enhancements to the next generation Xpert and XLite Dataloggers that were redesigned in 2006 and released to production in 2007. We also focused on the development of a radar water level sensor; a precision water level measuring instrument using radar pulses that allow measurements to be made without direct contact with the water surface. A radar water level sensor can be located on a bridge, pier or any structure over the water's surface. We anticipate that there will be significant growth in sales of radar water level sensors due to the sensor's non-contact with the water surface. We also developed a continuous flow bubbler system which operates in severe cold conditions. This sensor is critical for customers located in climates that have severe winter conditions.

We also performed work on a Small Business Innovation Research (SBIR) contract in the amount of \$400 thousand that was received in 2007. The SBIR was to continue to develop and test a prototype (preliminary design and specifications) for a "DCPI Low Power and Low Cost Command Receiver". The new DCPI (Data Collection Platform with Interrogate Capability) employing DS-CDMA RF transmission techniques will allow two-way communication through the GOES Satellite System and other geostationary satellite systems.

PATENTS, TRADEMARKS, COPYRIGHTS AND AGREEMENTS

Although we do not deem patent protection to be of significant importance to our industry, we may in the future seek patents for certain products, real-time networks, and technology as well as software products, real-time networks, and technology. Our software products and innovations may not be patentable but may be subject to automatic but limited copyright protection. We treat our products, real-time networks, technology and software as proprietary and rely on trade secret laws and internal non-disclosure safeguards rather than making our

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designs and processes generally available to the public by applying for patents.

Further, we believe that, because of the rapid pace of technological change in the computer, electronics and telecommunications industries, patent and copyright protection is of less significance than factors such as the knowledge and experience of our personnel and their ability to design and develop enhanced and new products, real-time networks and their components.

MANUFACTURING

Our manufacturing operations consist of materials planning and procurement, final assembly, product assurance testing, quality control, and packaging and shipping. We currently use several independent manufacturers to provide certain printed circuit boards, chassis and subassemblies. We believe that the efficiency of our manufacturing process to date is largely due to our product architecture and our commitment to manufacturing process design. We have spent significant engineering resources producing customized software to assure consistent high product quality. Products are tested after the assembly process using internally developed automated product assurance testing procedures.

Our products use certain components, such as microprocessors, memory chips and pre-formed enclosures that are acquired or available from one or a limited number of sources. We have generally been able to procure adequate supplies of these components in a timely manner from existing sources. While most components are standard items, certain application-specific integrated circuit chips used in many of our products are customized to our specifications. None of the suppliers of components operate under contract. Additionally, availability of some standard components may be affected by market shortages and allocations. Our inability to obtain a sufficient quantity of components when required or to develop alternative sources at acceptable prices and within a reasonable time could result in delays or reductions in product shipments which could materially affect our operating results in

8

any given period. In addition, as referenced above, we rely heavily on outsourcing subcontractors for production. The inability of such subcontractors to deliver products in a timely fashion or in accordance with our quality standards could materially affect our operating results and business.

We received an ISO 9001 certification on March 12, 1999 and an ISO 9001:2000 certification on August 13, 2003. We continued to be certified during fiscal year 2007.

GOVERNMENT REGULATION

We manufacture some of our products and provide some of our services under contracts with the United States government. We manufacture other products under contracts with private third parties who utilize our products to satisfy United States government contracts to which they are a party. Federal acquisition regulations and other federal regulations govern these relationships. Some of these regulations relate specifically to the seller-purchaser relationship with the government (which may exist on our own account, or that of one or more of our clients), such as the bidding and pricing rules. Under regulations of this type, we must observe pricing restrictions, produce and maintain detailed accounting data, and meet various other requirements.

Other regulations relate to the conduct of our business generally, such as regulations and standards established by the Occupational Safety and Health Act or similar state laws and relating to employee health and safety. In particular,

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regulations governing these contracts require that we comply with federal laws and regulations, in general, or face civil liability, cancellation or suspension of existing contracts, or ineligibility for future contracts or subcontracts funded in whole or in part with federal funds. In addition, loss of governmental certification (affirming that we are eligible to participate on government contracted work) could cause some of our customers to reduce or cease making purchases from us, which would adversely impact our business.

FOREIGN OPERATIONS

We opened a branch office in New Delhi, India in December 2004. The branch office was established in order to comply with India tax law after the Advance Tax Court of India determined that we had a Permanent Establishment in India as a result of the employment of a full-time Country Manager. The branch office can perform sales and marketing and installation and maintenance activities but is restricted from bidding on domestic Indian tenders. We began the process of forming a wholly owned subsidiary in India in 2004 in order to bid on domestic India tenders. Formal approval of the wholly owned subsidiary was given in February 2005. Our India Operations procures local goods for projects and performs systems integration, civil works construction, installation, commissioning and maintenance services including maintaining over 260 remote automatic real-time hydromet monitoring stations under contracts with the CWC and with the Government of Andhra Pradesh.

EMPLOYEES

As of December 31, 2007, we and our wholly owned subsidiary had a total of 95 employees, of which 94 were full time. We also from time to time employ part-time employees and hires independent contractors. Our employees are not represented by any collective bargaining agreement and we have never experienced a work stoppage. We believe that our employee relations are good.

BACKLOG

At December 31, 2007, our backlog was \$11,099,501 as compared with \$7,269,144 at December 31, 2006. We anticipate that 66% of our 2007 year-end backlog will be shipped in 2008. An economic downturn may result in increased cancellation of orders, which could have a material adverse effect on our ability to convert our backlog into revenues.

ITEM 2 - PROPERTIES

Our corporate headquarters are located at 21300 Ridgetop Circle, Sterling, Virginia. We lease this 17,000 square foot facility and it contains our administrative offices, sales and marketing offices and manufacturing facilities. The lease expires in March 2009. We lease an additional 7,000 square feet of space in Sterling, Virginia for our

9

Research and Development group and Integrated Services Division. The lease for this facility expires in March 2009 as well.

We lease 5300 square feet of office and warehouse space in West Palm Beach, Florida. The four-year lease expires in August 2008. The Hydrological Services division uses this space which consists of both office and warehouse space. The Hydrological Services Division also occupies 1500 square feet of leased office space in Brandon, Florida. The lease expires in December 2008. This space is

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used for sales and marketing and engineering offices. The Corporation entered into lease agreements for office space and furniture in New Delhi, India in September 2006. The three-year leases expire in August 2009. The India branch office and wholly owned subsidiary use this space for offices. We believe that our facilities are adequate for our present needs and that our properties are in good condition, well maintained and adequately insured.

ITEM 3 - LEGAL PROCEEDINGS

Various legal claims can arise from time to time in the normal course of business which, in the opinion of management, will have no material effect on our financial statements. We have been named in a compensation claim under the Indian Anti-Trust Law that is pending before The Monopolies and Restrictive Trade Practices Commission in New Delhi, India. Management believes that the case is unsubstantiated and intends to vigorously defend itself.

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

No matter was submitted to a vote of security holders in the fourth quarter of 2007.

PART II

ITEM 5 - MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND

SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES

MARKET INFORMATION

Our common stock trades on the Nasdaq Capital Market (formerly the Nasdaq SmallCap Market) under the symbol "STRN". The table below sets forth the high and low sales for the periods shown.

FISCAL YEAR ENDED DECEMBER 31, 2006	HIGH	LOW
First Quarter	\$ 9.70	\$ 7.00
Second Quarter	\$ 8.79	\$ 7.34
Third Quarter	\$ 8.66	\$ 7.22
Fourth Quarter	\$ 8.60	\$ 6.67

FISCAL YEAR ENDED DECEMBER 31, 2007	HIGH	LOW
First Quarter	\$ 9.85	\$ 6.28
Second Quarter	\$ 10.51	\$ 6.20
Third Quarter	\$ 9.60	\$ 8.05
Fourth Quarter	\$ 12.94	\$ 8.14

The closing price of the Common Stock on March 27, 2008 was \$6.84, and on that date, there were approximately 900 stockholders of record.

DIVIDENDS

We have never declared or paid a dividend on our common stock. We intend to retain future earnings to fund development and growth of our business.

RECENT SALES OF UNREGISTERED SECURITIES

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There were no issuances of unregistered securities in fiscal 2007 that have not been reported previously in a quarterly report on Form 10-QSB or a current report on Form 8-K.

ISSUER PURCHASES OF EQUITY SECURITIES

No purchases of Sutron equity securities were made by or on behalf of Sutron in the fourth quarter of our fiscal year ended December 31, 2007.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes the securities authorized for issuance under equity compensation plans as of December 31, 2007:

	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	WEIGHTED AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE
Equity compensation plans approved by stockholders	--	--	--
Equity compensation plans not approved by stockholders	583,252	\$ 1.65	150,667
Total	583,252	\$ 1.65	150,667

ITEM 6 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

THE FOLLOWING DISCUSSION CONTAINS FORWARD-LOOKING STATEMENTS, WHICH REFLECT THE CURRENT VIEWS OF THE COMPANY WITH RESPECT TO FUTURE EVENTS THAT COULD HAVE AN EFFECT ON ITS FUTURE FINANCIAL PERFORMANCE. THESE STATEMENTS MAY INCLUDE SUCH WORDS AS "EXPECTS," "BELIEVES," "ESTIMATES," AND SIMILAR EXPRESSIONS. THESE FORWARD-LOOKING STATEMENTS ARE SUBJECT TO VARIOUS RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM HISTORICAL RESULTS OR THOSE CURRENTLY ANTICIPATED. READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS.

BACKGROUND AND OVERVIEW

Our primary focus is to provide real-time systems solutions, including equipment and software, and services to our customers in the areas of hydrological monitoring and control, meteorological monitoring including airport weather systems, oceanic monitoring and hydrological services. We design, manufacture and market these products and services to a diversified customer base consisting of federal, state, local and foreign governments, engineering companies, universities and hydropower companies. Our products and services enable these entities to monitor and collect hydrological, meteorological and oceanic data

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for the management of critical water resources, for early warning of potentially disastrous floods, storms or tsunamis, for the optimization of hydropower plants and for providing real-time weather conditions at airports.

Our key products are the SatLink2 Transmitter/Logger, the Xpert/XLite dataloggers, the Accububble Self-Contained Bubbler, the Accubar Pressure Sensor and XConnect Systems Software. These are the essential components of most systems and are provided to customers as off-the-shelf equipment or as part of a custom system. The SatLink2 is a key product because it functions both as a transmitter and logger. It is an excellent solution for small systems that do not require a significant number of sensors or communications options. The Xpert and XLite are more powerful dataloggers that have significant more logging capability and communications options than the SatLink2.

We expanded our services capabilities when we started our Hydrological Services Division in 2001. The principal customer of this division has been the South Florida Water Management District (SFWMD) which is a regional agency of the state of Florida that is charged with managing and protecting water resources in a 16 county area. We provide a variety of services to SFWMD as well as other entities including hydrologic modeling, flood and stormwater management, river and stream analysis, and equipment integration, installation, commissioning and maintenance.

We are beginning fiscal year 2008 with a backlog of \$11,099,501 as compared to beginning fiscal year 2007 with a backlog of \$7,269,144. In 2008, we anticipate that we will continue to experience significant quarterly fluctuations in our sales and revenues. Operating results will depend upon the product mix and upon the timing of project awards. International sales, which totaled 40% of revenues for 2007, continue to constitute a more significant portion of our revenues. We are aware of many significant international opportunities and we expect international revenues to grow as a percentage of our total business. International sales are however difficult to forecast and international awards are frequently delayed due to governmental approvals. We are committed to expanding our airport weather systems although we are relatively new in this market and compete against established firms with more experience. We are also committed to growing our hydrological services however our primary customer in Florida has expanded the pool of qualified contractors on all major contracts. We therefore might receive lower contracts amounts in 2008 due to the expanded list of qualified contractors. We are committed in our ongoing sales, marketing and research and development activities to sustain and grow our sales and revenues from our products and services. We expect our sales and marketing, research and development and general and administrative expenses to increase moderately in 2008 as compared to 2007.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The discussion and analysis of financial condition and results of operations is based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and

liabilities. We evaluate, on an on-going basis, our estimates and judgments, including those related to bad debts, excess and obsolete inventories, warranty obligations, income taxes, contingencies and litigation. Our estimates are based on historical experience and assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates

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under different assumptions or conditions.

We believe the following critical accounting policies, among others, affect our more significant judgments and estimates used in the preparation of the consolidated financial statements.

- o Revenue recognition;
- o Allowance for doubtful accounts;
- o Allowances for excess and obsolete inventories;
- o Accounting for warranty obligations;
- o Accounting for income taxes;
- o Accounting and valuation of stock option compensation.

REVENUE RECOGNITION - Our revenue recognition policy is consistent with the requirements of Staff Accounting Bulletin No. 101 (SAB 101), "Revenue Recognition in Financial Statements," Statement of Position No. 97-2 (SOP 97-2), "Software Revenue Recognition," and other applicable revenue recognition guidance and interpretations. In general, we record revenue when it is realized, or realizable, and earned. We consider these requirements met when persuasive evidence of an arrangement exists, the products or services have been provided to the customer, the sales price is fixed or determinable and collectibility is reasonably assured. Our revenue reflects reductions attributable to discounts and customer returns.

For our products, consisting of both equipment and software, revenue is recognized upon shipment, delivery, installation or customer acceptance of the product, as agreed in the customer order or contract. We do sell our software products without the related equipment although software products are integral to systems. Our typical system requires no significant production, modification or customization of the software or hardware. For complex systems, revenue is deferred until customer acceptance. We do provide customer discounts and do allow for product returns. We do not do consignment sales or bill and hold. Revenue reflects reductions due to discounts and product returns. Product returns have historically been insignificant in amount.

Our sales arrangements for systems often include services in addition to equipment and software. These services could include equipment integration, software customization, installation, maintenance, training, and customer support. For sales arrangements that include bundled hardware, software and services, we account for any undelivered service offering as a separate element of a multiple-element arrangement. Amounts allocated to each element are based on its objectively determined fair value, such as the sales price for the product or service when it is sold separately. Revenue for these services is typically recognized ratably over the period benefited or when the services are complete.

We use the percentage of completion method for recognizing revenue and profits when we perform on fixed price contracts that extend over a number of years. Under the percentage of completion method, revenue and profits are recorded as costs are incurred based on estimates of total sales value and costs at completion where total profit can be estimated with reasonable accuracy and ultimate realization is reasonably assured. Profit estimates are revised periodically based upon changes and facts, and any losses on contracts are recognized immediately. Contracts may contain provisions to earn incentive and award fees if targets are achieved. Incentive and award fees that can be reasonably estimated are recorded over the performance period of the contract. Incentive and award fees that cannot be reasonably estimated are recorded when awarded. We recognize revenue from time-and-materials contracts to the extent of billable rates, times hours delivered, plus direct materials costs incurred. Some of the contracts include provisions to withhold a portion of the contract value as retainage. Our policy is to take into revenue the full value of the contract, including any retainage, as we perform against the contract.

ALLOWANCE FOR DOUBTFUL ACCOUNTS - Accounts receivable arise from the normal course of selling products on credit to customers. An allowance for doubtful accounts has been provided for estimated uncollectable accounts. Accounts receivable balances, historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in customer payment terms and practices are analyzed when evaluating the adequacy of the allowance for doubtful accounts. Individual accounts are charged against the allowance when collection efforts have been exhausted.

INVENTORY VALUATION - Our inventories are stated at the lower of cost or market. We provide allowances on inventories for any material that has become obsolete or may become unsaleable based on estimates of future demand and sale price in the market. Judgments with respect to saleability and usage of inventories, estimated market value, and recoverability upon sale are complex and subjective. Such assumptions are reviewed periodically and adjustments are made, as necessary, to reflect changed conditions.

WARRANTY OBLIGATIONS - We warranty our products for up to two years and estimated warranty costs are based upon management's best estimate of the amounts necessary to settle future and existing claims on equipment sold as of the balance sheet date. Factors considered include actual past experience of product returns and the related estimated cost of labor and material to make the necessary repairs as well as technological advances and enhanced design and manufacturing processes. If actual future product return rates or the actual costs of material and labor differ from the estimates, adjustments to the accrued warranty liability are made.

INCOME TAXES - We are taxed as a domestic U.S. corporation under the Internal Revenue Code. Deferred income tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Deferred income tax assets and liabilities are determined based on the differences between the financial statement and tax basis of assets and liabilities using currently enacted tax rates in effect for the years in which the differences are expected to reverse. Deferred tax assets are evaluated and a valuation allowance is established if it is more likely than not that all or a portion of the tax asset will not be utilized.

STOCK OPTION COMPENSATION - We adopted the provisions of Statement of Financial Accounting Standards No. 123 (revised 2004), SHARED-BASED PAYMENT, (SFAS 123(R)), on January 1, 2006, which requires the measurement and recognition of compensation expense for all share-based payment awards to employees and directors based on estimated fair values. Additionally, the Corporation follows the Securities and Exchange Commission's Staff Accounting Bulletin No. 107, SHARE-BASED PAYMENT (SAB 107), issued in March 2005, which provides supplemental SFAS 123(R) application guidance based on the views of the SEC.

The Corporation adopted SFAS 123(R) using the modified prospective transition method. Under this transition method, share-based compensation expense recognized during the year ended December 31, 2006 included: (a) compensation expense for all share-based awards granted prior to, but not yet vested, as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS 123, and (b) compensation expense for all share-based awards granted beginning January 1, 2006, based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R). In accordance with the modified prospective transition method, the Corporation's consolidated financial statements for prior periods have not been restated to reflect the impact of SFAS 123(R).

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RESULTS OF OPERATIONS

The following table sets forth, for the periods presented, certain income statement data of the Company expressed as a percentage of revenues:

	Year Ended December 31,		
	2007	2006	2005
Net sales and revenues	100.0%	100.0%	100.0%
Cost of sales and revenues	59.5	62.1	58.3
Gross profit	40.5	37.9	41.7
Selling, general and administrative expenses	17.6	15.1	18.9
Research and Development expenses	6.8	7.1	8.5
Operating income	16.1	15.7	14.3
Interest income (expense)	.6	.4	.1
Income before income taxes	16.7	16.1	14.4
Income taxes (benefit)	5.8	3.5	4.9
Net income	10.9%	12.6%	9.5%

14

FISCAL 2007 COMPARED TO FISCAL 2006

NET SALES AND REVENUES

Net sales and revenues for 2007 decreased 3% to \$18.9 million from \$19.4 million in 2006. The decrease was primarily due to decreased domestic project revenues. Revenues are reported internally by principal operating division or profit center consisting of the Hydromet Products Division, the Integrated Services Division, which includes airport weather systems and special projects that are funded R&D activities, the Hydrological Services Division and Sutron's India Operations. The Hydromet Products Division, which is responsible for sales of standard products, experienced a revenue increase of 9% to \$10 million from \$9.2 million in 2006. Integrated Systems revenue increased 2% to \$6.3 million from \$6.2 million in 2006. Revenues from the Hydrological Services Division decreased to \$2.0 million from \$2.2 million in 2006. Sutron's India Operations had decreased revenues of \$572 thousand as compared to \$1.8 million in 2006 due primarily to significant costs on a contract with the Central Water Commission to deliver, install, provide training and commission 168 rainfall monitoring stations being incurred in 2006 and therefore higher revenues being recognized in 2006 as compared to 2007.

Domestic net sales and revenues for 2007 decreased 10% to \$11.3 million from \$12.5 million in 2006. Net sales and revenues from standard products increased to \$7.7 million in 2007 from \$7.0 million in 2006 due primarily to increased sales of the SatLink 2 Transmitter/Logger. Net sales and revenues from Integrated Systems decreased to \$1.6 million compared to \$3.3 million in 2006, primarily due to decreased project activity. In 2006, the Company performed on various contracts totaling approximately \$2.0 million with the Army Corps of Engineers in New Orleans to replace equipment that was destroyed by Hurricane Katrina. Net sales and revenues from Hydrological Services decreased to \$2.0 million from \$2.2 million in 2006 due to decreased project activity.

International net sales and revenues increased 9% to \$7.5 million in 2007 from

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\$6.9 million in 2006. Net sales and revenues from standard products increased to \$2.3 million from \$2.2 million in 2006. Net sales and revenues from Integrated Systems increased to \$4.7 million from \$2.9 million due primarily to revenues of \$2.2 million from an order from Washington Group International to provide water level, snow, rainfall and water quality monitoring equipment to the Iraq Ministry of Water Resources. Sutron India Operations had net sales and revenues of \$572 thousand as compared to \$1.8 million in 2006 due to decreased project activity as the Central Water Commission project to provide 168 rainfall monitoring stations was near completion and acceptance at the end of 2007.

The Department of the Interior, the principal agencies being the US Geological Survey and the Bureau of Reclamation, was our largest customer accounting for 21% and 17% of total revenues in years 2007 and 2006, respectively. Non-federal government, commercial and international revenues represented 67% of revenues in 2007 and 59% in 2006.

COST OF SALES AND REVENUES

Cost of sales as a percentage of revenues decreased to 59.5% for 2007 compared to 62.1% for 2006. The decrease reflects changes in product mix. In 2007, our Hydromet Products Division had increased standard product revenues which enabled us to be more efficient and to recover fixed costs. Our Integrated Systems Division also helped to reduce cost of sales as they benefited from the Washington International Group order which consisted primarily of standard products. Standard products carry substantially higher margins than projects. In 2006, we had substantial project work with the Army Corps of Engineers in New Orleans that was labor intensive resulting in higher cost of sales. Our Hydrological Services Division experienced a revenue decrease that resulted in higher cost absorption and had one contract that was underbid by the former vice president of the division that resulted in substantial losses.

15

Cost of sales for both 2007 and 2006 include provisions for inventory obsolescence, physical inventory adjustments and inventory valuation adjustments. We continually pursue product cost reductions through continual review of procurement sourcing based on quality and cost goals, product value engineering and improvements in manufacturing processes.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses were \$3.3 million in 2007 as compared to \$2.9 million in 2006. Selling, general and administrative expenses as a percentage of revenues increased to 17.6% in 2007 from 15.1% in 2006. The increased expenses were primarily due to the addition of two domestic salesmen in 2007, higher legal costs relating to a lawsuit against a former employee to recover monetary damages, SOX 404 compliance costs and higher standby letter of credit fees relating to performance bonds for various international projects.

RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses decreased to \$1.29 million in 2007 from \$1.36 million in 2006. Research and development expenses as a percentage of revenues decreased to 6.8% in 2007 from 7.1% in 2006. In 2007, product development focused on two water level sensors. The first was a radar water level sensor which is a precision water level measuring instrument that uses radar pulses without direct contact with the water surface. The second was a continuous flow bubbler system which operates in severe cold conditions. We also continued to focus on enhancements to the Xpert and XLite dataloggers that were upgraded in 2006 and released in 2007.

INTEREST INCOME AND EXPENSE, NET

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We earned net interest income of \$121,448 in 2007 as compared with net interest income of \$68,394 in 2006. Higher cash and cash equivalent balances were responsible for the increase in net interest income.

INCOME TAXES

Income tax expense for 2007 was \$1,098,000 compared to \$674,000 for 2006. The provision for income taxes for 2007 represents an effective tax rate of approximately 34% compared with 22% for 2006. In 2006, tax deductible compensation expense from the exercise of non-qualified stock options reduced income taxes by approximately \$440,000 as compared to a reduction of \$56,000 in 2007.

FISCAL 2006 COMPARED TO FISCAL 2005

NET SALES AND REVENUES

Net sales and revenues for 2006 increased 26% to \$19.4 million from \$15.4 million in 2005. The increase was primarily due to two contracts in India and contracts with the U.S. Army Corps of Engineers in New Orleans to replace equipment that was destroyed by Hurricane Katrina. Revenues are reported internally by principal operating division or profit center consisting of the Hydromet Products Division, the Integrated Services Division, which includes special projects that are funded R&D activities and airport weather systems, the Hydrological Services Division and Sutron's India Operations. The Hydromet Products Division, which is responsible for sales of standard products, experienced a revenue decline of 1% to \$9.2 million from \$9.3 million in 2005. Integrated Systems revenue increased 88% to \$6.2 million from \$3.3 million in 2005, due primarily to the aforementioned contracts in India and with the U.S. Army Corps of Engineers in New Orleans. Revenues from the Hydrological Services Division decreased to \$2.2 million from \$2.6 million in 2005. The Vice President of this division resigned during 2006. The division now operates under two managers, one located in our West Palm Beach office and the other in our Brandon office. Sutron's India Operations had increased revenues of \$1.8 million as compared to \$.2 million in 2005 due primarily to work completed on a contract with the Central Water Commission to deliver, install, provide training and commission 168 rainfall monitoring stations.

16

Domestic net sales and revenues for 2006 increased 8% to \$12.5 million from \$11.6 million in 2005. Net sales and revenues from standard products decreased to \$7 million in 2006 from \$7.5 million in 2005. A decrease in sales of NOS tides systems to approximately \$1.2 million in 2006 from approximately \$2.4 million in 2005 was the result of one-time funding increases in tides monitoring systems by NOS after the tsunami in Indonesia. This decrease was partially offset by increased sales of SatLink2 transmitters/loggers. Net sales and revenues from Integrated Systems increased to \$3.3 million compared to \$1.5 million in 2005, primarily due to increased project activity relating to contracts with the Army Corps of Engineers. Net sales and revenues from hydrological services decreased to \$2.2 million from \$2.6 million in 2005 due to the reorganization of our operations in Florida.

International net sales and revenues increased 79% to \$6.9 million in 2006 from \$3.8 million in 2005. Net sales and revenues from standard products increased to \$2.2 million from \$1.8 million in 2005 due to increased contract revenue from the supply of standard products on the Central Water Commission of India contract. Net sales and revenues from Integrated Systems increased to \$2.9 million from \$1.8 million due primarily to increased revenues from a contract with the India Meteorological Department to provide 100 automatic weather stations. Sutron India Operations had net sales and revenues of \$1.8 million as

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compared to \$.2 million in 2005. Approximately \$1.6 million of the increase was related to revenues from the Central Water Commission of India contract. We anticipate that this contract will be completed by mid-2007.

The Department of the Interior, the principal agencies being the US Geological Survey and the Bureau of Reclamation, was our largest customer accounting for 17% and 22% of total revenues in years 2006 and 2005, respectively. Non-federal government, commercial and international revenues represented 58% of revenues in 2006 and 56% in 2005.

COST OF SALES AND REVENUES

Cost of sales as a percentage of revenues was 62.1% for 2006 compared to 58.3% for 2005. The increase reflects changes in product mix. In 2005, we had significant sales of NOS tide systems that contributed to reduced cost of sales as we purchased materials in greater quantities and experienced labor efficiencies with larger production runs. In 2006, our standard product sales decreased slightly and we had increased project costs. Projects have higher costs than standard products due to higher labor content and the use of non-Sutron parts. The projects in New Orleans were more labor intensive than expected and resulted in higher costs. Our Hydrological Services Division experienced a revenue decrease that resulted in higher cost absorption and had difficulties on several projects that resulted in cost overruns. Since the resignation of the Vice President of the Hydrological Services Division, we have made adjustments to reduce personnel and associated costs.

Cost of sales for both 2006 and 2005 include provisions for inventory obsolescence, physical inventory adjustments and inventory valuation adjustments. We continually pursue product cost reductions through continual review of procurement sourcing based on quality and cost goals, product value engineering and improvements in manufacturing processes.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses were \$2.9 million in 2006 and 2005. Selling, general and administrative expenses as a percentage of revenues decreased to 15.1% in 2006 from 18.9% in 2005.

RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses increased slightly to \$1.36 million in 2006 from \$1.32 million in 2005. Research and development expenses as a percentage of revenues decreased to 7.1% in 2006 from 8.5% in 2005. In 2006, product development focused on enhancements to the Xpert and XLite Dataloggers that will provide significant additional communication capabilities as well as improved functionality. We also focused on the development of a radar water level sensor which is a precision water level measuring instrument that uses radar pulses without direct contact with the water surface. Another significant product development was on the addition of enhanced functionality to our stage discharge recorder that is used to measure water discharge in irrigation ditches.

17

INTEREST INCOME AND EXPENSE, NET

We earned net interest income of \$68,394 in 2006 as compared with net interest income of \$22,708 in 2005. Higher cash and cash equivalent balances and higher interest rates were responsible for the increase in net interest income.

INCOME TAXES

Income tax expense for 2006 was \$674,000 compared to \$755,000 for 2005. The

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provision for income taxes for 2006 represents an effective tax rate of approximately 22% compared with 34% for 2005. This significant decrease is primarily due to tax deductible compensation expense from the exercise of non-qualified stock options that reduced income taxes by approximately \$440,000.

OFF-BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet transactions, arrangements or obligations that have, or are reasonably likely to have, a material effect on the Company's financial condition, changes in the financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents was \$5,299,904 at December 31, 2007 compared to \$1,539,032 at December 31, 2006. Working capital increased to \$11.6 million at December 31, 2007 compared with \$9.5 million at December 31, 2006. The increase resulted from the earnings in 2007.

Net cash provided by operating activities was \$3,983,274 for the year ended December 31, 2007, compared to net cash used by operating activities was \$430,148 for the year ended December 31, 2006, and net cash provided by operating activities of \$840,634 for the year ended December 31, 2005. The increase in net cash provided was due to a significant decrease in accounts receivable in 2007 as compared to an accounts receivable increase in 2006.

Net cash used by investing activities was \$204,456 for the year ended December 31, 2007, compared to cash used by investing activities of \$45,885 for the year ended December 31, 2006 and compared to cash provided by investing activities of \$47,034 for the year ended December 31, 2005. The decrease in 2007 resulted primarily from the purchases of property and equipment. The decrease in 2006 resulted primarily from the purchases of property and equipment that was partially offset by a reduction in restricted cash. A decrease in restricted cash in 2005 exceeded the purchases of property and equipment.

Net cash provided by financing activities was \$37,306 for the year ended December 31, 2007 due to the proceeds from the exercise of employee stock options. Net cash provided by financing activities was \$164,934 for the year ended December 31, 2006 due to the proceeds from the exercise of employee stock options. Net cash used by financing activities was \$53,370 for the year ended December 31, 2005 due primarily to payments on term notes.

We have a revolving credit facility of \$3,000,000 with Branch Banking and Trust (BB&T). We are permitted to borrow based on accounts receivable and inventory according to pre-established criteria. The credit facility expires on August 5, 2008 and is secured by substantially all assets of the Company. Borrowings bear interest at the bank's prime rate. During 2007, there was one borrowing on the line of credit. We frequently bid on and enter into international contracts that require bid and performance bonds. At December 31, 2007 and 2006, BB&T had issued standby letters of credit in the amount of \$1,652,818 and \$532,300 that served as either bid or performance bonds. The amount available to borrow under the line of credit was reduced by these amounts.

Management believes that its existing cash resources, cash flow from operations and short-term borrowings on the existing credit line will provide adequate resources for supporting operations during fiscal 2008. Although there can be no assurance that our revolving credit facility will be renewed, management believes that, if needed, it would be able to find alternative sources of funds on commercially acceptable terms.

RECENT ACCOUNTING PRONOUNCEMENTS

SFAS 159. In February 2007, the Financial Account Standards Board (FASB) issued SFAS No. 159, THE FAIR VALUE OPTION FOR FINANCIAL ASSETS AND FINANCIAL LIABILITIES. SFAS 159 permits entities to choose to measure many financial instruments, and certain other items, at fair value. SFAS 159 applies to reporting periods beginning after November 15, 2007. The adoption of SFAS 159 is not expected to have a material impact on the Corporation's financial condition or results of operations.

SFAS 157. In September 2006 the FASB issued its SFAS No. 157, FAIR VALUE MEASUREMENTS (SFAS 157). This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, SFAS 157 does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practice. SFAS 157 is effective for fiscal years beginning after November 15, 2007. The Corporation does not expect that adoption of this standard will have a material impact on its financial position, operations or cash flows.

SAB 108. In September 2006, the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin (SAB) No. 108, CONSIDERING THE EFFECTS OF PRIOR YEAR MISSTATEMENTS WHEN QUANTIFYING MISSTATEMENTS IN CURRENT YEAR FINANCIAL STATEMENTS, which eliminates the diversity in practice surrounding the quantification and evaluation of financial statement errors. The guidance outlined in SAB 108 is effective for the Corporation in 2008 and is consistent with our historical practices for assessing such matters when circumstances have required such an evaluation. Accordingly, the Corporation does not believe that adoption of SAB 108 will have any impact on the Corporation.

ITEM 7 - FINANCIAL STATEMENTS

SUTRON CORPORTION
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm	21
Consolidated Balance Sheets at December 31, 2007 and 2006	22

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Consolidated Statements of Operations for the Years ended December 31, 2007, 2006 and 2005	23
Consolidated Statements of Stockholders' Equity for the Years ended December 31, 2007, 2006 and 2005	24
Consolidated Statements of Cash Flows for the Years ended December 31, 2007, 2006 and 2005	25
Notes to Consolidated Financial Statements	26

20

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Sutron Corporation and Subsidiary
Sterling, Virginia

We have audited the accompanying consolidated balance sheets of Sutron Corporation and Subsidiary as of December 31, 2007 and 2006, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2007. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sutron Corporation and Subsidiary as of December 31, 2007 and 2006, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2007, in conformity with U.S. generally accepted accounting principles.

/s/ Thompson, Greenspon & Co., P.C.

Fairfax, Virginia
March 27, 2008

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21

SUTRON CORPORATION AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

	DECEMBER 31, 2007	DECEMBER 31, 2006
	-----	-----
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 5,299,904	\$ 1,539,032
Restricted cash and cash equivalents	134,241	138,233
Accounts receivable, net	3,614,532	6,835,751
Inventory	4,114,014	3,402,017
Prepaid items and other assets	477,754	530,720
Deferred income taxes	312,000	333,000
	-----	-----
TOTAL CURRENT ASSETS	13,952,445	12,778,753
PROPERTY AND EQUIPMENT, AT COST	2,424,768	3,361,159
Accumulated depreciation and amortization	(1,845,486)	(2,740,941)
	-----	-----
Property and equipment, net	579,282	620,218
OTHER ASSETS	99,308	50,576
	-----	-----
TOTAL ASSETS	\$ 14,631,035	\$ 13,449,547
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 823,114	\$ 1,398,285
Accrued payroll	285,829	317,974
Other accrued expenses	995,123	1,506,950
Notes payable - current	38,381	50,722
Billings in excess of costs and estimated earnings	246,448	--
	-----	-----
TOTAL CURRENT LIABILITIES	2,388,895	3,273,931
LONG-TERM LIABILITIES		
Notes payable, net of current maturities	2,075	37,678
Deferred income taxes	84,000	129,000
	-----	-----
TOTAL LONG-TERM LIABILITIES	86,075	166,678
	-----	-----
TOTAL LIABILITIES	2,474,970	3,440,609
	-----	-----
STOCKHOLDERS' EQUITY		
Common stock	45,257	44,946
Additional paid-in capital	2,694,416	2,559,281
Retained earnings	9,484,811	7,417,878
Accumulated other comprehensive loss	(68,419)	(13,167)
	-----	-----

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TOTAL STOCKHOLDERS' EQUITY	12,156,065	10,008,938
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 14,631,035	\$ 13,449,547
	=====	=====

See accompanying notes to consolidated financial statements.

22

SUTRON CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS

	FOR THE YEARS ENDED DECEMBER 31,		
	2007	2006	2005
	-----	-----	-----
NET SALES AND REVENUES	\$ 18,868,101	\$ 19,406,638	\$ 15,434,255
COST OF SALES AND REVENUES	11,219,321	12,055,829	8,998,869
	-----	-----	-----
Gross profit	7,648,780	7,350,809	6,435,386
	-----	-----	-----
OPERATING EXPENSES:			
Selling, general and administrative expenses	3,312,088	2,936,925	2,911,209
Research and development expenses	1,293,207	1,358,624	1,321,591
	-----	-----	-----
Total operating expenses	4,605,295	4,295,549	4,232,800
	-----	-----	-----
Operating income	3,043,485	3,055,260	2,202,586
FINANCING INCOME, NET	121,448	68,394	22,708
	-----	-----	-----
Income before income taxes	3,164,933	3,123,654	2,225,294
INCOME TAX EXPENSE	(1,098,000)	(674,000)	(755,000)
	-----	-----	-----
NET INCOME	\$ 2,066,933	\$ 2,449,654	\$ 1,470,294
	=====	=====	=====
NET INCOME PER SHARE:			
Basic income per share	\$.46	\$.56	\$.34
	=====	=====	=====
Diluted income per share	\$.41	\$.51	\$.30
	=====	=====	=====

See accompanying notes to consolidated financial statements.

23

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SUTRON CORPORATION AND SUBSIDIARY CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005

	Common Shares	Stock Par Value	Additional Paid-In Capital	Retained Earnings
BALANCES, DECEMBER 31, 2004	4,289,551	\$ 42,896	\$ 2,306,655	\$ 3,497,930
Comprehensive income:				
Net income	--	--	--	1,470,294
Cumulative translation adjustment	--	--	--	--
Total comprehensive income				
Stock options exercised	5,000	50	5,575	--
BALANCES, DECEMBER 31, 2005	4,294,551	42,946	2,312,230	4,968,224
Comprehensive income:				
Net income	--	--	--	2,449,654
Cumulative translation adjustment	--	--	--	--
Total comprehensive income				
Stock based compensation	--	--	36,081	--
Stock options exercised	200,000	2,000	210,970	--
BALANCES, DECEMBER 31, 2006	4,494,551	44,946	2,559,281	7,417,878
Comprehensive income:				
Net income	--	--	--	2,066,933
Cumulative translation adjustment	--	--	--	--
Total comprehensive income				
Stock based compensation	--	--	50,196	--
Stock options exercised	31,081	311	84,939	--
BALANCES, DECEMBER 31, 2007	4,525,632	\$ 45,257	\$ 2,694,416	\$ 9,484,811

See accompanying notes to consolidated financial statements.

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	FOR THE YEARS ENDED DECEMBER 31		
	2007	2006	
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 2,066,933	\$ 2,449,654	\$ 1,811,100
Noncash items included in net income:			
Depreciation and amortization	208,135	206,088	
Deferred income taxes	(24,000)	(95,000)	
Stock based compensation	50,196	36,081	
(Gain) loss on disposal of property	(7,483)	--	
Changes in current assets and liabilities:			
Accounts receivable	3,221,219	(3,124,325)	
Inventory	(711,997)	(869,493)	
Prepaid items and other assets	52,966	(36,773)	
Accounts payable	(575,171)	553,774	
Accrued expenses	(543,972)	449,846	
Billings in excess of costs and estimated earnings	246,448	--	
Net Cash Provided (Used) by Operating Activities	3,983,274	(430,148)	1,811,100
CASH FLOWS FROM INVESTING ACTIVITIES:			
Restricted cash and cash equivalents	3,992	95,142	
Purchase of property and equipment	(176,719)	(139,074)	
Other assets	(48,732)	(1,953)	
Proceeds from the sale of property and equipment	17,003	--	
Net Cash Provided (Used) by Investing Activities	(204,456)	(45,885)	1,811,100
CASH FLOWS FROM FINANCING ACTIVITIES:			
Payments on notes payable	(47,944)	(48,036)	
Proceeds from stock options exercised	85,250	212,970	
Net Cash Provided (Used) by Financing Activities	37,306	164,934	1,811,100
Effect of exchange rate changes on cash and cash equivalents	(55,252)	(11,496)	
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3,760,872	(322,595)	1,811,100
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	1,539,032	1,861,627	1,811,100
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 5,299,904	\$ 1,539,032	\$ 1,811,100
NONCASH INVESTING/FINANCING ACTIVITIES			
Purchase of property and equipment via issuance of note payable	\$ --	\$ --	\$ --

See accompanying notes to consolidated financial statements.

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Sutron Corporation (the "Company") was incorporated on December 30, 1975, under the General Laws of the Commonwealth of Virginia. The Company operates from its headquarters located in Sterling, Virginia. The Company has several branch offices located throughout the United States, a branch office in India and a wholly owned subsidiary in India. The Company is a leading provider of real-time data collection and control products, systems software and professional services in the hydrological, meteorological and oceanic monitoring markets. The Company's products include data loggers, satellite transmitters/loggers, water level and meteorological sensors, tides systems and systems and applications software. Customers consist of a diversified base of Federal, state, local and foreign government agencies, universities and hydropower companies.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Sutron Hydromet Systems Private Limited. All intercompany balances and transactions have been eliminated in consolidation.

REVENUE RECOGNITION

The Company's revenue recognition policy is consistent with the requirements of Staff Accounting Bulletin No. 101 (SAB 101), "Revenue Recognition in Financial Statements," Statement of Position No. 97-2 (SOP 97-2), "Software Revenue Recognition," and other applicable revenue recognition guidance and interpretations. In general, the Company records revenue when it is realized, or realizable, and earned. The Company considers these requirements met when persuasive evidence of an arrangement exists, the products or services have been provided to the customer, the sales price is fixed or determinable and collectibility is reasonably assured. The Company's revenue reflects reductions attributable to discounts and customer returns.

For the Company's products, consisting of both equipment and software, revenue is recognized upon shipment, delivery, installation or customer acceptance of the product, as agreed in the customer order or contract. Sutron does sell its software products without the related equipment although software products are integral to systems. The Company's typical system requires no significant production, modification or customization of the software or hardware. For complex systems, revenue is deferred until customer acceptance. The Company does provide customer discounts and does allow for product returns. The Company does not do consignment sales or bill and hold. Revenue reflects reductions due to discounts and product returns. Product returns have historically been insignificant in amount.

The Company's sales arrangements for systems often include services in addition to equipment and software. These services could include equipment integration, software customization, installation, maintenance, training, and customer support. For sales arrangements that include bundled hardware, software and services, Sutron accounts for any undelivered service offering as a separate element of a multiple-element arrangement. Amounts allocated to each element are based on its objectively determined fair value, such as the sales price for the product or service when it is sold separately. Revenue for these services is typically recognized ratably over the period benefited or when the services are complete.

The Company uses the percentage of completion method for recognizing revenue and profits when it performs on fixed price contracts that extend over a number of years. Under the percentage of completion method, revenue and profits are recorded as costs are incurred based on estimates of total sales value and costs at completion where total profit can be estimated with reasonable accuracy and ultimate realization is reasonably assured. Profit estimates are revised periodically based upon changes and facts, and any losses on contracts are

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recognized immediately. Contracts may contain provisions to earn incentive and award fees if targets are achieved. Incentive and award fees that can be reasonably estimated are recorded over the performance period of the contract. Incentive and award fees that cannot be reasonably estimated are recorded when awarded. The Company recognizes revenue from time-and-materials contracts to the extent of billable rates, times hours delivered, plus direct materials costs incurred. Some

26

of the contracts include provisions to withhold a portion of the contract value as retainage. The Company's policy is to take into revenue the full value of the contract, including any retainage, as it performs against the contract. Contract costs include allocated indirect costs. Anticipated losses on all contracts are recognized as soon as they become known. Costs rendered on contracts in excess of related billings are reflected as costs in excess of billings.

CASH AND CASH EQUIVALENTS

For purposes of the statements of cash flows, cash equivalents include time deposits and all highly liquid debt instruments with original maturities of three months or less. Interest paid approximated \$200 for the years ended December 31, 2007, 2006 and 2005. Income taxes paid approximated \$683,000, \$663,000 and \$1,292,000 for the years ended December 31, 2007, 2006 and 2005, respectively. Foreign income tax paid approximated \$40,000, \$74,000 and \$24,000 for the years ended December 31, 2007, 2006 and 2005, respectively.

RESTRICTED CASH

For the years ended December 31, 2007 and 2006, the Corporation submitted contract proposals that require bid bonds or bank guarantees. At December 31, 2007 and 2006, \$134,241 and \$48,753, respectively, of the cash and cash equivalents balance is restricted for these bid bonds. At December 31, 2006, \$89,480 is restricted for protest bonds.

ACCOUNTS RECEIVABLE

Based on management's evaluation of uncollected accounts receivable at the end of each year, bad debts are provided for utilizing the allowance method. The allowance for doubtful accounts as of December 31, 2007 and 2006 approximate \$59,000 and \$107,000, respectively. At December 31, 2007 and 2006, the Corporation's investment in accounts 90 days or more past due is \$1,070,808 and \$1,030,402, respectively, net of contract retainages.

INVENTORY

Inventory is stated at the lower of cost or market. Electronic components costs, work in process and finished goods costs consist of materials, labor and overhead and are recorded at a standard cost that approximates the average cost method. The Company provides allowances on inventories for any material that has become obsolete or may become unsaleable based on estimates of future demand and sale price in the market. The allowance for obsolete or unsaleable inventory as of December 31, 2007 and 2006 approximate \$635,000 and \$504,000, respectively.

PROPERTY AND EQUIPMENT

Equipment is recorded at cost and depreciated over their estimated useful lives, ranging from three to seven years, using the straight-line method for financial statement purposes, and the straight-line and accelerated methods for income tax purposes. Expenditures for maintenance, repairs, and improvements that do not materially extend the useful lives of the assets are charged to earnings as incurred. When items of property and equipment are disposed of, the cost of the

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asset and the related accumulated depreciation are removed from the accounts. Any gain or loss resulting from the removal from service is taken into the current period earnings.

INCOME TAXES

The Company utilizes an asset and liability approach to accounting for income taxes. The objective is to recognize the amount of income taxes payable or refundable in the current year based on the Company's income tax return and the deferred tax liabilities and assets for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns. The asset and liability method accounts for deferred income taxes by applying enacted statutory rates to temporary differences, the difference between financial statement amounts and tax basis of assets and liabilities. The resulting deferred tax liabilities or assets are classified as current or noncurrent based on the classification of the related asset or liability. Deferred income tax liabilities or assets are adjusted to reflect changes in tax laws or rates in the year of enactment.

27

CAPITAL

The Company has 12,000,000, \$.01 par value, shares authorized. There were 4,525,632 shares issued and outstanding at December 31, 2007, 4,494,551 shares issued and outstanding at December 31, 2006 and 4,294,551 shares issued and outstanding at December 31, 2005.

FOREIGN CURRENCY TRANSLATION

Results of operations for the Company's foreign branch office and foreign wholly-owned subsidiary are translated from the designated functional currency to the U.S. dollar using average exchange rates during the period, while assets and liabilities of the foreign branch office and foreign wholly-owned subsidiary are translated at the exchange rate in effect at the reporting date. Resulting gains or losses from translating foreign currency financial statements are included in other comprehensive income (loss), net of any related tax effect.

FINANCIAL INSTRUMENTS

The estimated fair value of cash and cash equivalents, accounts receivable, accounts payable, other accrued expenses, and short term notes payable approximate their carrying amounts in the financial statements. Based on the borrowing rates currently available to the Company for debt with similar maturity dates and collateral, the estimated fair value of long-term debt is \$2,000 and \$38,000 at December 31, 2007 and 2006, respectively.

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could vary from the estimates that were used.

EARNINGS PER SHARE

The Company has adopted Statement of Financial Accounting Standards (SFAS) No. 128 that establishes standards for computing and presenting earnings per share (EPS) for entities with publicly held common stock. The standard requires

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presentation of two categories of earnings per share, basic EPS and diluted EPS. Basic EPS excludes dilution and is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the year. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company.

STOCK COMPENSATION PLANS

Effective January 1, 2006, the Corporation adopted the provisions of Statement of Financial Accounting Standards No. 123 (revised 2004), SHARED-BASED PAYMENT, (SFAS 123(R)), which requires the measurement and recognition of compensation expense for all share-based payment awards to employees and directors based on estimated fair values. Additionally, the Corporation follows the Securities and Exchange Commission's Staff Accounting Bulletin No. 107, SHARE-BASED PAYMENT (SAB 107), issued in March 2005, which provides supplemental SFAS 123(R) application guidance based on the views of the SEC. The Corporation adopted SFAS 123(R) using the modified prospective transition method. Under this transition method, share-based compensation expense recognized during the year ended December 31, 2007 included: (a) compensation expense for all share-based awards granted prior to, but not yet vested, as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS 123, and (b) compensation expense for all share-based awards granted beginning January 1, 2006, based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R). In accordance with the modified prospective transition method, the Corporation's consolidated financial statements for prior periods have not been restated to reflect the impact of SFAS 123(R).

Prior to January 1, 2006, the Corporation accounted for stock option awards granted under the Corporation's stock compensation plans in accordance with the recognition and measurement provisions of Accounting Principles Board

28

Opinion No. 25, ACCOUNTING FOR STOCK ISSUED TO EMPLOYEES, (APB 25) and related Interpretations, as permitted by Statement of Financial Accounting Standards No. 123, ACCOUNTING FOR STOCK-BASED COMPENSATION, (SFAS 123). Share-based employee compensation expense was not recognized in the Corporation's consolidated statements of operations prior to January 1, 2006, as all stock option awards granted had an exercise price equal to or greater than the market value of the common stock on the date of the grant (other than for certain option modifications resulting in exercise prices below the fair market value at the date of modification). As permitted by SFAS 123, the Corporation reported pro-forma disclosures presenting results and earnings per share as if the Corporation had used the fair value recognition provisions of SFAS 123 in the Notes to Consolidated Financial Statements.

RECENT ACCOUNTING PRONOUNCEMENTS

SFAS 159. In February 2007, the Financial Account Standards Board (FASB) issued SFAS No. 159, THE FAIR VALUE OPTION FOR FINANCIAL ASSETS AND FINANCIAL LIABILITIES. SFAS 159 permits entities to choose to measure many financial instruments, and certain other items, at fair value. SFAS 159 applies to reporting periods beginning after November 15, 2007. The adoption of SFAS 159 is not expected to have a material impact on the Corporation's financial condition or results of operations.

SFAS 157. In September 2006 the FASB issued its SFAS No. 157, FAIR VALUE MEASUREMENTS (SFAS 157). This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. SFAS 157 applies

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under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, SFAS 157 does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practice. SFAS 157 is effective for fiscal years beginning after November 15, 2007. The Corporation does not expect that adoption of this standard will have a material impact on its financial position, operations or cash flows.

SAB 108. In September 2006, the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin (SAB) No. 108, CONSIDERING THE EFFECTS OF PRIOR YEAR MISSTATEMENTS WHEN QUANTIFYING MISSTATEMENTS IN CURRENT YEAR FINANCIAL STATEMENTS, which eliminates the diversity in practice surrounding the quantification and evaluation of financial statement errors. The guidance outlined in SAB 108 is effective for the Corporation in 2008 and is consistent with our historical practices for assessing such matters when circumstances have required such an evaluation. Accordingly, the Corporation does not believe that adoption of SAB 108 will have any impact on the Corporation.

2. ACCOUNTS RECEIVABLE

Accounts receivable at December 31, consists of the following:

	2007	2006
	-----	-----
Current	\$ 2,647,063	\$ 5,185,171
Costs in excess of billings and estimated earnings	761,207	1,294,443
Contract retainage	206,262	356,137
	-----	-----
Totals	\$ 3,614,532	\$ 6,835,751
	=====	=====

29

3. INVENTORY

Inventory consists of the following at December 31:

	2007	2006
	-----	-----
Electronic components	\$ 1,639,015	\$ 1,593,899
Work in process	1,556,321	1,407,541
Finished goods	918,678	400,577
	-----	-----
Totals	\$ 4,114,014	\$ 3,402,017
	=====	=====

4. PROPERTY AND EQUIPMENT

A summary of property and equipment at December 31 is as follows:

	2007	2006
	-----	-----
Furniture, fixtures and equipment	\$ 1,949,776	\$ 2,867,053
Vehicles	364,134	400,271
Leasehold improvements	110,858	93,835
	-----	-----
Totals	\$ 2,424,768	\$ 3,361,159
	=====	=====

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Accumulated depreciation and amortization at December 31, is as follows:

	2007	2006
	-----	-----
Furniture, fixtures and equipment	\$ 1,543,053	\$ 2,469,562
Vehicles	256,136	228,964
Leasehold improvements	46,297	42,415
	-----	-----
Totals	\$ 1,845,486	\$ 2,740,941
	=====	=====

Depreciation and amortization expense totaled \$208,135, \$206,088 and \$209,646 for the years ended December 31, 2007, 2006 and 2005, respectively.

5. LINE OF CREDIT

The Company has a \$3,000,000 line of credit with a commercial bank. The line of credit is collateralized by substantially all of the assets of the Company and expires August 2008. Under the terms of the line of credit, the Company is required to maintain certain financial covenants. Interest is charged at the bank's prime rate and is payable monthly. There was no balance outstanding at December 31, 2007 or 2006.

The Company frequently bids on and enters into international contracts that require bid and performance bonds. At December 31, 2007 and 2006, a commercial bank had issued standby letters of credit in the amount of \$1,652,818 and \$532,300 that served as either bid or performance bonds. The amount available under the line of credit is reduced by this amount.

6. OTHER ACCRUED EXPENSES

Components of other accrued expenses consist of the following at December 31:

	2007	2006
	-----	-----
Accrued vacation pay	\$ 218,278	\$ 182,980
Accrued profit sharing	--	100,000
Accrued warranty costs	226,000	288,000
Customer advance payments	224,972	907,133
Federal income taxes payable	303,015	--
Other accruals	22,858	28,837
	-----	-----
Totals	\$ 995,123	\$ 1,506,950
	=====	=====

7. ACCRUED WARRANTY COSTS

The Company warrants its products for up to two years and estimated warranty costs are based upon management's best estimate of the amounts necessary to settle future and existing claims on equipment sold as of the balance sheet date. Factors considered include actual past experience of product returns and the related estimated cost of labor and material to make the necessary repairs as well as technological advances and enhanced design and manufacturing processes. If actual future product return rates or the actual costs of material and labor differ from the estimates, adjustments to the accrued warranty liability are made. Changes to the product warranty

reserve are identified below and represent adjustments to the reserve based on management estimates and other factors as noted above:

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Balance as of December 31, 2005	\$	288,000
Reserve adjustment		--

Balance as of December 31, 2006		288,000
Reserve adjustment		(62,000)

Balance as of December 31, 2007	\$	226,000
		=====

8. NOTES PAYABLE

Notes payable consist of the unpaid balances of notes from various finance companies for vehicle acquisitions and are secured by the underlying vehicles. Monthly installments range from \$259 to \$800 and include interest from 0 percent to 5.61 percent. The balances outstanding at December 31 are as follows:

	2007	2006
	-----	-----
Long-term maturities	\$ 2,075	\$ 37,678
Current maturities	38,381	50,722
	-----	-----
Totals	\$ 40,456	\$ 88,400
	=====	=====

Principal payments required over the remaining payment periods as of December 31 are as follows:

Years ending December 31:	
2008	\$ 38,381
2009	2,075

Total	\$ 40,456
	=====

9. LEASE OBLIGATIONS

The Company leases space for its headquarters and production facilities, which expire in March 2009. The operating lease calls for monthly rent of \$12,616 and increases three percent per annum, thereafter. The lease agreement includes additional rent payments based on a pro rata portion of maintenance fees and operating expenses on the land and building. The Company leases additional office and warehouse space in Sterling, Virginia. The lease expires in March 2009 and requires monthly rent payments of \$5,500.

The Company leases office and warehouse space in West Palm Beach, Florida. The four-year lease, expiring in August 2008, requires monthly payments of \$5,827. The Company entered into a lease agreement for office space in Brandon, Florida. The five-year lease, expiring on December 31, 2008, requires monthly payments of \$1,984 and increases of four percent per annum, thereafter.

The Corporation entered into lease agreements for office space and furniture in New Delhi, India in September 2006. The three-year leases, expiring in August 2009, require monthly payments of approximately \$1,518. Both leases include an option to renew for another period of three years with a twenty percent increase in rent. The following is a schedule of future minimum lease payments by year:

Years ending December 31:	
2008	314,093
2009	68,802

Total	\$ 382,895

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Rent expense amounted to \$332,999, \$315,903 and \$307,695 for the years ended December 31, 2007, 2006 and 2005, respectively.

31

10. INCOME TAXES

The income tax (expense) benefit charged to operations for the years ended December 31, were as follows:

	2007	2006	2005
	-----	-----	-----
Current income tax expense	\$ (1,122,000)	\$ (769,000)	\$ (857,000)
Deferred tax benefit (expense)	24,000	95,000	102,000
	-----	-----	-----
Total income tax (expense) benefit	\$ (1,098,000)	\$ (674,000)	\$ (755,000)
	=====	=====	=====

Deferred tax assets, are comprised of the following at December 31:

	2007	2006	2005
	-----	-----	-----
Accrued vacation and warranty	\$ 173,000	\$ 184,000	\$ 193,000
Accounts receivable and inventory allowances	139,000	149,000	85,000
	-----	-----	-----
Gross deferred tax assets	312,000	333,000	278,000
	-----	-----	-----
Gross deferred tax liability - depreciation	(84,000)	(129,000)	(169,000)
	-----	-----	-----
Net deferred tax assets	\$ 228,000	\$ 204,000	\$ 109,000
	=====	=====	=====

The realization of the deferred tax assets is dependent on future taxable earnings. The Company has not provided for a deferred tax asset valuation allowance due to their current and anticipated future earnings.

A reconciliation between the amount of reported income tax expense and the amount computed by multiplying the applicable statutory Federal income tax rate is as follows:

	2007	2006	2005
	-----	-----	-----
Income before income taxes	\$ 3,164,933	\$ 3,123,654	\$ 2,225,294
Applicable statutory tax rate	34%	34%	34%
	-----	-----	-----
Computed "expected" Federal income tax Expense	(1,076,000)	(1,062,000)	(757,000)
	-----	-----	-----
Adjustments to Federal income tax resulting from:			
State income tax expense	(184,000)	(120,000)	(111,000)
Tax credits	106,000	68,000	113,000
Stock compensation	56,000	440,000	--
	-----	-----	-----
Income tax (expense) benefit	\$ (1,098,000)	\$ (674,000)	\$ (755,000)
	=====	=====	=====

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11. MAJOR CUSTOMERS

Set forth below are customers, including agencies of the U.S. Government, from which the Company received more than ten percent of total revenue, reported in the Hydromet Products and Integrated Systems segments, for the years ended December 31:

	2007	2006	2005
Department of Interior	21%	17%	22%
International	40%	36%	25%
Commercial	27%	23%	31%
Department of Commerce	--	--	16%
Department of Defense	--	16%	--

Set forth below are customers, including agencies of the U.S. Government, from which the Company had more than ten percent of total accounts receivable outstanding for the years ended December 31, 2007 and 2006:

	2007	2006
Islamic Republic of Afghanistan	\$ 798,656	\$ --
South Florida Water Management	\$ --	\$ 410,759
US Army Corps of Engineers	\$ --	\$ 676,757
National Oceanic and Atmospheric Administration	\$ --	\$ 592,607

32

At December 31, 2007, unbilled accounts receivable of approximately \$695,000 and \$1,190,000, respectively, is from the Government of India Central Water Commission.

12. CONCENTRATIONS

At times throughout the year, cash and cash equivalents exceeded FDIC insurance limits. As of December 31, 2007 and 2006, the Corporation's cash deposits exceeded the FDIC insured amount by approximately \$4,718,000 and \$867,000, respectively.

The Corporation's products use certain standard and application specific components that are acquired from one or a limited number of sources. The Corporation has generally been able to procure adequate supplies of these components in a timely manner from existing sources. The Corporation's inability to obtain a sufficient quantity of components when required or to develop alternative sources at acceptable prices and within a reasonable time, could result in delays or reductions in product shipments which could materially affect the Corporation's operating results in any given period.

13. STOCK OPTION PLANS

The Corporation has granted stock options under the 2002, 1997 and the 1996 Stock Option Plans to key employees and directors for valuable services provided to the Corporation. The authorized and granted options under each of these plans are as follows:

	Authorized	Granted
1996 Plan	260,000	259,000
1997 Plan	60,000	60,000
2002 Plan	650,000	500,333

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During 2005, the 2002 Stock Option Plan was amended to authorize an additional 250,000 shares from the original 400,000 shares. In addition, all three plans were amended in 2005 to allow Directors to participate in the plan, and that vesting schedules will be determined by the Board at the time each individual option is granted. Shares under all of the plans may be granted at not less than 100 percent of the fair market value at the grant date. All options have a ten-year term from the date of grant. Prior to the 2005 amendments, options vested ratably over five years on each anniversary date the option was granted. The Corporation elected to accelerate vesting of all outstanding options as of December 31, 2005, as permitted under the plans. Cancelled or expired options are able to be reissued.

As discussed in Note 1, STOCK COMPENSATION PLANS, effective January 1, 2006, the Corporation adopted the fair value recognition provision of SFAS 123(R), using the modified prospective transition method. The adoption of SFAS 123(R) resulted in share-based compensation expense associated with options for the years ended December 31, 2007 and 2006 of \$50,196 and \$36,081, respectively which was recorded to general and administrative expenses. This expense decreased basic and diluted earnings per share by \$0.01 for the years ended December 31, 2007 and 2006.

The vesting period of the remaining options is as follows:

Vested and exercisable	537,419
2008	14,166
2009	10,000
2010	10,000
2011	10,000
2012	1,667

Total	583,252
	=====

33

The fair value of Sutron Corporation stock options used to recognize compensation expense in 2007 and 2006 and to compute pro forma net income and earnings per share disclosures for 2005 is the estimated present value at grant date using the Black-Scholes pricing model, with the following assumptions:

	2007 (Compensation)	2006 (Compensation)	2005 (Pro forma)
	-----	-----	-----
Risk free rate	4.5 - 5.16%	5.16%	4.1%
Expected volatility	30%	30%	32%
Dividend yield	0%	0%	0%
Holding period	10 years	10 years	5 years

If the Company had elected to recognize compensation cost for the plan based on the fair value at the grant dates for awards under those plans, consistent with the method prescribed by SFAS No. 123, net income and earnings per share would have been changed to the pro forma amounts indicated below:

		2005 -----
Net income	As reported	\$ 1,470,294
	Pro forma	1,418,960
Earnings per share	As reported	\$.34
	Pro forma	\$.33

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- Diluted	As reported	\$.30
- Diluted	Pro forma	\$.29

The following summarizes the option activity under these plans for the last three years:

	Option Price Per Share	Number of Shares	Weighted Average Exercise Price
Outstanding, December 31, 2004	\$.40 - 2.80	719,000	\$.76
Grants	5.50 - 7.45	28,333	\$ 6.53
Exercised	1.125	5,000	\$ 1.13
Cancelled or expired	1.125	3,000	\$ 1.13
Outstanding, December 31, 2005	.40 - 7.45	739,333	\$.98
Grants	7.80	15,000	\$ 7.80
Exercised	.40 - 1.125	200,000	\$ 1.06
Cancelled or expired	--	--	--
Outstanding, December 31, 2006	.55 - 7.80	554,333	\$ 1.13
Grants	6.90 - 7.60	65,000	\$ 6.48
Exercised	.65 - 5.50	31,081	\$ 2.74
Cancelled or expired	7.60	5,000	\$ 7.60
Outstanding, December 31, 2007	\$.55 - 7.80	583,252	\$ 1.65

The weighted average fair value of options granted during the three years is as follows:

December 31, 2005	\$ 2.97
December 31, 2006	\$ 4.12
December 31, 2007	\$ 3.55

The weighted average remaining contractual life of options outstanding at December 31, 2007 is 6.5 years.

34

14. EARNINGS PER SHARE

The following table shows the weighted average number of shares used in computing earnings per share and the effect on weighted average number of shares of potential dilutive common stock.

	Years Ended December 31,		
	2007	2006	2005
Net income	\$ 2,066,933	\$ 2,449,654	\$ 1,470,294
Shares used in calculation of income per share:			
Basic	4,512,578	4,341,534	4,292,051
Effect of dilutive options	469,652	469,109	641,761
Diluted	4,982,230	4,810,643	4,933,812
Net income per share:			
Basic	\$.46	\$.56	\$.34
Diluted	\$.41	\$.51	\$.30

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Contracts to issue common stock that are anti-dilutive in nature are not included in the earnings per share calculations.

15. PROFIT SHARING PLAN

The Corporation has a profit-sharing retirement plan that covers substantially all employees of the Corporation. The Plan includes a 401(k) provision under which employees may elect to defer a portion of their compensation. The Plan was amended in May 2006 to allow for employer matching of up to 4 percent as determined in the Plan. The profit-sharing contribution is determined each year by the Board of Directors based on profits. The Corporation made a profit sharing contribution for the years ended December 31, 2006 and 2005 of \$100,000 and \$188,000, respectively. The Corporation did not make a profit sharing contribution for the year ended December 31, 2007. The employer matching contribution was approximately \$156,000 and \$73,000 for the years ended December 31, 2007 and 2006.

16. SEGMENT INFORMATION

Statement of Financial Accounting Standards (SFAS) No. 131, Disclosures about Segments of an Enterprise and Related Information establishes standards for the manner in which public companies report information about operating segments in annual and interim financial statements. It also establishes standards for related disclosures about products and services, geographic areas, and major customers. The method for determining what information to report is based on the way management organizes the operating segments within the Company for making operating decisions and assessing financial performance.

The Company's chief operating decision-maker is considered to be the Company's chief executive officer (CEO). The CEO reviews financial information presented based on divisions, comprised of products and/or services. Nearly all of the Company's operations and assets are located at its headquarters location. Therefore, indirect costs are not allocated among segments.

The Company currently reports its results in four divisions: Hydromet Products, Integrated Systems, Hydrological Services and Sutron India Operations. Hydromet Products division is responsible for the manufacture and sale of the Company's products including dataloggers, satellite transmitters, sensors and tides systems. The Integrated Systems division is responsible for systems design, integration, installation, training and commissioning of turnkey hydrometeorological systems. The Company's Hydrological Services division provides data interpretation and analysis services including modeling, flood forecasting and hydrologic studies. Sutron India Operations consists of the branch office and wholly owned subsidiary and is responsible for the sale of products, systems and services to customers in India. The results of these segments are shown below (in thousands):

35

	2007	2006	2005
	-----	-----	-----
Revenue			
Hydromet Products	\$ 10,019	\$ 9,234	\$ 9,305
Integrated Systems	6,303	6,153	3,277
Hydrological Services	1,974	2,214	2,639
Sutron India Operations	572	1,806	213
	-----	-----	-----
Totals	\$ 18,868	\$ 19,407	\$ 15,434
	=====	=====	=====

Cost of Goods Sold

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Hydromet Products	\$ 4,235	\$ 4,508	\$ 4,519
Integrated Systems	4,103	3,818	1,977
Hydrological Services	2,376	2,304	2,444
Sutron India Operations	505	1,426	59
	-----	-----	-----
Totals	\$ 11,219	\$ 12,056	\$ 8,999
	=====	=====	=====

Gross Margin			
Hydromet Products	\$ 5,784	\$ 4,726	\$ 4,786
Integrated Systems	2,200	2,335	1,300
Hydrological Services	(402)	(90)	195
Sutron India Operations	67	380	154
	-----	-----	-----
Totals	\$ 7,649	\$ 7,351	\$ 6,435
	=====	=====	=====

17. EXPORT SALES

Export sales from the Company's operations at December 31, were as follow (in thousands):

	2007	2006	2005
	-----	-----	-----
Central and South America	\$ 580	\$ 1,269	\$ 1,238
Canada	717	645	750
Asia	3,187	4,527	1,363
Australia/New Zealand	--	--	47
Europe and other	800	441	438
Middle East	2,248	--	--
	-----	-----	-----
	\$ 7,532	\$ 6,882	\$ 3,836
	=====	=====	=====

18. LEGAL CONTINGENCIES

Various legal claims can arise from time to time in the normal course of business which, in the opinion of management, will have no material effect on the Company's financial statements. The Company has been named in a compensation claim under the Indian Anti-Trust Law that is pending before The Monopolies and Restrictive Trade Practices Commission in New Delhi, India. Management believes that the case is unsubstantiated and does not anticipate that any material losses will occur.

36

ITEM 8 - CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND

FINANCIAL DISCLOSURE

Not applicable.

ITEM 8A - CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management (with the participation of our Chief Executive Officer and Chief

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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 amended (the "Exchange Act")), as of December 31, 2007, the end of the fiscal period covered by this report on Form 10-KSB. The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act of 1934 reports are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, the chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

ITEM 8A(T). MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL ----- REPORTING -----

Management of Sutron Corporation is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Sutron's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes those written policies and procedures that:

- o pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of Sutron's assets;
- o provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America;
- o provide reasonable assurance that receipts and expenditures of Sutron are being made only in accordance with authorization of management and directors of Sutron; and
- o provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the consolidated financial statements.

Internal control over financial reporting includes the controls themselves, monitoring and internal auditing practices and actions taken to correct deficiencies as identified. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of Sutron's internal control over financial reporting as of December 31, 2007. Management based this assessment on criteria for effective internal control over financial reporting described in "Internal Control - Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of Sutron's internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Management reviewed the results of its assessment with the

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Audit Committee of our Board of Directors.

37

Based on this assessment, management determined that, as of December 31, 2007, Sutron maintained effective internal control over financial reporting.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this annual report.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2007 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 8B - OTHER INFORMATION

None

PART III

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS;

COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

The Board has adopted a Code of Conduct and Ethics that applies to Sutron's principal executive officer, principal financial officer and all other employees of the Company. This Code of Conduct and Ethics is posted on the Company's website at <http://www.sutron.com> on the investors' page. Any amendments to the Code of Ethics and waivers of the Code of Ethics for our principal executive, accounting or financial officers will be published on our website.

The remainder of information required for this Item is incorporated by reference to the Proxy Statement to be filed in connection with our 2008 Annual Meeting of Shareholders.

ITEM 10 - EXECUTIVE COMPENSATION

The information required for this Item is incorporated by reference to the Proxy Statement to be filed in connection with our 2008 Annual Meeting of Shareholders.

ITEM 11 - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required for this Item is incorporated by reference to the Proxy Statement to be filed in connection with our 2008 Annual Meeting of Shareholders.

ITEM 12 - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required for this Item is incorporated by reference to the Proxy Statement to be filed in connection with our 2008 Annual Meeting of

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Shareholders.

ITEM 13 - EXHIBITS

- 3(a) Copy of Articles of Incorporation of Sutron Corporation, received and approved December 30, 1975
- 3(b) Copy of Articles of Amendment to the Articles of Incorporation and Articles of Reduction of Stated Capital of Sutron Corporation received and approved September 7, 1983
- 3(c) By-Laws of the Registrant
- 3(d) Copy of Articles of Amendment to the Articles of Incorporation received and approved June 8, 1995
- 10.14 Stock Option Agreement between The Company and Andrew D. Lipman dated May 16, 2007 (filed herewith)

38

- 10.15 Stock Option Agreement between The Company and Robert F. Roberts, Jr. dated May 16, 2007 (filed herewith)
- 10.16 Loan Modification Agreement dated June 26, 2007 between Sutron Corporation and Branch Banking and Trust Company of Virginia, a North Carolina Banking Corporation
- 23.1 Consent of Thompson, Greenspon & Co., P.C.
- 31.1 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Chairman of the Board of Directors, President and Chief Executive Officer
- 31.2 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Chief Financial Officer and Treasurer
- 32 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

ITEM 14 - PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required for this Item is incorporated by reference to the Proxy Statement to be filed in connection with our 2008 Annual Meeting of Shareholders.

SIGNATURES

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

SUTRON CORPORATION

(REGISTRANT)

/s/ Raul S. McQuivey

Date: March 31, 2008

By: Raul S. McQuivey,
Chairman of the Board of Directors, President
and Chief Executive Officer

In accordance with the Securities Exchange Act, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

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/s/ Raul S. McQuivey

Date: March 31, 2008

By: Raul S. McQuivey,
Chairman of the Board of Directors, President
and Chief Executive Officer

/s/ Daniel W. Farrell

Date: March 31, 2008

By: Daniel W. Farrell, Director and Vice President

/s/ Andrew D. Lipman

Date: March 31, 2008

By: Andrew D. Lipman, Director

/s/ Leland R. Phipps

Date: March 31, 2008

By: Leland R. Phipps, Director

39

/s/ Robert F. Roberts, Jr.

Date: March 31, 2008

By: Robert F. Roberts, Jr., Director

/s/ Sidney C. Hooper

Date: March 31, 2008

By: Sidney C. Hooper, Chief Financial Officer
(Chief Financial and Accounting Officer)

40