SECURITIES & EXCHANGE COMMISSION EDGAR FILING

PREMIER HOLDING CORP.

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

FORM 10-Q

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

For the Quarterly Period Ended March 31, 2018

or

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

For the Transition Period from _________ to _________
Commission File Number: 000-53824

PREMIER HOLDING CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Nevada	**88-0344135**
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
1382 Valencia, Unit F	
Tustin, CA	**92780**
(Address of Principal Executive Offices)	(Zip Code)

(949) 260-8070
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

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 þ No ¨

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes þ No ¨

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

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	þ
		Emerging Growth Company	¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act: ¨

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

As of June 27, 2019 there were 665,481,829 shares of registrant's common stock outstanding.

PREMIER HOLDING CORPORATION
FORM 10-Q
FOR THE THREE MONTHS ENDED MARCH 31, 2018

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

PREMIER HOLDING CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2018 (Unaudited)	December 31, 2017
ASSETS		
CURRENT ASSETS:		
Cash	$ 75,187	$ 570,527
Accounts receivable, net	387,833	480,304
Prepaid expenses	256,005	244,454
Inventory	5,871	5,871
Related party receivable - managing director	52,429	52,429
Total current assets	777,325	1,353,585
Equipment, net	110,421	122,257
Intangible asset, net	125,000	125,000
Total assets	$ 1,012,746	$ 1,600,842
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	$ 522,936	$ 433,842
Accounts payable - related party	200,425	201,156
Convertible note, net	1,388,786	1,307,758
Notes payable	108,482	115,386
Derivative liability	301,000	226,000
Total liabilities	2,521,629	2,284,142
COMMITMENTS AND CONTINGENCIES (Note 8)		
STOCKHOLDERS' EQUITY:		
Preferred stock - undesignated, $0.0001 par value, 42,750,000 shares authorized; none issued and outstanding as of March 31, 2018 and December 31, 2017, respectively	–	–
Series A Preferred stock, $0.0001 par value, 7,000,000 shares authorized; 200,000 issued and outstanding as of March 31, 2018 and December 31, 2017, respectively	20	20
Series B Preferred stock, $0.0001 par value, 250,000 shares authorized; 250,000 issued and outstanding as of March 31, 2018 and December 31, 2017 , respectively	25	25
Common stock, $0.0001 par value, 1,400,000,000 shares authorized; 478,754,847 and 457,541,710 shares issued and outstanding as of March 31, 2018 and December 31, 2017, respectively	47,875	45,754
Common stock to be issued	14,000	14,000
Treasury stock	(869,000)	(869,000)
Additional paid-in capital	41,433,013	40,588,176
Accumulated deficit	(41,532,029)	(39,918,531)
Total Premier Holding Corporation stockholders' equity	(906,096)	(139,556)
Non-controlling interest	(602,787)	(543,744)
Total stockholders' equity	(1,508,883)	(683,300)
Total liabilities and stockholders' equity	$ 1,012,746	$ 1,600,842

The accompanying notes are an integral part of these condensed consolidated financial statements

PREMIER HOLDING CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended March 31, 2018	For the Three Months Ended March 31, 2017
REVENUE:		
TPC commission revenue	$ 505,267	$ 654,364
Product revenue	–	2,515
Total revenue	505,267	656,879
COST OF REVENUE	–	3,214
GROSS PROFIT	505,267	653,665
OPERATING EXPENSES:		
Selling, general and administrative	1,953,981	4,310,195
Impairment loss - goodwill	–	–
Total operating expenses	1,953,981	4,310,195
OPERATING LOSS	(1,448,714)	(3,656,530)
OTHER INCOME (EXPENSE):		
Interest expense	(148,827)	(207,273)
Gain on change in fair value of derivative liability	(75,000)	258,000
Total other expense, net	(223,827)	50,727
LOSS BEFORE INCOME TAXES AND NON-CONTROLLING INTEREST	(1,672,541)	(3,605,803)
Income taxes	–	–
LOSS BEFORE NON-CONTROLLING INTEREST	(1,672,541)	(3,605,803)
NET LOSS	$ (1,672,541)	$ (3,605,803)
NET LOSS ATTRIBUTABLE TO NON-CONTROLLING INTEREST	$ 59,043	$ 29,668
NET LOSS ATTRIBUTABLE TO PREMIER HOLDING CORPORATION	$ (1,613,498)	$ (3,576,135)
Net loss Attributable to Premier Holding Corporation per share - basic and diluted	$ (0.00)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - Basic and diluted	465,540,912	364,588,043

The accompanying footnotes are an integral part of these condensed consolidated financial statements.

PREMIER HOLDING CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended March 31, 2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (1,672,541)	$ (3,605,803)
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss from discontinued operations	–	–
Shares based payments issued for services	643,619	1,585,672
Impairment loss - goodwill	–	–
Impairment loss - intangibles	–	–
Gain on change in fair value of derivative liability	75,000	(258,000)
Change in fair value of contingent liability	–	–
Warrants and options issued for services	–	808,356
Depreciation and amortization expense	11,836	12,419
Amortization of debt discounts	81,028	131,745
Loss (gain) on extinguishment of debt	–	–
Changes in operating assets and liabilities:		
Accounts receivable	92,471	80,228
Prepaid expenses	(11,551)	(8,142)
Inventory	–	(7,670)
Accounts payable and accrued liabilities	89,094	133,905
Net cash used in operating activities	(691,044)	(1,127,290)
CASH USED IN INVESTING ACTIVITIES:		
Purchase of equipment	–	–
Purchase of subsidiary - AIC, LLC	–	–
Net cash used in investing activities	–	–
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net advances to related party	(731)	(29,960)
Payments for notes payable	(6,904)	(6,965)
Proceeds from notes payable	–	–
Proceeds from sale of preferred stock	–	–
Proceeds from common stock payable	–	713,933
Proceeds from sale of common stock	203,339	814,590
Proceeds from convertible notes payable	–	–
Payment of lawsuit liability	–	–
Net cash provided by financing activities	195,704	1,491,598
NET CHANGE IN CASH	(495,340)	364,308
CASH AT BEGINNING OF PERIOD	570,527	1,811,503
CASH AT END OF PERIOD	$ 75,187	$ 2,175,811
SUPPLEMENTAL INFORMATION:		
Cash paid during the period for:		
Interest	$ 61,701	$ 84,357
Income taxes	$ –	$ –
Non-cash investing and financing activities:		
Common stock issued for conversion of debt	$ –	$ 321,500

The accompanying footnotes are an integral part of these condensed consolidated financial statements.

NOTE 1 – NATURE OF OPERATIONS, BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Company Overview

Premier Holding Corporation ("we", "us", "our", or the "Company") is an energy services holding company. The Company provides an array of energy services through its subsidiary companies, E3 and TPC. We provide solutions that enable customers to reduce their energy consumption, lower their operating and maintenance costs, and realize environmental benefits. The Company's comprehensive set of services includes competitive electricity plans and upgrades to a facility's energy infrastructure.

The Company was incorporated in Nevada on October 18, 1971 under the name of Mr. Nevada, Inc., and following the completion of a limited public offering in April 1972, it commenced limited operations which were discontinued in 1990. Thereafter and through 2012, the Company reorganized as a holding company that provides financial and management expertise, which includes access to capital, financing, legal, insurance, mergers, acquisitions, joint ventures and management strategies to our subsidiaries. Its common stock is quoted on the OTC Markets Group Inc., QB tier ("OTCQB"), under the symbol "PRHL".

In August of 2012, the Company 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. In the fourth quarter of 2012, the Company 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.

In the first quarter of 2013, we acquired an 80% stake in TPC, a deregulated power broker in Illinois. The clients of TPC have commercial/industrial facilities such as small businesses, warehouses and distribution centers, which are candidates for E3's products and services.

During the period covered by this report and prior to the transaction described below under the Share Exchange Agreement, we provided an array of energy services through E3 and TPC. The Company 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, we expect that strategic acquisitions of complementary businesses and assets will remain an important part of our growth plan to enable us to broaden our service offerings and expand our geographical reach.

On May 6, 2016, the Company entered into a definitive agreement with WWCD, LLC, a company incorporated in the State of Illinois ("WWCD"), to acquire for $125,000 all membership units, including all licenses and contracts held, of American Illuminating Company, LLC, a Connecticut limited liability company ("AIC"), a company owned by WWCD. AIC is a FERC-licensed supplier of deregulated energy. Consummation of the acquisition of AIC is subject to FERC approval, which was granted in February 2017. After final notifications and filings with regulatory agencies are complete, AIC is expected to begin supplying power immediately to the Company's customers, will recruit additional resellers of deregulated power and provide them with its sales tools to streamline sales efforts, enforce compliance, and increase productivity. The Company has reflected the $125,000 payment as an intangible asset on the balance sheet as of March 31, 2018.

On March 12, 2018, the Company's Board of Directors (the "Board") approved a Membership Interest Exchange and Contribution Agreement, as amended, (the "Share Exchange Agreement") by and among the Company, the Company's wholly-owned subsidiaries The Power Company, an Illinois limited liability corporation ("TPC") and American Illuminating Company, a Connecticut limited liability corporation ("AIC"), and AOTS 42 ("AOTS"), a Delaware corporation. The Share Exchange Agreement was subsequently executed on March 23, 2018.

Under the terms of the Share Exchange Agreement, among other things, the Company will contribute all of its membership interests of its wholly-owned subsidiaries TPC and AIC to AOTS, in exchange for 19,250,000 AOTS common stock shares, $0.0001 par value per share, representing approximately 39.65% of the 48,550,000 issued and outstanding common shares of AOTS on a fully-diluted basis, after giving effect to such issuance (the "Purchased Shares"). Performance of the Share Exchange Agreement is subject to customary regulatory approvals for a transaction of this type, as well as certain other closing conditions.

The Company will not be retaining ownership of any of the 19,250,000 AOTS shares it receives as a result of the Share Exchange Agreement. Instead, the Company's Board of Directors has approved the distribution of these AOTS shares to the Company's common shareholders upon consummation of the Share Exchange Agreement. Accordingly, on March 27th, 2018, the Board authorized the Company to make a pro rata stock distribution to its common shareholders of the 19,250,000 AOTS common shares received by the Company pursuant to the AOTS Share Exchange Agreement (the "AOTS Share Distribution"). Pursuant to the AOTS Share Distribution, holders of Company common stock will receive a certain amount of shares of AOTS common stock for each share of Company Common Stock held at the close of business on a record date to be determined by the Board as the record date for the AOTS Stock Dividend (the "Distribution Record Date"), at a ratio to be determined by the Board (the "AOTS Share Distribution Ratio"). Consummation of the AOTS Share Exchange Agreement, including the consummation of the contribution of the TPC membership interests to AOTS, is a condition to the AOTS Share Distribution. Any such distribution of AOTS shares to Premier shareholders will result in Premier shareholders holding restricted stock in a private company, and such shares will accordingly not be freely transferrable absent, among others, registration with the SEC, or an exemption from registration.

The Share Exchange Agreement the Company entered into with AOTS is part of a series of recent transactions by AOTS involving the acquisition of certain assets from various entities in exchange for AOTS common stock (the "AOTS Transactions"). The AOTS Transactions consist of : (1) The Company's contribution of its wholly-owned TPC and AIC subsidiaries pursuant to the Share Exchange Agreement, (2) A Membership Interest Exchange and Contribution Agreement dated March 16, 2018 between AOTS and Rescom Energy, L.L.C., a Connecticut limited liability company ("Rescom"), as amended, (the "Rescom Agreement"), whereby 100% of Rescom's membership interests were contributed to AOTS in exchange for 10,000,000 AOTS common shares; (3) A Share Exchange Agreement dated March 23, 2018 between AOTS and Advanced E Lighting, L.L.C., a Connecticut limited liability company ("Advanced"), as amended, (the "Advanced Agreement") whereby 100% of Advanced's membership interests were contributed to AOTS in exchange for 6,000,000 AOTS common shares; and (4) A Membership Interest Exchange and Contribution Agreement dated March 23, 2018 between AOTS and TPC Management Co., L.L.C., an Illinois limited company (TPCM"), as amended, (the "TPCM Agreement") whereby TPCM contributed certain intellectual property relating to an online client energy portal (the "Intellectual Property") to AOTS in exchange for 6,000,000 common shares of AOTS.

Basis of Presentation

The condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been omitted. However, in the opinion of management, all adjustments (which include only normal recurring adjustments, unless otherwise indicated) necessary to present fairly the financial position and results of operations for the periods presented have been made. The results for interim periods are not necessarily indicative of trends or of results to be expected for the full year. These financial statements should be read in conjunction with the financial statements of the Company for the year ended December 31, 2017 (including the notes thereto) set forth on Form 10-K. The Company uses as guidance Accounting Standard Codification (ASC) as established by the Financial Accounting Standards Board (FASB).

Significant Accounting Policies

For reference to a complete list of significant accounting policies, these financial statements should be read in conjunction with the financial statements of the Company for the year ended December 31, 2017 (including the notes thereto) set forth on Form 10-K.

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, "Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment". Under the amendments, an entity should perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, but the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The FASB also eliminated the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment, and if it fails that qualitative test, to perform Step 2 of the goodwill impairment test. The same impairment test will therefore apply to all reporting units, and an entity will be required to disclose the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount of net assets. SEC filers are required to adopt the new standard for annual or any interim goodwill impairment tests in fiscal years beginning after Dec. 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates on or after Jan. 1, 2017. The Company elected to early adopt this new standard effective September 30, 2017.

During the three months ended March 31, 2018, there were several other new accounting pronouncements issued by the Financial Accounting Standards Board. Each of these pronouncements, as applicable, has been or will be adopted by the Company. Management does not believe the adoption of any of these accounting pronouncements has had or will have a material impact on the Company's consolidated financial statements.

NOTE 2 – GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS

As of March 31, 2018, the Company had an accumulated deficit of approximately $42 million. For the three months ended March 31, 2018 and 2017, the Company incurred operating losses of $1,448,714 and $3,656,530, respectively, and used cash in operating activities of $691,044 and $1,127,290, respectively. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company recognizes it will need to raise additional capital in order to fund operations, meet its payment obligations and execute its business plan. There is no assurance that additional financing will be available when needed or that management will be able to obtain financing on terms acceptable to the Company and whether the Company will generate revenues, become profitable and generate positive operating cash flow. If the Company is unable to raise sufficient additional funds on favorable terms, it will have to develop and implement a plan to further extend payables and to raise capital through the issuance of debt or equity which may be on less favorable terms, until sufficient additional capital is raised to support further operations. There can be no assurance that such a plan will be successful. If the Company is unable to obtain financing on a timely basis, the Company could be forced to sell its assets, discontinue its operations and/or pursue other strategic avenues to commercialize its technology.

Accordingly, the accompanying condensed consolidated financial statements have been prepared in conformity with U.S. GAAP for interim financial statements, which contemplates continuation of the Company as a going concern and the realization of assets and the satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the consolidated financial statements do not necessarily represent realizable or settlement values. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3 – ACQUISITIONS & GOODWILL

The following table presents details of the Company's goodwill as of March 31, 2018 and December 31, 2017:

	The Power Company USA, LLC
Balances at January 1, 2017:	$ 4,000,000
Aggregate goodwill acquired	–
Impairment losses	(4,000,000)
Balances at December 31, 2017:	–
Aggregate goodwill acquired	–
Impairment losses	–
Balances at March 31, 2018:	$ –

The Power Company USA, LLC Share Exchange

On February 28, 2013, the Company acquired 80% of the outstanding membership units of TPC, 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 TPC 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

The total amount of goodwill that is expected to be deductible for tax purposes is $4,500,000 and is amortized over 15 years. The total amortization expense for tax purposes for the three months ended March 31, 2018 is $75,000.

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, a goodwill impairment test is used to identify potential impairment by comparing the fair value of a reporting unit with its carrying amount, including goodwill. The Company uses level 3 inputs and a discounted cash flow methodology, along 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.

The Company used a blend of the discounted cash flow method and the guideline company transactions method for the impairment testing as of September 30, 2017. The Company performed discounted cash flow analysis projected over 5 years to estimate the fair value of the reporting unit, using management's best judgement as to revenue growth rates and expense projections. This analysis indicated cash flows (and discounted cash flows) less than the $4 million book value of goodwill. This analysis factored the recent reduction in residential revenue at TPC, which was due primarily to the sales agent attrition of approximately 25% of the door-to-door sales force. The average number of agents in the field fell from 80 in September of 2016 to 60 in September 2017. The drop in the number of agents was due primarily to an outside sales organization who recruited these agents. Since then, TPC has settled a suit that TPC initiated against this firm in which, along with a monetary penalty, the firm agreed to not solicit TPC agents in the future. TPC is actively recruiting to replace this sales force. Also, sales were impacted due to the transitioning of resources to call center and online residential sales in preparation for transitioning to selling our own alternative supplier. The Company determined these were indicators of impairment in goodwill for TPC during the year ended December 31, 2017 and impaired the goodwill by $4,000,000.

NOTE 4 – CONVERTIBLE NOTES PAYABLE

Between July 15, 2014 and December 21, 2015, the Company entered into convertible notes with third-parties for use as operating capital for a total of $1,358,500. 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, 2019 and August 6, 2020. The notes are secured by assets of the Company and mature five years from the issuance date and automatically convert into shares of common stock at a conversion price of 80% of the closing market price on the last day of the month upon which the maturity date falls, unless an election is made for repayment in cash one year from the contract date. In the event such an election is made, the holders may convert the note in whole or in part into shares of common stock at a conversion price of 80% of the average closing market price over the prior 30 days of trading. During the three months ended March 31, 2018, a total of $0 of these notes were converted into shares of common stock, with a total of $815,000 of these notes remaining as of March 31, 2018.

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 a liability 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 (see Note 5).

Between March 9, 2015 and May 11, 2016, the Company entered into convertible notes with third parties for use as operating capital for a total of $2,074,800. The convertible notes payable agreements require the Company to repay the principal, together with 12% annual interest by the agreements' expiration dates ranging between March 9, 2018 and May 11, 2019. The notes are secured by assets of the Company and mature three years from the issuance date. Six months from the contract date, the holders may elect to convert the note in whole or in part into shares of common stock at $0.15. Two warrants were issued with each note including (1) a warrant to purchase an amount of equal to 50% of face value of the note at an exercise price $0.15 for a period of three years following the note issuance date and (2) a warrant to purchase an amount of equal to 83.33% of face value of the note at an exercise price $0.25 for a period of three years following the note issuance date. The Company recorded an aggregate debt discount of $686,536 for the fair value of these warrants through March 31, 2018, which is being amortized over the term of the notes, and is included in convertible notes on the Company's balance sheet at an unamortized remaining balance of $32,131. The total debt discount recorded during the three months ended March 31, 2018 and 2017 was $0 and $0, respectively. Interest expense related to the amortization of this debt discount for the three months ended March 31, 2018 and 2017 was $61,701 and $69,357, respectively. During the three months ended March 31, 2018, a total of $0 of these notes were converted into shares of common stock, with a total of $992,300 of these notes remaining as of March 31, 2018.

During the three months ended March 31, 2018, the total of all notes converted was $0. The net balance of all notes as of March 31, 2018 of $1,388,786 reflects total notes of $1,807,300, net of debt discounts of $32,131 related to the warrants and $386,383 related to the derivative liability (see Note 5).

During the three months ended March 31, 2018 and 2017, the Company recorded interest expense of $148,827 and $207,273, respectively.

NOTE 5 – DERIVATIVE LIABILITY

The embedded conversion feature in the convertible debt instruments (the "Notes") that the Company issued beginning in July 2014 (See Note 4), and became convertible beginning in July 2015, qualified it as a derivative instrument since the number of shares issuable under the note is indeterminate based on guidance under ASC 815, *Derivatives and Hedging*. The conversion feature of these convertible promissory notes has been characterized as a derivative liability beginning in July 2015 to be re-measured at the end of every reporting period with the change in value reported in the statement of operations.

The valuation of the derivative liability attached to the convertible debt was determined by management using a binomial pricing model that values the derivative liability within the notes. Using the results from the model, the Company recorded a derivative liability of $301,000 for the fair value of the convertible feature included in the Company's convertible debt instruments as of March 31, 2018. The derivative liability recorded for the convertible feature created a debt discount of $1,438,000, which is being amortized over the remaining term of the notes using the effective interest rate method and is included in convertible notes on the balance sheet at March 31, 2018 with an unamortized balance of $386,383. Interest expense related to the amortization of this debt discount for the three months ended March 31, 2018, was $50,240. Additionally, $0 of debt discount was charged to interest expense during the three months ended March 31, 2018, representing the amount of debt discount in excess of the convertible debt. A total of $0 of the debt discount was charged to interest expense during the three months ended March 31, 2018 related to convertible debt converted during the year.

Key inputs and assumptions used to value the embedded conversion feature in the month the Notes became convertible were as follows:

- The average value of a share of Company stock in the month the Notes became convertible, the measurement date - ranging from $0.026 - $0.077 (per the over-the-counter market quotes);
- The average conversion price of all Notes issued in their month of issuance, with such conversion price determined based on 80% of the average over-the-counter market price for the 30 days preceding the one-year anniversary of all Notes in that month's pool;
- The number of shares into which Notes in pool would convert - face amount of the Notes in that month's pool divided by the average conversion price for Notes included in that month's pool;
- Risk free rate - 2.5%;
- Dividend yield - 0.0%;
- Assumed annual volatility of Company stock ranging from 109.4% – 131.7%; and
- The Company would be unable to repay the notes within their term.

Additional key inputs and assumptions used to value the embedded conversion feature as of March 31, 2018:

- The value of a share of Company stock on March 31, 2018, the measurement date - $0.0259 (per the over-the-counter market quotes);
- Conversion price - $0.0211, based on 80% of the average quoted market price for the Company's common stock for the 30-day period ended March 31, 2018; and
- Number of shares into which Notes would convert - face value of Notes divided by $0.0211.

The following table summarizes the derivative liability included in the consolidated balance sheet:

Derivative liability as of December 31, 2017	$	226,000
Change in fair value of derivative liability		75,000
Derivative on new loans		–
Reduction due to debt conversions		–
Derivative liability as of March 31, 2018	$	301,000

NOTE 6 – STOCKHOLDERS' EQUITY

Preferred Stock

On June 3, 2013, the Company filed a Certificate of Amendment of Articles of Incorporation with the State of Nevada Secretary of State giving it the authority to issue 50,000,000 shares of preferred stock with a par value of $0.0001 per share. As of March 31, 2018, there were 200,000 Series A Non-Voting Convertible Stock shares and 250,000 Series B Voting Convertible Preferred Stock 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 Preferred Stock"). On April 1, 2014, the Company filed a Certificate of Designation for the Company's Series A Preferred Stock in Nevada of which the Company is authorized to issue up to 7,000,000 shares with a par value of $0.0001 per share. In general, each share of Series A Preferred Stock has no voting or dividend rights, a stated value of $1.00 per share (the "Stated Value"), and is convertible three months after issuance into common stock at the conversion price equal to one-tenth (1/10) of the Stated Value, or at $0.10 per common share.

On December 11, 2015, the Board of Directors of the Company approved the creation of the Corporation's Series B Voting Convertible Preferred Stock ("Series B Preferred Stock"). On December 16, 2015, the Corporation filed a Certificate of Designation for the Series B Preferred Stock in Nevada of which the Company is authorized to issue up to 250,000 shares with a par value of $0.0001 per share. Holders of Series B Preferred Stock shall be entitled to 1,000 votes for each share of Series B Preferred Stock. Votes of shares of Series B Preferred Stock shall be added to votes of shares of common stock of the Company at any meeting of stockholders of the Company at which stockholders have the right to vote. Series B Preferred Stock shall have voting rights for a period of three years from the date of issuance. On the third anniversary of the issuance of shares of Series B Preferred Stock, each share of Series B Preferred Stock shall be converted into four shares of common stock without further action of the Board of Directors. Series B Preferred Stock shall have the same dividends per share and, except as provided above, the same powers, designations, preferences and relative rights, qualifications, limitations or restrictions as those of shares of Series A Preferred Stock of the Company.

Common Stock

On June 22, 2017, the Board of Directors of the Company approved, and recommended to the holders of a majority of the total voting power of all issued and outstanding voting capital of the Company (the "Majority Stockholders") that they approve an increase in the total number of authorized shares of the Company's common stock from 450,000,000 to 1,400,000,000. On June 23, 2017, the Company received written consent in lieu of a meeting from the Majority Stockholders, amending the Company's Certificate of Incorporation, as amended, to this increase in authorized shares. The Company filed the amendment with the State of Nevada on August 14, 2017.

During the three months ended March 31, 2018, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 10,167,000 shares of its common stock in amount of $203,339. Additionally, 11,046,137 shares of common stock were issued for consulting services valued at prices ranging from $0.028 to $0.030 per share, based upon the fair value of the common stock on the measurement date totaling $643,619, which was recognized immediately as general and administrative expense.

Unless otherwise set forth above, the securities described above were not registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state, and were offered and sold in reliance on the exemption from registration afforded by Section 4(a)(2) under the Securities Act and Regulation D promulgated thereunder and corresponding provisions of state securities laws, which exempt transactions by an issuer not involving any public offering.

Options for Common Stock

A summary of option activity as of March 31, 2018 is presented below:

	Number Outstanding	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2017	1,650,000	$ 0.04	4.53	$ –
Granted	–	–	–	–
Exercised	–	–	–	–
Canceled/forfeited/expired	–	–	–	–
Outstanding at December 31, 2017	1,650,000	0.04	3.52	–
Granted	–	–	–	–
Exercised	–	–	–	–
Canceled/forfeited/expired	–	–	–	–
Outstanding at March 31, 2018	1,650,000	0.04	2.78	$ 28,080
Options vested and exercisable at March 31, 2018	1,650,000	$ 0.04	2.78	$ 28,080

On September 30, 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"). The Employment Agreement has a retroactive 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 for 5,000,000 shares vesting over 2 years at an initial exercise price per share equal to $.0025 per share. Stock options have vested at the following rate:

- 1,000,000 (one million) shares of common stock on the Commencement Date (January 1, 2014);
- 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 Company 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, 2015, $872,316 had been recorded as his stock based compensation related to the stock options, with $0 unrecognized cost related to the stock options remaining. On October 8, 2015, Mr. Letcavage exercised 4,000,000 options for common stock at an aggregate price of $10,000, which was paid through the reduction of accounts payable owed Mr. Letcavage.

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

The Company valued the options using the Black-Scholes option pricing model with 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%.

Warrants for Common Stock

A summary of warrant activity as of March 31, 2018 is presented below:

	Number Outstanding	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2017	227,271,136	$ 0.089	1.44	$ –
Granted	78,395,012	0.080	0.76	–
Exercised	–	–	–	–
Canceled/forfeited/expired	(158,166,661)	0.085	–	–
Warrants vested and exercisable at December 31, 2017	147,499,487	0.089	1.50	–
Granted	35,184,000	0.070	1.07	–
Exercised	–	–	–	–
Canceled/forfeited/expired	(1,486,666)	0.073	–	–
Outstanding at March 31, 2018	181,196,821	0.085	1.23	–
Warrants vested and exercisable at March 31, 2018	181,196,821	$ 0.085	1.23	$ –

During the three months ended March 31, 2018, the Company issued 35,184,000 warrants included with certain stock purchases from accredited investors, with exercise prices ranging from $0.07 to $0.10, and expiration dates ranging from 1 to 2 years. There was no expense resulting from these warrants.

NOTE 7 – RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2018 and 2017, Mr. Letcavage (directly or through related entities) earned $79,860 and $79,860, respectively as compensation for his role as our CEO and CFO. The following tables outline the related parties associated with the Company and amounts due or receivable for each period indicated.

Name of Related Party	Relationship with the Company
iCapital Advisory	Consultant company owned by the CEO of the Company
Jamp Promotion	Company owned by Patrick Farah, a managing director of TPC
Mason Ventures and Sebo Services	Companies owned by Shadie Kalkas, a managing director of TPC

Amounts due to related parties		March 31, 2018		December 31, 2017
iCapital Advisory – consulting fees	$	109,925	$	110,656
Jamp Promotion – commissions		90,500		90,500
	$	200,425	$	201,156
Related party receivable - Mason Ventures and Sebo Services	$	52,429	$	52,429

During the three months ended March 31, 2018, the Company received loans from Mason Ventures of approximately $0 and repaid $0. The loans are unsecured and non-interest bearing.

Additionally, we have also reviewed the facts and circumstance of our relationship with Nexalin Technology and iCapital Advisory, both of which are affiliated companies of our CEO, and have assessed whether these two companies are variable interest entities (VIEs). Based on the guidance provided in *ASC 810, Consolidation*, these two companies are not considered VIEs. The Company is not the primary beneficiary of Nexalin Technology and iCapital Advisory and, whether those two companies have any income (losses) for the three months ended March 31, 2018, it would not be absorbed by Premier Holding Corporation.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

Operating lease

For the operations of TPC, the Company leases 4,260 square feet of office space at 1165 N. Clark Street, Chicago, Illinois under a 65-month operating lease through March 2019. The monthly base rent is approximately $9,415 per month and increases each year during the term of the lease.

Legal Proceedings

Securities and Exchange Commission v. Premier Holding Corporation, et. al. (the "SEC Litigation").

The SEC Litigation, set in the U.S. District Court for the Central District of California, alleges that:

- Premier is liable for violating Section 17(a) of the Securities Act, Sections 10(b), 13(a), 13(b)(2)(A), and 13(b)(2)(b) of the Exchange Act, and Rules 10b-5, 13a-1, 13a-11, and 13a-13 thereunder; and

- Letcavage (our CEO and President) is liable for: (i) violating Securities Act Section 17(a) and Exchange Act Section 10(b) and Rule 10b-5 thereunder, Exchange Act Sections 13(a) and 13(b)(5) and Rules 13a-14 and 13b2-1 thereunder; (ii) as a control person under Exchange Act Section 20(a) for Premier's violations of the Exchange Act; and (iii) under Exchange Act Section 20(e) and Securities Act Section 15(b) for aiding and abetting Premier's violations of Securities Act Sections 17(a)(2) and 17(a)(3), Exchange Act Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B), and Rules 13a-1, 13a-11, and 13a-13 thereunder.

The SEC Litigation seeks permanent injunctions, disgorgement of ill-gotten gains plus prejudgment interest thereon, and civil monetary penalties as to Premier and Letcavage, as well as a penny stock bar and an officer-and-director bar against Mr. Letcavage. The SEC Litigation is currently being set for trial. The Company and Mr. Letcavage are currently vigorously contesting the SEC Litigation. Settlement discussions to date have not been productive. At this time, an estimate of the outcome of this matter cannot be determined.

Shao Shu Zhang, et al. v. Premier Holding Corporation, et al.

On June 18, 2018, Shao Shu Zhang and others filed a complaint against the Company and others in the Los Angeles Superior Court. The Company filed a general denial to the complaint on September 26, 2018. It is currently too early in the litigation to evaluate the likelihood of an unfavorable outcome or any estimate of the amount or range of potential loss.

NOTE 9 – SUBSEQUENT EVENTS

From April 2018 through June 2019 the Company entered into a series of stock purchase agreements with accredited investors for the sale of 72,761,983 shares of its common stock in the aggregate amount of $997,525.

From April 2018 through June 2019, the Company issued an aggregate of 50,995,002 shares of its common stock for services with an aggregate fair value of $586,085.

From April 2018 through June 2019, the Company issued an aggregate of 46,719,997 shares of its common stock for the conversion of convertible notes payable with an aggregate fair value of $603,300.

On August 31, 2018, the Company received $162,500 from a warrant holder for the exercise of warrants at $0.01 per share for 16,250,000 shares of the Company's common stock.

On or about April 4, 2019, the Company's Board of Directors set May 4, 2019 as the record date to determine which of the Company's stockholders are eligible to receive the pro rata stock distribution of 19,250,000 shares of AOTS common stock which the Company received pursuant to the Share Exchange Agreement dated March 23, 2018.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

This Quarterly Report on Form 10-Q includes a number of forward-looking statements that reflect management's current views with respect to future events and financial performance. Forward-looking statements are projections in respect of future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. Those statements include statements regarding the intent, belief or current expectations of us and members of our management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors" set forth in our Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on October 9, 2018, any of which may cause our company's or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Some of those risks and uncertainties include, but are not limited to, the following:

- concentration of our customer base and fulfillment of existing customer contracts;
- our ability to maintain pricing;
- deterioration of the credit markets;
- increased vulnerability to adverse economic conditions due to indebtedness;
- competition within our industry;
- asset impairment and other charges;
- our identifying, making and integrating acquisitions;
- our plans to identify and acquire products that we believe will be prospective for acquisition and development;
- loss of key executives;
- the ability to employ skilled and qualified workers;
- work stoppages and other labor matters;
- inadequacy of insurance coverage for certain losses or liabilities;
- federal legislation and state legislative and regulatory initiatives relating to the energy industry;
- costs and liabilities associated with environmental, health and safety laws, including any changes in the interpretation or enforcement thereof;
- future legislative and regulatory developments;
- our beliefs regarding the future of our competitors;
- our expectation that the demand for our products services will eventually increase; and
- our expectation that we will be able to raise capital when we need it.

Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time except as required by law. We believe that our assumptions are based upon reasonable data derived from and known about our current business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions.

As used in this Quarterly Report on Form 10-Q and unless otherwise indicated, the terms "Premier," "we," "us," "our," or the "Company" refer to Premier Holding Corporation and its Subsidiaries, Energy Efficiency Experts, Inc. ("E3"), The Power Company USA, LLC ("TPC") and American Illuminating Company, LLC ("AIC"). Unless otherwise specified, all dollar amounts are expressed in United States dollars.

Corporate Overview

Premier Holding Corporation ("we", "us", "our", or the "Company") is an energy services holding company. The Company provides an array of energy services through its subsidiary companies, E3 and TPC. We provide solutions that enable customers to reduce their energy consumption, lower their operating and maintenance costs, and realize environmental benefits. The Company's comprehensive set of services includes competitive electricity plans and upgrades to a facility's energy infrastructure.

The Company was incorporated in Nevada on October 18, 1971 under the name of Mr. Nevada, Inc., and following the completion of a limited public offering in April 1972, it commenced limited operations which were discontinued in 1990. Thereafter and through 2012, the Company reorganized as a holding company that provides financial and management expertise, which includes access to capital, financing, legal, insurance, mergers, acquisitions, joint ventures and management strategies to our subsidiaries. Its common stock is quoted on the OTC Markets Group Inc., QB tier ("OTCQB"), under the symbol "PRHL".

In August of 2012, the Company 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. In the fourth quarter of 2012, the Company 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.

In the first quarter of 2013, we acquired an 80% stake in TPC, a deregulated power broker in Illinois. The clients of TPC have commercial/industrial facilities such as small businesses, warehouses and distribution centers, which are candidates for E3's products and services.

During the period covered by this report and prior to the transaction described below under the Share Exchange Agreement, we provided an array of energy services through E3 and TPC. The Company 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, we expect that strategic acquisitions of complementary businesses and assets will remain an important part of our growth plan to enable us to broaden our service offerings and expand our geographical reach.

On May 6, 2016, the Company entered into a definitive agreement with WWCD, LLC, a company incorporated in the State of Illinois ("WWCD"), to acquire for $125,000 all membership units, including all licenses and contracts held, of American Illuminating Company, LLC, a Connecticut limited liability company ("AIC"), a company owned by WWCD. AIC is a FERC-licensed supplier of deregulated energy. Consummation of the acquisition of AIC is subject to FERC approval, which was granted in February 2017. After final notifications and filings with regulatory agencies are complete, AIC is expected to begin supplying power immediately to the Company's customers, will recruit additional resellers of deregulated power and provide them with its sales tools to streamline sales efforts, enforce compliance, and increase productivity. The Company has reflected the $125,000 payment as an intangible asset on the balance sheet as of March 31, 2018.

Business Overview

We bridge two industries in the Energy field: TPC is engaged in the deregulated energy space (reselling power from suppliers, and also as a supplier) and E3 is engaged in providing 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 we grow, we expect to be involved in all of 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.

There are a number of industry factors that affect our ESCO business which include the overall demand for LED lighting. Future growth depends significantly on the adoption of LED lighting. The market for LED lighting has grown in recent years, as acceptance of LEDs for general lighting increases, but it still faces significant challenges before widespread adoption. This indicates the large untapped potential market, and as these challenges are successfully addressed it could signal increased sales opportunities. Demand also fluctuates based on various market cycles, a continuously evolving LED industry supply chain and demand dynamics in the market. These uncertainties make demand difficult to forecast. The competitive environment in the LED lighting industry is intense. Traditional lighting companies and new entrants are investing in LED lighting products as LED adoption has gained momentum. Product pricing pressures exist as market participants often undertake pricing strategies to gain or protect market share. To remain competitive, resellers of LED lighting must continuously increase service and support, product performance (including a degree of product independence to be free to move to other manufacturers with better products), and reduce costs.

E3's Business

E3 is an Energy Services Company (ESCO) formed by the Company to provide the best-of-breed energy reduction solutions for its clients. Through surveys and various analysis, E3 prescribes the best solution for the unique circumstance of each client by providing the most current, fully-vetted solutions in energy reduction technologies, as well as management tools which capture the client for future opportunities.

Many companies only provide stand-alone solutions and only address one area of energy efficiency. E3 looks at its clients' entire energy footprint and develops custom solutions that fit their distinct requirements. E3 prescribes the most appropriate solutions for its clients' facilities and operations based on their budget. In addition, E3 facilitates the entire process from assessment of needs to planning and implementation to ensure that all expectations for energy reduction and technology performance are met.

E3 lowers the cost of energy through competitive supplier bidding and creates comprehensive energy savings solutions through the implementation of energy reduction projects. The mission of E3 is to help a customer select and implement the most cost-effective energy conservation measures for its facilities. E3's energy services division is focused on providing business customers with best-in-class demand management solutions such as lighting (LED), HVAC, Commercial Refrigeration and Water Sub-Metering.

The sales, design and implementation process for energy efficiency projects can take from several months to several years. 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 of the Company and the use of significant financial resources, with no certainty of success or recovery of related expenses.

TPC's Business

TPC provides competitive energy pricing delivered with no change in services provided by a customer's local utility provider. There are currently 16 states that have deregulated their electrical energy markets. While many consumers have already benefitted from deregulated energy, there are millions more that have not taken advantage of this opportunity. It is estimated that federally requested energy deregulation will be enacted in some form in more of the 50 states by 2020. The deregulation industry is estimated at 7 to 11 times larger than when the telecom industry deregulated. Today and as this market broadens, the Company expects TPC to continue to leverage its strength in these emerging markets.

Prior to deregulation, the utility market in each state was monopolized. One utility provided all components of energy services: supply and distribution. In 1992, Congress passed the National Energy Policy Act, allowing consumers in deregulated states the power to choose their energy supplier. TPC is an experienced energy consulting firm in the deregulation space that utilizes its market standing and its large, well-established network of energy suppliers to compete for its clients' business. With no cost to, or obligation by its clients, TPC serves as its clients' energy advocate and negotiates the most competitive pricing and options for its clientele. Because of TPC's buying power, market expertise, and strong and diverse supplier relationships, TPC can achieve results and cost savings that are greater than most individuals and/or organizations can obtain on their own.

TPC's business model is to enlist commercial and residential clients who benefit from the law passed allowing for competition in the energy markets as a result of deregulation of energy. In many cases TPC saves its clients 10% to 30% on their energy bills by simply switching suppliers, all while the enrollee still receives services from their local utility (the 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 TPC 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 its clients' business. Currently, TPC has access to multiple suppliers and has most of the agreements in place that allow for TPC to be paid for the life of the client's tenure with the supplier. TPC acquires its clients through strategic partnerships, trained in-house commercial and door-to-door residential agents and call centers.

TPC utilizes its online client energy portal, which is a sophisticated energy portal enabling rapid, efficient and secure sales transactions of deregulated power. The energy portal 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 prospective client. Agents can view their clients' energy profiles and quickly access the energy options available to them. The transparency and ease of the energy portal 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. The energy portal is built for scalability so that it can be monetized on its own, meaning it can be offered to any deregulated power company as a sales tool. The technology also provides sales management, reporting, verification, and compliance tracking which may be among the best in the industry.

AIC's Business

The primary value that AIC will add to the Company is that it enables customers to recognize immediate savings via lowering their electricity bills by supplying energy marketing firms with a more competitive platform to access electricity contracts and support. Through the Company's ownership of TPC, this creates a built-in strategic partnership for the states that TPC is already reselling power to, including Connecticut, District of Columbia, Delaware, Illinois, Maine, Massachusetts, Maryland, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Texas. AIC will have to obtain state, local, utility and other approvals in order to supply power in these several states, but pending such approvals, AIC may benefit from TPCs existing database of over 200,000 current and past clients to "jumpstart" its progress. We anticipate that half of all contracts written by TPC could be supplied by AIC.

Through this relationship to establish a large wholesale broker sales network, AIC plans to achieve operating and sales velocity more quickly in order to form a strong foundation to establish positive cash flows. We believe that TPC can direct a material portion of its customers to AIC. We believe this presents a major opportunity for AIC to scale quickly through its strong relationship with TPC. In addition to contract sales generated by TPC, we expect that AIC will expand its offerings to consumers through other energy brokers in order to expand revenue.

Corporate Developments During the Period Covered by this Report and Through June 27, 2019

On March 12, 2018, the Company's Board of Directors (the "Board") approved a Membership Interest Exchange and Contribution Agreement, as amended, (the "Share Exchange Agreement") by and among the Company, the Company's wholly-owned subsidiaries The Power Company, an Illinois limited liability corporation ("TPC") and American Illuminating Company, a Connecticut limited liability corporation ("AIC"), and AOTS 42 ("AOTS"), a Delaware corporation. The Share Exchange Agreement was subsequently executed on March 23, 2018.

Under the terms of the Share Exchange Agreement, among other things, the Company will contribute all of its membership interests of its wholly-owned subsidiaries TPC and AIC to AOTS, in exchange for 19,250,000 AOTS common stock shares, $0.0001 par value per share, representing approximately 39.65% of the 48,550,000 issued and outstanding common shares of AOTS on a fully-diluted basis, after giving effect to such issuance (the "Purchased Shares"). Performance of the Share Exchange Agreement is subject to customary regulatory approvals for a transaction of this type, as well as certain other closing conditions.

The Company will not be retaining ownership of any of the 19,250,000 AOTS shares it receives as a result of the Share Exchange Agreement. Instead, the Company's Board of Directors has approved the distribution of these AOTS shares to the Company's common shareholders upon consummation of the Share Exchange Agreement. Accordingly, on March 27th, 2018, the Board authorized the Company to make a pro rata stock distribution to its common shareholders of the 19,250,000 AOTS common shares received by the Company pursuant to the AOTS Share Exchange Agreement (the "AOTS Share Distribution"). Pursuant to the AOTS Share Distribution, holders of Company common stock will receive a certain amount of shares of AOTS common stock for each share of Company Common Stock held at the close of business on a record date to be determined by the Board as the record date for the AOTS Stock Dividend (the "Distribution Record Date"), at a ratio to be determined by the Board (the "AOTS Share Distribution Ratio"). Consummation of the AOTS Share Exchange Agreement, including the consummation of the contribution of the TPC membership interests to AOTS, is a condition to the AOTS Share Distribution. Any such distribution of AOTS shares to Premier shareholders will result in Premier shareholders holding restricted stock in a private company, and such shares will accordingly not be freely transferrable absent, among others, registration with the SEC, or an exemption from registration.

The Share Exchange Agreement the Company entered into with AOTS is part of a series of recent transactions by AOTS involving the acquisition of certain assets from various entities in exchange for AOTS common stock (the "AOTS Transactions"). The AOTS Transactions consist of : (1) The Company's contribution of its wholly-owned TPC and AIC subsidiaries pursuant to the Share Exchange Agreement, (2) A Membership Interest Exchange and Contribution Agreement dated March 16, 2018 between AOTS and Rescom Energy, L.L.C., a Connecticut limited liability company ("Rescom"), as amended, (the "Rescom Agreement"), whereby 100% of Rescom's membership interests were contributed to AOTS in exchange for 10,000,000 AOTS common shares; (3) A Share Exchange Agreement dated March 23, 2018 between AOTS and Advanced E Lighting, L.L.C., a Connecticut limited liability company ("Advanced"), as amended, (the "Advanced Agreement") whereby 100% of Advanced's membership interests were contributed to AOTS in exchange for 6,000,000 AOTS common shares; and (4) A Membership Interest Exchange and Contribution Agreement dated March 23, 2018 between AOTS and TPC Management Co., L.L.C., an Illinois limited company (TPCM"), as amended, (the "TPCM Agreement") whereby TPCM contributed certain intellectual property relating to an online client energy portal (the "Intellectual Property") to AOTS in exchange for 6,000,000 common shares of AOTS.

Results of Operations

Comparison of the Three Months Ended March 31, 2018 to the Three Months Ended March 31, 2017

Revenue and Operating Expenses

The Company's revenue and operating expenses for the three months ended March 31, 2018 and 2017 are summarized as follows:

	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
Revenues	$ 505,267	$ 656,879
Cost of revenues	–	3,214
Gross profit	505,267	653,665
Selling, general and administrative expenses	1,953,981	4,310,195
Operating loss	$ (1,448,714)	$ (3,656,530)

The decrease in revenue for the three months ended March 31, 2018, compared to the three months ended March 31, 2017 is due primarily to a reduction in residential revenue at TPC, which was due primarily to the sales agent attrition of approximately 25% of the door-to-door sales force. The average number of agents in the field fell from 80 in September of 2016 to 60 in September 2017. The drop in the number of agents was due primarily to an outside sales organization who recruited these agents. Since then, TPC has settled a suit that TPC initiated against this firm in which, along with a monetary penalty, the firm agreed to not solicit TPC agents in the future. TPC is actively recruiting to replace this sales force. Also, sales were impacted due to the transitioning of resources to call center and online residential sales in preparation for transitioning to selling our own alternative supplier.

The decrease in cost of revenue for the three months ended March 31, 2018, compared to the three months ended March 31, 2017 is due to a reduction in product revenue from our E3 subsidiary.

The decrease in selling, general and administrative expenses for the three months ended March 31, 2018, compared to the three months ended March 31, 2017 is due primarily to a decrease in stock and cash compensation paid to consultants related to strategic business and financial advisory services and a decrease in the use of contract labor.

Other Income (Expense)

	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
Interest expense	$ (148,827)	$ (207,273)
Gain (loss) on change in fair value of derivative liability	(75,000)	258,000
Total other income (expense)	$ (223,827)	$ 50,727

The increase in other income (expense) for the three months ended March 31, 2018, compared to the prior period is mainly attributable to an increase in the derivative liability, partially offset by decreased interest expense as a result of the decrease in convertible notes from conversions to common stock.

Liquidity and Capital Resources

Working Capital

The following table sets forth a summary of working capital as of March 31, 2018 and December 31, 2017:

	March 31, 2018	December 31, 2017
Current assets	$ 777,325	$ 1,353,585
Current liabilities	2,521,629	2,284,142
Working capital	$ (1,744,304)	$ (930,557)

The decrease in working capital is due primarily from the reduction cash balances, along with a decrease in the derivative liability related to convertible notes.

Cash Flows

The following table sets forth a summary of changes in cash flows for the three months ended March 31, 2018 and 2017:

	Three months Ended March 31,	
	2018	2017
Net cash used in operating activities	$ (691,044)	$ (1,127,290)
Net cash used in investing activities	–	–
Net cash provided by financing activities	195,704	1,491,598
Change in cash	$ (495,340)	$ 364,308

The decrease in cash used in operating activities was due primarily to a decrease in revenues at TPC, a decrease in accounts receivable, an increase in accounts payable and accrued liabilities, and a decrease in cash paid for interest for the three months ended March 31, 2018 as compared to the same period in 2017.

The decrease in cash from financing activities was due primarily to a decrease in proceeds from the sale of common stock for the three months ended March 31, 2018 as compared to the same period in 2017.

Private Placement Offering

During the three months ended March 31, 2018, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 10,167,000 shares of its common stock in amount of $203,339.

Short-Term Debt and Lines of Credit

The Company did not enter into any new short-term debt or lines of credit with third parties during the three months ended March 31, 2018.

Convertible Notes Payable

During the three months ended March 31, 2018, the Company did not issue any new convertible notes.

During the three months ended March 31, 2018, there were no conversion of convertible notes for common stock.

The unaudited condensed consolidated financial statements contained in this quarterly report on Form 10-Q have been prepared assuming that the Company will continue as a going concern. Since inception, the Company has financed its operations primarily through proceeds from the issuance of common stock and convertible notes payable. As of March 31, 2018, the Company had an accumulated deficit of approximately $42 million. During the three months ended March 31, 2018, the Company incurred operating losses of $1,448,714 and used cash in operating activities of $691,044. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management is in the process of evaluating various financing alternatives in order to finance our operations and general and administrative expenses. These alternatives include raising funds through public or private equity markets and either through institutional or retail investors. Although there is no assurance that the Company will be successful with our fund-raising initiatives, management believes that the Company will be able to secure the necessary financing as a result of ongoing financing discussions with third party investors and existing shareholders.

The condensed consolidated financial statements do not include any adjustments that may be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to obtain additional financing as may be required and ultimately to attain profitability. If the Company raises additional funds through the issuance of equity, the percentage ownership of current shareholders could be reduced, and such securities might have rights, preferences or privileges senior to its common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, the Company may not be able to take advantage of prospective business endeavors or opportunities, which could significantly and materially restrict its future plans for developing its business and increasing revenues. If the Company is unable to obtain the necessary capital, the Company may have to cease operations.

Future Financing

We will require additional funds to implement our growth strategy for our business. In addition, while we have received capital from various private placements and convertible loans that have enabled us to fund our operations, these funds have been largely used to supplement our working capital, although additional funds are needed for other corporate operational and working capital purposes. At this time and at our current burn rate, we have sufficient capital to fund our operations through the balance of this fiscal year. However, once we begin operations at AIC, we expect to need additional capital to be able to purchase power and pay commissions. At this time, we have not determined the amount that may be needed. These funds may be raised through equity financing, debt financing, or other sources, which may result in further dilution in the equity ownership of our shares. There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain the additional financing on a timely basis should it be required, or generate significant material revenues from operations, we will not be able to meet our other obligations as they become due and we will be forced to scale down or perhaps even cease our operations.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

Critical Accounting Policies and Estimates

Our significant accounting policies are more fully described in the notes to our financial statements included herein for the quarter ended March 31, 2018 and in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on October 9, 2018.

Recently Issued Accounting Pronouncements

Any recently issued accounting pronouncements are more fully described in Note 1 to our financial statements included herein for the quarter ended March 31, 2018.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4. CONTROLS AND PROCEDURES

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 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 (principal executive officer), who also serves as our chief financial officer (principal financial officer and principal accounting officer) to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of period covered in this report, our disclosure controls and procedures were not effective. The ineffectiveness of the Company's disclosure controls and procedures was due to material weaknesses identified in the Company's internal control over financial reporting, described below.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting. In order to evaluate the effectiveness of internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002, our management, with the participation of the Company's principal executive officer and principal financial officer has conducted an assessment, including testing, using the criteria in Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") (2013). Our system of internal control over financial reporting is designed 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. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. This assessment included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, the Company's management concluded its internal control over financial reporting was not effective as of March 31, 2018. The ineffectiveness of the Company's internal control over financial reporting was due to the following material weaknesses which are indicative of many small companies with small staff:

i) *Lack of Formal Policies and Procedures*. We utilize a third party independent contractor for the preparation of our financial statements. Although the financial statements and footnotes are reviewed by our management, we do not have a formal policy to review significant accounting transactions and the accounting treatment of such transactions. The third party independent contractor is not involved in the day-to-day operations of our Company and may not be provided information from management on a timely basis to allow for adequate reporting/consideration of certain transactions.

ii) *Audit Committee and Financial Expert*. We do not have a formal audit committee with a financial expert, and thus we lack the board oversight role within the financial reporting process.

iii) *Insufficient Resources*. We have insufficient quantity of dedicated resources and experienced personnel involved in reviewing and designing internal controls. As a result, a material misstatement of the interim and annual financial statements could occur and not be prevented or detected on a timely basis.

iv) *Entity Level Risk Assessment*. We did not perform an entity level risk assessment to evaluate the implication of relevant risks on financial reporting, including the impact of potential fraud related risks and the risks related to non- routine transactions, if any, on internal control over financial reporting. Lack of an entity-level risk assessment constituted an internal control design deficiency which resulted in more than a remote likelihood that a material error would not have been prevented or detected, and constituted a material weakness.

Our management feels the weaknesses identified above have not had any material effect on our financial results. However, we are currently reviewing our disclosure controls and procedures related to these material weaknesses and, as resources allow, expect to implement changes in the next fiscal year, including identifying specific areas within our governance, accounting and financial reporting processes to add adequate resources to potentially mitigate these material weaknesses.

Our management will continue to monitor and evaluate the effectiveness of our internal controls and procedures and our internal controls over financial reporting on an ongoing basis and is committed to taking further action and implementing additional enhancements or improvements, as necessary and as resources allow.

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management believes that despite our material weaknesses set forth above, our financial statements for the quarter ended March 31, 2018 are fairly stated, in all material respects, in accordance with U.S. GAAP.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2018 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting. We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within any company have been detected.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is not a party to any material pending legal proceedings and, to the best of its knowledge, no such action by or against the Company has been threatened, except as noted below:

Securities and Exchange Commission v. Premier Holding Corporation, et. al. (the "SEC Litigation").

The SEC Litigation, set in the U.S. District Court for the Central District of California, alleges that:

- Premier is liable for violating Section 17(a) of the Securities Act, Sections 10(b), 13(a), 13(b)(2)(A), and 13(b)(2)(b) of the Exchange Act, and Rules 10b-5, 13a-1, 13a-11, and 13a-13 thereunder; and

- Letcavage (our CEO and President) is liable for: (i) violating Securities Act Section 17(a) and Exchange Act Section 10(b) and Rule 10b-5 thereunder, Exchange Act Sections 13(a) and 13(b)(5) and Rules 13a-14 and 13b2-1 thereunder; (ii) as a control person under Exchange Act Section 20(a) for Premier's violations of the Exchange Act; and (iii) under Exchange Act Section 20(e) and Securities Act Section 15(b) for aiding and abetting Premier's violations of Securities Act Sections 17(a)(2) and 17(a)(3), Exchange Act Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B), and Rules 13a-1, 13a-11, and 13a-13 thereunder.

The SEC Litigation seeks permanent injunctions, disgorgement of ill-gotten gains plus prejudgment interest thereon, and civil monetary penalties as to Premier and Letcavage, as well as a penny stock bar and an officer-and-director bar against Mr. Letcavage. The SEC Litigation is currently being set for trial. The Company and Mr. Letcavage are currently vigorously contesting the SEC Litigation. Settlement discussions to date have not been productive. At this time, an estimate of the outcome of this matter cannot be determined.

Shao Shu Zhang, et al. v. Premier Holding Corporation, et al.

On June 18, 2018, Shao Shu Zhang and others filed a complaint against the Company and others in the Los Angeles Superior Court. The Company filed a general denial to the complaint on September 26, 2018. It is currently too early in the litigation to evaluate the likelihood of an unfavorable outcome or any estimate of the amount or range of potential loss.

ITEM 1A. RISK FACTORS

An investment in the Company's common stock involves a number of very significant risks. You should carefully consider the risk factors included in the "Risk Factors" section of the Annual Report on Form 10-K for the year ended December 31, 2017, as filed on October 9, 2018, in addition to other information contained in those reports and in this quarterly report in evaluating the Company and its business before purchasing shares of its common stock. The Company's business, operating results and financial condition could be adversely affected due to any of those risks.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the three months ended March 31, 2018, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 10,167,000 shares of its common stock in amount of $203,339. Additionally, 11,046,137 shares of common stock were issued for consulting services valued at prices ranging from $0.028 to $0.030 per share.

Unless otherwise set forth above, the securities described above were not registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state, and were offered and sold in reliance on the exemption from registration afforded by Section 4(a)(2) under the Securities Act and Regulation D promulgated thereunder and corresponding provisions of state securities laws, which exempt transactions by an issuer not involving any public offering.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

No.	Description
(3)	**(i) Articles of Incorporation; and (ii) Bylaws**
3.1	Articles of Incorporation (incorporated by reference to an exhibit to a registration statement on Form S-1)
3.2	Bylaws (incorporated by reference to the Company's Form 10-K for the year ended December 31, 2016, as filed on March 31, 2017)
3.3	Amendment to Articles of Incorporation (incorporated by reference to the Company's Current Report on Form 8-K, as filed on August 18, 2017)
(31)	**Rule 13a-14(a)/15d-14(a) Certification**
31.1*	Certification Statement of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification Statement of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(32)	**Section 1350 Certification**
32.1*	Certification Statement of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification Statement of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(101)	**Interactive Data Files**
101*	Financial statements formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations and Comprehensive Loss, (iii) the Condensed Consolidated Statements of Cash Flows and (v) the Notes to Condensed Consolidated Financial Statements tagged as blocks of text.

* Filed herewith

SIGNATURES

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

PREMIER HOLDING CORPORATION

By: */s/ Randall Letcavage*
Randall Letcavage
President, Chief Executive Officer & Chief Financial Officer
(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)
Date: June 27, 2019

Exhibit 31.1

PREMIER HOLDING CORPORATION

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Randall Letcavage, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Premier Holding Corporation;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal 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 our 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 our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our 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 the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's 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 the registrant'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 the registrant's internal control over financial reporting.

By: *<u>/s/ Randall Letcavage</u>*
Randall Letcavage
President and Chief Executive Officer
(Principal Executive Officer)
Date: June 27, 2019

Exhibit 31.2

PREMIER HOLDING CORPORATION
CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Randall Letcavage, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Premier Holding Corporation;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal 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 our 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 our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our 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 the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's 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 the registrant'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 the registrant's internal control over financial reporting.

By: */s/ Randall Letcavage*
Randall Letcavage
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
Date: June 27, 2019

Exhibit 32.1

PREMIER HOLDING CORPORATION
CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Randall Letcavage, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the quarterly report on Form 10-Q of Premier Holding Corporation for the period ended March 31, 2018 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Premier Holding Corporation.

By: *<u>/s/ Randall Letcavage</u>*
Randall Letcavage
President and Chief Executive Officer
(Principal Executive Officer)
Date: June 27, 2019

Exhibit 32.2

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Randall Letcavage, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the quarterly report on Form 10-Q of Premier Holding Corporation for the period ended March 31, 2018 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Premier Holding Corporation.

By: */s/ Randall Letcavage*
Randall Letcavage
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
Date: June 27, 2019