SECURITIES & EXCHANGE COMMISSION EDGAR FILING

PREMIER HOLDING CORP.

Form: 10-Q

Date Filed: 2013-11-18

Corporate Issuer CIK:	1030916
SIC Code:	3531

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

T QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

OR

£ TRANSITION REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___________ to _____________

PREMIER HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

Nevada	000-53824	88-0344135
(State or other jurisdiction of incorporation or organization)	(Commission file no.)	(I.R.S. Employee Identification No.)

1382 Valencia, Unit F, Tustin, CA 92780
(Address of principal executive offices) (Zip Code)

949-260-8070
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") during the past 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 T No £

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Check one:

Large accelerated filer £	Accelerated filer £
Non-accelerated filer £ (Do not check if a smaller reporting company)	Smaller reporting company T

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

The number of shares of Common Stock of the registrant outstanding as of November 18, 2013 was 137,783,063.

Table of Contents

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

PREMIER HOLDING CORPORATION
Condensed Consolidated Balance Sheets

	(Unaudited) September 30, 2013	(Audited) December 31, 2012
Assets		
Current assets:		
Cash	$ 350,218	$ 44,311
Accounts receivable	593,461	–
Prepaid expenses	8,004	15,467
Total current assets	951,683	59,778
Notes receivable	869,000	–
Vehicles, net	19,271	–
Intangible assets, net	218,519	269,980
Goodwill	4,478,497	138,000
Other assets	12,500	52,500
Total Assets	$ 6,549,471	$ 520,258
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 298,557	$ 42,746
Accrued commissions	231,357	–
Related party payable	102,459	120,098
Liabilities of discontinued operations	–	116,138
Total current liabilities	632,373	278,982
Stockholders' Equity:		
Common Stock, 450,000,000 shares authorized, par value $.0001, 133,271,858 and 55,794,549, respectively, issued and outstanding as of September 30, 2013, and December 31, 2012 respectively	13,335	5,580
Common Stock Payable	–	210,000
Additional Paid-in-Capital	17,551,066	9,167,625
Accumulated deficit	(11,564,169)	(9,141,928)
Total Premier Holding Corporation's Equity	6,000,233	241,276
Non-controlling interest	(83,135)	–
Total Stockholder's Equity	5,917,098	241,276
Total Liabilities and Stockholders' Equity	$ 6,549,471	$ 520,258

See accompanying notes to condensed consolidated financial statements

PREMIER HOLDING CORPORATION

Unaudited Condensed Consolidated Statements of Operations

For the three and nine months ended September 30, 2013 and 2012

	Three months ended September 30, 2013	Three months ended September 30, 2012	Nine months ended September 30, 2013	Nine months ended September 30, 2012
Revenues	$ 651,740	$ –	$ 1,437,746	$ 81,019
Cost of Sales	32,295	(4,373)	33,786	44,789
Gross Profit	619,445	4,373	1,403,960	36,230
Operating expenses:				
Selling, general and administrative	3,291,797	476,402	4,934,351	2,150,443
Total operating expenses	3,291,797	476,402	4,934,351	2,150,443
Operating loss	(2,672,352)	(480,775)	(3,530,391)	(2,114,213)
Other expense:				
Interest expense	–	(654)	–	(2,008)
Total other expense	–	(654)	–	(2,008)
Loss before income taxes, non-controlling interest, and discontinued operations	(2,672,352)	(481,429)	(3,530,391)	(2,116,221)
Income taxes	–	–	–	–
Loss before non-controlling interest and discontinued operations	(2,672,352)	(481,429)	(3,530,391)	(2,116,221)
Net loss attributable to non-controlling interest	169,253	–	123,011	–
Income from discontinued operations	–	–	985,138	–
Net loss attributable to Premier Holding Corporation	$ (2,503,097)	$ (481,429)	$ (2,422,241)	$ (2,116,221)
Net Loss Attributable to Premier Holding Corporation per share - basic and diluted				
Loss attributable to continuing operation	$ (2,503,097)	$ (481,429)	$ (3,407,379)	$ (2,116,221)
Net loss per common share — basic and diluted	$ (0.02)	$ (0.01)	$ (0.04)	$ (0.05)
Net Loss Attributable to Premier Holding Corporation per share - basic and diluted				
Net income from discontinued operations	–	–	$ 985,138	–
Net income (Loss) per common share from discontinued operations — basic and diluted	–	–	$ 0.01	–
Weighted average number of common shares outstanding during the period	122,502,376	48,878,175	103,449,884	46,481,441

See accompanying notes to condensed consolidated financial statements

PREMIER HOLDING CORPORATION

Unaudited condensed Consolidated Statements of Cash Flows

For the nine months ended September 30, 2013 and 2012

	For the nine months ended September 30, 2013	2012
Operating Activities:		
Net loss attributable to Premier Holding Corporation	$ (2,422,241)	$ (2,116,221)
Gain on disposal of subsidiary, net	(985,138)	–
Net loss attributable to continuing operations:	(3,407,379)	(2,116,221)
Adjustments to reconcile net loss to cash used in operations:		
Share based payments issued for services	1,168,548	701,515
Amortization and depreciation expense	52,126	12,537
Imputed Interest expense	–	298
Loss attributable to non-controlling interest of consolidated subsidiary	(123,011)	–
Change in operating assets and liabilities:		
Inventory	–	(16,837)
Accounts receivable	(290,691)	–
Prepaid expenses	7,463	(62,012)
Other assets	40,000	–
Accounts payable	453,665	121,384
Accrued expenses	–	23,260
Net cash used in operating activities	(2,099,278)	(1,336,076)
Investing activities:		
Purchase of vehicle	(19,935)	–
Cash paid for acquisition of Active ES	–	(30,000)
Net cash used in investing activities	(19,935)	(30,000)
Financing activities:		
Advance from related party payable	–	85,117
Proceeds from issuance of common stock	2,435,120	1,025,275
Payments to notes payable	(10,000)	(1,570)
Net cash provided by financing activities	2,425,120	1,108,822
Net increase (decrease) in cash	305,907	(257,254)
Cash at beginning of period	44,311	259,948
Cash at end of period	$ 350,218	$ 2,694
Supplemental Schedule of Non-Cash Investing and Financing Activities		
Common stock issued for acquired assets	$ 4,500,000	$ –
Note receivable related to sale of subsidiary	$ 869,000	$ –
Supplemental Cash flow Information		
Interest Paid	$ –	$ –
Income taxes paid	$ –	$ –

See accompanying notes to condensed consolidated financial statements

NOTE 1 – DESCRIPTION OF BUSINESS

Premier Holding Corporation (“Premier”) is devoting substantially all of its efforts to establishing energy services companies. Premier was organized under the laws of the State of Nevada on October 18, 1971 under the name of Mr. Nevada, Inc. On November 13, 2008, Premier filed a Certificate of Amendment to Articles of Incorporation with the State of Nevada Secretary of State to change its name from OVM International Holding Corporation to Premier Holding Corporation. These businesses, which were started during 2012, are primarily focused on providing small and large-scale commercial companies with energy solutions to reduce the costs of utilities through consultations as well as product sales to complete those installations via shipment from inventory on hand to the customer site. Premier is organized with a holding company structure such that Premier provides financial and management expertise, which includes access to capital, financing, legal, insurance, mergers, acquisitions, joint ventures and management strategies.

Premier’s wholly owned subsidiary Energy Efficiency Experts (“E3”) is a U.S. energy service company based in the Orange County area of California offering energy efficiency products and services to commercial middle market companies,Fortune 500 brands, developers and management companies of large scale residential developments as well as the general public so long as the product and the solutions fit the market segment.. E^3’s business is focused as an integrator of clean technology solutions in the U.S., with strategic expansion plans in Latin America, Asia and Europe. E^3’s core business expects to deliver green solutions, branded specifically as E^3, which include best-of-class alternative energy technology portfolio, and energy reduction technologies in smart lighting controls, LED lighting, battery storage power plants, energy and power control management systems, and other clean technologies specific to its market.

On February 28, 2013, Premier acquired an 80% interest in The Power Company USA, LLC (“TPC”) for 30,000,000 shares of Premier’s common stock valued at $4,500,000. TPC is based is a deregulated power broker which was originally formed as an Illinois limited liability company on November 29, 2010. TPC brokers power to both residential and commercial users in the 12 states that allow the distribution of deregulated power.

Interim Condensed Consolidated Financial Statements

These unaudited condensed consolidated financial statements as of and for the three and nine months ended September 30, 2013 reflect all adjustments which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows for the period presented in accordance with the accounting principles generally accepted in the United States of America. All adjustments are of a normal recurring nature.

These interim condensed consolidated financial statements should be read in conjunction with the Company’s condensed consolidated financial statements and notes thereto for the years ended December 31, 2012 and 2011 included in the Company’s Form 10-K filed with the United States Securities and Exchange Commission on April 22, 2013. The Company assumes that the users of the interim financial information herein have read, or have access to, the audited financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The consolidated results of operations for the nine month period ended September 30, 2013 are not necessarily indicative of results for the entire year ending December 31, 2013.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("U.S. GAAP").

Principles of Consolidation

The unaudited condensed consolidated financial statements include the accounts of E3. and the accounts of THE POWER COMPANY USA, LLC as of and for the nine months ended September 30, 2013. All significant intercompany transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the unaudited condensed consolidated 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 disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include short-term cash investments that have an initial maturity of 90 days or less. The Company had no cash equivalents as of September 30, 2013 and December 31, 2012.

Revenue Recognition

The Company's wholly owned Energy Efficiency Experts, Inc. and The Power Company USA, LLC. offer renewable energy production and energy efficiency products and services to both commercial middle market companies as well as residential customers. In accordance with the requirements of ASC 605-10-599, the Company recognizes revenue when (1) persuasive evidence of an arrangement exists (contracts); (2) delivery has occurred; (3) the seller's price is fixed or determinable (per the customer's contract); and (4) collectability is reasonably assured (based upon our credit policy). When consultations are provided to customers, the revenue is recognized at the completion of the service when collectability is reasonably assured. For products sold to customers revenue is recognized when title has passed to the customer and collectability is reasonably assured; and no further efforts are required. When contracts provide services over long periods of time, the revenue is deferred and recognized over the service term of the contract.

Accounts Receivable

All accounts receivable are due thirty (30) days from the date billed. If the funds are not received within thirty (30) days the customer is contacted to arrange payment. The Company uses the allowance method to account for uncollectable accounts receivable. All accounts were considered collectible as of September 30, 2013 and no allowance for bad debts was considered necessary.

Non-controlling Interest

Non-controlling interests in our subsidiary is recorded as a component of our equity, separate from the parent's equity. Purchase or sales of equity interests that do not result in a change of control are accounted for as equity transactions. Results of operations attributable to the non-controlling interest are included in our consolidated results of operations and, upon loss of control, the interest sold, as well as interest retained, if any, will be reported at fair value with any gain or loss recognized in earnings.

Earnings/Loss Per Share

The Company has adopted the FASB ASC Topic 260 regarding earnings / loss per share, which provides for calculation of "basic" and "diluted" earnings / loss per share. Basic earnings / loss per share includes no dilution and is computed by dividing net income / loss available to common shareholders by the weighted average common shares outstanding for the period. Diluted earnings / loss per share reflect the potential dilution of securities that could share in the earnings of an entity similar to fully diluted earnings / loss per share.

Income Tax

Deferred income tax is provided for differences between the bases of assets and liabilities for financial and income tax reporting. A deferred tax asset, subject to a valuation allowance, is recognized for estimated future tax benefits of tax-basis operating losses being carried forward. Income taxes are provided based upon the liability method of accounting pursuant to the FASB ASC Topic 740-10-30 concerning Income Taxes. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against the deferred tax asset if management does not believe the Company has met the “more likely than not” standard imposed by the FASB ASC Topic 740-10-30 concerning Income Taxes to allow recognition of such an asset.

Stock-Based Compensation

Shares of the Company’s common stock may be issued for services. These issuances are valued at the fair market value of the services provided and the number of shares issued is determined based upon either (i) a recent sale by Premier for cash to an unrelated third party or (ii) the price of the Company’s common stock is on the date of each respective transaction.

Goodwill and Other Intangible Assets

The Company periodically reviews the carrying value of intangible assets not subject to amortization, including goodwill, to determine whether impairment may exist. Goodwill and certain intangible assets are assessed annually, or when certain triggering events occur, for impairment using fair value measurement techniques. These events could include a significant change in the business climate, legal factors, a decline in operating performance, competition, sale or disposition of a significant portion of the business, or other factors. Specifically, goodwill impairment is determined using a two-step process. The first step of the goodwill impairment test is used to identify potential impairment by comparing the fair value of a reporting unit with its carrying amount, including goodwill. Premier uses level 3 inputs and a discounted cash flow methodology to estimate the fair value of a reporting unit. A discounted cash flow analysis requires one to make various judgmental assumptions including assumptions about future cash flows, growth rates, and discount rates. The assumptions about future cash flows and growth rates are based on the Company’s budget and long-term plans. Discount rate assumptions are based on an assessment of the risk inherent in the respective reporting units. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired and the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. The second step of the goodwill impairment test compares the implied fair value of the reporting unit’s goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit’s goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. That is, the fair value of the reporting unit is allocated to all of the assets and liabilities of that unit (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the reporting unit.

As of September 30, 2013, amortizable intangible assets consist of patents, trade names, trademarks, domain names, website emails, and non-compete agreements, and contracts with suppliers and customers. See Note 4 for further information regarding the acquisition and amortization of these intangible assets. These intangibles are being amortized on a straight line basis over their estimated useful lives, two to ten years. For the nine months ended September 30, 2013 and 2012, the Company recorded amortization of our intangible assets of $51,461 and $0, respectively.

Fair Value Measurements

On January 1, 2011, Premier adopted guidance which defines fair value, establishes a framework for using fair value to measure financial assets and liabilities on a recurring basis, and expands disclosures about fair value measurements. Beginning on January 1, 2011, Premier also applied the guidance to non-financial assets and liabilities measured at fair value on a non-recurring basis, which includes goodwill and intangible assets. The guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of Premier. Unobservable inputs are inputs that reflect Premier’s assumptions of what market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of the inputs as follows:

Level 1 - Valuation is based upon unadjusted quoted market prices for identical assets or liabilities in active markets that Premier has the ability to access.

Level 2 -Valuation is based upon quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; or valuations based on models where the significant inputs are observable in the market.

Level 3 - Valuation is based on models where significant inputs are not observable. The unobservable inputs reflect Premier's own assumptions about the inputs that market participants would use.

Premier’s financial instruments consist of cash, accounts receivable, note receivable, accounts payable, related party payable and accrued liabilities. The estimated fair value of cash, accounts receivable, note receivable, accounts payable, related party payable and accrued liabilities approximate their carrying amounts due to the short-term nature of these instruments.

Certain non-financial assets are measured at fair value on a nonrecurring basis. Accordingly, these assets are not measured and adjusted to fair value on an ongoing basis but are subject to periodic impairment tests. These items primarily include long-lived assets, goodwill and other intangible assets.

Concentration of Credit Risk

The Company maintains its cash in multiple financial institutions. The Company limits the amount of credit exposure to each individual financial institution and places its temporary cash into investments of high credit quality with a financial institution that exceeds federally insured limits. The Company has not experienced any losses related to these balances and believes its credit risk to be minimal.

Gain From Discontinued Operations

Gain from discontinued operations of $985,138 for the nine months ended September 30, 2013 consists of the sale of both intangible assets in the form of sales opportunities and leads, and the assumption of liabilities from the discontinued operations to WEPOWER ECO Corp (an unrelated company). The gain is based upon the estimated value of the $5,000,000 note received in the transaction. The provisional amounts are subject to revision until the evaluations are completed to the extent that additional information is obtained about the facts and circumstances that existed as of the acquisition date. The preliminary appraised value of the note is $869,000; $116,138 consists of liabilities which were assumed by the acquirer in the transaction.

RECENTLY ISSUED AND ADOPTED ACCOUNTING PRONOUNCEMENTS

Adopted

Effective January 2012, the Company adopted ASU No. 2011-04, “Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (“IFRS”) of Fair Value Measurement – Topic 820 (ASU 2-11-04).” ASU 2011-04 represents the converged guidance of the Financial Accounting Standards Board (“FASB”) and the International Accounting Standards Board (“IASB”) on fair value measurement. A variety of measures are included in the update intended to either clarify existing fair value measurement requirements, change particular principles requirements for measuring fair value or for disclosing information about fair value measurements. For many of the requirements, the FASB does not intend to change the application of existing requirements under Accounting Standards Codification (“ASC”) Topic 820, Fair Value Measurements. ASU 2011-04 was effective for interim and annual periods beginning after December 15, 2011. The adoption of this update did not have a material impact on the unaudited condensed consolidated financial statements and related disclosures.

Effective January 2012, the Company adopted ASU No. 2011-05, "Presentation of Comprehensive Income (ASU 2011-05)". ASU 2011-05 is intended to increase the prominence of items reported in other comprehensive income and to facilitate convergence of accounting guidance in this area with that of the IASB. The amendments require that all non-owner changes in shareholders' equity be presented in a single continuous statement of comprehensive income or in two separate but consecutive statements. In December 2011, the FASB issued ASU No. 2011-12, "Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-12)." ASU 2011-12 defers the provisions of ASU 2011-05 that require the presentation of reclassification adjustments on the face of both the statement of income and statement of other comprehensive income. Amendments under ASU 2011-05 that were not deferred under ASU 2011-12 will be applied retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of this update did not have a material impact on the unaudited condensed consolidated financial statements and related disclosures.

Not Yet Adopted

In February 2013, the FASB issued ASU No. 2013-04, "Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date." The amendments in ASU 2013-04 provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this Update is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The guidance in this Update also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. The amendments in this standard are effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013. We are evaluating the effect, if any, adoption of ASU No. 2013-04 will have on our unaudited condensed consolidated financial statements and related disclosures.

In March 2013, the FASB issued ASU No. 2013-05, "Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity." The amendments in ASU No. 2013-05 resolve the diversity in practice about whether Subtopic 810-10, Consolidation—Overall, or Subtopic 830-30, Foreign Currency Matters—Translation of Financial Statements, applies to the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business (other than a sale of in substance real estate or conveyance of oil and gas mineral rights) within a foreign entity. In addition, the amendments in this Update resolve the diversity in practice for the treatment of business combinations achieved in stages (sometimes also referred to as step acquisitions) involving a foreign entity. The amendments in this standard are effective prospectively for fiscal years, and interim reporting periods within those years, beginning December 15, 2013. We are evaluating the effect, if any, adoption of ASU No. 2013-05 will have on our unaudited condensed consolidated financial statements and related disclosures.

In April 2013, the FASB issued ASU No. 2013-07, "Presentation of Financial Statements (Top 205): Liquidation Basis of Accounting." The objective of ASU No. 2013-07 is to clarify when an entity should apply the liquidation basis of accounting and to provide principles for the measurement of assets and liabilities under the liquidation basis of accounting, as well as any required disclosures. The amendments in this standard is effective prospectively for entities that determine liquidation is imminent during annual reporting periods beginning after December 15, 2013, and interim reporting periods therein. We are evaluating the effect, if any, adoption of ASU No. 2013-07 will have on our unaudited condensed consolidated financial statements and related disclosures.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force) and the United States Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future condensed consolidated financial statements.

NOTE 3 – GOING CONCERN

The Company has sustained operating losses of $11,564,169 since inception. The Company's continuation as a going concern is dependent on management's ability to develop profitable operations, and / or obtain additional financing from its stockholders and / or other third parties.

The accompanying unaudited condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern; however, the above conditions raise substantial doubt about the Company's ability to do so. The unaudited condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

If management projections are not met, the Company may have to reduce its operating expenses and to seek additional funding through debt and/or equity offerings.

NOTE 4 – ACQUISITIONS & GOODWILL

Active ES Lighting Controls, Inc. Acquisition

On July 25, 2012, Premier acquired the assets of the Active ES Lighting Controls, Inc. ("AES") business by completing the transactions contemplated under an asset purchase agreement dated July 25, 2012 (the "Agreement") with AES. In accordance with the terms of the Agreement, the purchase price for the acquisition consisted of the following components: (i) 750,000 shares of Premier's common stock issued at closing; (ii) $30,000 in cash paid at closing; (iii) a payable, due December 31, 2012, of Premier in the principal amount of $15,000; (v) contingent shares payable (payable 12 months after closing of the transaction) of a number of shares of common stock of Premier equal to 875,000 shares based upon the following contingencies:

A. 175,000 shares of common stock if the volume weighted average price ("VWAP") is below $2.00 for 30 consecutive trading days during the 12 months following the contingent period (begins after stock received in transaction has had restricted legend (section 144) removed and continues for nine months)

B. 175,000 shares of common stock if the VWAP is below $1.00 for 60 consecutive trading days during the contingent period;

C. 175,000 shares of common stock if the VWAP is below $0.80 for 60 consecutive trading days during the contingent period;

D. 175,000 shares of common stock if the VWAP is below $0.60 for 60 consecutive trading days during the contingent period;

E. 175,000 shares of common stock if the VWAP is below $0.40 for 60 consecutive trading days during the contingent period;

As of December 31, 2012, the dollar value of the contingent shares payable is $210,000, which is recorded as a common stock payable on the accompanying balance sheet. During the quarter ended September 30, 2013, the Company issued all the 875,000 shares to AES.

The acquisition has been accounted for as a asset purchase and the Company valued all assets and liabilities acquired at their fair values on the date of acquisition.

As of December 31, 2012, the marketing results of operations of AES products are included in the Company's consolidated financial statements from the date of acquisition. The allocation of the purchase price to assets and liabilities based upon fair value determinations was as follows:

IP/Technology – patents	$	167,570
Non-compete agreement		76,000
Trademarks & Service Marks		55,000
Goodwill		138,000
Total purchase price	$	436,570

The purchase price consideration consisted of the following:

Cash	$	31,570
Note Payable		15,000
Common Stock		180,000
Common Stock Payable		210,000
Total purchase price	$	436,570

Estimated Useful Lives of Acquired Intangibles

The estimated useful lives (years) of the acquired intangibles are as follows

	Useful Life
IP/Technology - Patents	5
Non-compete Agreement	10
Trademarks & Service Marks	2
Goodwill	N/A

The Power Company USA, LLC Share Exchange

On February 28, 2013 Premier acquired 80% of the outstanding membership units of the The Power Company USA, LLC, an Illinois limited liability company ("TPC" or "The Power Company"), a deregulated power broker in Illinois for thirty million 30,000,000 shares of Premier's common stock valued at $4,500,000. The Power Company has over 18,500 residential and commercial customers. The initial accounting for the business combination is not complete because the evaluations necessary to assess the fair values of certain net assets acquired and the amount of goodwill to be recognized are still in process. The provisional amounts are subject to revision until the evaluations are completed to the extent that additional information is obtained about the facts and circumstances that existed as of the acquisition date. Any changes to the fair value assessments will affect the acquisition-date fair value of goodwill.

NOTE 5 – INTANGIBLES ASSETS, NET

The following table presents details of the Company's total purchased intangible assets as of September 30, 2013:

For the nine months ended September 30, 2013, the Company's recorded amortization expense related to the purchased intangibles of $51,461 and $0 was recorded for the nine months ended September 30, 2012.

	Balance 12/31/2012	Additions	Amortization	Impairment	Balance 06/30/2013
IP/Technology – Patents	$ 153,607	$ –	$ (25,136)	$ –	$ 128,470
Non-compete Agreement	72,832	–	(5,700)	–	67,133
Trademarks & Service Marks	43,542	–	(20,625)	–	22,917
	$ 269,981	$ –	$ (51,461)	$ –	$ 218,520

NOTE 6 – CAPITAL STOCK TRANSACTIONS

Preferred Stock

On June 3, 2013, the Company filed a Certificate of Amendment of Articles of Incorporation with the State of Nevada Secretary of State giving it the authority to issue 50,000,000 shares of preferred stock with a par value of $0.0001 per share.

Common Stock

Between January 1, 2013 and March 31, 2013, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 10,629,745 shares of its common stock. The sales closed and cash of $700,085 was received. There was no underwriter, no underwriting discounts or commissions, no general solicitation, no advertisement, and resale restrictions were imposed by placing a Rule 144 legend on the certificates. The persons who received securities have such knowledge in business and financial matters that he/she/it is capable of evaluating the merits and risks of the transaction. This transaction was exempt from registration under the Securities Act of 1933, based upon Section 4(2) for transactions by the issuer not involving any public offering.

Between April 1, 2013 and June 30, 2013, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 15,912,906 shares of its common stock, 2,849,639 shares had warrants attached, (see note common stock warrants below). The sales closed and cash of $650,583 was received. There was no underwriter, no underwriting discounts or commissions, no general solicitation, no advertisement, and resale restrictions were imposed by placing a Rule 144 legend on the certificates. The persons who received securities have such knowledge in business and financial matters that he/she/it is capable of evaluating the merits and risks of the transaction. This transaction was exempt from registration under the Securities Act of 1933, based upon Section 4(2) for transactions by the issuer not involving any public offering.

April 16, 2013, the Company granted 400,000 shares of common stock to Benchmark Advisory as payment for marketing services. The shares were valued per the agreement at $0.05 per share for a total of $20,000, the stock was expensed $20,000 for that date and the nine months ended September 30, 2013.

On June 3, 2013, the Company filed a Certificate of Amendment of Articles of Incorporation with the State of Nevada Secretary of State giving it the authority to issue 450,000,000 shares of common stock with a par value of $0.0001 per share.

From July 1, 2013 to September 30, 2013, the Company granted 5,454,606 shares of common stock to various consultants for services. A compensation expense of $1,130,884 was recorded during the period ended September 30, 2013.

Between July 1, 2013 and September 30, 2013, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 14,286,581 shares of its common stock, 718,875 shares had warrants attached, (see note common stock warrants below). The sales closed and cash of $1,081,451 was received. There was no underwriter, no underwriting discounts or commissions, no general solicitation, no advertisement, and resale restrictions were imposed by placing a Rule 144 legend on the certificates. The persons who received securities have such knowledge in business and financial matters that he/she/it is capable of evaluating the merits and risks of the transaction. This transaction was exempt from registration under the Securities Act of 1933, based upon Section 4(2) for transactions by the issuer not involving any public offering.

Common Stock Options

On February 20, 2013, the Company granted 75,000 stock options to a Director, Woodrow W. Clark II, to purchase shares at $0.25 per share. The options expire February 20, 2016 and vested on the grant date. The total estimated value using the Black-Scholes Model, based on a volatility rate of 468%, expected term of 2 years, risk free rate of 0.42 percent, and a call option value of $0.17, was $12,749. As the stock options were immediately vested, the stock expensed was $12,749 on that date and for the period ended March 31, 2013.

On February 20, 2013, the Company granted 75,000 stock options to a Director, Lane Harrison to purchase shares at $0.25 per share. The options expire February 20, 2016 and vested on the grant date. The total estimated value using the Black-Scholes Model, based on a volatility rate of 468%, expected term of 2 years, risk free rate of 0.42 percent, and a call option value of $0.17, was $12,749. As the stock options were immediately vested, the stock expensed was $12,749 on that date and for the period ended March 31, 2013.

On April 9, 2013, the Company modified the 75,000 stock options granted to a Director, Lane Harrison on February 20, 2013, to purchase shares at $0.25 per share, the option was modified entitling Mr. Harrison to purchase 100,000 shares at $0.10, on or before April 30, 2015. The stock option provided for cashless exercise term. The total estimated value using the Black-Scholes Model, based on a volatility rate of 470%, expected term of 2 years, risk free rate of 0.42 percent, and a call option value of $0.0882, was $8,822. The stock expensed was $8,822 on that date and for the period ended September 30, 2013.

On April 9, 2013, the Company modified the 75,000 stock options granted to a Director, Woodrow Clark on February 20, 2013, to purchase shares at $0.25 per share, the option was modified entitling Mr. Clark to purchase 100,000 shares at $0.10, on or before April 30, 2015. The stock option provided for cashless exercise term. The total estimated value using the Black-Scholes Model, based on a volatility rate of 470%, expected term of 2 years, risk free rate of 0.42 percent, and a call option value of $0.0882, was $8,822. The stock expensed was $8,822 on that date and for the period ended September 30, 2013.

A summary of option activity as of September 30, 2013 and changes during the nine months ended is presented below:

	Number Outstanding	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (Years)
Outstanding at January 1, 2013	150,000	$ 0.33	2.50
Granted	200,000	0.10	1.75
Exercised	–	–	–
Canceled/forfeited/expired			–
Outstanding at September 30, 2013	350,000	$ 0.20	1.86
Options vested and exercisable at September 30, 2013	350,000	$ 0.20	1.86

Common Stock Warrants

Between May 24, 2013 and June 27, 2013, 2,849,639 shares of common stock were sold with warrants attached the terms of the subscription were:, for each 4 shares purchased the purchaser received 2 warrants, one warrant with a future price of $0.15 and a second warrant with a future price of $0.20, both warrants expire two years from the closing date of September 30, 2013, (1,424,819 warrants were issued 712,410 at $0.15, and 712,410 at $0.20) The total estimated value using the Black-Scholes Model, based on a volatility rate of 450%, expected term of 2 years, risk free rate of 0.38 percent, and a warrant value of $0.0449, was $63,279.

From July 1, 2013 and August 14, 2013, 1,287,750 shares of common stock were sold with warrants attached. The terms of the subscription were:, for each 4 shares purchased the purchaser received 2 warrants, one warrant with a future price of $0.15 and a second warrant with a future price of $0.20, both warrants expire two years from June 30, 2013, (643,875 warrants were issued 321,937 at $0.15, and 321,938 at $0.20). From July 1, 2013 and August 14, 2013, 1,666,666 shares of common stock were sold with 75,000 warrants with an exercise price of $0.15 and 75,000 warrants with an exercise price of $0.20.

A summary of non-employee warrant activity during the nine months ended as of September 30, 2013 is presented below:

	Number Outstanding	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (Years)
Outstanding at January 1, 2013	450,000	$ 0.57	2.59
Granted	2,143,694	0.175	1.85
Exercised	–	–	–
Canceled/forfeited/expired	450,000	.057	–
Outstanding at September 30, 2013	2,143,694	$ 0.175	1.85
Warrants vested and exercisable at September 30, 2013	2,143,694	$ 0.175	1.85

NOTE 7 – DISCONTINUED OPERATIONS

The Company acquired assets from WEPOWER, LLC during 2011. WEPOWER, Ecolutions Inc. was expected to offer clean energy products and services to commercial markets, developers, and management companies of large scale residential developments. In 2012, WEPOWER Ecolutions Inc was classified as held for sale under the requirements of ASC 360-10-45-9, and therefore, the result of its operations are reported in discontinued operations in accordance with ASC 205-20-45-3. On January 7, 2013, Premier Holding Corporation ("PRHL"), acting through its wholly owned subsidiary, WEPOWER Ecolutions, Inc., completed the sale of assets under an Asset Purchase Agreement with WEPOWER Eco Corp., a newly formed entity, controlled by Kevin B. Donovan, PRHL's former CEO. PRHL sold certain assets related solar energy, wind power projects, energy efficiency projects in real estate, and fuel efficiency for diesel and gasoline engines for a note payable for $5,000,000, (preliminary valuation on the note is $869,000). WEPOWER Eco Corp. assumed $116,138 in liabilities, acquired three patents, six trademarks, and twenty eight contracts. Further, PRHL and WEPOWER Eco Corp. agreed to certain exclusive business opportunities, fifteen exclusive opportunities and nineteen exclusive for nine months. A Mutual General Release between PRHL, WEPOWER Ecolutions, Inc., WEPOWER Eco Corp., and the former directors and officers, Kevin Donovan, Frank Schulte, and Thomas C. Lynch was signed, and executed on January 4, 2013 releasing all parties from all claims, from whatever source.

NOTE 8 – SUBSEQUENT EVENT

Between October 1, 2013 and November 15, 2013, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 4,035,350 shares of its common stock, The sales closed and cash of $421,776 was received. Additionally, 24,818 shares of common stock were issued for services. There was no underwriter, no underwriting discounts or commissions, no general solicitation, no advertisement, and resale restrictions were imposed by placing a Rule 144 legend on the certificates. The persons who received securities have such knowledge in business and financial matters that he/she/it is capable of evaluating the merits and risks of the transaction. This transaction was exempt from registration under the Securities Act of 1933, based upon Section 4(2) for transactions by the issuer not involving any public offering.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

INTRODUCTION

The following discussion and analysis summarizes the significant factors affecting:

Premier's plan of operations for the nine months ended September 30, 2013. This discussion and analysis should be read in conjunction with Premier's consolidated financial statements and notes included in its Annual Report on Form 10-K for the year ended December 31, 2012.

In this discussion and analysis, management will explain the general financial condition of and the results of operations for Premier Holding Corporation including:

- factors which affect our businesses,
- our earnings and costs in the periods presented,
- sources of earnings,
- expected sources of cash for future capital expenditures,
- our net available liquidity and collateral requirements, and
- expected future expenditures for capital projects.

Overview

Premier Holding Corporation, a Nevada corporation ("Premier" or "PRHL" or the "Company"), provides a large array of energy services through its subsidiary companies Energy Efficiency Experts Inc, a Delaware corporation ("E^3"), and The Power Company USA, LLC, an Illinois limited liability company ("TPC" or "The Power Company").

Premier provides solutions that enable customers to reduce their energy consumption, lower their operating and maintenance costs, and realize environmental benefits. Our comprehensive set of services includes competitive electricity plans and upgrades to a facility's energy infrastructure.

In addition to organic growth, strategic acquisitions of complementary businesses and assets have been an important part of our historical development. Since inception, Premier has completed numerous acquisitions, which have enabled us to broaden our service offerings and expand our geographical reach.

In 2012, Premier acquired a unique marquee technology for energy efficient lighting, the E-Series controller developed by Active ES. This patented technology provides an upgrade for existing HID lamps for high-bay indoor and outdoor applications where the other current options for efficiency are few, expensive, and untested. This technology is being marketed by E^3.

In the fourth quarter of 2012, Premier performed additional research and development to the products from Active ES adding two new products for mass production, the 480 volt version of the controller, suitable for ports and other large facilities, and a 240 volt version of the LiteOwl for Streetlights, vastly increasing the applicable market. Also in the fourth quarter, Premier formed a strategic alliance with Muni-Fed Energy who has strong relationships with municipalities, ports, and real estate investment trusts in the southern California and national market.

In the first quarter of 2013, Premier acquired an 80% stake in The Power Company, a deregulated power broker in Illinois. By the end of that quarter, The Power Company had over 12,000 clients, and has been adding between 1,000 and 3,000 clients per month (closing third quarter 2013 with 40,000 contracts) and expects to continue to do so for the foreseeable future. Over 1,000 of these clients have large commercial/industrial facilities such as warehouses and distribution center, which are candidates for E^3.

The Power Company's business model is to acquire commercial and residential clients who benefit from the law passed allowing for competition in the energy markets, known as the deregulation of energy. In many cases TPC saves its clients 10-30% on their energy bills by simply switching suppliers, all while the enrollee remains a client of their local utility (local utility continues to read meter, bill and service any interruptions). TPC is different than several of its competitors in that is has agreements with multiple energy suppliers allowing TPC to leverage its standing in the marketplace to garner competitive pricing for its clients by having its suppliers compete for their client's business. Currently, TPC has access to over 30 different suppliers and most of the agreements in place allow for TPC to be paid for the life of the client's tenure with the supplier. TPC is garnering its clients through strategic partnerships, trained in-house commercial and door-to-door residential agents and call centers. TPC is launching its online client portal dubbed NEST (National Energy Service Transactor). This sophisticated portal enables rapid, efficient and secure sales transactions of deregulated power. NEST is designed to enable sales agents whether from a computer terminal, a smart phone, or any web browser to access the pertinent information on a particular prospect. Agents can view their clients' energy profiles and quickly access the energy options available to them. The transparency and ease of NEST allows TPC's agents to select the best power provider for their customers and process the paperwork online in real-time, which enables client acquisition in minutes. This sales portal enables large-scale, rapid sales of deregulated power, as yet unseen in the industry.

For its' competitive electricity services, Premier provides innovative and risk-mitigating energy products and solutions to North American wholesale and retail customers. Premier strives to serve its' customers with diverse products and solutions to meet their energy needs.

In executing this strategy, Premier leverages its' core strengths of maintaining and growing strong and diverse supply relationships with retail and wholesale customers, and integrating its' expertise in managing physical and financial risks.

Third Quarter 2013 Activities

TPC launched its online energy portal NEST on schedule.. NEST is built for scalability so that it can be monetized on its own, meaning it can be offered to any deregulated power company as its sales tool. The technology also provides sales management, reporting, verification, and compliance tracking to a degree not seen in the industry to date.
E^3 and its growing reseller base have prospected over 1000 qualified potential installations as well as over a dozen strategic partners including Energy Auditors, suppliers, installers, sales organizations and funding sources. These suppliers exponentially increased the number of the product offerings mostly in the LED and other lighting field. The installers not only bring a technical expertise in the implementation of solutions E^3 provides its customers but they also bring their list of client's and an introduction, and the various funding sources can provide every sort of financing to meet any client's needs from short-term loans, leases to PACE funding.

Premier completed strategic alliances with Norcal Reps, a national sales rep organization and Western Glass, providing efficiency technology to its 8,000 customers and introducing E3 to these customers. In addition, Premier has acquired the resources of AEON Green Energy Solutions by means of an exclusive employment agreement with its founder, Lenard Tercenio, including its strategic alliances, sales agents, manufacturer, finance and auditor relationships, as well as its client base and pipeline estimated to be worth $2,000,000 in sales in the ensuing 12 months.

E^3 is finding success in recruiting LED resellers whose clients have declined an LED sale (mostly on a performance or personal preference basis) and going back to those clients and offering the E-Series technology as a solution for their existing (and preferred) HID lighting. This includes auto dealerships, warehouses, and parking structures, etc.

The energy services business has contributed a very small amount of revenues to our overall financial performance as of the quarter ended September 30, 2013, as the sales cycles for these large projects can be very long, though Premier has seen closed sales with a municipality and very large proposals to large prospects such as ports, municipalities, big box stores, and fortune 500 companies.

Strategy and Outlook

- *Expanding activities in deregulated energy markets through strategic partners*. Premier continues to focus on building sales channels through strategic partners that either have, or have access to significant customers to which *Premier can* offer competitive electricity rates.

- *Creating and leveraging sales leads from TPC's deregulated sales efforts to drive sales opportunities for the demand management business*. As TPC continues to build its commercial and business customer base, it informs these customers that in addition to financial savings that they can achieve through the negotiation of more competitive electricity rates, Energy Efficiency Experts ("E^3") can also provide energy savings through the installation of lighting, and other building envelope technologies.

- *Focusing on building channel sales partners for E3*. Premier has established strategic partners in key growth markets that advocate and introduce our lighting and related demand management technologies to their customer base. Premier intends to continue to build and develop these channel partnerships both domestically and internationally.

- *Remaining technology and supplier independent*. Premier believes that it can best serve our customers by maintaining independent in both our supplier and technology partnerships, which enables us to focus on providing the most appropriate and effective solution to meet our customers' needs and financial objectives.

- *Provide funding sources to enable our clients to adopt new technology*. Premier believes it can offer a wide range of funding options which will allow its' clients to structure the finances to best suit their needs. From 100% no money down, to straight purchases, E^3 has available to it a number of strategic financial partners and programs to facilitate a quick sale. In addition the company has resources to maximize tax credits and incentives for Premier's clients.

Known Trends and Uncertainties Affecting Our Business

Market Volatility. Management believes that the market for energy efficiency will continue to grow, and Premier will increase penetration in this market, and that revenue will continue to increase over time. Continued fiscal uncertainty has and may continue to contribute to a lengthening of our sales cycle for both municipal and commercial customers.

Long and Variable Selling Cycle for E^3 *Business*. The sales, design and implementation process for energy efficiency projects can take from several months to 36 months. Existing and potential customers generally follow extended budgeting and procurement processes, and sometimes must engage in regulatory approval processes. This extended sales process requires the dedication of significant time by sales and management personnel and the use of significant financial resources, with no certainty of success or recovery of related expenses. All of these factors can contribute to fluctuations in quarterly financial performance and increase the likelihood that operating results in any particular quarter may fall below investor expectations.

Interim Financial Statements

The unaudited condensed consolidated financial statements as of and for the nine months ended September 30, 2013 reflect all adjustments which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows for the period presented in accordance with the accounting principles generally accepted in the United States of America. All adjustments are of a normal recurring nature.

These interim financial statements should be read in conjunction with the Company's financial statements and notes thereto for the years ended December 31, 2012 and 2011 included in the Company's Form 10-K filed with the United States Securities and Exchange Commission on April 22, 2013. The Company assumes that the users of the interim financial information herein have read, or have access to, the audited consolidated financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The results of operations for the nine months ended September 30, 2013 are not necessarily indicative of results for the entire year ending December 31, 2013.

Results of Operations

The condensed financial information with respect to the nine months ended September 30, 2013 and 2012 that is discussed below is unaudited. In the opinion of management, such information contains all adjustments, consisting only of normal recurring accruals, necessary for a fair presentation of the results for such periods. The results of operations for interim periods are not necessarily indicative of the results of operations for the full fiscal year.

Company Overview for the nine months ended September 30, 2013 and 2012

Consolidated Sales. During the nine months ended September 30, 2013 and 2012 sales of products amounted to $1,437,746 and $81,019, respectively. During the nine months ended September 30, 2013 and 2012, cost of sales amounted to $33,786 and $44,789, respectively. The increase in sales is primarily due to the acquisition of The Power Company USA, LLC.

Consolidated Selling, general and administrative. During the nine months ended September 30, 2013 and 2012, selling, general and administrative expenses amounted to $4,934,351 and $2,150,443, respectively. The increase in selling, general and administrative expenses in the nine months ended September 30, 2013 as compared to the nine months ended September 30, 2012 can be attributed increase operational expense related to the acquisition of The Power Company USA, LLC and increased stock compensation expense.

Consolidated Other income (expense). During the nine months ended September 30, 2013 and 2012, other expense amounted to $0 and $2,008, respectively.

Consolidated Net Income (Loss). During the nine months ended September 30, 2013 and 2012, net loss amounted to $2,422,241 and $2,116,221, respectively. The loss in 2012 was primarily due to the failure of the strategy used by Ecolutions, while the loss in 2013 was generated by the sale of the non-performing intangible assets, as well as reduced costs and increased revenues during that same period offset by an increase in stock compensation expense and operational expenses.

Company Overview for the three months ended September 30, 2013 and 2012

Consolidated Sales. During the three months ended September 30, 2013 and 2012 sales of products amounted to $651,740 and $0, respectively. During the three months ended September 30, 2013 and 2012, cost of sales amounted to $32,295 and $4,373, respectively. The increase in sales is primarily due to the acquisition of The Power Company USA, LLC.

Consolidated Selling, general and administrative. During the three months ended September 30, 2013 and 2012, selling, general and administrative expenses amounted to $3,291,797 and $476,402, respectively. The increase in selling, general and administrative expenses in the three months ended September 30, 2013 as compared to the three months ended September 30, 2012 can be attributed increase operational expense related to the acquisition of The Power Company USA, LLC and increased stock compensation expense.

Consolidated Other expense. During the three months ended September 30, 2013 and 2012, other expense amounted to $0 and $654, respectively.

Consolidated Net Income (Loss). During the three months ended September 30, 2013 and 2012, net loss amounted to $2,503,097 and $481,429, respectively. The loss in 2012 was primarily due to the failure of the strategy used by Ecolutions, while the loss in 2013 was generated by increased revenues during that same period offset by an increase in stock compensation expense and operational expenses.

Going Concern

The Company has sustained operating losses of $11,564,169 since inception additional funding may be required to sustain operations and satisfy contractual obligations for planned operations. The ability to establish the Company as a going concern may be dependent upon obtaining additional funding in order to finance planned operations.

Plan of Operation

For the remainder of fiscal 2013, Premier will focus on attempting to continue to increase revenues through the sale of products and services by offering renewable energy production and energy efficiency products and services.

Liquidity and Capital Resources

During Premier's most recent quarter ended September 30, 2013, cash flows from operations were not sufficient to meet operating commitments. Cash flows from operations continue to be, and are expected to continue to be, insufficient to meet operating commitments throughout the remainder of the fiscal year ending December 31, 2013.

Working Capital. As of September 30, 2013 working capital was $319,316 and cash was $350,218 while at December 31, 2012 working capital was $(219,204) and cash was $44,311. The increase in working capital is primarily attributable to the on-going sale of common stock. Working capital is not expected to increase through revenues generated by Premier's subsidiaries during the balance of this year.

Cash Flow. Net cash used in or provided by operating, investing and financing activities for the nine months ended September 30, 2013 and 2012 were as follows:

		Nine months Ended September 30,	
		2013	**2012**
Net cash (used) in operating activities	$	(2,099,278)	(1,336,076)
Net cash (used) in investing activities	$	(19,935)	(30,000)
Net cash provided by financing activities	$	2,425,120	1,108,822

Net Cash Used in Operating Activities. The changes in net cash used in operating activities are attributable to net income adjusted for non-cash charges as presented in the statements of cash flows and changes in working capital as discussed above.

Net Cash Provided by Financing Activities. Net cash provided by financing activities relates primarily to cash received from sales of common stock.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Critical Accounting Policies and Estimates

The consolidated financial statements have been prepared by management in accordance with U.S. GAAP. Please read the corresponding section in Part II Item 7 and the notes to the consolidated financial statements of the Annual Report on Form 10-K for the year ended December 31, 2012 for the description of critical accounting policies and estimates.

Recently Issued Accounting Pronouncements

The Company has evaluated recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA and the SEC and we have not identified any that would have a material impact on the Company's financial position, or statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

Item 4. Controls and Procedures

Premier’s management has evaluated, under the supervision and with the participation of its chief executive officer and chief financial officer, the effectiveness of its disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 (“the Exchange Act”). Based on that evaluation, Premier’s chief executive officer and chief financial officer have concluded that, as of the end of the period covered by this report, Premier’s disclosure controls and procedures are ineffective in ensuring that information required to be disclosed in its Exchange Act reports is (1) recorded, processed, and summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and (2) accumulated and communicated to Premier’s management, including its chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Premier’s Chief Executive Officer and Chief Financial Officer do not expect that Premier’s disclosure controls or internal controls will prevent all errors and all fraud. Although its disclosure controls and procedures were designed to provide reasonable assurance of achieving their objectives and Premier’s principal executive and financial officer have determined that its disclosure controls and procedures are not effective at doing so, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Premier have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented if there exists in an individual a desire to do so. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Furthermore, smaller reporting companies face additional limitations. Smaller reporting companies employ fewer individuals and find it difficult to properly segregate duties. Often, one or two individuals control every aspect of Premier's operation and are in a position to override any system of internal control. Additionally, smaller reporting companies tend to utilize general accounting software packages that lack a rigorous set of software controls.

CHANGES IN INTERNAL CONTROLS

Management, with the participation the Chief Executive Officer and Chief Financial Officer performed an evaluation as to whether any change in internal controls over financial reporting occurred during the nine months ended September 30, 2013. Based on that evaluation, the Company's Principal Executive Officer and Chief Financial Officer concluded that no change occurred in the Company's internal controls over financial reporting during the Quarter ended September 30, 2013 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Premier is not a party to any material pending legal proceedings and, to the best of its knowledge, no such action by or against Premier has been threatened.

Item 1a. Risk Factors.

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

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

Between January 1, 2013 and September 30, 2013, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 40,739,232 shares of its common stock at an average purchase price of $.0485 per share, and 5,804,053 warrants for the purchase of common stock. The sales closed and cash of $2,432,119 was received. There was no underwriter, no underwriting discounts or commissions, no general solicitation, no advertisement, and resale restrictions were imposed by placing a restrictive legend (sometimes referred to as a 144 legend) on the certificates. Each person who received securities represented to Premier have such knowledge and experience in business and financial matters that he/she/it was capable of evaluating the merits and risks of the transaction. These transactions were exempt from registration under the Securities Act of 1933, based upon Section 4(2) for transactions by the issuer not involving any public offering.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Exhibit
31.1	Rule 13a-14(a)/15d-14(a) certification of Certificate of Principal Executive Officer and Principal Financial Officer
32.1	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Premier Holding Corporation

November 18, 2013

By: /s/ Randall M. Letcavage
Randall M. Letcavage
Principal Executive Officer and Principal Financial Officer

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Randall M. Letcavage certify that:

1. I have reviewed this quarterly report on Form 10-Q of Premier Holding Corporation for the period ended September 30, 2013:

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report, conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on the most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

November 18, 2013

/s/ Randall M. Letcavage
Randall M. Letcavage
Chief Executive and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Premier Holding Corporation (the "Company") on Form 10-Q for the period ended September 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Randall M. Letcavage, Principal Executive Officer and Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

November 18, 2013

/s/ Randall M. Letcavage
Randall M. Letcavage
Chief Executive Officer and Chief Financial Officer