

MECHANICAL TECHNOLOGY INC
Form 11-K
June 21, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 0-6890

Mechanical Technology Incorporated MTI Savings and Retirement Plan

(Title of Plan)

Mechanical Technology Incorporated

(Issuer of Securities)

431 New Karner Road

Albany, New York 12205

(Address of Principal Executive Office)

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REQUIRED INFORMATION

Mechanical Technology Incorporated MTI Savings and Retirement Plan (the "Plan") is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). Therefore, in lieu of the requirements of Items 1-3 of Form 11-K, the financial statements and schedules of the Plan for the fiscal years ended December 31, 2004 and 2003, which have been prepared in accordance with the financial reporting requirements of ERISA, are attached hereto as Item 4 and incorporated herein by this reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Mechanical Technology Incorporated
MTI Savings and Retirement Plan

By: Mechanical Technology
Incorporated, Plan Sponsor

DATE: June 21, 2005

By: /s/Cynthia A. Scheuer

Cynthia A. Scheuer
Vice President and Chief Financial
Officer, as Plan Sponsor

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Report of Independent Registered Public Accounting Firm

To

the Participants and Administrator of

Mechanical Technology Incorporated MTI

Savings and Retirement Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Mechanical Technology Incorporated MTI Savings and Retirement

Plan (the "Plan") at December 31, 2004 and 2003, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

s/PricewaterhouseCoopers
LLP

Albany, New York

June 17, 2005

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MECHANICAL TECHNOLOGY INCORPORATED

MTI SAVINGS AND RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2004 and December 31, 2003

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| | DECEMBER 31, | |
|---|---------------------|---------------------|
| | <u>2004</u> | <u>2003</u> |
| ASSETS | | |
| Investments in common collective fund, at fair value | \$4,017,012 | \$ 4,150,434 |
| Investments in MTI unitized stock fund, at fair value | 388,846 | 420,888 |
| Investments in registered investment companies, at fair value | 7,095,752 | 5,760,924 |
| Participant notes receivable | <u>18,198</u> | <u>777</u> |
| Total investments | 11,519,808 | 10,333,023 |
| Other receivable | = | <u>450</u> |
| Total assets | <u>11,519,808</u> | <u>10,333,473</u> |
| LIABILITIES | | |
| Administrative fees | <u>1,824</u> | <u>1,708</u> |
| Total liabilities | <u>1,824</u> | <u>1,708</u> |
| NET ASSETS AVAILABLE FOR BENEFITS | <u>\$11,517,984</u> | <u>\$10,331,765</u> |

The accompanying notes are an integral part of the financial statements.

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MECHANICAL TECHNOLOGY INCORPORATED

MTI SAVINGS AND RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2004 and December 31, 2003

DECEMBER 31,

2004

2003

Additions to net assets attributed to:

Investment income:

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| | | |
|---|----------------------|----------------------|
| Interest | \$ 264,473 | \$ 246,828 |
| Net appreciation in fair value of MTI unitized stock fund | 50,342 | 324,112 |
| Net depreciation in fair value of common collective fund | (269) | (19) |
| Net appreciation in fair value of registered investment companies | <u>605,783</u> | <u>971,011</u> |
| Net investment income | <u>920,329</u> | <u>1,541,932</u> |
| Contributions: | | |
| Employer | 240,375 | 186,383 |
| Participant | 533,846 | 426,498 |
| Rollovers | <u>55,464</u> | <u>12,180</u> |
| Total contributions | <u>829,685</u> | <u>625,061</u> |
| Deductions from net assets attributed to: | | |
| Benefits paid to participants | 556,723 | 707,018 |
| Administrative fees | <u>7,072</u> | <u>6,728</u> |
| Total deductions | <u>563,795</u> | <u>713,746</u> |
| Net increase | <u>1,186,219</u> | <u>1,453,247</u> |
| Net assets available for benefits: | | |
| Beginning of year | <u>10,331,765</u> | <u>8,878,518</u> |
| End of year | <u>\$ 11,517,984</u> | <u>\$ 10,331,765</u> |

The accompanying notes are an integral part of the financial statements.

MECHANICAL TECHNOLOGY INCORPORATED

MTI SAVINGS AND RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following brief description of the Mechanical Technology Incorporated MTI Savings and Retirement Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for more complete information.

A. General

The Plan is a defined contribution plan covering substantially all employees of Mechanical Technology Incorporated ("Plan Sponsor") and subsidiaries. Employees are eligible to participate in the Plan after completing 6 months of service and attaining the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

B. Contributions

Participant contributions:

The Plan permits pre-tax (basic) participant contributions through compensation deferrals from 1% to 15% not to exceed the maximum contribution permitted by the Internal Revenue Code. Such contributions are excluded from the participant's taxable income for federal income tax purposes until received as a withdrawal or distribution from the Plan. Participants may also elect to make after-tax (voluntary) contributions to the Plan not exceeding 9% of compensation. Participants who are 50 years or older may elect to defer additional amounts called "catch-up" contributions. The additional amounts may be deferred regardless of any other limitations on the amount that may be deferred under the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

Plan Sponsor contributions:

The Plan Sponsor matches, on a discretionary basis, as defined in the Plan agreement, participant basic contributions. Matching contributions were 4% of credited compensation during the years ended December 31, 2004 and 2003.

The Plan Sponsor may also make additional discretionary profit sharing contributions for the benefit of plan participants employed on the last day of the Plan's fiscal year. Profit sharing contributions, if any, are allocated to plan participants based on the ratio of participant compensation to the total compensation of all eligible plan participants for the plan year. No profit sharing contributions were made during the years ended December 31, 2004 and 2003.

C. Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Plan Sponsor's contribution and, (b) Plan earnings, and may be charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

D. Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. A participant is fully vested in the Plan Sponsor discretionary matching and profit sharing contribution portions of their accounts plus actual earnings thereon upon the earliest of completing four years of credited service; the event of death; disability; retirement; or the Plan Sponsor terminating or freezing the Plan. A participant's vested percentage in their account related to these discretionary contributions is based on credited service, as defined in the Plan agreement. A participant vests 25% after the completion of each year of credited service.

E. Investment Options

Participants may direct the investment of contributions in multiples of 5% in any of the investment options identified below, as selected by the Plan's trustees. Changes to the investment fund designations may be made daily through the Plan's recordkeeper. Each fund's investment strategy is subject to change and future performance cannot be guaranteed.

Number of Participants

Invested in the Funds

Investment Options Available

as of December 31,
2004

| | |
|---|-----|
| • MTI Unitized Stock Fund | 24 |
| • MFS Emerging Growth Fund | 58 |
| • MFS Total Return Fund | 69 |
| • MFS Bond Fund | 48 |
| • MFS Fixed Fund | 103 |
| • MFS Massachusetts Investors Trust Fund | 49 |
| • MFS Government Limited Maturity Fund | 13 |
| • MFS International New Discovery Fund | 45 |
| • MFS Mid-Cap Growth Fund | 28 |
| • MFS Value Fund | 30 |
| • American Funds Growth Fund of America A | 98 |
| • American Funds New Perspective A | 59 |
| • MFS Conservative Allocation Fund | 4 |

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| | |
|---|----|
| • MFS Moderate Allocation Fund | 9 |
| • MFS Growth Allocation Fund | 8 |
| • MFS Aggressive Growth Allocation Fund | 10 |
| • Columbia Mid Cap Value A Fund | 14 |
| • RS Partners Fund | 27 |
| • Lord Abbett Mid Cap Value P Fund | 6 |
| • Delaware Small Cap Value A Fund | 1 |

MTI Unitized Stock Fund

The fund is a unitized fund which invests in Mechanical Technology Incorporated common stock and maintains a portion of the fund in money market investments.

MFS Emerging Growth Fund

The fund's investment objective is long-term growth of capital. The fund invests primarily in emerging growth companies (with an emphasis on small-cap companies) that display the potential to become major enterprises or are major enterprises whose rates of earnings growth are expected to accelerate. The fund invests, under normal market conditions, at least 65% of its net assets in common stocks and related securities, such as preferred stocks, convertible securities and depositary receipts for those securities, of emerging growth companies. The fund may also invest up to 20% of its assets in foreign securities (including emerging market securities) through which it may have exposure to foreign currencies.

MECHANICAL TECHNOLOGY INCORPORATED

MTI SAVINGS & RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

MFS Total Return Fund

The fund's main investment objective is to provide above-average income consistent with the prudent employment of capital, with a secondary objective to provide reasonable opportunity for growth of capital and income. The fund is a balanced fund and invests in a combination of equity and fixed income securities. Under normal market conditions, the fund maintains 40% to 75% of its net assets in common stocks and related securities, such as preferred stock, bonds, warrants or rights convertible into stock and depository receipts for those securities and maintains at least 25% of its net assets in non-convertible fixed income securities.

MFS Bond Fund

The fund's main investment objective is to provide as high a level of current income as is believed to be consistent with prudent investment risk, with a secondary objective to protect shareholder capital. The fund invests, under normal market conditions, at least 80% of its net assets in fixed income securities, such as Corporate bonds, U.S. Government securities and mortgage-backed and asset-backed securities. While the fund may purchase corporate bonds which have been assigned lower credit ratings, it focuses on investment grade bonds. The fund may also invest in foreign, emerging markets and derivative securities.

MFS Fixed Fund

This fund is a stable value open-end collective investment trust whose investment objective is to earn a current income stream that is relatively consistent over time, while preserving capital through a broadly diversified high quality portfolio.

The fund strives to maintain a stable \$1 unit value and has the potential for higher income than a money market fund by investing in a diversified portfolio of bonds. The purpose of the trust is to provide for the collective investment of assets of participating tax qualified pension and profit sharing plans and related trusts, and governmental plans (or the assets of a governmental unit used to satisfy its obligations under a governmental plan) in guaranteed investment contracts and in cash or other readily marketable assets in accordance with the investing criteria established by the Declaration of Trust.

MFS Massachusetts Investors Trust Fund

The fund's investment objective is to seek long-term growth of capital, with a secondary objective to seek reasonable current income. The fund invests, under normal market conditions, at least 65% of its net assets in common stocks and related securities, such as preferred stock, convertible securities and depository receipts. The fund generally focuses on companies with larger market capitalizations that its investment advisor believes have sustainable growth prospects and attractive valuations based on current and expected earnings or cash flow. The fund may also invest in foreign securities through which it may have exposure to foreign currencies.

MFS Government Limited Maturity Fund

The fund's investment objective is to preserve capital and provide high current income. The fund invests, under normal market conditions, at least 80% of its net assets in U.S. Government securities that have limited maturities of five or fewer years. These securities include: U.S. Treasury obligations and mortgage-backed securities guaranteed by the Government National Mortgage Association. The fund also may invest up to 20% of its net assets in privately issued mortgage securities rated in one of the two highest rating categories by a nationally recognized credit rating agency. The fund has engaged and may engage in active and frequent trading to achieve its principal investment strategies.

MFS International New Discovery Fund

The fund's investment objective is to seek capital appreciation. The fund invests, under normal market conditions, at least 65% of its net assets in common stocks and related securities, such as preferred stock, convertible securities and depositary receipts, of foreign (including emerging market) issuers. The fund may invest in companies of any size, and will generally focus on equity securities issued by foreign companies with small and mid market capitalizations that the fund's investment adviser believes are early in their life cycle but have the potential to become major enterprises. The fund's investments may also include securities issued in initial public offerings and securities traded in over-the-counter markets. Under normal market conditions, the fund invests in at least three different countries.

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MECHANICAL TECHNOLOGY INCORPORATED

MTI SAVINGS & RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

MFS Mid-Cap Growth Fund

The fund's investment objective is to seek long-term growth of capital. The fund invests, under normal market conditions, at least 80% of its net assets in common stocks and related securities, such as preferred stocks, convertible securities and depositary receipts for those securities, of companies with medium market capitalizations that fall within the range of the Russell Midcap Growth Index which the fund's investment adviser believes have reasonable valuations and above-average growth potential. The fund's investments may include securities issued in initial public offerings and securities listed on a securities exchange or traded in the over-the-counter markets. The fund may invest in foreign securities (including emerging market securities) through which it may have exposure to foreign currencies. The fund has engaged and may engage in active and frequent trading to achieve its principal investment policies.

MFS Value Fund

The fund's investment objective is to seek capital appreciation and reasonable income. The fund normally invests at least 65% of its net assets in income producing equity securities which the investment adviser believes are undervalued in the market relative to their long term potential. Equity securities include common stocks and related securities, such as preferred stocks, convertible securities and depositary receipts for those securities. The fund seeks to achieve a gross yield that exceeds that of the S&P 500.

American Funds Growth Fund of America A

The fund's investment objective is to seek capital growth by investing primarily in common stocks of companies that appear to offer superior opportunities for growth of capital. The fund normally invests at least 65% of assets in common stocks and convertible securities. It may invest in a wide range of companies, including growing and profitable companies, turnaround situations, and unseasoned companies. The fund may invest up to 15% of assets in foreign securities. It may also invest up to 10% of assets in debt securities rated below investment grade.

American Funds New Perspective A

The fund's primary objective is to provide long-term growth of capital and the potential for income is a secondary consideration. The fund invests primarily in common stocks of foreign and U.S. companies. The fund focuses on

opportunities generated by changing global trade patterns and economic and political relationships. It then searches for companies that may benefit from the new opportunities created by such changes. The fund may also hold cash or money market instruments.

MFS Conservative Allocation Fund

The fund's investment objective is to seek a high level of total return consistent with a conservative level of risk relative to the other MFS asset allocation funds. The fund invests in stocks, bonds, and cash with smaller positions in stocks than moderate-allocation funds. The fund's target asset class allocations consist of 35% U.S. stocks, 50% bonds, 10% cash, and 5% international stocks.

MFS Moderate Allocation Fund

The fund's investment objective is to seek a high level of total return consistent with a moderate level of risk relative to the other MFS asset allocation funds. The fund implements its allocation by investing in a mix of underlying funds. The fund's target asset class allocations consist of 50% U.S. stocks, 35% bonds, 5% cash, and 10% international stocks.

MFS Growth Allocation Fund

The fund's investment objective is to seek a high level of total return consistent with a greater than moderate level of risk relative to the other MFS asset allocation funds. The fund implements its allocation by investing in a mix of underlying funds. The fund's target asset class allocations consist of 60% U.S. stocks, 20% bonds, and 20% international stocks.

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MECHANICAL TECHNOLOGY INCORPORATED

MTI SAVINGS & RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

MFS Aggressive Growth Allocation Fund

The fund's investment objective is to seek a high level of total return consistent with an aggressive level of risk relative to the other MFS asset allocation funds. The fund implements its allocation by investing in a mix of underlying funds. The fund's target asset class allocations consist of 80% U.S. stocks and 20% international stocks.

Columbia Mid Cap Value A Fund

The fund's primary objective is to provide long-term growth of capital by investing, under normal market conditions, at least 80% of its net assets in middle capitalization stocks. These are stocks of mid-sized companies that have market capitalizations similar in size to those companies in the Russell Midcap Value Index. The advisor may determine that adverse market conditions make it desirable to suspend temporarily the fund's normal investment activities. During such times, the fund may, but is not required to, invest in cash or high quality, short-term debt securities, without limit.

RS Partners Fund

The fund's primary objective is to provide long-term growth of capital by investing in equity securities primarily of companies with market capitalizations of up to \$3 billion. The fund focuses on larger, more liquid small-cap companies that have good balance sheets and visible near-term cash flows. The fund may invest most or all of its assets in securities of U.S. companies, but may also invest any portion of its assets in foreign securities.

Lord Abbett Mid Cap Value P Fund

The fund's primary objective is to provide capital appreciation through investments, primarily in equity securities, which are believed to be undervalued in the marketplace. The fund normally invests at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in equity securities of mid-sized companies. Equity securities in which the fund may invest include common stocks, convertible bonds, preferred stocks, warrants and similar instruments.

Delaware Small Cap Value A Fund

The fund's primary objective is to provide capital appreciation. The fund normally invests at least 80% of its net assets in investments of small capitalization companies; those companies having market capitalizations generally less than \$2 billion at the time of purchase. The focus of the fund will be on value stocks, defined as stocks whose price is historically low based on a given financial measure such as profit, book value or cash flow.

• *Participant notes receivable*

Plan participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. Loan transactions are treated as a transfer to (from) the investment funds from (to) the participant notes fund. Loan terms range from 1 to 5 years. The loans are collateralized by the balance in the participant's account and bear interest at the Prime interest rate plus 2 percent on the date the loan is made. The interest rates on outstanding loans at December 31, 2004 were 6-10.5 percent and at December 31, 2003 was 10.5 percent. Principal and interest is paid ratably through weekly payroll deductions.

• *Payment of benefits*

Normal retirement age is 65. The Plan permits early retirement at age 55 with five years of service. Upon retirement, disability or death, a participant or beneficiary may elect to receive his or her vested individual account balance of more than \$5,000 in the form of an annuity, a lump-sum payment or monthly installments over the recipient's life expectancy, not exceeding ten years. A participant or beneficiary with a vested individual account balance under \$5,000 will receive a lump-sum payment.

A terminated participant is entitled to a lump-sum payment of the vested interest in his or her account. A terminated participant with less than four years of credited service forfeits the right to receive a portion of the accumulated benefit attributable to Plan Sponsor contributions.

MTI SAVINGS & RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

H. Forfeited Accounts

At December 31, 2004 and 2003, forfeited non-vested accounts totaling \$7,414 and \$10,987, respectively, were available to the Plan Sponsor. Forfeited non-vested accounts will be and have been used to first pay Plan administrative expenses, then to reduce future employer contributions. Plan administrative expenses paid from the forfeiture account totaled \$6,358 and \$7,120 in 2004 and 2003, respectively.

-

• *Plan Administrative Costs*

The Plan Sponsor pays both the annual trustee fees and annual audit fees of the Plan.

2. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of preparation

The financial statements of the Plan are prepared on the accrual basis of accounting.

B. 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, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

C. Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, fixed income securities, mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participant's account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

D. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Investments in the common collective fund are stated at estimated fair values, which have been determined based on the unit value of the fund. Investments in the MTI unitized stock fund are stated at fair value based upon the closing sales price of Common Stock reported on recognized securities exchanges on the last business day of the year. Investments in registered investment companies are valued at quoted market prices, which represent the net asset value of shares, or units held by the Plan at year-end. Participant notes receivable are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Gains or losses on sales of securities are based on average cost. Interest income is recorded on the accrual basis.

The Plan presents in the Statements of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses (computed on average cost) and the unrealized appreciation (depreciation) on those investments.

E. Payments of Benefits

Benefits are recorded when paid.

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MECHANICAL TECHNOLOGY INCORPORATED

MTI SAVINGS & RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

3. INVESTMENTS

The Plan's investments are held by an investment company. The following tables present the fair values of investments.

| | December 31, 2004 | | | |
|--|----------------------------|--|---------------------|--------------------------|
| | Number <u>of Shares</u> | Net Asset Value <u>Per Share</u> | - <u>Cost</u> | - <u>Fair Value</u> |
| Common Collective Fund: | | | | |
| MFS Fixed Fund | 4,017,012 | \$ 1.00 | <u>\$ 4,017,012</u> | <u>\$ 4,017,012</u> * |
| Investments at Fair Value as Determined | | | | |
| by Quoted Market Prices: | | | | |
| MTI Unitized Stock Fund | 28,543 | \$ 13.62 | <u>\$ 193,604</u> | <u>\$ 388,846</u> |
| | | | | |

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| | | | | |
|---|--------|----------|---------------------|---------------------|
| Registered Investment Companies: | | | | |
| MFS Emerging Growth Fund | 39,411 | \$ 31.96 | \$ 1,180,027 | \$ 1,259,576* |
| MFS Total Return Fund | 63,629 | 16.00 | 914,119 | 1,018,061* |
| MFS Bond Fund | 27,752 | 13.16 | 348,780 | 365,219 |
| MFS Massachusetts Investors Trust Fund | 41,419 | 17.26 | 647,700 | 714,888* |
| MFS Government Limited Maturity Fund | 11,131 | 7.97 | 92,497 | 88,715 |
| MFS International New Discovery Fund | 16,661 | 21.34 | 281,056 | 355,535 |
| MFS Mid-Cap Growth Fund | 20,931 | 8.94 | 163,566 | 187,121 |
| MFS Value Fund | 12,502 | 23.14 | 243,032 | 289,301 |
| American Funds Growth Fund of America A | 60,280 | 27.38 | 1,491,375 | 1,650,459* |
| American Funds New Perspective A | 19,385 | 27.72 | 472,830 | 537,361 |
| MFS Conservative Allocation Fund | 2,893 | 11.39 | 31,922 | 32,948 |
| MFS Moderate Allocation Fund | 3,197 | 12.30 | 37,176 | 39,328 |
| MFS Growth Allocation Fund | 11,084 | 13.10 | 125,913 | 145,197 |
| MFS Aggressive Growth Allocation Fund | 5,870 | 13.44 | 71,684 | 78,897 |
| Columbia Mid Cap Value A Fund | 2,661 | 26.47 | 65,829 | 70,448 |
| RS Partners Fund | 5,427 | 34.77 | 159,807 | 188,710 |
| Lord Abbett Mid Cap Value P Fund | 3,324 | 22.22 | 74,109 | 73,865 |
| Delaware Small Cap Value A Fund | 3 | 36.09 | <u>127</u> | <u>123</u> |
| | | | \$ <u>6,401,549</u> | \$ <u>7,095,752</u> |

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| | | | | |
|--------------------------------------|--|--|----------------------|----------------------|
| Investments at Estimated Fair Value: | | | | |
| Participant Notes Receivable | | | \$ <u>18,198</u> | \$ <u>18,198</u> |
| Total | | | \$ <u>10,630,363</u> | \$ <u>11,519,808</u> |

* - Investments that represent 5 percent or more of total plan assets.

Year Ended

Net appreciation in fair value of investments: December 31, 2004

Investments at fair value as determined

by quoted market prices:

| | |
|---------------------------------|-------------------|
| MTI unitized stock fund | \$ 50,342 |
| Common collective fund | (269) |
| Registered investment companies | <u>605,783</u> |
| | \$ <u>655,856</u> |

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MECHANICAL TECHNOLOGY INCORPORATED

MTI SAVINGS & RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

The Plan's investments are held by an investment company. The following tables present the fair values of investments.

| | | | | |
|--|----------------------------|--|------------------|------------------------|
| | December 31, 2003 | | | |
| | Number <u>of Shares</u> | Net Asset Value <u>Per Share</u> | - <u>Cost</u> | - <u>Fair Value</u> |

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| | | | | |
|---|-----------|----------|---------------------|--------------------------|
| Common Collective Fund: | | | | |
| | | | | |
| MFS Fixed Fund | 4,150,434 | \$ 1.00 | <u>\$ 4,150,318</u> | <u>\$ 4,150,434</u> * |
| | | | | |
| Investments at Fair Value as Determined | | | | |
| by Quoted Market Prices: | | | | |
| MTI Unitized Stock Fund | 34,373 | \$ 12.24 | <u>\$ 224,744</u> | <u>\$ 420,888</u> |
| | | | | |
| Registered Investment Companies: | | | | |
| MFS Global Growth Fund | 19,594 | \$ 16.99 | \$ 294,053 | \$ 332,902 |
| MFS Emerging Growth Fund | 43,770 | 28.27 | 1,323,828 | 1,237,383* |
| MFS Total Return Fund | 61,862 | 15.10 | 873,516 | 934,124* |
| MFS Bond Fund | 31,021 | 13.10 | 387,119 | 406,370 |
| Massachusetts Investors Growth Stock Fund | 114,515 | 11.32 | 1,409,707 | 1,296,313* |
| MFS Massachusetts Investors Trust Fund | 42,060 | 15.62 | 659,237 | 656,980* |
| MFS Government Limited Maturity Fund | 10,906 | 8.19 | 91,884 | 89,321 |
| MFS International New Discovery Fund | 8,938 | 18.10 | 127,045 | 161,780 |
| MFS Mid-Cap Growth Fund | 11,391 | 7.81 | 83,797 | 88,960 |
| MFS Value Fund | 6,787 | 20.34 | 123,159 | 138,050 |
| American Funds Growth Fund of America A | 7,442 | 24.54 | 162,115 | 182,616 |
| American Funds New Perspective A | 3,715 | 24.49 | 79,067 | 90,986 |

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| | | | | |
|---------------------------------------|-------|-------|---------------------|---------------------|
| MFS Conservative Allocation Fund | 245 | 10.82 | 2,546 | 2,646 |
| MFS Moderate Allocation Fund | 249 | 11.31 | 2,655 | 2,820 |
| MFS Growth Allocation Fund | 7,842 | 11.69 | 86,089 | 91,673 |
| MFS Aggressive Growth Allocation Fund | 151 | 11.79 | 1,696 | 1,775 |
| Columbia Mid Cap Value A Fund | 248 | 23.92 | 5,261 | 5,929 |
| RS Partners Fund | 1,455 | 27.70 | <u>37,392</u> | <u>40,296</u> |
| | | | <u>\$ 5,750,166</u> | <u>\$ 5,760,924</u> |
| Investments at Estimated Fair Value: | | | | |
| Participant Notes Receivable | | | <u>\$ 777</u> | <u>\$ 777</u> |
| Total | | | <u>\$10,126,005</u> | <u>\$10,333,023</u> |

* - Investments that represent 5 percent or more of total plan assets.

Year Ended

Net appreciation in fair value of investments: December 31, 2003

Investments at fair value as determined

by quoted market prices:

MTI unitized stock fund \$ 324,112

Common collective fund (19)

Registered investment companies 971,011

\$ 1,295,104

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MECHANICAL TECHNOLOGY INCORPORATED

MTI SAVINGS & RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

4. PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

5. INCOME TAX STATUS

The Plan Sponsor adopted a Prototype Non standardized Profit Sharing Plan with a Cash or Deferred Arrangement through MFS Retirement Services Inc. ("MFS") which received a favorable opinion letter from the Internal Revenue Service on April 23, 2002 which stated that the Plan is designed in accordance with Section 401(a) of the Internal Revenue Code and, therefore, is exempt from taxation. This letter considers the changes in qualifications requirements made by the Uruguay Round Agreements Act ("GATT"), Pub. L. 103-465, the Small Business Job Protection Act of 1996, Pub. L. 104-188, the Uniformed Services Employment and Reemployment Rights Act of 1994, Pub. L. 103-353, the Taxpayer Relief Act of 1997, Pub. L. 105-34, the Internal Revenue Service Restructuring and Reform Act of 1998, Pub. L. 105-206 and the Community Renewal Tax Relief Act of 2000, Pub. L. 106-554. These laws are referred to collectively as ("GUST").

7. AMENDMENT TO PLAN

Effective April 30, 2003, the Plan was amended and restated to reflect required changes for GUST and the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA").

3. RELATED PARTY TRANSACTIONS

The Plan invests in shares of mutual funds managed by MFS, who also serves as the custodian for the investments held by the Plan. The Plan also invests in shares of the Plan Sponsor. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

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MECHANICAL TECHNOLOGY INCORPORATED

MTI SAVINGS & RETIREMENT PLAN

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost (1) | (e) Current value |
|-----|---|---|---------------------|----------------------|
|-----|---|---|---------------------|----------------------|

| | | | | |
|---|-----|------------|--|--------------|
| * | MFS | Fixed Fund | | \$ 4,017,012 |
|---|-----|------------|--|--------------|

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| | | | |
|---|--|------------------------------------|----------------------|
| * | Mechanical Technology Incorporated | Unitized Stock Fund | 388,846 |
| * | MFS | Emerging Growth Fund | 1,259,576 |
| * | MFS | Total Return Fund | 1,018,061 |
| * | MFS | Bond Fund | 365,219 |
| * | MFS | Massachusetts Investors Trust Fund | 714,888 |
| * | MFS | Government Limited Maturity Fund | 88,715 |
| * | MFS | International New Discovery Fund | 355,535 |
| * | MFS | Mid-Cap Growth Fund | 187,121 |
| * | MFS | Value Fund | 289,301 |
| * | MFS | Conservative Allocation Fund | 32,948 |
| * | MFS | Moderate Allocation Fund | 39,328 |
| * | MFS | Growth Allocation Fund | 145,197 |
| * | MFS | Aggressive Growth Allocation Fund | 78,897 |
| | American Funds | Growth Fund of America A | 1,650,459 |
| | American Funds | New Perspective A | 537,361 |
| | Columbia Funds | Columbia Mid Cap Value A Fund | 70,448 |
| | RS Investments | RS Partners Fund | 188,710 |
| | Lord Abbett | Mid Cap Value P Fund | 73,865 |
| | Delaware | Small Cap Value A Fund | 123 |
| | Participant Notes | 6-10.50% | <u>18,198</u> |
| | Total investments | | \$ <u>11,519,808</u> |

* Represents party-in-interest to the Plan.

(1) Column (d) has been omitted, as the Plan is 100% participant directed.