SECURITIES & EXCHANGE COMMISSION EDGAR FILING

PREMIER HOLDING CORP.

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

FORM 10-K

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

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

For the fiscal year ended December 31, 2014

Commission file number: 000-53824

PREMIER HOLDING CORPORATION
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation or organization)	88-0344135 (I.R.S. Employer Identification No.)
1382 Valencia Avenue, Unit F Tustin, California	92780 (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, Par Value $0.0001

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yeso No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such 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 x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Rule 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.:

rge Accelerated Filer o	Accelerated Filer o	Smaller Reporting Company x	Non-Accelerated Filer o (Do not check if a smaller reporting company)

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, as of June 30, 2014, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $13.5 million based upon the last sales price of the common stock as of such date. Solely for purposes of this disclosure, shares of common stock held by executive officers, directors and beneficial holders of 10% or more of the outstanding common stock of the registrant as of such date have been excluded because such persons may be deemed to be affiliates.

As of March xx, 2015, there are 181,567,085 shares of common stock outstanding.

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Item 1. BUSINESS

Cautionary Statement Regarding Forward Looking Statements

This Annual Report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934 (the "Exchange Act"). These statements are based on management's beliefs and assumptions, and on information currently available to management. Forward-looking statements include the information concerning possible or assumed future results of operations of the Company set forth under the heading "Management's Discussion and Analysis of Financial Condition or Plan of Operation." Forward-looking statements also include statements in which words such as "expect," "anticipate," "intend," "plan," "believe," "estimate," "consider" or similar expressions are used.

Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions. The Company's future results and shareholder values may differ materially from those expressed in these forward-looking statements. Readers are cautioned not to put undue reliance on any forward-looking statements.

Corporate History

Premier Holding Corporation ("Premier" or the "Company") provides deregulated energy services to its clients including the sale of lower cost power, fixed energy costs and energy efficient products that range from complete indoor and outdoor lighting arrays. The Company anticipates adding additional services lines including proprietary lighting solutions to energy efficient motors and chillers for HVAC and refrigeration in the future.

Premier was incorporated in Nevada on October 18, 1971. Premier's fiscal year end is December 31. Premier has never been in bankruptcy, receivership or any similar proceeding, but has been the subject of a custodianship proceeding in the Nevada state courts.

Premier was originally organized under the name of Mr. Nevada, Inc., and following the completion of a limited public offering in April 1972 commenced limited operations which were discontinued in 1990. Thereafter, Premier engaged in reorganization and, on several occasions, sought to merge with or acquire certain active private companies or operations, all of which were terminated or resulted in discontinued negotiations. On October 20, 1995, Premier changed its name to Intermark Development Corporation. On November 4, 1996, Premier acquired all of the capital stock of HVM Development Limited ("HDL"), formerly known as OVM Development Limited, a British Virgin Islands corporation, and changed its name to OVM International Holding Corporation.

Premier stopped filing reports under the federal securities laws in November 2002. Premier lost its Nevada corporate charter in 2006 for failure to file an Annual List of its officers and directors with the Secretary of the State of Nevada. On November 1, 2006, Premier's corporate charter was revoked by the Secretary of State of Nevada. Thereupon, the resident agent of Premier in Nevada resigned for non-payment of fees.

On May 8, 2007, the Nevada Court entered a default judgment, appointing Jeffrey Volpe as custodian of Premier under NRS 78.347(2). On May 9, 2007, Jeffrey Volpe, as custodian of Premier, appointed himself as the sole officer and director of Premier, and Premier's charter was restored. On May 18, 2007, Dr. Jack Gregory was appointed as Chief Executive Officer and Director and Jasmine Gregory was appointed as Secretary/Treasurer and Director of Premier. At that time, Jeffrey Volpe resigned as an officer and director. There are no relationships between Dr. Gregory and Mr. Volpe, nor are there any relationships between Jasmine Gregory and Mr. Volpe.

On September 11, 2008, Premier's registration under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), was revoked pursuant to Section 12 (j) of the Exchange Act for failure to file periodic reports as required by Section 12(g) of the Exchange Act and trading of Premier's common stock on the pink sheets was suspended. Premier has re-registered its common stock under the Exchange Act and, after successfully filing a Form 15c2-11, has once again obtained a quotation for its common stock. Premier stock is now quoted on the OTC Bulletin Board with the symbol PRHL.

Our Businesses

In December 2011, Premier acquired assets from WePower, LLC, a Delaware LLC and Green Central Holdings, Inc. a Nevada Corp. Premier also formed WePower Ecolutions, Inc. a Delaware corporation ("Ecolutions"), as a wholly-owned subsidiary, and began to offer clean energy products and services to commercial markets and developers and management companies of large-scale residential developments. Premier appointed Kevin Donovan the Chief Executive Officer and a member of the Board of Directors of Ecolutions on February 22, 2012 to establish the energy services business. On February 22, 2012 Mr. Donovan was appointed CEO and President.

In October 2012, Premier divested itself of an underperforming business line which were acquired by a newly formed entity known as WePowerEco Corp, created by the outgoing management team including Mr. Donovan. Premier's incoming management team, led by its new Chief Executive Officer Randall Letcavage, negotiated the sale of the product line and prospects with WePowerEco Corp. in exchange for an unsecured promissory note in the face amount of $5,000,000. The product line and prospects have been valued at $869,000. In connection with the sale of the product line and prospects, Premier agreed not to compete with WePower Eco Corp's solar and wind products for a period of two years following the sale. In addition, Premier agreed to the prior management team using the WePower name in a newly formed company separate from Premier.

In 2012, Premier acquired a unique 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 other existing options for efficiency are few, expensive, and untested. Premier made available this technology to its subsidiary Ecolutions. Thereafter, Ecolutions changed its name to Energy Efficient Experts (E^3). In the fourth quarter, Premier redesigned and reengineered its products for mass production and expanding the product line. This redesign means that the product can go from custom made to mass production and rapid installation. Also in the fourth quarter, Premier formed a strategic alliance with Muni-Fed Energy, LLC, a California LLC, who has strong relationships with Municipalities, Ports, and real estate investment trusts in the Southern California market and beyond. Premier also formalized its relationship with Orion Energy of Southern California, giving Premier access to a large product offering in lighting and energy controls.

On February 28, 2013, Premier acquired an 80% ownership interest in "The Power Company USA, LLC" ("TPC"), a deregulated power broker in Illinois. On the date of acquisition, TPC had tremendous number of clients. A portion of these clients have large commercial/industrial facilities such as warehouses and distribution center.

Lexington Power & Light, LLC ("LP&L" or "the Company") was incorporated under the laws of the State of New York on July 8, 2010 as a Limited Liability Company. LP&L markets and sells electricity and natural gas to both commercial and residential customers located primarily in five boroughs of New York City and on Long Island. The Company purchases electricity and natural gas on a wholesale basis pursuant to a combined supply and credit facility agreement.

On October 22, 2014, Premier entered a Membership Purchase Agreement ("Agreement") to acquire 85% of the membership interests of Lexington Power & Light, LLC ("LP&L") from its owners. Under the Agreement, Premier will acquire 85% of LP&L on the Closing Date for 7,500,000 shares of common stock and $500,000 in Promissory Notes, plus earn out payments based upon EBITDA milestones during the 12 months following the Closing Date. Under the Agreement, Premier has a contingent funding obligation of $1,000,000 of which $500,000 will be used as working capital for LP&L. Under the Agreement, Premier has the option to acquire the remaining 15% of LP&L until December 31, 2018 for $20,000,000 payable 1/2 in cash and 1/2 in common stock. Under the Agreement, Premier will limit its board of directors to five persons, with the members of LP&L having the right to appoint one board member.

Our Industry

Premier bridges two industries in the Energy field: Deregulation (reselling power from suppliers) and energy efficiency technologies. Deregulated power is expected to be one of the largest markets since the deregulation of telecom, only much larger. Energy efficiency companies, sometimes referred to as energy services companies, or ESCOs, develop, install and arrange financing for projects designed to improve the energy efficiency of client facilities. Typical products and services offered by energy efficiency companies include lighting and lighting retrofits, HVAC upgrades, motor controls, equipment installations, load management, and can include power generation including on-site cogeneration, renewable energy plants, etc. As Premier grows it expects to be involved in all these opportunities. Energy efficiency companies often offer their products and services through energy savings performance contracts, or ESPCs. Under these contracts, energy efficiency companies assume certain responsibilities for the performance of the installed measures, under assumed conditions, for a portion of the project's economic lifetime. Premier and its affiliates operate as a deregulated power reseller an as an ESCO.

Marketing

Premier's sales and marketing strategy captures the unique opportunity of being in two closely related, but separate industries. Through The Power Company, the company will reach approximately 50,000 consumers a year for deregulated power. A portion of these (the commercial/industrial customers) will also be candidates for the Efficiency industry. The Power Company, as it becomes integrated with E^3 , will help E3 gain the ability to cross market its product line to their already existing client base of thousands of new commercial/industrial prospects. This provides an advantage over the competition by offering a complete clean energy solution package of a much lower cost of power and, by the use of its energy efficiency products, the reduction of their consumption of energy.

In addition to these valuable clients from TPC, the company's strategy is to approach large and qualified prospects through a network of resellers and alliance partners with pre-existing relationships and/or top-tier reputations in their respective markets (as

well as direct sales as described below), and to offer their clientele customized and comprehensive energy efficiency solutions tailored to meet their economic, operational and efficiency goals.

Throughout the industry the evaluation, proposal, sales, and implementation process for energy efficiency and renewable energy projects can typically take from 12 to 24 months or longer, due to the prescriptive nature of a consultative sale. Sales to state and federal governmental and housing authority customers tend to require the longest lead time. E^3 identifies direct-sales opportunities through the pre-existing relationships of its team, as well as referrals, requests for proposals, conferences, web searches, telemarketing and additional product/service sales to existing customers.

E 3 also supports its network of resellers with a wide range of energy efficiency products through its alliance with suppliers, as well as its growing list of proprietary products. E 3 not only provides products at a very competitive rate, but supports its resellers through training, marketing material, team sales visits, and a sales support infrastructure that can reduce the typical sales cycle time.

Lead qualification has been automated such that a prospect can be evaluated over the phone, reducing the expense of performing audits and surveys on unqualified prospects. As the business develops we expect the audits will be performed by qualified sales engineers, typically LEED certified (Leaders in Energy Efficiency Design, a program under the US Department of Energy's Green Building Council) and/or certified electricians, which results in a more comprehensive, professional, accurate and competitive proposal. The Company and its resellers utilize trained and certified electricians and engineers to perform the installation, further increasing customer satisfaction. Follow-up reports verify energy savings performance. The Company also has access to funding options which can meet the unique financial requirement of the client, including no-money down, and immediately cash-flow-positive programs.

Employees

As of December 31, 2014, Premier's senior management consisted of three independent contractors along with additional contracted support staff and independent resellers and consultants. Premier expects to hire additional personnel as its business expands.

Patents

Premier acquired all patents owned by Active ES Lighting Controls; the three pertinent US patents are as follows:

- U.S. Patent No. 5,528,110; Entitled Apparatus For Control Of Load Power Consumption; Issued June 18, 1996
- U.S. Patent No. 5,508,589; Entitled Power Saving Voltage Reduction System For High Intensity Discharge Lighting Systems; Issued April 16, 1996
- U.S. Patent No. 5,623,186; Entitled Power Saving Voltage Reduction System For High Intensity Discharge Lighting Systems; Issued April 22, 1997
- U.S. Patent No. 7,084,587; Entitled Apparatus And Method For Control Of High Intensity Discharge Lighting; Issued August 1, 2006;
- U.S. Patent No. 7,825,614; Entitled Voltage Control Load Center, Modular Voltage Control Transformer Circuit, And Method Of Making And Using; Issued November 2, 2010; and
- U.S. Patent No. 7,973,490; Entitled Hid Lighting Control With Transient Voltage Sensing And Lamp Restarting, And Method Of Making And Using; Issued July 5, 2011.

International Patents

Title	Country/Type	Filing Date	Status
Apparatus & Method For Control Of High Intensity Discharge Lighting	India	8/26/05	Published
(Same)	Canada	8/26/05	Issued: 07/20/2010 No: 2,577,416
(Same)	Israel	8/26/05	Pending
(Same)	Japan	8/26/05	Pending
(Same)	Mexico	8/26/05	Issued: 11/18/2009 Pending
(Same)	Egypt	8/26/05	Pending
Voltage Control Load Center Modular Voltage Control Transformer Circuit & Method Of Making & Using	Egypt	9/21/08	Pending
(Same)	India	9/18/08	Pending
(Same)	Indonesia	3/20/07	Pending
(Same)	Japan	3/20/07	Pending
(Same)	Mexico	3/20/07	Issued: 12/06/2010 No: 281748
(Same)	Malaysia	3/20/07	Pending

These patents pertain to the E-Series Lighting controls line of products.

Government Regulation

Various regulations affect the conduct of Premier's business. The applicable regulatory requirements differ in each state and between agencies of the federal government.

Premier's projects must conform to all applicable electric reliability, building and safety, and environmental regulations and codes, which vary from place to place and time to time. Various federal, state, provincial and local permits are required to construct an energy efficiency project or renewable energy plant.

Some of the demand reduction services that Premier provides for utilities and institutional clients are subject to regulatory tariffs imposed under federal and state utility laws. In addition, the operation of, and electrical interconnection for, Premier's renewable energy projects are subject to federal, state or provincial interconnection and federal reliability standards also set forth in utility tariffs. These tariffs specify rules, business practices and economic terms to which Premier is subject. The tariffs are drafted by the utilities and approved by the utilities' state, provincial or federal regulatory commissions.

Item 1A. RISK FACTORS

Premier is subject to various risks which may materially harm its business, financial condition and results of operations. Any investor should carefully consider the risks and uncertainties described below and the other information in this filing. If any of these risks or uncertainties actually occurs, Premier's business, financial condition or operating results could be materially harmed. In that case, the price of Premier's common stock could decline and investors could lose all or part of their investment.

Premier is a relatively young company with limited operating history.

Because Premier is a relatively young company, it is difficult to evaluate its business and prospects. Premier's future operating results will depend on many factors, including the ability to generate sustained and increased demand and acceptance of its products, the level of its competition, and its ability to attract and maintain key management and employees. While management believes their estimates of projected occurrences and events are within the timetable of Premier's business plan, there can be no guarantees or assurances that the results anticipated will occur.

If we are unable to attract and retain key personnel, we may not be able to compete effectively in our market.

Our success will depend, in part, on our ability to attract and retain key management, design experts, and sales and marketing personnel. Our inability to retain employees and attract and retain sufficient additional employees, and design, drafting, and marketing support resources, could have a material adverse effect on our business, financial condition, results of operations and cash flows. The loss of key personnel could limit our ability to develop and market our products.

Premier Expects to incur net losses in future quarters.

If Premier does not achieve profitability, Premier's business may not grow or operate. Premier may not achieve sufficient revenues or profitability in any future period. Premier will need to generate revenues from the sales of its products or take steps to reduce operating costs to achieve and maintain profitability. Even if Premier is able to generate revenues, Premier cannot be certain that it can sustain or increase profitability on a quarterly or annual basis.

Premier will likely need to raise funds to operate in accordance with its business plan.

Premier is a growing its businesses and as a result it is likely that they will need additional cash to support that growth, both to support operating losses as long as those continue, as well for the potential acquisition of other companies, or the purchase of certain assets from other companies. At this time the Company cannot estimate either the amount of cash required or the form that it will attempt to raise this cash.

Our independent registered public accounting firm has expressed doubts about our ability to continue as a going concern.

The report of Premier's independent accountants on its December 31, 2014 financial statements included an explanatory paragraph indicating that there is substantial doubt about Premier's ability to continue as a going concern due to recurring losses and working capital shortages. Premier's ability to continue as a going concern will be determined by its ability to obtain funding and develop a profitable operation. Premier's financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Premier does not expect to pay dividends for the foreseeable future.

For the foreseeable future, it is anticipated that earnings, if any, that may be generated from Premier's operations will be used to finance its operations and cash dividends will not be paid to holders of Premier's common stock. Premier expects to be subject to SEC regulations and changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new SEC regulations and other trading market rules which are creating uncertainty for public companies.

Premier is committed to maintaining high standards of corporate governance and public disclosure. As a result, Premier intends to invest appropriate resources to comply with evolving standards, and this investment may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Premier's Common Stock May Be Affected by Limited Trading Volume and May Fluctuate Significantly.

In the future, Premier's common stock is likely to experience significant price and volume fluctuations which could adversely affect the market price of its common stock without regard to its operating performance. In addition, Premier believes that factors such as quarterly fluctuations in its financial results and changes in the overall economy or the condition of the financial markets could cause the price of its common stock to fluctuate substantially. Substantial fluctuations in Premier's stock price could significantly reduce the price of its common stock.

Premier has not had Adequate Financial Controls in Place Which Could Adversely Effect the Financial Reporting.

Premier has not had adequate financial controls in place in the past, which has resulted in errors in its financial statements. If this happens again, investors may not be in possession of up to date and accurate financial information. Premier has hired an experienced financial consultant to assist in production of all futures financial statements and public filings. Premier plans to further strengthen financial controls by implementing an independent board of directors once Premier has resources to do so.

As required by Rule 13a-15 under the Exchange Act, Premier is required to carry out evaluations, under the supervision and with the participation of Premier's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of Premier's disclosure controls and procedures every quarter.

In designing and evaluating Premier's disclosure controls and procedures, Premier recognizes that there are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their desired control objectives. Additionally, in evaluating and implementing possible controls and procedures, Premier's management is required to apply its reasonable judgment.

Item 2. PROPERTIES

Premier's corporate offices and warehouse are located at 1382 Valencia Avenue, Unit F, Tustin, California. Premier considers these facilities to be adequate for its current needs. These offices consist of 2,000 square feet, we pay rent of $2,500 on a month to month basis.

For the operations of The Power Company we rent 2,000 square feet of office space at 214 W. Ohio St, Chicago, IL for $4,000 per month. This lease expires in July 2015.

For the operations of TPC we rent 1,451 square feet of office space at 6600 York Rd, Baltimore, MD for $2,200 per month. The lease expires April 2017.

Item 3. LEGAL PROCEEDINGS

Whitaker Energy, LLC

In 2013, Whitaker Energy, LLC ("WE") filed a civil action the Superior Court of Dekalb County, State of Georgia, Case No. 13-CV8610-6, against The Power Company, USA, LLC and Premier Holding Company alleging that TPC is in default under its obligations to WE under a promissory note pursuant to which WE loaned TPC $150,000 in 2012 concurrent with WE's purchase of a membership interest in TPC. Under the terms of the loan between TPC and WE, TPC owes a monthly payment to WE, the amount of which varies each month and is based on the number of contracts TPC enters into from door-to-door sales and call centers. TPC and WE dispute the number of contracts entered into by TPC after certain adjustments and charge-backs from cancellation of contracts by consumers. Under the complaint, WE seeks to recover $93,080 of principal under the loan, plus prejudgment interest in the amount of

$9,184 and reasonable attorneys' fees and expenses of the litigation. Also, WE seeks an order from the court for access to TPC's books and records. TPC and Premier Holding Corporation dispute the claim by WE that TPC is in default under the loan between TPE and WE. The parties to the litigation have been negotiating a settlement of the litigation which would include a monthly payment by TPC to WE of $4,000 in payment of the principal due and certain attorneys' fees and costs incurred by WE. Under the terms of the settlement, WE seeks to recover a total of $110,000.

Hi-Tech Specialists, Inc.

Prior to its acquisition by The Power Company, Hi-Tech Specialists, Inc. filed suit against U.S.E.C. LLC d/b/a/ US Energy Consultants and Michail Skachko concerning the parties' agreement seeking damages in an amount in excess of $789,077. The nature of the litigation relates to a contract between the parties wherein Hi-Tech Specialists was to solicit service agreements on behalf of U.S.E.C. The suit is on going and The Power Company is aggressively pursuing its claim against the parties named.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Premier's common stock is listed and quoted on the over-the-counter Bulletin Board and OTCQB under the symbol PRHL. The following quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

Quarter Ending	High	Low
12/31/14	$0.10	$0.07
9/30/14	$0.11	$0.07
6/30/14	$0.18	$0.10
3/31/14	$0.19	$0.14
12/31/13	$0.24	$0.16
9/30/13	$0.25	$0.09
6/30/13	$0.12	$0.06
3/31/13	$0.25	$0.09

On April 13, 2015, the closing sales price of our common stock as reported on the OTCQB was $0.06 per share. As of December 31, 2014, there were 181,567,085 shares of common stock issued and outstanding which are held by approximately 1,271 holders of record.

Dividends

Premier's Board of Directors has not declared a cash dividend on its common stock during the last two fiscal years.

The broker or dealer who has affected sales of penny stock to a customer, unless exempted by the rules, is required to send to the customer a written statement containing the identity and number of shares or units of each such security and the estimated market value of the security. The imposition of these reporting and disclosure requirements on a broker or dealer make it unlawful for the broker or dealer to effect transactions in penny stocks on behalf of customers. Brokers or dealers may be discouraged from dealing in penny stocks, due to the additional time, responsibility involved, and, as a result, this may have a deleterious effect on the market for Premier's stock.

Sales of Unregistered Securities

From October 1, 2014 to December 31, 2014, the Company granted 5,093,115 shares of common stock to various consultants for services. A compensation expense of $469,995 was recorded during the period ended December 31, 2014.

From October 1, 2014 to December 31, 2014, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 11,654,360 shares of its common stock. The sales closed and cash of $616,931 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.

Item 6. SELECTED FINANCIAL DATA

The registrant is a smaller reporting company, pursuant to Rule 229.10(f)(1), and is not required to report this information. The financial statements of Premier are attached.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion summarizes the significant factors affecting our consolidated operating results, consolidated financial condition, liquidity and cash flows for the periods ended December 31, 2014 and 2013. The discussion and analysis that follows should be read together with the consolidated financial statements and the notes to the consolidated financial statements included elsewhere in this report. Management's Discussion and Analysis of Financial Condition and Results Of Operations is provided as a supplement to the accompanying consolidated financial statements and footnotes to help provide an understanding of our financial condition, the changes in our financial condition and our results of operations. Except for historical information, the matters discussed in this Management's Discussion and Analysis of Consolidated Financial Condition and Results of Consolidated Operations are forward looking statements that involve risks and uncertainties and are based upon judgments concerning various factors that are beyond our control. Our actual results could differ materially from the results anticipated in any forward-looking statements as a result of a variety of factors, including those discussed in Section 1A above – "Risk Factors."

Overview

Premier Holding Corporation, a Nevada corporation ("Premier" or "PRHL" or the "Company"), provides an array of energy services through its subsidiary companies Energy Efficiency Experts Inc., a Delaware corporation ("E3"), 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 new and untested, and expensive. This technology is being marketed by E3.

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 and expects to continue to do so for the foreseeable future. Over 1,500 of these clients have large commercial/industrial facilities such as warehouses and distribution centers, which are candidates for E3.

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 distribute the power, read the 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 recently launched 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.

On October 22, 2014, Premier entered a Membership Purchase Agreement ("Agreement") to acquire 85% of the membership interests of Lexington Power & Light, LLC ("LP&L") from its owners. Under the Agreement, Premier will acquire 85% of LP&L on the Closing Date for 7,500,000 shares of common stock and $500,000 in Promissory Notes, plus earn out payments based upon EBITDA milestones during the 12 months following the Closing Date. Under the Agreement, Premier has a contingent funding obligation of $1,000,000 of which $500,000 will be used as working capital for LP&L. Under the Agreement, Premier has the option to acquire the remaining 15% of LP&L until December 31, 2018 for $20,000,000 payable 1/2 in cash and 1/2 in common stock. Under the

Agreement, Premier will limit its board of directors to five persons, with the members of LP&L having the right to appoint one board member. Also, there is earn out payments to the members of Lexington that the Company achieving an EBITDA of at least $2,500,000 for the most recent completed 12 fiscal months from the preceding year, the Company shall be entitled $500,000 cash and 2,500,000 shares of restricted common stock. In addition, in the event the purchaser or any subsidiary thereof does not direct customer referral resulting in gross revenues for the Company of at least $50,000,000 on an annual basis during the earn out period, the members shall be entitled to $500,000 and 2,500,000 shares of restricted common stock.

Lexington Power & Light, LLC ("LP&L" or "the Company") was incorporated under the laws of the State of New York on July 8, 2010 as a Limited Liability Company. LP&L markets and sells electricity and natural gas to both commercial and residential customers located primarily in five boroughs of New York City and on Long Island. The Company purchases electricity and natural gas on a wholesale basis pursuant to a combined supply and credit facility agreement.

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.

2014 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 which may be among the best in the industry. To date E3 and its growing reseller base have prospected over 1,500 qualified potential installations and is developing 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 E3 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.

E3 is finding success in recruiting LED resellers whose clients have declined an LED sale (mostly on a performance, price, 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 very small amount of revenues to our overall financial performance as of December 31, 2014, 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 through TPC 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, E3 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 TPC customer base. Premier intends to continue to build and develop these channel partnerships both domestically and internationally.

- *Achieved plan to become a power provider/supplier.* By adding a third subsidiary, a power provider, the company can book the entire energy bill as revenue as opposed to only the commission. This revenue is estimated to provide two to three times the earnings on the same customer currently being acquired by TPC, by picking up the margin between the wholesale and retail price.

- *One-Stop shop for "everything energy."* Premier believes that it can best serve our customers by providing all energy related products and services under one cohesive and coordinated package, with over 30 energy supplier partnerships, and plans to operate also as a supplier, and with E3 representing an expanding array of products, some proprietary, which enables us to 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, E3 is putting together 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.

Revenue

Revenue for the year ended December 31, 2014 was $4,828,118 compared to $1,804,980 for the year ended December 31, 2013. The increase was due to the acquisition of Lexington in 2014.

Cost of Goods Sold

Cost of goods sold for the year ended December 31, 2014 was $1,458,079 compared to $39,214 for the year ended December 31, 2013. The increase was due to the acquisition of Lexington in 2014.

Selling, general and administrative expenses

Selling, general and administrative expenses for the year ended December 31, 2014 were $8,074,299, compared to $6,955,779 for the year ended December 31, 2013. The increase in expenses during 2014 was mainly due to an increase of expenses of $3,708,790 related to the operations of The Power Company, and professional fees of $2,542,727.

Net Loss

For the year ended December 31, 2014, Premier had a net loss of $8,179,755 as compared to a net loss of $4,004,957 for the year ended December 31, 2013. Premier's accumulated deficit as of December 31, 2014 was $21,326,640. These conditions raise substantial doubt about Premier's ability to continue as a going concern over the next twelve months.

Liquidity and Capital Resources

During the year ended December 31, 2014, cash flow from operations were not sufficient to meet operating commitments. Cash flow from operations are expected to be insufficient to meet operating commitments throughout the remainder of the fiscal year ending December 31, 2015.

As of December 31, 2014, working capital deficit was $2,493,717 and cash was $696,789 while at December 31, 2013 working capital was $682,793 and cash was $781,569. Working capital is not expected to increase through revenues generated by Premier's subsidiaries during the balance of this year.

Net cash used in or provided by operating, investing and financing activities for the years ended December 31, 2014 and 2013 were as follows:

	Year Ended December 31,	
	2014	2013
Net cash (used) in operating activities	$ (4,090,138)	(2,961,812)
Net cash provided (used) in investing activities	$ 983,420	(21,109)
Net cash provided by financing activities	$ 3,021,938	3,720,180

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 relates primarily to cash received from sales of common stock.

Going Concern

The Company has sustained net losses of $21,326,640 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.

Off-Balance Sheet Arrangements

We have no off-balance sheet financing arrangements.

Critical Accounting Policies and Estimates

Principles of Consolidation

The consolidated balance sheets include the accounts of the Company and its subsidiaries. The consolidated statements of operations include the Company's accounts and the accounts of its subsidiaries from the date of acquisition. All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

In preparing these consolidated financial statements in conformity with GAAP, management is required to make estimates and assumptions that may affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amount of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates and assumptions included in our consolidated financial statements relate to the valuation of long-lived assets, estimates of sales returns, inventory reserves and accruals for potential liabilities, and valuation assumptions related to equity instruments and share based compensation.

Revenue

Revenue is recognized on the sale of a product when the product is shipped, which is when the risk of loss transfers to our customers, and collection of the sale is reasonably assured. A product is not shipped without an order from the customer and the completion of credit acceptance procedures. The majority of our sales are cash or credit card; however, we occasionally extend terms to our customers. Accounts receivable are reviewed periodically for collectability. As of December 31, 2014 and 2013, we did not maintain a reserve for bad debt, which are minimal based upon our historical experience.

Sales Returns

We allow customers to return defective products when they meet certain established criteria as outlined in our sales terms and conditions. It is our practice to regularly review and revise, when deemed necessary, our estimates of sales returns, which are based primarily on actual historical return rates. We record estimated sales returns as reductions to sales, and accounts receivable. Returned products which are recorded as inventory are valued based upon the amount we expect to realize upon its subsequent disposition. As of December 31, 2014 and 2013, there was no reserve for sales returns, which are minimal based upon our historical experience.

Stock Based Compensation

We periodically issue stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs. We account for stock option and warrant grants issued and vesting to employees based on Financial Accounting Standards Board (FASB) ASC Topic 718, "Compensation – Stock Compensation", whereas the award is measured at its fair value at the date of grant and is amortized ratably over the vesting period. We account for stock option and warrant grants issued and vesting to non-employees in accordance with ASC Topic 505, "Equity", whereas the value of the stock compensation is based upon the measurement date as determined at either (a) the date at which a performance commitment is reached, or (b) at the date at which the necessary performance to earn the equity instruments is complete.

Goodwill

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. The Company determined that there was an indicators of impairment in goodwill for TPC during the year ended December 31, 2014 and impaired the goodwill by $500,000 in TPC because of continuous negative cash flow and losses. The Company used the present value technique for the impairment testing. In addition, the Company determined that there was an indicators of impairment in goodwill for LP&L during the year ended December 31, 2014 and fully impaired the goodwill in LP&L because the lack of funding from the parent Company to support LP&L projections, continuous negative cash flow and losses, and the default in the acquisition note payable installment payment by Premier Holding Corporation in the first quarter of 2015. The Company used the present value technique for the impairment testing.

Long-lived Assets

The Company assesses long-lived assets, including intangible assets, for impairment in accordance with the provisions of FASB ASC 360 "Property, Plant and Equipment". A long-lived asset (or group of assets) shall be tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. The carrying amount of a long lived asset is not recoverable if it exceeds the sum of the undiscounted net cash flows expected to result from the use and eventual disposition of the asset. The amount of impairment loss, if any, is measured as the difference between the net book value of the asset and its estimated fair value. For purposes of these tests, long-lived assets must be grouped with other assets and liabilities for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. The Company follows ASC Topic 350 in accounting for intangible assets, which requires impairment losses to be recorded when indicators of impairment are present and the undiscounted cash flows estimated to be generated by the assets are less than the assets' carrying amounts. There were impairment losses recorded on intangible assets of $144,210 and $0 for the years ended December 31, 2014 and 2013. The impairment losses in 2014 is due to lack of expected cash flows.

Recently Issued Accounting Standards 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. The adoption of this update did not have a material impact on the Company's consolidated financial statements.

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. The adoption of this update did not have a material impact on the Company's consolidated financial statements.

Not Yet Adopted

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, “Revenue from Contracts with Customers” (ASU 2014-09), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP. The standard is effective for annual periods beginning after December 15, 2016, and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). Early adoption is not permitted. The Company is currently evaluating the impact of the pending adoption of ASU 2014-09 on its consolidated financial statements and has not yet determined the method by which it will adopt the standard beginning January 1, 2017.

In August, 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (ASU) No. 2014-15, Presentation of Financial Statements – Going Concern (Subtopic 205-40), which now requires management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date the financial statements are issued. If conditions or events raise substantial doubt about an entity’s ability to continue as a going concern, and substantial doubt is not alleviated after consideration of management’s plans, additional disclosures are required. The amendments in this update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. These requirements were previously included within auditing standards and federal securities law, but are now included within U.S. GAAP. The Company is evaluating the effect, if any, the adoption of ASU 2013-02 will have on its consolidated financial statements and related disclosures.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the SEC did not or are not believed by management to have a material impact on our present or future consolidated financial statements.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

ANTON & CHIA

CERTIFIED PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Premier Holding Corporation and Subsidiaries

We have audited the consolidated balance sheets of Premier Holding Corporation and subsidiaries (the "Company") as of December 31, 2014 and 2013 and the related consolidated statements of operations, changes in stockholders' equity (deficit) and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits include examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2014 and 2013 and the results of their consolidated operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States.

As discussed in Note 13 to the consolidated financial statements, during the years ended December 31, 2014, and 2013, the Company made payments to related parties controlled by an officer and management of the Company.

The consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As shown in Note 3 to the consolidated financial statements, the Company has incurred an accumulated deficit of $21,326,640 and $13,146,885 as of December 31, 2014 and 2013, respectively. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to this matter are described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/Anton & Chia, LLP
April 15, 2015
Newport Beach, CA

PREMIER HOLDING CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

Assets	December 31, 2014	December 31, 2013
Current Assets		
Cash	$ 696,789	$ 781,569
Accounts receivable	1,109,715	438,976
Prepaid expenses	21,623	13,134
Inventory	42,319	–
Collateral postings	286,997	–
Accrued revenue	479,406	–
Total Current Assets	2,636,849	1,233,679
Other Assets		
Notes receivable	–	869,000
Equipment, net	55,557	19,350
Goodwill	4,000,000	4,555,750
Intangible assets, net	–	201,366
Collateral deposit	200,000	–
Total Assets	$ 6,892,406	$ 6,879,145
Liabilities and Stockholders' Equity (Deficit)		
Current Liabilities:		
Accounts payable and accrued liabilities	$ 1,947,573	$ 432,748
Related party payable	202,233	86,138
Convertible note, net	909,500	–
Note payable-related parties	141,860	–
Contingent liability – LP&L acquisition	692,500	–
Notes payable	1,236,900	32,000
Total Current Liabilities	5,130,566	550,886
Long-Term Liabilities:		
Long-term debt	200,000	–
Total Liabilities	5,330,566	550,886
Commitments and Contingencies		
Lawsuit liability	74,000	–
Stockholders' Equity (Deficit):		
Preferred Stock, 50,000,000 shares authorized, par value $.0001, 200,000, and null shares issued or outstanding at December 31, 2014 and 2013, respectively	20	–
Common Stock, 450,000,000 shares authorized, par value $.0001, 181,567,085 and 151,003,328 shares issued and outstanding at December 31, 2014 and 2013, respectively	18,157	15,101
Common stock to be issued	289,060	–
Stock subscription Payable	(10,495)	
Treasury stock	(869,000)	–
Additional paid in capital	23,886,440	19,639,399
Accumulated deficit	(21,326,640)	(13,146,885)
Total Premier Holding Corporation stockholders' equity (deficit)	1,987,542	6,507,615
Non-controlling interest	(499,702)	(179,356)
Total Stockholders' Equity (Deficit)	1,487,840	6,328,259
Total Liabilities and Stockholders' Equity (Deficit)	$ 6,892,406	$ 6,879,145

See accompanying notes to consolidated financial statements.

PREMIER HOLDING CORPORATION AND SUBSIDIARIES
Consolidated Statements of Operations
For the years ended December 31, 2014 and 2013

	For the Year Ended December 31, 2014	For the Year Ended December 31, 2013
Revenue		
TPC commission revenue	$ 3,251,166	$ 1,804,980
LP&L revenue	1,566,857	–
Product revenue	10,095	–
Total Revenue	4,828,118	1,804,980
Cost of Sales	1,458,079	39,214
Gross Profit	**3,370,039**	**1,765,766**
Operating expenses:		
Selling, general and administrative	8,074,299	6,955,779
Impairment loss - goodwill	3,414,901	–
Impairment loss - intangibles	144,210	–
Loss on settlement of lawsuit	110,000	–
Total operating expenses	11,743,410	6,955,779
Loss from operations	(8,373,371)	(5,190,013)
Other expenses:		
Change in fair value of contingent liability - LP&L acquisition	57,500	–
Interest expense	(32,614)	–
Total non-operating income	24,886	–
Loss from operations before income taxes, non-controlling interest, and discontinued operations	(8,348,485)	(5,190,013)
Income taxes	–	–
Loss before non-controlling interest and discontinued operations	(8,348,485)	(5,190,013)
Income from discontinued operations	–	985,138
Net Loss	$ (8,348,485)	$ (4,204,875)
Net Loss attributable to non-controlling interest	$ 168,730	$ 199,918
Net loss attributable to Premier Holding Corporation	$ (8,179,755)	$ (4,004,957)
Net Loss Attributable to Premier Holding Corporation per share - basic and diluted		
Loss attributable to continuing operations	$ (7,679,755)	$ (4,990,095)
Net loss per common share — basic and diluted	$ (0.05)	$ (0.04)
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 common shares – basic and diluted	156,600,307	111,847,320

See accompanying notes to consolidated financial statements.

PREMIER HOLDING CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2014 and 2013

	2014	2013
Operating Activities:		
Net loss	$ (8,348,485)	$ (4,204,875)
Adjustments to reconcile net loss to cash used in operations:		
Share based payments issued for services	877,738	2,073,115
Impairment loss - goodwill	3,414,901	–
Impairment loss - intangibles	144,210	–
Change in fair value of contingent liability	(57,500)	–
Warrant and option issued for service	540,092	–
Amortization and depreciation expense	58,670	70,374
Loss in extinguishment of debt	110,000	–
Change in operating assets and liabilities:		
Accounts receivable	(286,920)	(310,300)
Prepaid expenses	(8,490)	2,333
Accounts payable and accrued liabilities	(445,351)	340,178
Inventory	12,701	–
Collateral deposit and postings	(101,704)	52,500
Net cash provided by discontinued operations	–	(985,138)
Net cash used in operating activities	**(4,090,138)**	**(2,961,813)**
Investing activities:		
Purchase of Equipment	(2,378)	(21,109)
Cash acquired in acquisition of LP&L	985,798	–
Net cash provided by (used in) investing activities	**983,420**	**(21,109)**
Financing activities :		
Advance from related party payable	116,095	–
Payment to note payable - related party	(10,519)	–
Proceeds from issuance of preferred stock	200,000	–
Proceeds from common stock payable	559,568	–
Proceeds from issuance of common stock	1,601,283	3,698,180
Proceeds from convertible notes payable	909,500	–
Payment for notes payable in the acquisition of Lexington	(62,500)	–
Payment for notes payable	(255,489)	–
Payment of lawsuit liability	(36,000)	
Proceeds from notes payable	–	22,000
Net cash provided by financing activities	**3,021,938**	**3,720,180**
Net increase (decrease) in cash	(84,780)	737,258
Cash at beginning of period	781,569	44,311
Cash at end of period	**$ 696,789**	**$ 781,569**
Supplemental Schedule of Non-cash investing and Financing Activities		
Common stock issued for acquired LP&L and TPC, respectively	$ 750,000	$ 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 consolidated financial statements.

PREMIER HOLDING CORPORATION AND SUBSIDIARIES

Consolidated Statements of Changes in Shareholder's Equity (Deficit)

	Preferred Stock		Common Stock		Additional Paid-in	Common Stock	Common Stock Subscription	Non-Controlling Interest in	Treasury	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Payable	Payable	Subsidiary	Stock	Deficit	Total
Balance, December 31, 2012	–	–	**$ 55,794,549**	**$ 5,580**	**$ 9,167,625**	**$ 210,000**	–	–	–	**$ (9,141,928)**	**$ 241,277**
Common Stock issued for-services	–	–	10,639,362	1,064	2,034,369	–	–	–	–	–	2,035,433
Common Stock Options & Warrants issued for services	–	–	–	–	37,682	–	–	–	–	–	37,682
Common Stock issued for cash	–	–	45,337,731	4,534	3,107,205	–	–	–	–	–	3,111,739
Common Stock issued for cash with warrants	–	–	8,356,686	836	585,606	–	–	–	–	–	586,442
Minority Interest in Subsidiary	–	–	–	–	–	–	–	20,562	–	–	20,562
Stock issued to Active ES	–	–	875,000	88	209,912	(210,000)	–	–	–	–	–
Shares for TPC	–	–	30,000,000	3,000	4,497,000	–	–	–	–	–	4,500,000
Net Loss	–	–	–	–	–	–	–	(199,918)	–	(4,004,957)	(4,204,875)
Balance December 31, 2013	**–**	**–**	**151,003,328**	**15,101**	**19,639,399**	**–**	**–**	**(179,356)**	**–**	**(13,146,885)**	**6,328,259**
Common stock issued for cash	–	–	25,947,060	2,595	1,878,861	(269,677)	(10,495)	–	–	–	1,601,284
Common stock issued for services	–	–	7,616,697	761	877,808	(831)	–	–	–	–	877,738
Options and warrants issued for services	–	–	–	–	540,092	–	–	–	–	–	540,092
Cancellation of common stock	–	–	(3,000,000)	(300)	300	–	–	–	–	–	–
Common Stock for acquisition	–	–	7,500,000	750	749,250	–	–	(151,616)	–	–	598,384
Preferred stock issued for cash	200,000	20	–	–	199,980	–	–	–	–	–	200,000
Common Stock to be- issued	–	–	–	–	–	559,568	–	–	–	–	559,568
Loss in Minority Interest in Subsidiary	–	–	–	–	–	–	–	(168,730)	–	–	(168,730)
Treasury Stock	–	–	(7,500,000)	(750)	750	–	–	–	(869,000)	–	(869,000)
Net Loss	–	–	–	–	–	–	–	–	–	(8,179,755)	(8,179,755)
Balance December 31, 2014	**$ 200,000**	**$ 20**	**$ 181,567,085**	**$ 18,157**	**$ 23,886,440**	**$ 289,060**	**$ (10,495)**	**$ (499,702)**	**$ (869,000)**	**$ (21,326,640)**	**$ 1,487,840**

See accompanying notes to consolidated financial statements.

NOTE 1 – DESCRIPTION OF BUSINESS

Premier Holding Corporation (“Premier”) is in the business of 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 and to complete those installations. Additionally providing deregulated power to residential customers in selected states. 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 Chicago area of Illinois 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. E3’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. E3’s core business expects to deliver green solutions, branded specifically as E3, which include best-of-class alternative energy technology portfolio, and energy reduction technologies in smart lighting controls, LED lighting, 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 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 12 states that allow the distribution of deregulated power.

Lexington Power & Light, LLC (“LP&L” or “the Company”) was incorporated under the laws of the State of New York on July 8, 2010 as a Limited Liability Company. LP&L markets and sells electricity and natural gas to both commercial and residential customers located primarily in five boroughs of New York City and on Long Island. The Company purchases electricity and natural gas on a wholesale basis pursuant to a combined supply and credit facility agreement.

On October 22, 2014, Premier entered a Membership Purchase Agreement (“Agreement”) to acquire 85% of the membership interests of Lexington Power & Light, LLC (“LP&L”) from its owners. Under the Agreement, Premier will acquire 85% of LP&L on the Closing Date for 7,500,000 shares of common stock and $500,000 in Promissory Notes, plus earn out payments based upon EBITDA milestones during the 12 months following the Closing Date. Under the Agreement, Premier has a contingent funding obligation of $1,000,000 of which $500,000 will be used as working capital for LP&L. Under the Agreement, Premier has the option to acquire the remaining 15% of LP&L until December 31, 2018 for $20,000,000 payable 1/2 in cash and 1/2 in common stock. Under the Agreement, Premier will limit its board of directors to five persons, with the members of LP&L having the right to appoint one board member.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

Principles of Consolidation

The audited consolidated financial statements include the accounts of Premier Holding Corporation, LP&L, E3 and TPC as of and for the year ended December 31, 2014. All significant intercompany transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U. S. GAAP 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.

Significant estimates made in connection with the accompanying consolidated financial statements include the estimate of doubtful accounts receivable, valuation in stock-based compensation, fair values in connection with the analysis of goodwill and long-lived assets for impairment, valuation allowances against net deferred tax assets and estimated useful lives for intangible assets and property and equipment.

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 and December 31, 2014 and 2013.

As required by the Loan Energy Services Agreement ("LESA") for LP&L, all utility payments from customer collections have been assigned by the Company and are deposited into a bank account controlled by the lender. Disbursements from the controlled account are subject to specific priority ("waterfall") provisions and has to be approved by the lender. As of December 31, 2014, the total balance for this bank account is $23,698.

Revenue Recognition and Cost of Sales

The Company offers deregulated power and energy efficiency products and services to commercial middle market companies, as well as residential customers. In accordance with the requirements of ASC 605-10-S99 the Company recognizes revenue when (1) persuasive evidence of an arrangement exists (contracts); (2) collectability is reasonably assured (based upon its credit policy). When consultations are provided to customers, the revenue is recognized at the completion of the service when collectability is reasonably assured.

Energy Efficiency Experts, Inc., offers deregulated power and energy efficiency products and services to commercial middle market companies, as well as residential customers. In accordance with the requirements of ASC 605-10-S99 the Company recognizes revenue when (1) persuasive evidence of an arrangement exists (contracts); (2) delivery has occurred; (3) collectability is reasonably assured (based upon its 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.

The Power Company USA, LLC. offers deregulated power and energy efficiency products and services to commercial middle market companies, as well as residential customers. In accordance with the requirements of ASC 605-10-S99 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/or (4) collectability is reasonably assured (based upon its 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. For residential contracts provide services, the commission revenue is recognized when the contract is signed, payment is received. For commercial contracts provide services, the commission revenue is recognized when the contract is signed, and the performance is completed, with an appropriate allowance for estimated cancellation.

Lexington Power & Light, LLC recognize revenue upon delivery of the commodity to the customer. Billed revenue is recognized when the customer's meter is read, normally once in a thirty day period. Accrued revenue is calculated for each electric and natural gas customer based on the average daily usage derived from the most recent meter read bill times the number of days from the most recent meter read to the end of the month multiplied by the current selling price. The difference between the accrual at the beginning of the month and the end of the month, up or down, is recorded as an adjustment to revenue.

Lexington Power & Light, LLC recognize cost of sales on a calendar month basis as incurred, except for electric supply and related cost imbalance reconciliations with the Independent System Operators ("ISO"). The imbalance is the difference between the electric supply and related costs scheduled by the Company through its supplier and the actual electric supply and related costs delivered by the ISO to the customers, which results in four and nine month "true-up" balances on each monthly bill from the ISO. These additional balances are recorded in the month they are billed, or credited, to the Company and not retroactively adjusted.

Our general terms for collection are net 30 days. In certain instances we will provide our customers different terms to accommodate specific business requirements.

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 December 31, 2014 and no allowance for bad debts was considered necessary.

Accrued revenue is calculated for each electric and natural gas customer based on the average daily usage derived from the most recent meter read bill times the number of days from the most recent meter read to the end of the month multiplied by the current selling price. The difference between the accrual at the beginning of the month and the end of the month, up or down, is recorded as an adjustment to payment.

Accrued Revenue

Accrued revenue is calculated for each electric and natural gas customer based on the average daily usage derived from the most recent meter read bill times the number of days from the most recent meter read to the end of the month multiplied by the current selling price. The difference between the accrual at the beginning of the month and the end of the month, up or down, is recorded as an adjustment to payment.

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. The Company maintains an 80% limited interest inThe Power Company USA, LLC. and the remaining 20% non-controlling interest is held by The Power Company USA, LLC. And the Company maintains an 85% limited interest inLexington Power & Light, LLC and the remaining 15% non-controlling interest is held by Lexington Power & Light, LLC.

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. The Company excludes equity instruments from the calculation of diluted earnings per share if the effect of including such instruments is anti-dilutive. As of December 31, 2014, the Company has 3,800,000 stock options outstanding and 2,793,694 warrants outstanding. As of December 31, 2013, the Company has 350,000 stock options outstanding and 2,793,694 warrants outstanding. Convertible debt as of December 31, 2014 for $909,500 can be converted only after one year of the original loan agreement date.

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.

Inventory

Inventory, which consists of natural gas, is a fungible commodity that is stated at the most recent cost, which is fair market value. The inventory value at December 31, 2014 was $42,319.

Stock-Based Compensation

We periodically issue stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs. We account for stock option and warrant grants issued and vesting to employees based on Financial Accounting Standards Board (FASB) ASC Topic 718, "Compensation – Stock Compensation", whereas the award is measured at its fair value at the date of grant and is amortized ratably over the service period. We account for stock option and warrant grants issued and vesting to non-employees in accordance with ASC Topic 505, "Equity", whereas the value of the stock compensation is based upon the measurement date as determined at either (a) the date at which a performance commitment is reached, or (b) at the date at which the necessary performance to earn the equity instruments is complete.

Goodwill

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. The Company determined that there was an indicators of impairment in goodwill for TPC during the year ended December 31, 2014 and impaired the goodwill by $500,000 in TPC because of continuous negative cash flow and losses. The Company used the present value technique for the impairment testing. In addition, the Company determined that there was an indicators of impairment in goodwill for LP&L during the year ended December 31, 2014 and fully impaired the goodwill in LP&L because the lack of funding from the parent Company to support LP&L projections, continuous negative cash flow and losses, and the default in the acquisition note payable installment payment by Premier Holding Corporation in the first quarter of 2015. The Company used the present value technique for the impairment testing.

Long-lived Assets

The Company assesses long-lived assets, including intangible assets, for impairment in accordance with the provisions of FASB ASC 360 “Property, Plant and Equipment”. A long-lived asset (or group of assets) shall be tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. The carrying amount of a long lived asset is not recoverable if it exceeds the sum of the undiscounted net cash flows expected to result from the use and eventual disposition of the asset. The amount of impairment loss, if any, is measured as the difference between the net book value of the asset and its estimated fair value. For purposes of these tests, long-lived assets must be grouped with other assets and liabilities for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. The Company follows ASC Topic 350 in accounting for intangible assets, which requires impairment losses to be recorded when indicators of impairment are present and the undiscounted cash flows estimated to be generated by the assets are less than the assets’ carrying amounts. There were impairment losses recorded on intangible assets of $144,210 and $0 for the years ended December 31, 2014 and 2013. The impairment losses in 2014 is due to lack of expected cash flows.

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, note payable and accrued liabilities. The estimated fair value of cash, accounts receivable, note receivable, accounts payable, note 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 year ended December 31, 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 value of the note is $869,000; $116,138 consists of liabilities which were assumed by the acquirer in the transaction. On March 4, 2014, as part of an overall settlement, certain individuals associated with the transaction returned 5,000,000 common shares of the Company previously issued related to the sale of WePower ECO Corp, and in exchange for the promissory note in the face amount of $5,000,000 (and valued at $869,000 on the Company’s financial statements as of December 31, 2013), WePower ECO Corp had returned an additional 2,500,000 common

shares, for a total of 7,500,000 shares returned to the Company.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation. Such reclassifications had no impact on previously reported net loss.

RECENTLY ISSUED AND ADOPTED ACCOUNTING PRONOUNCEMENTS

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. The adoption of this update did not have a material impact on the Company's consolidated financial statements.

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. The adoption of this update did not have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, "Revenue from Contracts with Customers" (ASU 2014-09), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP. The standard is effective for annual periods beginning after December 15, 2016, and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). Early adoption is not permitted. The Company is currently evaluating the impact of the pending adoption of ASU 2014-09 on its consolidated financial statements and has not yet determined the method by which it will adopt the standard beginning January 1, 2017.

In August, 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2014-15, Presentation of Financial Statements – Going Concern (Subtopic 205-40), which now requires management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date the financial statements are issued. If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, and substantial doubt is not alleviated after consideration of management's plans, additional disclosures are required. The amendments in this update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. These requirements were previously included within auditing standards and federal securities law, but are now included within U.S. GAAP. The Company is evaluating the effect, if any, the adoption of ASU 2013-02 will have on its 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 financial statements.

NOTE 3 – GOING CONCERN

The Company has sustained operating losses of $21,326,640. 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 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 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 – INCOME TAXES

Income Taxes. ASC 740 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse. The Company's predecessor operated as entity exempt from Federal and State income taxes.

ASC 740 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The provision for income taxes differs from the amounts which would be provided by applying the statutory federal income tax rate of 34% to the net loss before provision for income taxes for the following reasons:

	December 31, 2014	December 31, 2013
Book income (loss) from operations	(2,611,117)	(1,361,685)
Stock/options issued for services	331,663	692,047
Stock/options issued for executive comp.	228,297	12,812
Contributed services	–	–
Impairment Expense	1,592,264	27,965
Interest expense on convertible notes	12,757	–
Change in derivative liability	(22,491)	–
Loss on sale of assets	–	–
Change in valuation allowance	(363,650)	(628,861)
Income tax expense	–	–

Net deferred tax assets consist of the following components as of:

	2014	2013
Net operating loss carry forwards	(7,087,058)	(4,469,941)
Stock/options issued for services	1,023,710	692,047
Stock/options issued for executive comp.	301,104	12,812
Impairment Expense	1,620,229	27,965
Interest expense on convertible notes	12,757	–
Change in derivative liability	(22,491)	–
Total gross deferred tax assets/liabilities	4,100,767	3,737,117
Valuation allowance	(4,100,767)	(3,737,117)
Net deferred tax	–	–

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards of $7,100,000 for federal income tax reporting purposes are subject to annual limitations. When a change in ownership occurs, net operating loss carry forwards may be limited as to use in future years. The Company did not file tax return in 2013 and 2014, which is subject to examination.

NOTE 5 – OTHER ASSETS-COLLATERAL POSTINGS AND DEPOSIT

Collateral Postings and Deposit represent collateral balances held by the ISO for electricity and by various pipeline transmission entities for natural gas. Collateral postings held by the ISO as of December 31, 2014 were $212,145. Natural gas collateral postings as of December 31. 2014 were $74,852. The $200,000 collateral deposit held by the ISO as of December 31, 2014 will be repaid by the ISO only when the Company ceases selling electricity to its customers and, as such, has been classified as non-current. All collateral balances are financed pursuant to the current Loan Energy Services Agreement ("LESA").

NOTE 6 – ACQUISITIONS & GOODWILL

The following table presents details of the Company's Goodwill as of December 31, 2014 and December 31, 2013:

	Active ES Lighting Controls, Inc.	The Power Company USA,LLC	Lexington Power & Light, LLC	Total Company
Balances as of January 1, 2013:	138,000	–	–	138,000

Aggregate goodwill acquired	–	4,500,000	–	4,500,000
Impairment losses	(82,250)	–	–	(82,250)
Balance as of December 31, 2013:	55,750	4,500,000	–	4,555,750
Aggregate goodwill acquired	–	–	2,859,151	2,859,151
Impairment losses	(55,750)	(500,000)	(2,859,151)	(3,414,901)
Balance as of December 31, 2014:	–	4,000,000	–	4,000,000

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, which resulted in the issuance of 875,000 shares on September 12, 2013.

The Power Company USA, LLC Share Exchange

On February 28, 2013 Premier acquired 80% of the outstanding membership units of 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 total purchase price for the The Power Company USA, LLC acquisition was allocated as follows:

Goodwill	$	4,500,000
Total assets acquired	$	4,500,000
The purchase price consists of the following:		
Common Stock	$	4,500,000
Total purchase price	$	4,500,000

Lexington Power & Light, LLC

On October 22, 2014, Premier entered a Membership Purchase Agreement ("Agreement") to acquire 85% of the membership interests of Lexington Power & Light, LLC ("LP&L") from its owners. Under the Agreement, Premier acquired 85% of LP&L on the Closing Date for 7,500,000 shares of common stock and $500,000 in Promissory Notes, plus earn out payments based upon EBITDA milestones during the 12 months following the Closing Date. Under the Agreement, Premier has a contingent funding obligation of $1,000,000 of which $500,000 will be used as working capital for LP&L. Under the Agreement, Premier has the option to acquire the remaining 15% of LP&L until December 31, 2018 for $20,000,000 payable 1/2 in cash and 1/2 in common stock. Under the Agreement, Premier will limit its board of directors to five persons, with the members of LP&L having the right to appoint one board member. The fair value of non-controlling interest as of acquisition date is $(151,616). Also, there is earn out payments to the members of Lexington that the Company achieving an EBITDA of at least $2,500,000 for the most recent completed 12 fiscal months from the preceding year, the Company shall be entitled $500,000 cash and 2,500,000 shares of restricted common stock. In addition, in the event the purchaser or any subsidiary thereof does not direct customer referral resulting in gross revenues for the Company of at least $50,000,000 on an annual basis during the earn out period, the members shall be entitled to $500,000 and 2,500,000 shares of restricted common stock.

The total purchase price for the Lexington Power & Light, LLC acquisition was allocated as follows:

Cash	$	985,798
Accounts receivable		383,819
Inventory		55,020
Accrued revenue		337,522
Equipment		35,342
Goodwill		2,859,151
Other assets		527,176
Total assets acquired		5,183,828
Accounts payable and accrued liabilities		(1,960,176)
Note payable		(1,175,268)
Long term note payable		(200,000)
Total liabilities assumed		(3,335,444)
Non-Controlling interest		151,616
Net assets acquired	$	2,000,000
The purchase price consists of the following:		
Note payable	$	500,000
Earn out payment		750,000
Common stock		750,000
Total purchase price	$	2,000,000

The pro forma information below present statements of operations data as if the acquisition of LP&L and TPC took place on January 1, 2013.

PREMIER HOLDING CORPORTATION AND SUBSIDIARIES
Consolidated Statements of Operations (Unaudited)

	2014	2013
	Pro forma	**Pro forma**
Revenues:	$ 13,768,568	$ 11,552,651
Cost of Sales	8,343,422	8,339,575
Gross Profit	5,425,146	3,213,076
	–	–
Operating expenses:	–	–
Selling, general and administrative	9,020,013	8,936,499
Loss on settlement of debt	110,000	40,000
Impairment loss - goodwill	3,414,901	–
Impairment loss - intangibles	144,210	–
Total operating expenses	12,689,124	8,976,499
Operating loss	(7,263,978)	(5,763,424)
Other expense:		
Change in fair value of contingent liability - LP&L acquisition	57,500	–
Interest expense	(32,614)	(270,988)
Loss on derivative liabilities	–	(6,034)
Total other expense	24,886	(277,022)
	–	–
Loss before income taxes, non-controlling interest, and discontinued operations	(7,239,092)	(6,040,446)
Income taxes	–	–
	–	–
Loss before non-controlling interest and discontinued operations	(7,239,092)	(6,040,446)
Net loss attributable to non-controlling interest	168,730	199,918
Income from discontinued operations	–	985,138
	–	–
Net Loss	$ (7,070,362)	$ (4,855,390)

NOTE 7 – INTANGIBLES ASSETS, NET

The following table presents details of the Company's total purchased intangible assets as of December 31, 2013:

	Balance 12/31/2012	Additions	Amortization	Impairment	Balance 12/31/2013
IP/Technology – Patents	$ 153,607	$ –	$ (33,515)	$ –	$ 120,092
Non-compete Agreement	72,832	–	(7,600)	–	65,232
Trademarks & Service Marks	43,542	–	(27,500)	–	16,042
	$ 269,980	$ –	$ (68,615)	$ –	$ 201,366

The following table presents details of the Company's total purchased intangible assets as of December 31, 2014:

	Balance 12/31/2013	Additions	Amortization	Impairment	Balance 12/31/2014
IP/Technology – Patents	$ 120,092	$ –	$ (33,514)	$ (86,578)	$ –
Non-compete Agreement	65,232	–	(7,600)	(57,632)	–
Trademarks & Service Marks	16,042	–	(16,042)	–	–
	$ 201,366	$ –	$ (57,156)	$ (144,210)	$ –

For the years ended December 31, 2014 and 2013, the Company's recorded amortization expense related to the purchased intangibles of $57,156 and $68,615, respectively. The Company also recorded impairment loss in intangibles of $144,210 for the year ended December 31, 2014.

Note 8 - LOAN ENERGY SERVICES AGREEMENT

In December 2011, LP&L entered into a three year Loan Energy Services Agreement ("LESA") with a private lender for a $5,000,000 line-of-credit to finance 90% of POR related Accounts Receivable and Accrued Revenue, 80% of Inventory and 80% of the present value of variable and fixed price contracts. The lender charges 10% per annum on the monthly line utilization and the deferred supply balance, if any, plus 1% per annum as a commitment fee on the unused portion of the line. Utilization is defined as the largest balance outstanding on any given day during the month that is the total of all collateral postings and deposits, the mark-to-market exposure and the current supply balance payable. The lender also advanced monies that were used for a customer marketing program in 2013 and charges 15% per annum on the outstanding balance related thereto. Utilization and commitment fees charged by the lender as interest expense for the period October 22, 2014, the date of acquisition, through December 31, 2014 were $30,515 and $4,695, respectively.

Also pursuant to the LESA, the lender charges monthly commodity fees based of the volume of electricity and natural gas purchases at a rate of $2.25 per MWh and $.13 per MMBtu, respectively. The lender also charges 2% of the electric capacity purchased each month. The lender charged total commodity fees of $46,693 for the period October 22, 2014, the date of acquisition, through December 31, 2014, which were included in Cost of Sales.

As required by the LESA, all utility payments from customer collections have been assigned by the Company and are deposited into a bank account controlled by the lender. Disbursements from the controlled account are subject to specific priority ("waterfall") provisions.

On March 30, 2015, the LESA was extended under the same terms and conditions until April 10, 2015.

NOTE 9 – CONVERTIBLE NOTES PAYABLE

Between July 15 and December 31, 2014, the Company entered into convertible notes with external parties for use as operating capital for a total of $909,500. The convertible notes payable agreements require the Company to repay the principal, together with 10-18% annual interest by the agreements' expiration dates ranging between July 15 and December 31, 2019. The notes are secured and mature five years from the issuance date. One year from the contract date, the holders may elect to convert the note in whole or in part into shares of common stock at a conversion price of 80% of closing market price on the last day of the month upon which the maturity date falls. During the year ended December 31, 2014, the Company recorded an interest expense of $32,510.

The Company analyzed the conversion option of the notes for derivative accounting consideration under ASC 815-15 "Derivatives and Hedging" and determined that the instrument should be classified as liabilities once the conversion option becomes effective after one year due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options for the notes issued.

NOTE 10 – NOTES PAYABLE

As of December 31, 2014, notes payable in the amount includes financed collateral postings and the marketing program balance of $287,040 and $504,360, respectively pursuant to the LESA (see Note 8). The Long Term Note Payable is related to the collateral deposit held by the ISO of $200,000 as of December 31, 2014. Interest charged by the lender related to the financed collateral postings for the period October 22, 2014, the date of acquisition, through December 31, 2014 was included in the utilization charges of $30,515. Interest expense related to the financed marketing program for the period October 22, 2014, the date of acquisition, through December 31, 2014 was $12,459.

On October 22, 2014, the Company entered into a note for acquisition of 85% of Lexington in amount of $325,000. The notes payable agreements require the Company to repay the principal, together with imputed federal rate for term of the note. This Promissory Note (this "Note") shall be payable as follows: (i) an initial payment of $40,625 payable within forty-five (45) days following the date hereof (the "Initial Payment Date"); and (ii) seven (7) equal monthly installments of $40,625 commencing ninety (90) days following the Initial Payment Date and each installment ninety (90) days thereafter (each an "Installment Date"). The Maker may prepay this entire Note at any time without premium or penalty. Any prepayment will be applied first against accrued, but unpaid interest and then against the outstanding principal balance. As of December 31, 2014, outstanding balance of this note is $284,375. The Company is in default on this note in 2015 due to no installments paid.

On October 22, 2014, the Company entered into a note for acquisition of 85% of Lexington in amount of $175,000. The notes payable agreements require the Company to repay the principal, together with imputed federal rate for term of the note. This Promissory Note (this "Note") shall be payable as follows: (i) an initial payment of $21,875 payable within forty-five (45) days following the date hereof (the "Initial Payment Date"); and (ii) seven (7) equal monthly installments of $21,875 commencing ninety (90) days following the Initial Payment Date and each installment ninety (90) days thereafter (each an "Installment Date"). The Maker may prepay this entire Note at any time without premium or penalty. Any prepayment will be applied first against accrued, but unpaid interest and then against the outstanding principal balance. As of December 31, 2014, outstanding balance of this note is $153,125. The Company is in default on this note in 2015 due to no installments paid.

During 2013, The Power Company USA, LLC Share Exchangeentered into a line of credit with Energy Me in amount of $50,000. This loan bears no interest, and shall be repaid $2,000 per month. As of December 31, 2014, outstanding balance of this loan is $8,000.

NOTE 11 – CAPITAL STOCK TRANSACTIONS

<u>Preferred Stock</u>

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. As of December 31, 2014 there were 200,000 preferred shares issued and outstanding.

On March 31, 2014, the Board of Directors of the Company approved the creation of a Series A Non-Voting Convertible Preferred Stock (the "Series A"). As of September 30, 2014, the Company filed a Certificate of Designation for the Company's Series A in Nevada. No shares of Series A have been issued, but the Company is authorized to issue up to 7,000,000 shares. In general, each

share of Series A Non-Voting Convertible Preferred Stock has no voting or dividend rights, a Stated Value of $1.00 per share, and is convertible nine months after issuance into common stock at the conversion price equal to one-tenth (1/10) of the Stated Value.

On April 8, 2014, the Company entered into preferred stock purchase agreements with an investor for the sale of 200,000 shares of its preferred stock at $1 per share in total of $200,000.

Common Stock

During the year ended December 31, 2014, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 25,947,060 shares of its common stock in amount of $2,160,851. Additionally, 7,616,697 shares of common stock were issued for consulting services valued at $0.09 to $0.10 per share, based upon the fair value of the common stock on the measurement date in total of $877,738 which was recognized immediately as general and administrative expense. 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

A summary of option activity as of December 31, 2013 and changes during the year ended is presented below:

	Number Outstanding	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2013	150,000	$ 0.25	2.25	
Granted	200,000	0.25	4.00	$37,682
Exercised	–	–	–	–
Canceled/forfeited/expired	–	–	–	–
Outstanding at December 31, 2013	350,000	$ 0.25	3.61	–
Options vested and exercisable at December 31, 2013	350,000	$ 0.25	3.61	–

A summary of option activity as of December 31, 2014 and changes during the year ended is presented below:

	Number Outstanding	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2014	350,000	$ 0.25	3.61	
Granted	3,650,000	0.02	1.00	$569,912
Exercised	–	–	–	–
Canceled/forfeited/expired	–	–	–	–
Outstanding at December 31, 2014	3,800,000	$ 0.04	2.61	–
Options vested and exercisable at December 31, 2014	3,800,000	$ 0.04	1.1	–

On March 31, 2014, the Board of Directors of the Company approved a new Employment Agreement with the Company's Chief Executive Officer, Randy Letcavage. The Employment Agreement has an effective date of January 1, 2014 and replaces all prior agreements between the Company and Mr. Letcavage. The Employment Agreement provides for an annual base salary of $240,000, a discretionary bonus of $50,000 over each 12-month period, expense reimbursement, and a grant of stock options on 5,000,000 shares vesting over 2 years at an initial exercise price per share equal to $.0025 per share. Stock options are vesting at the following rate:

- 1,000,000 (one million) Shares of Common Stock on the Commencement Date;
- 1,000,000 (one million) Shares of Common Stock on the sixth (6th) month anniversary of the Commencement Date;
- 1,000,000 (one million) Shares of Common Stock on the first anniversary of the Commencement Date;
- 1,000,000 (one million) Shares of Common Stock on the 18th month anniversary of the Commencement Date; and
- 1,000,000 (one million) Shares of Common Stock on the second anniversary of the Commencement Date.

In addition the Corporation agreed to indemnify Mr. Letcavage to the fullest extent permitted by law for claims related to Mr. Letcavage's role as an officer and director of the Company, or its subsidiaries. As of December 31, 2014, $516,591 has been recorded as his stock based compensation. As of December 31, 2014, there was $355,725 unrecognized cost related to the stock options, which will be recognized in 2015.

On December 31, 2014, the Board of Directors of the Company granted all three board member each 150,000 shares of stock options vesting immediately at an initial exercise price per share equal to $.15 per share.

The Company valued the options using the following assumptions: dividend yield of zero, years to maturity of between 0.5 and 5 years, risk free rates of between 1.65 and 1.73 percent, and annualized volatility of between 108% and 217%.

Common Stock Warrants

A summary of non-employee warrant activity during the year ended as of December 31, 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	2,793,694	0.175	1.85
Exercised	–	–	–
Canceled/forfeited/expired	450,000	0.57	–
Outstanding at December 31, 2013	2,793,694	$ 0.175	1.85
Warrants vested and exercisable at December 31, 2013	2,793,694	$ 0.175	1.85

A summary of non-employee warrant activity during the year ended as of December 31, 2014 is presented below:

	Number Outstanding	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (Years)
Outstanding at January 1, 2014	2,793,694	$ 0.157	1.85
Granted	–	–	–
Exercised	–	–	–
Canceled/forfeited/expired	–	–	–
Outstanding at December 31, 2014	2,793,694	$ 0.175	1.10
Warrants vested and exercisable at December 31, 2014	2,793,694	$ 0.175	1.10

NOTE 12 – 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 the Company, 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, the Company's former CEO. The Company sold certain assets related to 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, and WePower Eco Corp. assumed $116,138 in liabilities, acquired three patents, six trademarks, and twenty eight contracts.

On March 4, 2014, as part of an overall settlement, certain individuals associated with the transaction returned 5,000,000 common shares of the Company previously issued related to the sale of WePower Eco Corp, and in exchange for the promissory note in the face amount of $5,000,000 (and valued at $869,000 on the Company's consolidated financial statements as of December 31, 2013), WePower Eco Corp had returned an additional 2,500,000 common shares, for a total of 7,500,000 shares returned to the Company.

NOTE 13 – RELATED PARTY TRANSACTIONS

During the years ended December 31, 2014 and December 31, 2013, Mr. Letcavage (directly or through related entities) recorded $290,000 and $240,000 respectively as compensation for his role as our CEO, and $156,900 and 661,319 respectively for contract labor, including payments to Nexalin Technology specifically for the direct costs related to independent contractors performing sales lead generation (Nexalin Technology is in an unrelated business to the Company, and Mr. Letcavage is its president and shareholder), and $38,302 and $28,787 respectively in 2014 and 2013 for consulting services were paid to iCapital Advisory.

Name of related parties	Relationship with the Company
iCapital Advisory	Consultant company owned by the CEO of Premier Holding Corporation
Nexalin Technology	Company owned by the CEO of Premier Holding Corporation
Jamp Promotion	Company owned by Patrick Farah, the managing director of The Power Company
Sebo Service	Company owned by Shadie Kalkas, the managing director of The Power Company

	December 31, 2013	December 31, 2014
iCapital Advisory-Consulting services	$ 18,039	$ 80,750
Nexalin Technology-Contract labor	27,794	–
Commission to Jamp Promotion	40,305	85,462
Commission to Sebo Service	–	36,021
	86,138	**202,233**

Additionally, we have also reviewed the facts and circumstance of our relationship with Nexalin Technology and iCapital Advisory and have assessed whether these two companies are variable interest entities (VIE). Based on the guidance provided in ASC 810, these two companies are not considered VIEs. The Company is not the primary beneficiary of Nexalin Technology and iCapital Advisory, whether those two companies have any income (losses) as of December 31, 2014, it would not be absorbed by Premier Holding Corporation.

Lexington – Related Party Note Payable

Includes a balance of $141,860 at December 31, 2014, which represents monies previously advanced to LP&L by the minority members for working capital. The amount due is unsecured, non-interest bearing and is payable upon demand.

NOTE 14 – LITIGATION

Whitaker Energy, LLC

In 2013, Whitaker Energy, LLC ("WE") filed a civil action the Superior Court of Dekalb County, State of Georgia, Case No. 13-CV8610-6, against The Power Company, USA, LLC and Premier Holding Company alleging that TPC is in default under its obligations to WE under a promissory note pursuant to which WE loaned TPC $150,000 in 2012 concurrent with WE's purchase of a membership interest in TPC. Under the terms of the loan between TPC and WE, TPC owes a monthly payment to WE, the amount of which varies each month and is based on the number of contracts TPC enters into from door-to-door sales and call centers. TPC and WE dispute the number of contracts entered into by TPC after certain adjustments and charge-backs from cancellation of contracts by consumers. Under the complaint, WE seeks to recover $93,080 of principal under the loan, plus prejudgment interest in the amount of $9,184 and reasonable attorneys' fees and expenses of the litigation. Also, WE seeks an order from the court for access to TPC's books and records. TPC and Premier Holding Corporation dispute the claim by WE that TPC is in default under the loan between TPE and WE. As of April 23, 2014 the parties to the litigation have negotiated a settlement of the litigation which would include a monthly payment by TPC to WE of $4,000 in payment of the principal due and interest incurred by WE. Under the terms of the settlement, WE will recover a total of $110,000 plus interest on unpaid amounts. As of December 31, 2014, the Company has paid six payments total of $36,000, which $74,000 remaining balance reflected on the balance sheet at December 31, 2014.

Hi-Tech Specialists, Inc.

Prior to its acquisition by The Power Company, Hi-Tech Specialists, Inc. filed suit against U.S.E.C. LLC d/b/a/ US Energy Consultants and Michail Skachko concerning the parties' agreement seeking damages in an amount in excess of $789,077. The nature of the

litigation relates to a contract between the parties wherein Hi-Tech Specialists was to solicit service agreements on behalf of U.S.E.C. The suit is ongoing and The Power Company is aggressively pursuing its claim against the parties named.

LP&L rents office space under several non-cancelable operating lease agreements in the same commercial building that commenced beginning in March 2014, all of which expire February 28, 2016. The future annual rental payments required under these operating lease agreements for 2015 and 2016 are $46,867 and $7,849, respectively.

As of December 31, 2013, LP&L had a contingent liability related to a complaint filed by a single commercial customer with the New York Public Service Commission seeking a reimbursement of $40,000. The Company has determined it appropriate under the circumstances to recognize and record this loss contingency, which has been included in Accounts Payable and Accrued Expenses at December 31, 2014.

NOTE 15 – SEGMENT REPORTING

The Company operates in two segments which are characterized as: (1) Deregulated power broker in TPC and (2) sells electricity and natural gas in LP&L.

The following tables summarize segment information for the years ended December 31, 2014 and 2013:

	2014	2013
Net revenue		
TPC	$ 3,251,166	$ 1,754,531
LP&L	1,566,857	–
Parent Company & Others	10,095	50,449
Consolidated	$ 4,828,118	$ 1,804,980
Gross profit		
TPC	$ –	$ –
LP&L	1,458,079	–
Parent Company & Others	–	–
Consolidated	$ 1,458,079	$ –
Loss from operations		
TPC	$ 726,015	$ 999,593
LP&L	156,850	–
Parent Company & Others	7,490,506	4,190,420
Consolidated	$ 8,373,371	5,190,013

NOTE 16 – SUBSEQUENT EVENTS

On March 26, 2015, the LESA was renewed with the same lender for an additional twelve months and will automatically extend for an additional two years if LP&L fails to provide at least 90 days written notice prior to the end of month twelve. The $5,000,000 line-of-credit facility will finance 100% of cash on deposit in lender controlled accounts, 90% of POR related Accounts Receivable (less any taxes owing and POR fees), 85% of Non-POR Accounts Receivable (less any taxes owing), 80% of Natural Gas Storage Inventory and the Adjusted Forward Value of Customer Contracts, the sum total of which will be reduced by 60 days of estimated operating expenses. The lender will charge 6% per annum on utilization related to the current supply balance and mark-to market exposure, 10% per annum on utilization related to third party postings and any deferred supply balance, 15% per annum on actual working capital advances plus 1% per annum as a commitment fee on the unused portion of the line. The lender will also charge monthly commodity fees based of the volume of electricity and natural gas purchases at an initial rate of $1.25 per MWh and $.08 per MMBtu, respectively. The commodity fee for electric will volumetrically reduce to $.75 per MWh beginning when LP&L has contracted Residential Customer Equivalents (RCE's) in excess of 50,000. The lender will also charge 1% of the electric capacity purchased each month. As part of the renewal, the lender required the current outstanding working capital balance of $500,000 related to the 2013 customer marketing program to be repaid over 25 months with payments of approximately $24,000 per month including interest at a rate of 15% per annum.

The Company is in default on the note for acquisition of 85% of Lexington as disclosed in note 10, which required installment payments every 90 days but no payment had been made in 2015. Per the acquisition agreement, any failure to make timely payments as set forth under the purchase price notes, the original member in Lexington shall have the right to promptly (i) terminate the acquisition agreement and any further obligation hereunder; and (ii) the sale and transfer of Purchased Interests to the Purchaser shall be deemed terminated (the "Termination Rights"); provided, that the Purchaser shall be entitled to retain an amount of Membership Interests equal to (x) the amount of issued and outstanding Membership Interests issued and outstanding multiplied by (y) the quotient of (i) the amount of cash actually paid by the Purchaser pursuant to the Purchase Price Note and (ii) $6,000,000.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There are no items required to be reported under this Item.

Item 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer, who serves as our principal executive officer and our Chief Financial officer, who serves as our principal financial and accounting officer, as appropriate, to allow timely decisions regarding required disclosure as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act.

Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2014. In making its assessment of internal control over financial reporting, management used the criteria established in Internal Control — Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. This assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of those controls. Based on the results of this assessment, management has concluded that our internal control over financial reporting was not effective as of December 31, 2014.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act as amended, as a process designed by, or under the supervision of, our principal executive and principal financial officer and effected by our board of directors, management and other personnel, 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 in the United States and includes those policies and procedures that:

Ÿ Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and any disposition of our assets;
Ÿ Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
Ÿ Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness of internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2014. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (1992). Based on this assessment, management identified the following three material weaknesses that have caused management to conclude that, as of December 31, 2014, our disclosure controls and procedures, and our internal control over financial reporting, were not effective at the reasonable assurance level:

1. We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act as of the year ending December 31, 2014. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

2. We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate

individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

3. We do not have an audit committee as part of our Board of Directors, nor do we have an identified financial expert as an independent member of our Board of Directors.

To address these material weaknesses, management performed additional analyses and other procedures to ensure that the financial statements included herein fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented. Accordingly, we believe that the financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

This Annual Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to the rules of the Securities and Exchange Commission that permit us to provide only our management's report in this Annual Report.

Remediation of Material Weaknesses

To remediate the material weakness in our documentation, evaluation and testing of internal controls we plan to engage a third-party firm to assist us in remedying this material weakness once resources become available.

We intend to remedy our material weakness with regard to insufficient segregation of duties by hiring additional employees in order to segregate duties in a manner that establishes effective internal controls once resources become available. We also expect to add to our Board of Directors an independent financial expert, and to form an Audit Committee.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the fourth quarter of the year ended December 31, 2014 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. Directors and Executive Officers of the Registrant

The members of the Board of Directors of Premier serve until the next annual meeting of stockholders, or until their successors have been elected and qualified. The officers serve at the pleasure of the Board of Directors.

The current executive officers, key employees and directors of Premier are as follows:

Name	Age	Title
Randall Letcavage	57	CEO/President/CFO/Chairman
Woodrow Clark, PhD	70	Director
Lane Harrison	63	Director

Randall Letcavage

Mr. Letcavage, age 56, was named Chairman, President and Chief Executive Officer, and Chief Financial Officer of Premier Holding Corporation. Prior to this he was employed as a consultant by Capital Finance LLC. He brings in excess of 25 years plus of business experience specializing in the financial markets and business consulting and green energy/clean technology. For the past 20 years Mr. Letcavage has been an investment banker widely recognized for individual achievements as well as his role of Founder, Officer and Director of the iCapital Group that includes iCapital Finance Inc, iCapital Advisory LLC and iCap Development LLC (A National "CDE" Community Development Entity – Certified by the U.S Treasury Department). Mr. Letcavage has also held executive positions, invested, and/or operated numerous businesses including related companies in "Power Generation and Power Reduction" – CEO of Ciralight Global Inc, CEO of Green Central Holdings, Consultant and second largest shareholder of publicly traded PRHL which operates Energy Efficiency Experts (E3). Letcavage had been successful in many areas additionally providing millions in Healthcare funding. Mr. Letcavage personally acted as an advisor to municipalities leading millions in industrial bond transactions, while also advising the National Conference of Black Mayors (NCBM; over 800 members all of whose cities may one day be able to offer deregulated power services). Mr. Letcavage served as the Managing Director of NC Capital Markets and as Vice President of The National Capital Companies, Inc. (directing the daily operations of most of its subsidiaries). Mr. Letcavage was formerly the CEO and a majority owner of Capital Access Group. Prior to Capital Access, Mr. Letcavage founded and/or managed several asset management firms, including Valley Forge Capital Holdings and the Marshall Plan, LLC that directed and/or co-managed over $3 billion in assets with former renowned CALPERS (California Pension & Retirement Systems) Manager, Greta Marshall.

Prior to Valley Forge, Mr. Letcavage founded Security America, Inc., an asset management firm based in Grosse Pointe, Michigan. Mr. Letcavage worked with Prudential-Bache running a Joint Venture —High Net Worth Group (a/k/a Security American, Inc.).

Woodrow Clark, PhD

Dr. Clark, age 69, is a Director of Premier Holding Corporation. Dr. Clark, a long-time advocate for the environment and renewable energy, is an internationally recognized author, lecturer, public speaker and advisor specializing in sustainable communities. Dr. Clark was one of the contributing scientists to the work of the United Nations Intergovernmental Panel on Climate Change (UNIPCC) which as an organization was awarded the Nobel Peace Prize in December 2007.

In 2004, he founded, and now manages, Clark Strategic Partners (CSP), an environmental and renewable energy consulting firm using his political-economic expertise in order to guide, advice and implements public and private clients worldwide – specifically on sustainable smart green communities of all kinds ranging from colleges and universities to shopping malls, office buildings and film studios. Dr. Clarks' five books and 50+ peer-reviewed articles reflect that concern for global sustainable communities. His last book is Global Energy Innovations (Praeger Press, November 2011) that concerns the "green industrial revolution" (GIR). He explains his work as being the solutions to climate change through public policy, science and technologies, economics and finance. Clark also teaches graduate courses in these areas throughout the USA and internationally. Currently, Clark is Academic Specialist, UCLA Provost Office and Cross-Disciplinary Scholars in Science and Technology.

Prior to launching CSP, Dr. Clark was Senior Advisor on Renewable Energy, Emerging Technologies, and Finance to California Governor Gray Davis from 2000-2003. Before that from 1999-2000, he was a Visiting Professor of Science, Technology and Entrepreneurship at Aalborg University, Denmark, where he was a Fulbright Fellow in 1994. Dr. Clark was the Manager of Strategic Planning for Technology Transfer at Lawrence Livermore National Laboratory (LLNL) for the University of California and U.S. Department of Energy, during the 1990s. In 1980, he founded a mass media company in San Francisco, CA, Clark Communications, specializing in the production and distribution of documentary and educational films focused on "social issues" such as "sexual harassment", "health issues" and older workers along with other topics including books from dramatic current events.

Dr. Clark earned three masters' degrees from different universities in Illinois and his Ph.D. at University of California, Berkeley.

Lane Harrison

Lane Harrison, age 62, is a Director of Premier Holding Corporation. Mr. Harrison is Founder and President of Affluent and Corporate Insurance Services, Inc. and Capital Preservation Insurance Services, Inc. The firms provide insurance and advanced consulting services to professional advisors, corporations, small business owners and high net worth families. Mr. Harrison has over 30 years of business consulting and sale/marketing experience. He has lectured extensively to the professional advisor community. In addition, Mr. Harrison advised large multi-national corporations such as Bicoastal Corporation, (Formerly Singer Corp.) where he served as Director, and Bicoastal Financial Corporation, serving as President/Director. Mr. Harrison is a graduate of Salem State College with a Bachelor of Arts in Social Welfare.

Significant Employees

None.

Family Relationships

None.

Voting Arrangements

None.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires that our executive officers and directors, and persons who own more than ten percent of a registered class of our equity securities, file reports of ownership and changes in ownership with the SEC. Executive officers, directors and greater-than-ten percent stockholders are required by SEC regulations to furnish us with all Section 16(a) forms they file. Based solely on our review of the copies of the forms received by us and written representations from certain reporting persons that they have complied with the relevant filing requirements, we believe that, during the year ended December 31, 2014, none of our executive officers, directors and greater-than-ten percent stockholders except Randall Letcavage complied with Section 16(a) filing requirements.

Committees of the Board of Directors

We do not have a separately designated audit, compensation or nominating committee of our Board and the functions customarily delegated to these committees are performed by our full Board. We are not a “listed company” under SEC rules and are therefore not required to have separate committees comprised of independent directors. The Company has, however, determined that Bob Kurilko is “independent” as that term is defined in Section 5605 of the NASDAQ Marketplace Rules as required by the NASDAQ Stock Market.

The Board does not have a nominations committee because the Board does not believe that a defined policy with regard to the consideration of candidates recommended by stockholders is necessary at this time because our Board adequately performs the functions of such committee. There are no specific minimum qualifications that the Board believes must be met by a candidate recommended by the Board. Currently, the entire Board decides on nominees, on the recommendation of any member of the Board, followed by the Board’s review of the candidates’ resumes and interviews of candidates. Based on the information gathered, the Board then makes a decision on whether to recommend the candidates as nominees for director. We do not pay any fee to any third party or parties to identify or evaluate or assist in identifying or evaluating potential nominees.

The Board does not have an audit committee. However, for certain purposes of the rules and regulations of the SEC and in accordance with the Sarbanes-Oxley Act of 2002, the our Board is deemed to be its audit committee and as such functions as an audit committee and performs some of the same functions as an audit committee including: (i) selection and oversight of our independent accountant; (ii) establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters; and (iii) engaging outside advisors. Our Board has determined that its members do not include a person who is an “audit committee financial expert” within the meaning of the rules and regulations of the SEC. Our Board has determined that each of its members is able to read and understand fundamental financial statements and has substantial business experience that results in that member’s financial sophistication. Accordingly, our Board believes that each of its members have the sufficient knowledge and experience necessary to fulfill the duties and obligations that an audit committee would have.

The Board does not have a compensation committee because the Board believes that it is not necessary to have a compensation committee at this time because our Board adequately performs the functions of such committee.

Stockholder Communications

Our Board has determined not to adopt a formal methodology for communications from stockholders on the belief that any communication would be brought to the Board's attention by our sole officer, Randall Letcavage.

Meetings of the Board of Directors and Committees

Our Board took a number of actions by written consent of all of the directors during the year ended December 31, 2014. Such actions by the written consent of all directors are, according to Nevada corporate law and our bylaws, valid and effective as if they had been passed at a meeting of the directors duly called and held. The Board held approximately two general meetings during 2014. Each director attended at least 75% of all the meetings of the Board in 2014. While the Company has not established a policy with respect to members of the Board attending annual meetings, each director is encouraged to attend the annual meeting of stockholders. We did not hold an annual meeting of security holders during our last fiscal year. No compensation has been paid to our directors for attendance at any meetings during the last fiscal year.

Board Leadership Structure and Role in Risk Oversight

We do not separate the roles of Chief Executive Officer and Chairman of the Board because we believe that Randall Letcavage adequately performs such roles. The benefits of Mr. Letcavage's leadership of the Board stem from his experience in managing small to medium sized businesses and his involvement in the hydroponics industry, which provide a unique understanding of our culture and business. Also, serving as both the Chief Executive Officer and Chairman of the Board ensures that a constant flow of Company-related information is available between the Board and our senior management. This flow of communication enables Mr. Letcavage to identify issues, proposals, strategies and other considerations for future Board discussions and to assume the lead in many of the resulting discussions during Board meetings. Our Board has responsibility for the oversight of risk management. A fundamental part of risk management is not only understanding the risks we face and what steps management is taking to manage those risks, but also understanding what level of risk is appropriate for us. The involvement of the Board in setting our business strategy is a key part of its assessment of risk management and the determination of what constitutes our appropriate level of risk. The Board regularly discusses with management our major risk exposures, their potential impact on us and the steps taken to manage these risks. In addition, the Board may retain, on such terms as determined by the Board, in its sole discretion, independent legal, financial and other consultants and advisors to advise and assist the Board in fulfilling its oversight responsibilities.

Code of Ethics

We have not adopted a corporate code of ethics due to limited funds. We expect to adopt a Code of Ethics during this year.

Item 11. EXECUTIVE COMPENSATION

The following table provides information as to cash compensation of all officers of Premier, for each of Premier's last two fiscal years.

SUMMARY COMPENSATION TABLE

Name & Position	Fiscal Year	Salary ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation Earnings ($)	Non-Qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Randall Letcavage (1)	**2014**	240,000	–	527,905	–	–	50,000	**817,905**
CEO & CFO	**2013**	240,000	–	–	–	–	66,287	**306,287**
Nancy Nguyen	**2014**	–	–	–	–	–	–	**–**
Former Secretary	**2013**	1,500	–	–	–	–	–	**1,500**

1. During the year ended December 31, 2014, Mr. Letcavage (directly or through related entities) was paid $290,000 as compensation for his role as our CEO and CFO, and $156,900 for contract labor, including payments to Nexalin Technology specifically for the direct costs related to independent contractors performing sales lead generation (Nexalin Technology is in an unrelated business to the Company, and Mr. Letcavage is its president), which was not reported as income.
2. During the year ended December 31, 2014, the Company has paid $38,302 to iCapital Advisory for consulting services, a related party entity which Mr. Letcavage is the president of the Company.

There are no outstanding equity awards or options to officers issued or outstanding.

Employment Contracts

The Company has not entered into any employment agreements.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information regarding outstanding options held by our named executive officers as of the end of our fiscal year ended December 31, 2014.

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares of units of stock that have not vested ($)	Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested ($)
Grisham Bobby	75,000	75,000	–	0.40	6/30/15	–	–	–	–
Consultant									
Lynch Thomas	75,000	75,000	–	0.25	6/30/15	–	–	–	–
Consultant									
Clark Woodrow	75,000	75,000	–	0.25	6/30/15	–	–	–	–
Director									
Clark Woodrow	100,000	100,000	–	0.10	4/30/15	–	–	–	–
Director									
Clark Woodrow	150,000	150,000	-	0.15	12/31/19	-	-	-	-
Director									
Lane Harrison	100,000	100,000	-	0.10	4/30/15	-	-	-	-
Director									
Lane Harrison	150,000	150,000	–	0.15	12/31/19	–	–	–	–
Director									

None of the executive officers listed in the above table exercised options during the fiscal year ended December 31, 2014.

DIRECTOR COMPENSATION

Name & Position	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation Earnings ($)	Non-Qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Woodrow Clark, PhD	–	–	10,285	–	–	–	**10,285**
Lane Harrison	–	–	10,285	–	–	–	**10,285**

Item 12. SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

The following table presents information regarding the beneficial ownership of our common stock by the following persons as of April 15, 2015: (i) each executive officer and director, (ii) all executive officers and directors as a group and (iii) each stockholder known to be the beneficial owner of more than 5% of our outstanding common stock (not taking into account contractual restrictions on beneficial ownership.)

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of our common stock subject to options or warrants that are currently exercisable or exercisable within 60 days of April 15, 2015 are deemed to be outstanding and to be beneficially owned by the person holding the options for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

The information presented in this table is based on 181,567,085 shares of our common stock outstanding on April 15 2015.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage Owned (%)	Notes
Randall Letcavage	6,967,270	3.8%	(1)
Woodrow Clark	–	0.0%	
Lane Harrison	–	0.0%	
All directors and named executive officers as a group (3 individuals)	**6,967,270**	3.8%	

(1) Includes 1,902,451 shares held by Randall Letcavage personally, 2,810,719 shares controlled by him through his ownership interest in Green Central Holdings, Inc., and 2,254,100 shares controlled by him through his ownership interest in iCapital Advisory LLC.

Premier is not aware of any person who owns of record, or is known to own beneficially, five percent or more of the outstanding securities of any class of Premier, other than as set forth above.

Changes in Control Arrangements

None.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Transactions with Officers and Directors

Other than the transactions described below, since January 1, 2014, there has not been, nor is there currently proposed, any transaction or series of similar transactions to which we were or will be a party:

- in which the amount involved exceeds the lesser of $120,000 or one percent of the average of our total assets at year end for the last two completed fiscal years; and
- in which any director, executive officer, stockholder who beneficially owns 5% or more of our common stock or any member of their immediate family had or will have a direct or indirect material interest.

[Related party footnote]

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Audit fees

The aggregate fees billed for the two most recently completed fiscal periods ended December 31, 2014 and December 31, 2013 for professional services rendered by Anton & Chia LLP ("A&C") for the audit of our annual consolidated financial statements, quarterly reviews of our interim consolidated financial statements and services normally provided by the independent accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

Fees	Year Ended December 31, 2014	Year Ended December 31, 2013
Audit Fees and Audit Related Fees	$ 117,866	$ 27,100
Tax Fees	–	–
All Other Fees	64,646	–
Total	**$ 182,512**	**$ 27,100**

In the above table, "audit fees" are fees billed by our company's external auditor for services provided in auditing our company's annual consolidated financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of our Company's consolidated financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

Item 15. EXHIBITS

No.	Description	Incorporation By Reference
3.1	Articles of Incorporation, as amended	Filed on June 21, 2010 and incorporated herein by reference.
3.2	Bylaws	Filed on June 21, 2010 and incorporated herein by reference.
31.1	Certification of Chief Executive Officer and our Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
32.1	Certification of Chief Executive Officer and our Chief Financial Officer pursuant to Section 906 Certifications under Sarbanes-Oxley Act of 2002	Filed herewith.
101.INS*	XBRL Instance Document	
101.SCH*	XBRL Taxonomy Extension Schema	
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase	
101.DEF*	XBRL Taxonomy Extension Definition Linkbase	
101.LAB*	XBRL Taxonomy Extension Label Linkbase	
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase	

* To be filed by amendment.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 15, 2015

Premier Holding Corporation

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: April 15, 2015

/s/ Randall Letcavage
Randall Letcavage
Chairman of the Board of Directors

Date: April 15, 2015

/s/ Woodrow Clark
Woodrow Clark
Director

Date: April 15, 2015

/s/ Lane Harrison
Lane Harrison
Director

Exhibit 31.1

Certifications

I, Randall Letcavage, certify that:

1. I have reviewed this annual report on Form 10-K of Premier Holding Corporation for the year ended December 31, 2014;

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. Premier Holding Corporation's other certifying officer(s) 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 control 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 its 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 its 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 Premier Holding Corporation's disclosure controls and procedures and presented in this report its 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; and

(d) Disclosed in this report any change in Premier Holding Corporation's internal control over financial reporting that occurred during its most recent fiscal quarter (Premier Holding Corporation's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting; and

5. Premier Holding Corporation's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Premier Holding Corporation's auditors and the audit committee of its Board of Directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Premier Holding Corporation's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in Premier Holding Corporation's internal control over financial reporting.

Date: April 15, 2015

/s/ Randall Letcavage
Randall Letcavage
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Principal Finance and Accounting 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 annual report of Premier Holding Corporation (the "Company") on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission (the "Report"), the undersigned principal executive and financial officer of Premier hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to 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 Exchange Act of 1934; and

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

Date: April 15, 2015

/s/ Randall Letcavage
Randall Letcavage
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Principal Finance and Accounting Officer)