

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

FORM 10-Q

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

For the quarterly period ended September 30, 2016

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: 001-37642

ENER-CORE, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of Incorporation or organization)	3511 Primary Standard Industrial Classification Code Number	46-0525350 (IRS Employer Identification No.)
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9400 Toledo Way
Irvine, California 92618
(Address of principal executive offices and zip code)

(949) 616-3300
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

(Do not check if a smaller reporting company)

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

As of September 30, 2016 there were 3,785,216 shares of the issuer's common stock outstanding

ENER-CORE, INC.
FORM 10-Q

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

FINANCIAL STATEMENTS

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Ener-Core, Inc.
Condensed Consolidated Balance Sheets

	<u>September 30,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
	<u>(unaudited)</u>	
Assets		
Current assets:		
Cash and cash equivalents	\$ 620,000	\$ 2,605,000
Restricted cash	50,000	200,000
Accounts receivable	57,000	—
Inventory	2,538,000	747,000
Prepaid expenses and other current assets	484,000	408,000
Total current assets	\$ 3,749,000	\$ 3,960,000
Property and equipment, net	3,372,000	3,426,000
Intangibles, net	22,000	28,000
Deposits and other long term assets	28,000	143,000
Total assets	\$ 7,171,000	\$ 7,557,000
Liabilities and stockholders' (deficit)		
Current liabilities:		
Accounts payable	\$ 2,147,000	\$ 1,629,000
Accrued expenses	710,000	657,000
Deferred revenues and customer advances	3,796,000	2,847,000
Accrued contract loss	600,000	600,000
Derivative liabilities	1,023,000	2,510,000
Convertible secured notes payable, net of discounts	4,519,000	4,110,000
Junior notes payable, net of discounts	725,000	—
Capital leases payable	20,000	26,000
Total current liabilities	\$ 13,540,000	\$ 12,379,000
Long term liabilities:		
Deposits	—	8,000
Capital leases payable	—	14,000
Total liabilities	\$ 13,540,000	\$ 12,401,000
Commitments and contingencies (Note 12)		
Stockholders' equity (deficit):		
Preferred stock, \$0.0001 par value. Authorized 50,000,000 shares; no shares issued and outstanding at September 30, 2016 and December 31, 2015	\$ —	\$ —
Common stock, \$0.0001 par value. Authorized 200,000,000 shares; 3,785,216 and 3,089,160 shares issued and outstanding at September 30, 2016 and December 31, 2015, respectively	—	—
Additional paid-in capital	32,408,000	26,302,000
Accumulated deficit	(38,777,000)	(31,146,000)
Total stockholders' equity (deficit)	\$ (6,369,000)	\$ (4,844,000)
Total liabilities and stockholders' equity (deficit)	\$ 7,171,000	\$ 7,557,000

See accompanying notes to condensed consolidated financial statements.

Ener-Core, Inc.
Condensed Consolidated Statements of Operations
(unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Revenues	\$ —	\$ —	\$ —	\$ —
Cost of goods sold:	—	—	—	—
Gross profit	—	—	—	—
Operating expenses:				
Selling, general, and administrative	941,000	1,165,000	3,255,000	3,475,000
Research and development	1,170,000	928,000	2,871,000	2,636,000
Total operating expenses	2,111,000	2,093,000	6,126,000	6,111,000
Operating loss	(2,111,000)	(2,093,000)	(6,126,000)	(6,111,000)
Other income (expenses):				
Interest expense	(246,000)	(150,000)	(985,000)	(257,000)
Amortization of debt discount	(809,000)	(1,117,000)	(2,209,000)	(1,921,000)
Loss on exchange of warrants	—	—	—	(279,000)
Loss on modification of convertible debt	—	—	(1,429,000)	—
Gain (loss) on valuation of derivative liabilities	1,570,000	50,000	3,124,000	(33,000)
Total other income (expenses), net	515,000	(1,217,000)	(1,499,000)	(2,490,000)
Loss before provision for income taxes	(1,596,000)	(3,310,000)	(7,625,000)	(8,601,000)
Provision for income taxes	—	—	3,000	—
Net loss	\$ (1,596,000)	\$ (3,310,000)	\$ (7,628,000)	\$ (8,601,000)
Loss per share—basic and diluted	\$ (0.42)	\$ (1.34)	\$ (2.12)	\$ (3.61)
Weighted average common shares—basic and diluted	3,785,216	2,464,100	3,591,233	2,385,500

See accompanying notes to condensed consolidated financial statements.

Ener-Core, Inc.
Condensed Consolidated Statements of Cash Flows

	Nine Months Ended September 30,	
	2016	2015
Cash flows used in operating activities:		
Net loss	\$ (7,628,000)	\$ (8,601,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	398,000	276,000
Impairment of fixed assets	318,000	—
Amortization of debt discount and deferred financing fees	2,483,000	1,921,000
(Gain) loss on revaluation of derivative liabilities	(3,124,000)	33,000
Stock-based compensation	1,027,000	1,113,000
Loss on modification of convertible debt	1,429,000	—
Loss on exchange of warrants for common stock	—	279,000
Changes in assets and liabilities:		
Accounts and other receivables	(57,000)	3,000
Restricted cash	150,000	(275,000)
Inventory	(1,791,000)	(80,000)
Prepaid expenses and other current assets	(136,000)	(36,000)
Deferred revenue	949,000	808,000
Accounts payable and other current liabilities	559,000	13,000
Net cash used in operating activities	<u>\$ (5,423,000)</u>	<u>\$ (4,546,000)</u>
Cash flows used in investing activities:		
Purchases of property and equipment	(655,000)	(1,830,000)
Net cash used in investing activities	<u>\$ (655,000)</u>	<u>\$ (1,830,000)</u>
Cash flows from financing activities:		
Proceeds from issuance of common stock, net	2,883,000	741,000
Proceeds from note payable, net	1,230,000	4,669,000
Repayment of capital leases payable	(20,000)	(13,000)
Net cash provided by financing activities	<u>\$ 4,093,000</u>	<u>\$ 5,397,000</u>
Net increase (decrease) in cash and cash equivalents	(1,985,000)	(979,000)
Cash and cash equivalents at beginning of period	2,605,000	2,176,000
Cash and cash equivalents at end of period	<u>\$ 620,000</u>	<u>\$ 1,197,000</u>

See accompanying notes to condensed consolidated financial statements.

Ener-Core, Inc.
Condensed Consolidated Statements of Cash Flows (continued)
(unaudited)

	Nine Months Ended	
	September 30,	
	2016	2015
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Income taxes	\$ —	\$ —
Interest	\$ 639,000	\$ 205,000
Supplemental disclosure of non-cash activities:		
Capital leases for purchase of equipment	\$ 2,000	\$ 10,000
Debt discount and derivative liabilities recorded upon issuance of warrants and convertible secured notes	\$ —	\$ 2,750,000
Common stock issued in exchange for warrant cancellation	\$ —	\$ 885,000
Debt discount and derivative liabilities recorded for amendments of notes	\$ 1,497,000	\$ —
Debt discount and derivative liabilities recorded for amendments of warrants	\$ 148,000	—
Reclassification of warrants previously recorded as derivative liabilities to paid-in capital	\$ 1,719,000	\$ —
Debt discount recorded for amendments of warrants	\$ 206,000	—
Debt discount and derivative liabilities recorded upon issuance convertible Junior notes	\$ 282,000	\$ —
Debt discount recorded for detachable warrants issued with Junior notes	\$ 271,000	—

See accompanying notes to condensed consolidated financial statements.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 1—Organization

Organization

Ener-Core, Inc. (the “Company”, “we”, “us”, “our”), a Delaware corporation, was formed on April 29, 2010 as Inventtech, Inc. On July 1, 2013, we acquired our wholly owned subsidiary, Ener-Core Power, Inc., (formerly Flex Power Generation, Inc.), a Delaware corporation. The stockholders of Ener-Core Power, Inc. are now our stockholders and the management of Ener-Core Power, Inc. is now our management. The acquisition was treated as a “reverse merger” and our financial statements are those of Ener-Core Power, Inc. All equity amounts presented have been retroactively restated to reflect the reverse merger as if it had occurred on November 12, 2012.

Effective as of September 3, 2015, we changed our state of incorporation from the State of Nevada to the State of Delaware (the “Reincorporation”), pursuant to a plan of conversion dated September 2, 2015, following approval by our stockholders of the Reincorporation at our 2015 Annual Meeting of Stockholders held on August 28, 2015. As a Delaware corporation following the Reincorporation, we are deemed to be the same continuing entity as the Nevada corporation prior to the Reincorporation, and as such continue to possess all of the rights, privileges and powers and all of the debts, liabilities and obligations of the prior Nevada corporation. Upon effectiveness of the Reincorporation, all of the issued and outstanding shares of common stock of the Nevada corporation automatically converted into issued and outstanding shares of common stock of the Delaware corporation without any action on the part of our stockholders. Concurrent with the Reincorporation, on September 3, 2015 our authorized shares increased to 250,000,000 shares of stock consisting of 200,000,000 authorized shares of common stock and 50,000,000 authorized shares of preferred stock.

Reverse Merger

We entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Ener-Core Power, Inc. and Flex Merger Acquisition Sub, Inc., a Delaware corporation and our wholly owned subsidiary (“Merger Sub”), pursuant to which the Merger Sub merged with and into Ener-Core Power, Inc., with Ener-Core Power, Inc. as the surviving entity (the “Merger”). Prior to the Merger, we were a public reporting “shell company,” as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. The Merger Agreement was approved by the boards of directors of each of the parties to the Merger Agreement. In April 2013, the pre-merger public shell company effected a 30-for-1 forward split of its common stock. All share amounts have been retroactively restated to reflect the effect of the stock split.

As provided in the Contribution Agreement dated November 12, 2012 (the “Contribution Agreement”) by and among FlexEnergy, Inc. (“FlexEnergy”), FlexEnergy Energy Systems, Inc. (“FEES”), and Ener-Core Power, Inc., Ener-Core Power, Inc. was spun-off from FlexEnergy as a separate corporation. As a part of that transaction, Ener-Core Power, Inc. received all assets (including intellectual property) and certain liabilities pertaining to the Power Oxidizer business carved out of FlexEnergy. The owners of FlexEnergy did not distribute ownership of Ener-Core Power, Inc. pro rata. The assets and liabilities were transferred to us and recorded at their historical carrying amounts since the transaction was a transfer of net assets between entities under common control.

On July 1, 2013, Ener-Core Power, Inc. completed the Merger with us. Upon completion of the Merger, we immediately became a public company. The Merger was accounted for as a “reverse merger” and recapitalization. As part of the Merger, 2,410,400 shares of outstanding common stock of the pre-merger public shell company were cancelled. This cancellation has been retroactively accounted for as of the inception of Ener-Core Power, Inc. on November 12, 2012. Accordingly, Ener-Core Power, Inc. was deemed to be the accounting acquirer in the transaction and, consequently, the transaction was treated as a recapitalization of Ener-Core Power, Inc. Accordingly, the assets and liabilities and the historical operations that are reflected in the financial statements are those of Ener-Core Power, Inc. and are recorded at the historical cost basis of Ener-Core Power, Inc. Our assets, liabilities and results of operations were de minimis at the time of the Merger.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

Reverse Stock Split

The board of directors of the Company approved a reverse stock split of the Company's authorized, issued and outstanding shares of common stock, par value \$0.0001 per share, as well as the Company's authorized shares of preferred stock, par value \$0.0001 per share, of which no shares are issued and outstanding (together, the "Stock"), at a ratio of 1-for-50 (the "Reverse Stock Split"). The Reverse Stock Split became effective on July 8, 2015 (the "Effective Date"). As a result of the Reverse Stock Split, the authorized preferred stock decreased to 1,000,000 shares and the authorized common stock decreased to 4,000,000 shares. Both the preferred stock and common stock par value remained at \$0.0001 per share. The number of authorized shares subsequently increased to 200,000,000 authorized shares of common stock and 50,000,000 authorized shares of preferred stock on September 3, 2015 with the Company's reincorporation in Delaware, as described above.

On the Effective Date, the total number of shares of common stock held by each stockholder of the Company were converted automatically into the number of shares of common stock equal to: (i) the number of issued and outstanding shares of common stock held by each such stockholder immediately prior to the Reverse Stock Split divided by (ii) 50. The Company issued one whole share of the post-Reverse Stock Split common stock to any stockholder who otherwise would have received a fractional share as a result of the Reverse Stock Split, determined at the beneficial owner level by share certificate. As a result, no fractional shares were issued in connection with the Reverse Stock Split and no cash or other consideration will be paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split. The Reverse Stock Split also affected all outstanding options and warrants by dividing each option or warrant outstanding by 50, rounded up to the nearest option or warrant, and multiplying the exercise price by 50 for each option or warrant outstanding.

Description of the Business

We design, develop, and manufacture products based on proprietary technologies that aim to expand the operating range of gaseous fuel while improving emissions, which technologies we refer to collectively as "Power Oxidation" or "Power Oxidizer". Our products aim to expand power generation into previously uneconomical markets while, at the same time, reduce gaseous emissions from industrial processes that contribute to air pollution and climate change. The Power Oxidizer integrates with a gas turbine and generator to create a Powerstation.

Our products, the EC250 and the Ener-Core Powerstation KG2-3G/GO ("KG2"), are complete systems consisting of our designed and patented Power Oxidizer, integrated with a gas turbine and generator. Our Power Oxidizers have been designed to operate on fuels from 100% combustible gas down to concentrations of 5% or less combustible gas content. Our Powerstation products have applications in landfills, distilleries, wastewater treatment plants, as well as numerous industrial processes, and offers our customers two distinct value propositions: the destruction of low quality waste gases with no harmful emissions and the generation of energy from a renewable and low-cost fuel source.

We have deployed the EC250 product commercially in landfill applications are currently developing our second commercial product, the KG2 Powerstation, or KG2, which will combine our Power Oxidizer with a two megawatt gas turbine developed by Dresser-Rand a.s., a subsidiary of Dresser-Rand Group Inc. ("Dresser-Rand"). In 2015, we completed system layout and analytic models integrating our Power Oxidizer with the turbine and, to date in 2016, we have constructed a fully operational KG2 unit to be used in final technical tests expected to be completed in the fourth quarter of 2016, after which time we expect that the initial KG2 unit will be sold. We received an order for the first two commercial KG2 units, which we delivered in October 2016. On June 29, 2016, we entered into a Commercial License and Manufacturing Agreement with Dresser-Rand (the "CMLA"), which will become effective upon the successful completion of the technical test and which will transition the KG2 manufacturing to Dresser-Rand. Once effective, each KG2 unit sold will generate for us a non-refundable license fee. Until the test is successfully completed, our existing CLA (as defined below) remains in effect.

We sell our EC250 product directly and through distributors in two countries, the United States and Netherlands, and sell the KG2 product directly and through Dresser-Rand's commercial sales team.

Going Concern

Our consolidated financial statements are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") and have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business. Since our inception, we have made a substantial investment in research and development to develop the Power Oxidizer, have successfully deployed an EC250 field test unit at the U.S. Army base at Fort Benning, Georgia, and installed and commissioned our first commercial unit in the Netherlands in the second quarter of 2014. In November 2014, we signed a Commercial License Agreement with Dresser-Rand (as amended, the "CLA") to incorporate our Power Oxidizer into Dresser-Rand's 1.75MW turbine. In August 2015, the CLA became a mutually binding agreement due to the satisfaction of certain binding conditions contained in the CLA. On June 29, 2016 we signed the CMLA. The CMLA becomes binding and will supersede the CLA after the satisfaction of the final technical milestone under the CLA, which we expect to occur in the fourth quarter of 2016.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

We have sustained recurring net losses and negative cash flows since inception and have not yet established an ongoing source of revenues sufficient to cover our operating costs and allow us to continue as a going concern. Despite capital raises of \$2.5 million in December 2015, \$3.0 million in April 2016, and \$1.25 million in September 2016, we expect to require additional sources of capital to support the Company's growth initiatives. We must secure additional funding to continue as a going concern and execute our business plan.

Management's plan is to obtain capital sufficient to meet our operating expenses by seeking additional equity and/or debt financing. The cash and cash equivalents balance (excluding restricted cash) on September 30, 2016 and December 31, 2015 was approximately \$0.6 million and \$2.6 million, respectively. In April 2016, management began taking steps to reduce our operational cash burn through a combination of staff reductions and reductions of outside service providers. We expect to implement additional cost savings through reduced overhead costs later in 2016 as well as reduced non-recurring costs and capital expenditures related to our efforts to develop the 2MW KG2 Powerstation. We expect that the \$0.6 million of cash and cash equivalents as of September 30, 2016 and receipts on customer billings will continue to fund our working capital needs, general corporate purposes, and related obligations into the fourth quarter of 2016 at our reduced spending levels. However, we expect to require significantly more cash for working capital and as financial security to support our growth initiatives beginning in the fourth quarter of 2016 and beyond.

We will pursue raising additional equity and/or debt financing to fund our operations and product development. If future funds are raised through issuance of stock or debt, these securities could have rights, privileges, or preferences senior to those of our common stock and debt covenants that could impose restrictions on our operations. Any equity or convertible debt financing will likely result in additional dilution to our current stockholders. We cannot make any assurances that any additional financing, including the proposed registered offering, will be completed on a timely basis, on acceptable terms or at all. Our inability to successfully raise capital in a timely manner will adversely impact our ability to continue as a going concern. If our business fails or we are unable to raise capital on a timely basis, our investors may face a complete loss of their investment.

The accompanying consolidated financial statements do not give effect to any adjustments that might be necessary if we were unable to meet our obligations or continue operations as a going concern.

Note 2—Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements include our accounts and our wholly-owned subsidiary, Ener-Core Power, Inc. All significant intercompany transactions and accounts have been eliminated in consolidation. All monetary amounts are rounded to the nearest \$000, except certain per share amounts.

The accompanying financial statements have been prepared in accordance with GAAP.

Reclassifications

Certain amounts in the 2015 consolidated condensed financial statements have been reclassified to conform to the current year presentation. These reclassifications have no effect on previously reported net loss.

Segments

We operate in one segment. All of our operations are located domestically.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant items subject to such estimates and assumptions include but are not limited to: collectability of receivables; the valuation of certain assets, useful lives, and carrying amounts of property and equipment, equity instruments and share-based compensation; provision for contract losses; valuation allowances for deferred income tax assets; valuation of derivative liabilities; and exposure to warranty and other contingent liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Foreign Currency Adjustments

Our functional currency for all operations worldwide is the U.S. dollar. Nonmonetary assets and liabilities are translated at historical rates and monetary assets and liabilities are translated at exchange rates in effect at the end of the year. Income statement accounts are translated at average rates for the year. At September 30, 2016 and December 31, 2015, we did not hold any foreign currency asset or liability amounts. Gains and losses resulting from foreign currency transactions are reported as other income in the period they occurred.

Concentrations of Credit Risk

Cash and Cash Equivalents

We maintain our non-interest bearing transactional cash accounts at financial institutions for which the Federal Deposit Insurance Corporation (“FDIC”) provides insurance coverage of up to \$250,000. For interest bearing cash accounts, from time to time, balances exceed the amount insured by the FDIC. We have not experienced any losses in such accounts and believe we are not exposed to any significant credit risk related to these deposits. At September 30, 2016, we had \$200,000 in deficit of the FDIC limit.

We consider all highly liquid investments available for current use with an initial maturity of three months or less and are not restricted to be cash equivalents. We invest our cash in short-term money market accounts.

Restricted Cash

Collateral Account

Under a credit card processing agreement with a financial institution that was entered in 2013, we are required to maintain funds on deposit with the financial institution as collateral. The amount of the deposit, which is at the discretion of the financial institution, was \$50,000 on September 30, 2016 and December 31, 2015.

Dresser-Rand Escrow Account

Under the CLA, prepaid license fee payments of \$400,000 per quarter were paid by Dresser-Rand into an escrow account with a financial institution beginning in August 2015. Dresser-Rand withdrew up to \$125,000 per quarter from this escrow account for qualified engineering expenses incurred by Dresser-Rand under the terms and conditions of the CLA. Through September 26, 2016, Dresser-Rand funded \$1,600,000 and withdrew \$500,000. On September 26, 2016 substantially all of the remaining \$1,100,000 was released to the Company from the escrow account and, in October 2016, the escrow account was closed. The balance in the escrow account was \$5,000 and \$150,000 on September 30, 2016 and December 31, 2015, respectively. See also Note 7—Deferred Revenues and Customer Advances.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

Accounts Receivable

Our accounts receivable are typically from credit worthy customers or, for international customers are supported by guarantees or letters of credit. For those customers to whom we extend credit, we perform periodic evaluations of them and maintain allowances for potential credit losses as deemed necessary. We generally do not require collateral to secure accounts receivable. We have a policy of reserving for uncollectible accounts based on our best estimate of the amount of probable credit losses in existing accounts receivable. We periodically review our accounts receivable to determine whether an allowance is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. As of September 30, 2016, one customer accounted for all of our accounts receivable.

Accounts Payable

As of September 30, 2016 and December 31, 2015, three and five vendors, respectively, collectively accounted for approximately 45% and 50% of our total accounts payable.

Inventory

Inventory, which consists of raw materials inventory consisting of Power Oxidizer parts and sub-assemblies of parts recorded as work-in-progress inventory, is stated at the lower of cost or net realizable value, with cost being determined by the average-cost method, which approximates the first-in, first-out method. At each balance sheet date, we evaluate our ending inventory for excess quantities and obsolescence. This evaluation primarily includes an analysis of forecasted demand in relation to the inventory on hand, among consideration of other factors. Based upon the evaluation, provisions are made to reduce excess or obsolete inventories to their estimated net realizable values. Once established, write-downs are considered permanent adjustments to the cost basis of the respective inventories. At September 30, 2016 and December 31, 2015, we did not have a reserve for slow-moving or obsolete inventory.

Property and Equipment

Property and equipment are stated at cost, and are being depreciated using the straight-line method over the estimated useful lives of the related assets, ranging from three to ten years. Maintenance and repairs that do not improve or extend the lives of the respective assets are expensed. At the time property and equipment are retired or otherwise disposed of, the cost and related accumulated depreciation accounts are relieved of the applicable amounts. Gains or losses from retirements or sales are reflected in the consolidated statements of operations.

Deposits

Deposits primarily consist of amounts incurred or paid in advance of the receipt of fixed assets or are deposits for rent and insurance.

Accrued Warranties

Accrued warranties represent the estimated costs that will be incurred during the warranty period of our products. We make an estimate of expected costs that will be incurred by us during the warranty period and charge that expense to the consolidated statement of operations at the date of sale. We also reevaluate the estimate at each balance sheet date and if the estimate is changed, the effect is reflected in the consolidated statement of operations. We had no warranty accrual at December 31, 2015 or September 30, 2016. We expect that most terms for future warranties of our Powerstations and Oxidizers will be one to two years depending on the warranties provided and the products sold. Accrued warranties for expected expenditures within one year are classified as current liabilities and as non-current liabilities for expected expenditures for time periods beyond one year.

Deferred Rent

We record deferred rent expense, included in accrued expenses, which represents the temporary differences between the reporting of rental expense on the financial statements and the actual amounts remitted to the landlord. The deferred rent portion of lease agreements are leasing inducements provided by the landlord. Also, tenant improvement allowances provided are recorded as a deferred rent liability and recognized ratably as a reduction to rent expense over the lease term. As of September 30, 2016 we had \$4,000 of deferred rent, recorded in accrued expenses.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

Intangible Assets

Our intangible assets represent intellectual property acquired during the reverse merger. We amortize our intangible assets with finite lives over their estimated useful lives.

Impairment of Long-Lived Assets

We account for our long-lived assets in accordance with the accounting standards which require that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the historical carrying value of an asset may no longer be appropriate. We consider the carrying value of assets may not be recoverable based upon its review of the following events or changes in circumstances: the asset's ability to continue to generate income from operations and positive cash flow in future periods; loss of legal ownership or title to the assets; significant changes in our strategic business objectives and utilization of the asset; or significant negative industry or economic trends. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset are less than its carrying amount. As of September 30, 2016 and December 31, 2015, we do not believe there have been any impairments of our long-lived assets. There can be no assurance, however, that market conditions will not change or demand for our products will continue, which could result in impairment of long-lived assets in the future.

Fair Value of Financial Instruments

Our financial instruments consist primarily of cash and cash equivalents, restricted cash, accounts receivable, accounts payable, convertible notes, derivative liabilities, and capital lease liabilities. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of September 30, 2016 and December 31, 2015. The carrying amounts of short-term financial instruments are reasonable estimates of their fair values due to their short-term nature or proximity to market rates for similar items.

We determine the fair value of our financial instruments based on a three-level hierarchy established for fair value measurements under which these assets and liabilities must be grouped, based on significant levels of observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect management's market assumptions. This hierarchy requires the use of observable market data when available. These two types of inputs have created the following fair-value hierarchy:

- Level 1: Valuations based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. Currently, we classify our cash and cash equivalents as Level 1 financial instruments.
- Level 2: Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability. We do not currently have any accounts under Level 2.
- Level 3: Valuations based on inputs that require inputs that are both significant to the fair value measurement and unobservable and involve management judgment (i.e., supported by little or no market activity). Currently, we classify our warrants and conversion options accounted for as derivative liabilities as Level 3 financial instruments.

If the inputs used to measure fair value fall in different levels of the fair value hierarchy, a financial security's hierarchy level is based upon the lowest level of input that is significant to the fair value measurement.

Derivative Financial Instruments

We issue derivative financial instruments in conjunction with its debt and equity offerings and to provide additional incentive to investors and placement agents. The Company uses derivative financial instruments in order to obtain the lowest cash cost-source of funds. Derivative liabilities are recognized in the consolidated balance sheets at fair value based on the criteria specified in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") topic 815-40 "*Derivatives and Hedging—Contracts in Entity's own Equity*." The estimated fair value of the derivative liabilities is calculated using either the Black-Scholes-Merton or Monte Carlo simulation model method.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

The Company issued detachable common stock warrants and secured debt with a conversion feature in April and May 2015 and again in September 2016. We amended our existing debt to add a conversion feature in December 2015. The Company issued additional common stock warrants with price reset provisions in December 2015, February 2016, and March 2016. These embedded derivatives and detachable warrants were evaluated under ASC topic 815-40. We determined that the warrants and embedded conversion feature for the April 2014 issuance, the conversion feature for the 2015 issuances, the conversion feature for the 2016 issuance, and the warrants issued with price reset provisions should be accounted for as derivative liabilities. In August, 2016 all warrants issued that were previously determined to be accounted for as derivative liabilities were amended and we determined that after giving rise to the amendments, that the warrants were no longer required to be accounted for as derivative liabilities. We determined that the detachable warrants associated with the 2015 issuance on the issuance date and the detachable warrants associated with the 2016 issuance on the issuance date should not be accounted for as derivative liabilities. Warrants and the debt conversion features determined to be derivative liabilities were bifurcated from the debt host and are classified as liabilities on the consolidated balance sheet. Warrants not determined to be derivative liabilities were recorded to debt discount and paid-in capital. The Company records the warrants and embedded derivative liabilities at fair value and adjusts the carrying value of the common stock warrants and embedded derivatives to their estimated fair value at each reporting date with the increases or decreases in the fair value of such warrants and derivatives at each reporting date, recorded as a gain or (loss) in the consolidated statements of operations. The 2015 detachable warrants determined not to be derivative liabilities were recorded to debt discount with a corresponding entry to paid-in capital. The warrants amended in 2016 where the accounting was changed to eliminate derivative liability treatment were marked to market immediately prior to the amendment and the fair value was reclassified on the amendment date from derivative liabilities to paid in capital.

Revenue Recognition

We generate revenue from the sale of our clean power energy systems and from consulting services. Revenue is recognized when there is persuasive evidence of an arrangement, product delivery and acceptance have occurred, the sales price is fixed or determinable and collectability of the resulting receivable is reasonable assured. Amounts billed to clients for shipping and handling are classified as sales of product with related costs incurred included in cost of sales.

Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related revenue is recorded. We defer any revenue for which the services have not been performed or are subject to refund until such time that we and our customer jointly determine that the services have been performed or no refund will be required.

Revenues under long-term construction contracts are generally recognized using the completed-contract method of accounting. Long-term construction-type contracts for which reasonably dependable estimates cannot be made or for which inherent hazards make estimates difficult are accounted for under the completed-contract method. Revenues under the completed-contract method are recognized upon substantial completion—that is acceptance by the customer, compliance with performance specifications demonstrated in a factory acceptance test or similar event. Accordingly, during the period of contract performance, billings and costs are accumulated on the balance sheet, but no profit or income is recorded before completion or substantial completion of the work. Anticipated losses on contracts are recognized in full in the period in which losses become probable and estimable. Changes in estimate of profit or loss on contracts are included in earnings on a cumulative basis in the period the estimate is changed. As of September 30, 2016 and December 31, 2015, we had a \$600,000 provision for contract losses for both periods presented.

Research and Development Costs

Research and development costs are expensed as incurred. Research and development costs were \$1,170,000 and \$928,000 for the three months ended September 30, 2016 and 2015, respectively, and were \$2,871,000 and \$2,636,000 for the nine months ended September 30, 2016 and 2015, respectively.

Share-Based Compensation

We maintain an equity incentive plan and record expenses attributable to the awards granted under the equity incentive plan. We amortize share-based compensation from the date of grant on a weighted average basis over the requisite service (vesting) period for the entire award.

We account for equity instruments issued to consultants and vendors in exchange for goods and services at fair value. The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant's or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement.

In accordance with the accounting standards, an asset acquired in exchange for the issuance of fully vested, non-forfeitable equity instruments should not be presented or classified as an offset to equity on the grantor's balance sheet once the equity instrument is granted for accounting purposes. Accordingly, we record the fair value of the fully vested, non-forfeitable common stock issued for future consulting services as prepaid expense in our consolidated balance sheets.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

Income Taxes

We account for income taxes under FASB ASC 740 "Income Taxes." Under the asset and liability method of FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that we will not realize tax assets through future operations.

Earnings (Loss) per Share

Basic loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares assumed to be outstanding during the period of computation. Diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential shares had been issued and if the additional common shares were dilutive.

The following approximate share amounts were excluded from the computation of diluted loss per share due to the anti-dilutive effect on net loss per share:

	September 30, 2016	September 30, 2015
Shares issuable for exercise of options and warrants	1,600,000	500,000
Full Conversion of Convertible Senior and Junior Notes	1,500,000	—
Total	3,100,000	500,000

All share and per share amounts in the table below have been adjusted to reflect the 1-for-50 reverse split of our issued and outstanding common stock on July 8, 2015, retroactively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net loss	\$ (1,596,000)	\$ (3,310,000)	\$ (7,628,000)	\$ (8,601,000)
Weighted average number of common shares outstanding:				
Basic and diluted	3,785,216	2,464,100	3,591,233	2,385,500
Net loss attributable to common stockholders per share:				
Basic and diluted	\$ (0.42)	\$ (1.34)	\$ (2.12)	\$ (3.61)

Comprehensive Income (Loss)

We have no items of other comprehensive income (loss) in any period presented. Therefore, net loss as presented in our Consolidated Statements of Operations equals comprehensive loss.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). In April 2016, the FASB issued Accounting Standards Update ("ASU") 2016-10, Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing ("ASU 2016-10"). ASU 2014-09, with additional guidance and clarification from ASU 2016-10, provides a framework for addressing revenue recognition issues and, upon its effective date, replaces almost all existing revenue recognition guidance, including industry-specific guidance, in current U.S. generally accepted accounting principles. ASU 2016-10 provides additional guidance specific to licensing and royalty revenue recognition. ASU 2014-09 is effective beginning with the calendar year ended December 31, 2017. The Company has not yet assessed the impact ASU 2014-09 will have upon adoption on its financial position, results of operations or cash flows.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. ASU 2014-15 requires that an entity's management evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued. Substantial doubt about an entity's ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued. Certain disclosures are necessary in the footnotes to the financial statements in the event that conditions or events raise substantial doubt about an entity's ability to continue as a going concern. ASU 2014-15 is effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter and early application is permitted. The Company has not yet assessed the impact ASU 2014-15 will have upon adoption.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

In November 2014, the FASB issued ASU 2014-16—Derivatives and Hedging: Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share is More Akin to Debt or to Equity. ASU 2014-16 clarifies how current GAAP should be interpreted in evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. ASU 2014-16 became effective for the interim and annual periods beginning after December 15, 2015. There was no impact to any prior periods presented as a result of adopting ASU 2014-16.

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory. ASU 2015-11 requires that entities measure inventory at the lower of cost and net realizable value. ASU 2015-11 is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years and early application is permitted. The Company has not yet assessed the impact ASU 2015-11 will have upon adoption.

In November 2015, the FASB issued ASU 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes. ASU 2015-17 requires that entities' deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. ASU 2015-17 is effective for fiscal years beginning after December 15, 2017 and interim periods within annual periods beginning after December 15, 2018. The Company has not yet assessed the impact ASU 2015-17 will have upon adoption.

In February 2016, the FASB issued ASU 2016-2, Leases (Topic 842). ASU 2016-2 affects any entity entering into a lease and changes the accounting for operating leases to require companies to record an operating lease liability and a corresponding right-of-use lease asset, with limited exceptions. ASU 2016-2 is effective for fiscal years beginning after December 15, 2018. Early adoption is allowed. We have not yet assessed the impact ASU 2016-2 will have upon adoption.

Note 3—Inventory

Inventory primarily consists of Powerstation parts used as raw materials for the Company's EC250 and KG2 orders. Work-in-progress inventory consists of Powerstation parts and employee and contract labor assembly costs for Powerstation sub-assemblies. Sub-assemblies and parts are typically shipped to end customer locations and assembled on-site. Completed Powerstations awaiting final installation and commissioning would be carried as finished goods. There were no finished goods inventory at either September 30, 2016 or December 31, 2015. Inventories consist of:

	September 30, 2016 (unaudited)	December 31, 2015
Raw material and spare parts	\$ 1,003,000	\$ 724,000
Work-in-progress	1,535,000	23,000
Total	\$ 2,538,000	\$ 747,000

The Company had no inventory reserve during 2016 or 2015.

Note 4—Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

	September 30, 2016 (unaudited)	December 31, 2015
Prepaid rent	\$ 27,000	\$ 27,000
Prepaid insurance	39,000	40,000
Prepaid other	104,000	140,000
Current portion—deferred financing fees for LOC	314,000	228,000
Total	\$ 484,000	\$ 408,000

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

Note 5—Property and Equipment, Net

Property and equipment, net consisted of the following:

	September 30, 2016 (unaudited)	December 31, 2015
Machinery and equipment	\$ 4,373,000	\$ 4,042,000
Office furniture and fixtures	217,000	217,000
Computer equipment and software	176,000	169,000
Total cost	4,766,000	4,428,000
Less accumulated depreciation	(1,394,000)	(1,002,000)
Net	<u>\$ 3,372,000</u>	<u>\$ 3,426,000</u>

Assets recorded under capital leases and included in property and equipment in our balance sheets consist of the following:

	September 30, 2016 (unaudited)	December 31, 2015
Machinery and equipment	\$ 27,000	\$ 27,000
Computer equipment and software	60,000	46,000
Total assets under capital lease	87,000	73,000
Less accumulated amortization	(65,000)	(46,000)
Net assets under capital lease	<u>\$ 22,000</u>	<u>\$ 27,000</u>

Depreciation expense for the three and nine months ended September 30, 2016 and 2015 consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Research and development	\$ 102,000	\$ 90,000	\$ 304,000	\$ 189,000
General and administrative	29,000	29,000	88,000	87,000
	<u>\$ 131,000</u>	<u>\$ 119,000</u>	<u>\$ 392,000</u>	<u>\$ 276,000</u>

Depreciation of assets under capital lease was \$6,000 and \$6,000 for the three months ended September 30, 2016 and 2015, respectively, and \$18,000 and \$13,000 for the nine months ended September 30, 2016 and 2015, respectively.

Note 6—Accrued Expenses

Accrued expenses consisted of the following:

	September 30, 2016 (unaudited)	December 31, 2015
Accrued professional fees	\$ 156,000	\$ 205,000
Accrued vacation and paid time off	353,000	333,000
Accrued expense reports	5,000	46,000
Accrued board of directors fees	120,000	13,000
Accrued interest	63,000	50,000
Accrued other	13,000	10,000
Total accrued expenses	<u>\$ 710,000</u>	<u>\$ 657,000</u>

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

Note 7—Deferred Revenues and Customer Advances

Deferred revenues and customer advances consist of balances billed on existing customer contracts for which the revenue cycle is not complete. Customer advances on equipment sales represent down payments and progress payments under the terms and conditions of equipment sales of our Power Oxidizer and Powerstation units. Prepaid license fees represent payments of license fees by Dresser-Rand into an escrow account. Deferred revenues and customer advances consisted of the following:

	September 30, 2016 (unaudited)	December 31, 2015
Customer advances on equipment sales	\$ 2,696,000	\$ 2,572,000
Prepaid license fees	1,100,000	275,000
Total deferred revenues and customer advances	<u>\$ 3,796,000</u>	<u>\$ 2,847,000</u>

Note 8—Convertible Senior Notes Payable

Convertible Secured Notes payable consisted of the following as of September 30, 2016 (unaudited):

	Notes	Debt Discount	Offering Costs	Net Total
Ending balance—December 31, 2015	<u>\$ 5,000,000</u>	<u>\$ (791,000)</u>	<u>\$ (99,000)</u>	<u>\$ 4,110,000</u>
Amortization of debt discount and deferred financing costs	—	2,186,000	74,000	2,260,000
Additional debt discount—March warrants	—	(1,497,000)	—	(1,497,000)
Additional debt discount—February warrants	—	(148,000)	—	(148,000)
Additional debt discount—warrant modification	—	(206,000)	—	(206,000)
Ending balance—September 30, 2016	<u>5,000,000</u>	<u>(456,000)</u>	<u>(25,000)</u>	<u>4,519,000</u>
Less: Current Portion	<u>\$ (5,000,000)</u>	<u>\$ 456,000</u>	<u>\$ 25,000</u>	<u>\$ (4,519,000)</u>
Long Term Portion	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

Senior Notes

During the year ended December 31, 2015, the Company sold senior secured promissory notes with an aggregate principal amount of \$5.0 million (the “Senior Notes”) in two separate tranches. The two tranches of the Senior Notes were identical, other than the issuance date and the term of the respective Note tranches and the term of the related detachable warrants, described in greater detail below. On April 23, 2015, the Company closed the first tranche representing \$3.1 million in aggregate principal amount of Senior Notes issued in a private placement to seven institutional investors and on May 7, 2015 the Company closed the second tranche, representing \$1.9 million in aggregate principal amount of Senior Notes to four institutional investors. The Company received total gross proceeds of \$5.0 million, less transaction expenses of \$0.3 million consisting of legal costs and placement agent fees.

The Senior Notes bear interest at a rate of 12% per year, payable monthly, and are set to mature on the two-year anniversary of the issuance dates of the Senior Notes on April 23, 2017 and May 7, 2017 for the first and second tranches, respectively. Upon issuance of the Senior Notes, each investor, at its discretion, was entitled to convert up to 50% of the balance outstanding under the Senior Notes. Upon the execution of the December Amendments (as defined below), however, each investor became entitled to fully convert 100% of the balance outstanding under the Senior Notes may be into shares of the Company’s common stock. The Senior Notes may be repaid by the Company at any time unless the Senior Notes are in default.

The Senior Notes are secured by substantially all assets of the Company and provide for specified events of default, including: (i) failure to pay principal and interest when due, and (ii) failure to effectuate a reverse stock split on or prior to the three-month anniversary of the first tranche of Senior Notes, which the Company effectuated in July 2015. The Senior Notes previously required the Company to consummate a Qualified Public Offering on or prior to the six-month anniversary of the first tranche of Senior Notes. This default condition, however, was amended as described in greater detail below. Any event of default may be waived by the holders of at least a majority of the aggregate principal amount of Senior Notes, which must include a specified holder under specified circumstances. Upon the occurrence of an event of default, the interest rate immediately increases to 18% per annum and the Senior Notes become convertible at a price per share equal to 85% of the average of the five lowest volume weighted average prices of the Company’s common stock during a 15 consecutive trading day period immediately prior to the applicable conversion date.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

Each holder may require us to redeem the Senior Notes at a price equal to 115% of the sum of portion of the principal to be redeemed plus accrued and unpaid interest thereon and any accrued and unpaid late charges, if any, with respect to such principal and interest (the "Conversion Amount") being redeemed (a) upon our default under the Senior Notes, or (b) if we enter into a merger or consolidation, or sell or assign all or substantially all of our assets. In addition, at any time from and after the date that is the eighteen-month anniversary of the original issuance date of the Senior Notes, each holder has the right, in its sole and absolute discretion, at any time or times, to require that we redeem all or any portion of the Conversion Amount of its Note then outstanding at a price equal to 100% of the Conversion Amount of the portion of the Note being redeemed.

At any time after the issuance of the Senior Notes, other than (i) at any time during which an event of default has occurred and is continuing or (ii) from the time we publicly announce a Qualified Public Offering through and including the date that is thirty days immediately following the consummation of such Qualified Public Offering, we have the right to redeem all or any portion of the Conversion Amount then remaining under the Senior Notes, (a "Company Optional Redemption"); provided, that the aggregate Conversion Amount under Senior Notes being redeemed must be at least \$500,000, or such lesser amount that is then outstanding under the Senior Notes. The conversion price for such Company Optional Redemption would be a price equal to 100% of the Conversion Amount of the Senior Notes being redeemed.

The Senior Notes were originally issued with detachable warrants to purchase 219,785 shares of the Company's common stock, exercisable for five years with an exercise price of \$12.50 per share (the "April and May Warrants"). In August 2016, the Company adjusted the exercise price of such April and May Warrants to \$4.00 per share. The Company evaluated the accounting of the April and May Warrants and determined that such warrants should not be accounted for as derivative liabilities.

Between May 2015 and September 2016, the Company and certain investors holding the requisite number of conversion shares and warrant shares underlying the Senior Notes and April and May Warrants executed several amendments to the Securities Purchase Agreements dated April 22, 2015 and May 7, 2015, respectively, related to the extension or modification of the debt covenants.

Effective as of December 30, 2015, the Company executed a Fourth Amendment to Securities Purchase Agreement dated April 22, 2015, and a Third Amendment to Securities Purchase Agreement dated May 7, 2015 (collectively, the "December Amendments"), each with certain investors holding the requisite number of conversion shares and warrant shares underlying the Senior Notes and April and May Warrants pursuant to the referenced Securities Purchase Agreements. The December Amendments (i) extended the deadline to March 31, 2016 for the Company's consummation of a firm commitment underwritten public offering registered under the Securities Act and related listing of its Common Stock on a national securities exchange, (ii) provided for the issuance of additional five-year warrants (the "Additional Warrants"), exercisable for ten shares of Common Stock per \$1,000 of outstanding principal of the Senior Notes held by each buyer pursuant to the April 2015 and May 2015 Securities Purchase Agreements, each with an exercise price of \$12.50 per share, subject to adjustment as set forth within the Additional Warrants, issuable in tranches triggered by certain Company actions as set forth in the December Amendments and (iii) authorized the Company, prior to January 31, 2016, to issue to one or more investors up to an aggregate of \$1,000,000 principal amount of senior secured notes, on the terms and subject to the restrictions set forth in the December Amendments. An initial tranche of Additional Warrants to purchase up to 50,000 shares of the Company's common stock were issued in conjunction with the execution of the December Amendments (the "December Warrants").

The December Amendments also amended the terms of the Senior Notes to allow for 100% of the balance outstanding under the Senior Notes to be converted into shares of the Company's common stock. The modification for the additional conversion feature was accounted for as a debt extinguishment. The Company accelerated the original debt discount to "other expense—debt extinguishment" and recorded additional debt discounts consisting of \$609,000 for the fair value of the beneficial conversion feature and \$182,000 for the fair value of the December Warrants issued. On February 2, 2016, due to the Company's failure to conclude its public offering, the Company issued Additional Warrants to purchase an aggregate of up to 50,000 shares of the Company's common stock on the same terms as the December Warrants (the "February Warrants").

On March 31, 2016, the Company executed amendments to the Senior Notes and related Securities Purchase Agreements (collectively, the "March Amendments"), each with certain investors holding the requisite number of conversion shares and warrant shares underlying the Senior Notes and April and May Warrants pursuant to the referenced Securities Purchase Agreements. The March Amendments (i) removed the requirement that the Company consummate a "Qualified Public Offering"; (ii) extended the deadline for the Company to commence trading on a Qualified Eligible Market (as defined in the March Amendments) to no later than April 14, 2016; provided that if the Company consummated a private offering of its securities resulting in gross proceeds to the Company of at least \$3,000,000 after March 31, 2016 and prior to or on April 14, 2016 (a "Qualified Private Offering"), such deadline would be automatically extended to October 15, 2016; (iii) provided for the issuance of warrants to purchase up to 500,000 shares of the Company's common stock, each with an exercise price of \$5.00 per share, subject to adjustment as set forth within the warrants (the "March Warrants"); and (iv) added an additional covenant on behalf of the Company that, on or prior to April 14, 2016, it would cause its net monthly cash flow directly associated with the CLA, taken together with its monthly capital expenditure spending associated with the CLA, and excluding expenditures associated with the FSAT requirements defined in the CLA, to be neutral or positive, to be accomplished by re-negotiation or termination of such CLA. On April 11, 2016, we consummated a \$3 million private offering and thereby satisfied condition (ii) above. On March 31, 2016 we issued the March Warrants, as described in Note 12, and we remained in compliance with the net monthly cash flow covenant listed in (iv) above during all relevant times. On June 29, 2016, we signed the CMLA, which will replace the CLA upon the successful completion of the technical tests associated with the KG2. Additionally, upon execution of the September Amendments (as defined below), the monthly cash flow covenant listed in (iv) above was removed. In connection with the issuance of the March Warrants, the exercise price of the December Warrants and February Warrants was reduced to \$5.00 per share.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

The Company evaluated the February Warrants and the March Warrants and determined that both issuances should be accounted for as derivative liabilities on the date of issuance. The Company recorded an additional \$148,000 of debt discount upon the issuance of the February Warrants and \$1,497,000 of debt discount upon the issuance of the March Warrants. The December 31, 2015 debt discount and the additional discounts recorded in February 2016 and March 2016 are amortized over the expected remaining life of the debt.

On August 24, 2016, the April and May Warrants, December Warrants, February Warrants, and March Warrants were all amended to (i) reduce the exercise price of such warrants to \$4.00 per share and (ii) remove the net cash settlement option which had given rise to derivative accounting. The warrants accounted for as derivative liabilities were marked to market at the \$5.00 exercise price immediately prior to the amendment with any change in value recorded to income. The warrants with price adjustment from \$12.50 per share to \$4.00 per share were not previously accounted for as derivative liabilities. The foregoing warrants were then revalued with an amended exercise price of \$4.00 and the difference in fair value resulting from an exercise price reduction of \$12.50 per share to \$4.00 per share, in the case of the April and May Warrants, and from \$5.00 per share to \$4.00 per share, in the case of the December Warrants, February Warrants and March Warrants, was recorded as an additional debt discount of \$206,000, which will be amortized over the expected remaining life of the Senior Notes.

Effective as of September 1, 2016, the Company executed amendments to the Senior Notes and related Securities Purchase Agreements (collectively, the “September Amendments”), which are binding upon all of the Senior Notes. The September Amendments (i) extend the deadline for the Company to commence trading on a Qualified Eligible Market (as defined in the September Amendments) to no later than December 31, 2016; (ii) provide that the Company may, on or prior to September 1, 2016, issue to one or more investors up to an aggregate of \$1,500,000 principal amount of one-year term unsecured notes, as described in Note 9 below, and related warrants, and approve the forms of agreements to be executed in connection with the issuance of such unsecured notes and warrants; (iii) remove the covenant on behalf of the Company related to net monthly cash flow directly associated with the CLA, as described above; (iv) extend the earliest date on which the holders of the Senior Notes may require the Company to redeem all or any portion of such Senior Notes until December 31, 2016; and (v) extend the deadline for the Company to consummate a Further Private Offering (as defined in the Senior Notes) to December 31, 2016. Effective as of October 21, 2016, the Company executed amendments to the Senior Notes to clarify and conform the terms of such Senior Notes to the terms of previous amendments to such Senior Notes and the related Securities Purchase Agreements.

Derivative Liabilities

We evaluate any freestanding financial instruments or embedded features that have the characteristics of a derivative, and to any freestanding financial instruments that are potentially settled in an entity’s own common stock to determine if they are indexed to an entity’s own stock. During the fiscal year ended December 31, 2015, we determined that the issuance of the Senior Notes contained an embedded note conversion feature that is required to be accounted for as a derivative. In December 2015, we modified the conversion feature which gave rise to additional derivative liabilities and issued to the debt holders the December Warrants that included a price reset provision and net cash settlement option. The inclusion of the price reset provision and contingent net cash settlement provision required us to treat the December Warrants as derivative liabilities and increase the debt discount for the initial value of the derivative liability. Also, in December 2015, we issued warrants to purchase an aggregate of up to 312,500 shares of the Company’s common stock to the investors in the December 2015 equity offering (the “December Offering Warrants”). The December Offering Warrants include limited price reset and net cash settlement provisions, until the earlier of June 30, 2016 or upon the registration of the December 2015 equity securities. This price protection clause expired on June 30, 2016. We recorded the fair value of the December Offering Warrants issued as a derivative liability with a corresponding decrease in additional paid-in capital. In the first quarter of 2016, we issued the February Warrants and March Warrants to the holders of the Senior Notes in exchange for the waiver of certain debt covenants. The February Warrants and March Warrants were in substantially identical form to the December Offering Warrants and December Warrants. We recorded the fair value of the February Warrants and March Warrants issued as a derivative liability with a corresponding increase in debt discount. In September 2016 we issued Junior notes with an embedded conversion feature that is required to be accounted for as a derivative. In August 2016 we amended the terms of all warrants accounted for as derivatives to eliminate the potential net settlement and price adjustment provisions which gave rise to derivative accounting treatment. We marked the warrants to market immediately prior to the amendment and reclassified the remaining fair value to paid in capital.

The embedded conversion features and common stock purchase warrants do not trade in an active securities market, and as such, we estimate the fair value of these warrants and embedded conversion features using the Black-Scholes pricing model using the following assumptions:

	2016
Annual dividend yield	—
Expected life (years)	0.1–5 years
Risk-free interest rate	0.5–0.9%
Expected volatility	98–107%

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Expected volatility is based primarily on historical volatility of us and our peer group. Historical volatility was computed using weekly pricing observations for us and daily pricing observations for our peer group for recent periods that correspond to the expected term. We believe this method produces an estimate that is representative of our expectations of future volatility over the expected term of these warrants.

We currently have no reason to believe future volatility over the expected remaining life of these warrants is likely to differ materially from historical volatility. The expected life is based on the remaining term of the warrants. The risk-free interest rate is based on one-year to five-year U.S. Treasury securities consistent with the remaining term of the warrants.

Derivative liabilities consisted of the following (unaudited):

	Warrants Liability	Embedded Note Conversion Feature	Total
Value as of December 31, 2015	\$ 1,297,000	\$ 1,213,000	\$ 2,510,000
Adjustment to fair value	(1,223,000)	(1,901,000)	(3,124,000)
Additional Warrants issued for debt amendment	1,645,000	—	1,645,000
Modification of Conversion Feature—debt amendment	—	1,429,000	1,429,000
Warrant amendment—August 24, 2016	(1,719,000)	—	(1,719,000)
Issuance of Junior Notes – September 1, 2016	—	282,000	282,000
Ending balance—September 30, 2016	<u>\$ —</u>	<u>\$ 1,023,000</u>	<u>\$ 1,023,000</u>

On August 24, 2016, we amended the terms of all warrants that had been previously accounted for as derivative liabilities. The amendments reduced the exercise price of each warrant series to \$4.00 per share and removed net cash settlement language, and any price reset provisions had since lapsed. After the execution of the amendments, we determined that the December Offering Warrants, December Warrants, February Warrants and March Warrants were no longer required to be accounted for as derivative liabilities. We marked each warrant to market immediately prior to the execution of the amendments and reduced the derivative liability associated with each warrant to zero with a corresponding increase to paid-in capital.

On September 1, 2016 we issued \$1,250,000 of convertible unsecured notes (the “Junior Notes”), as described in Note 9. The Junior Notes include an embedded conversion feature that is required to be accounted for as a derivative valued at \$282,000 on the date of issuance. As of September 30, 2016, the embedded conversion feature attributable to the Junior Notes was valued at \$266,000 and the embedded conversion feature attributable to the Notes was valued at \$757,000.

Note 9—Convertible Unsecured Notes

Convertible Unsecured Notes payable consisted of the following as of September 30, 2016 (unaudited):

	Notes	Debt Discount	Offering Costs	Net Total
September 1, 2016	<u>\$ 1,250,000</u>	<u>\$ (553,000)</u>	<u>\$ (20,000)</u>	<u>\$ 677,000</u>
Amortization of debt discount and deferred financing costs	—	46,000	2,000	48,000
Ending balance—September 30, 2016	<u>1,250,000</u>	<u>(507,000)</u>	<u>(18,000)</u>	<u>725,000</u>
Less: Current Portion	\$ (1,250,000)	\$ 507,000	\$ 18,000	\$ (725,000)
Long Term Portion	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

On September 1, 2016, we entered into a securities purchase agreement and related note agreements and warrant agreements whereby we issued the Junior Notes and detachable five-year warrants to purchase an aggregate of 124,999 shares of the Company’s common stock at an exercise price of \$4.00 per share (the “September 2016 Financing”). The Company received total gross proceeds of \$1,250,000, less transaction expenses of \$20,000 consisting of legal costs for net proceeds of \$1,230,000.

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The Junior Notes bear interest at a rate of 12% per annum and mature on September 1, 2017. The Junior Notes are subordinate to the Senior Notes described in Note 8. The Junior Notes are convertible at the option of the holder into common stock at an initial exercise price of \$4.31 and will automatically convert into shares of common stock in the event of a conversion of at least 50% of the then outstanding (i) principal, (ii) accrued and unpaid interest with respect to such principal and (iii) accrued and unpaid late charges, if any, with respect to such principal and interest, under the Senior Notes. Upon the conversion of 50% or more of the Senior Notes at a price per share less than \$4.31, the conversion price of the Junior Notes will be reduced to the effective conversion price of the Senior Notes. The Junior Notes also contain a blocker provision that prevents the Company from effecting a conversion in the event that the holder, together with certain affiliated parties, would beneficially own in excess of 9.99% of the shares of common stock outstanding immediately after giving effect to such conversion. At any time after the issuance date of the Junior Notes, the Company may, at its option, redeem all or any portion of the then outstanding principal and accrued and unpaid interest with respect to such principal (the “Company Optional Redemption Amount”), at 100% of such aggregate amount; provided, however, that the Company may not redeem all or any portion of the Company Optional Redemption Amount so long as any of the Senior Notes remain outstanding without the prior written consent of the collateral agent with respect to such Senior Notes and certain investors holding the requisite number of conversion shares and warrant shares underlying the Senior Notes and April and May Warrants.

The Company evaluated the accounting of the detachable warrants and determined that the warrants should not be accounted for as derivative liabilities. The Company valued the warrants using the Black-Scholes Option pricing model at \$271,000. The Company evaluated the conversion feature and determined that it should be accounted for as a derivative liability due to the potential variability of the conversion feature which is linked to the conversion of the Convertible Senior Notes Payable. The conversion feature was valued using the Black-Scholes Option pricing model at \$282,000 and will be marked to market each reporting period beginning with the quarter ending September 30, 2016. See also the discussion of derivative liabilities in Note 8 above.

The securities purchase agreement calls for the issuance of additional five-year warrants to purchase an aggregate of 62,500 shares at an exercise price of \$4.00 per share on each of the 61st, 91st, 121st and 151st days after the closing of the September 2016 Financing (each, an “Additional Warrant Date”), but only in the event the Company has not consummated a further financing consisting of the issuance of common stock and warrants for aggregate gross proceeds of at least \$3,000,000 prior to such respective Additional Warrant Date. As of November 1, 2016, the 61st day following the closing of the September 2016 Financing, the Company had not consummated a further financing and, as a result, issued warrants to purchase an aggregate of 62,500 shares of the Company’s common stock.

Note 10—Fair Value Measurements and Disclosures

Fair value is defined as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of non-performance risk, including the Company's own credit risk.

Inputs used in measuring fair value are prioritized into a three-level hierarchy based on whether the inputs to those measurements are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. The fair-value hierarchy requires the use of observable market data when available and consists of the following levels:

- Level 1—Quoted prices for identical instruments in active markets;
- Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets; and
- Level 3—Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

The following tables present information on the Company’s financial instruments (unaudited):

	Fair Value	Level 1	Level 2	Level 3
Cash and cash equivalents, including restricted cash	\$ 670,000	\$ 670,000	\$ —	\$ —
Embedded note conversion features	\$ 1,023,000	\$ —	\$ —	\$ 1,023,000

The following table provides the activity of the Level 3 financial instruments from December 31, 2015 to September 30, 2016:

	Warrants Liability	Embedded Note Conversion Feature	Total
Value as of December 31, 2015	\$ 1,297,000	\$ 1,213,000	\$ 2,510,000
Adjustment to fair value	(1,223,000)	(1,901,000)	(3,124,000)
Additional Warrants issued for debt amendment	1,645,000	—	1,645,000

Modification of Convertible debt amendment	(1,719,000)	1,429,000	(1,419,000)
Issuance of Junior Notes – September 1, 2016	—	282,000	282,000
Ending balance—September 30, 2016	<u>\$ —</u>	<u>\$ 1,023,000</u>	<u>\$ 1,023,000</u>

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Note 11—Capital Leases Payable

Capital Leases Payable

Capital leases payable consisted of the following:

	September 30, 2016 (unaudited)	December 31, 2015
Capital lease payable to De Lange Landon secured by forklift, 10.0% interest, due on October 1, 2018, monthly payment of \$452.	\$ 10,000	\$ 13,000
Capital lease payable to Dell Computers secured by computer equipment, 15.09% interest, due on November 16, 2016, monthly payment of \$592.	1,000	6,000
Capital lease payable to Dell Computers secured by computer equipment, 15.09% interest, due on December 15, 2016, monthly payment of \$590.	2,000	6,000
Capital lease payable to Dell Computers secured by computer equipment, 15.09% interest, due on January 3, 2017, monthly payment of \$390.	2,000	5,000
Capital lease payable to Dell Computers secured by computer equipment, 15.09% interest, due on January 3, 2017, monthly payment of \$394.	6,000	10,000
Total capital leases	<u>\$ 21,000</u>	<u>\$ 40,000</u>
Less: current portion	<u>(21,000)</u>	<u>(26,000)</u>
Long-term portion of capital leases	<u>\$ —</u>	<u>\$ 14,000</u>

The future minimum lease payments required under the capital leases and the present value of the net minimum lease payments as of September 30, 2016, are as follows:

	Year Ending December 31,	Amount
	2016	\$ 7,000
	2017	10,000
	2018	6,000
Net minimum lease payments		\$ 23,000
Less: Amount representing interest		(1,000)
Less: Taxes		(1,000)
Present value of net minimum lease payments		\$ 21,000
Less: Current maturities of capital lease payables		(21,000)
Long-term capital lease payables		<u>\$ —</u>

Note 12—Equity, Stock Options and Warrants

On April 11, 2016, we entered into a stock purchase agreement dated April 11, 2016, pursuant to which we issued to an accredited investor an aggregate of 696,056 shares of our common stock in exchange for gross proceeds of approximately \$3.0 million (the “April 2016 Private Placement”). The closing of the April 2016 Private Placement satisfied the Qualified Private Offering requirement in the March Amendments described below under “March 2016 Amendment to Notes”.

Stock Options

On July 1, 2013, our board of directors adopted and approved the 2013 Equity Incentive Plan (the “2013 Plan”) and amended the 2013 Plan on March 24, 2015 to increase the number of shares available for issuance. The 2013 Plan authorizes us to grant non-qualified stock options and restricted stock purchase rights to purchase up to 420,000 shares of our common stock with vesting to employees (including officers) and other service providers. With the approval of the 2015 Plan, described below, as of August 29, 2015, no shares of our common stock were available for issuance under the 2013 Plan.

On July 15, 2015, our board of directors approved the 2015 Omnibus Incentive Plan (the “2015 Plan”), which was approved by our stockholders on August 28, 2015. Upon adoption, the 2015 Plan authorized us to grant up to 300,000 shares of our common stock and replaced the 2013 Equity Incentive Plan. As a result of the approval of the 2015 Plan, no additional grants will be made under the 2013 Plan. On August 22, 2016, our board of directors approved an amendment to the 2015 Plan to increase the total authorized pool available under the 2015 Plan to 600,000 shares of our common stock, subject to automatic increase for any shares subject to outstanding awards under the 2013 Plan that are subsequently canceled or expire. Our stockholders approved the foregoing amendment on September 26, 2016. As of September 30, 2016 594,000 shares of our common stock were available for issuance under the 2015 Plan.

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The 2015 Plan permits the granting of any or all of the following types of awards: incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, other stock-based awards, and performance awards payable in a combination of cash and company shares. There were no awards granted under the 2015 Plan as of September 30, 2016.

The 2015 Plan has the following limitations:

- *Limitation on terms of stock options and stock appreciation rights.* The maximum term of each stock option and stock appreciation right (SAR) is 10 years.
- *No repricing or grant of discounted stock options.* The 2015 Plan does not permit the repricing of options or SARs either by amending an existing award or by substituting a new award at a lower price without stockholder approval. The 2015 Plan prohibits the granting of stock options or SARs with an exercise price less than the fair market value of our common stock on the date of grant.
- *Clawback.* Awards granted under the 2015 Plan are subject to any then current compensation recovery or clawback policy of the Company that applies to awards under the 2015 Plan and all applicable laws requiring the clawback of compensation.
- *Double-trigger acceleration.* Acceleration of the vesting of awards that are assumed or replaced by the resulting entity after a change in control is not permitted unless an employee's employment is also terminated by the Company without cause or by the employee with good reason within two years of the change in control.
- *Code Section 162(m) Eligibility.* The 2015 Plan provides flexibility to grant awards that qualify as "performance-based" compensation under Internal Revenue Code Section 162(m).
- *Dividends.* Dividends or dividend equivalents on stock options, SARs or unearned performance shares under the 2015 Plan will not be paid.

At September 30, 2016, total unrecognized deferred stock compensation expected to be recognized over the remaining weighted-average vesting periods of 0.6 years for outstanding grants was \$1.0 million.

The fair value of option awards is estimated on the grant date using the Black-Scholes option valuation model.

Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive equity awards, and subsequent events are not indicative of the reasonableness of the original estimates of fair value made by us.

Stock-based compensation expense is recorded only for those awards expected to vest. Currently, the forfeiture rate used to calculate stock-based compensation expense is zero which approximates the effective actual forfeiture rate. The rate is adjusted if actual forfeitures differ from the estimates in order to recognize compensation cost only for those awards that actually vest. If factors change and different assumptions are employed in future periods, the share-based compensation expense may differ from that recognized in previous periods.

Stock-based award activity was as follows:

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value
Balance, December 31, 2015	308,464	\$ 13.61	6.07	\$ —
Forfeited during 2016	(40,914)	11.69	—	—
Granted during 2016	6,000	4.31	9.75	—
Balance, September 30, 2016	273,550	\$ 13.70	5.27	\$ —
Exercisable on September 30, 2016	192,394	\$ 15.00	5.19	\$ —

The options granted have a contract term ranging between three and ten years. Options granted typically vest over a four year period, with 25% vesting after one year and the remainder ratably over the remaining three years.

Of our options outstanding, 267,550 were outstanding and 192,394 exercisable under the 2013 Plan and 6,000 were outstanding with none exercisable under the 2015 Plan on September 30, 2016.

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Notes to Condensed Consolidated Financial Statements (continued)
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The following table summarizes information about stock options outstanding and exercisable at September 30, 2016:

Exercise Prices	Options Outstanding			Options Exercisable	
	Number of Shares	Weighted-Average Remaining Contractual Life (In years)	Weighted-Average Exercise Price	Number of Shares	Weighted-Average Exercise Price
\$0–\$10.00	99,840	7.04	\$ 7.46	50,771	\$ 7.68
\$10.01–\$15.00	31,100	7.16	\$ 12.50	18,730	\$ 12.50
\$15.01–\$20.00	122,766	3.50	\$ 17.50	104,381	\$ 17.50
\$20.01–\$25.00	19,844	4.30	\$ 23.40	18,512	\$ 23.58
	<u>273,550</u>	<u>5.27</u>	<u>\$ 13.70</u>	<u>192,394</u>	<u>\$ 15.00</u>

Stock based compensation expense consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Research and development	\$ 113,000	\$ 148,000	\$ 423,000	\$ 443,000
General and administrative	187,000	224,000	604,000	670,000
	<u>\$ 300,000</u>	<u>\$ 372,000</u>	<u>\$ 1,027,000</u>	<u>\$ 1,113,000</u>

Warrants

From time to time, we issue warrants to purchase shares of our common stock to investors, note holders and to non-employees for services rendered or to be rendered in the future.

February 2016 Additional Warrants

On February 2, 2016, the Company issued Additional Warrants to purchase an aggregate of 50,000 shares of the Company's common stock to existing noteholders under the terms of the December Amendments.

March 2016 Amendment to Senior Notes

On March 31, 2016, the Company executed the March Amendments with certain investors holding the requisite number of conversion shares and warrant shares underlying the Senior Notes and April and May Warrants pursuant to the related Securities Purchase Agreements. The March Amendments, described above in Note 8, provided for the issuance of the March Warrants, exercisable for ten shares of the Company's common stock per \$100 of outstanding principal of the Senior Notes held by each buyer pursuant to the April 2015 and May 2015 Securities Purchase Agreements, each with an exercise price of \$5.00 per share, subject to adjustment as set forth within the warrants. March Warrants to purchase an aggregate of 500,000 shares of the Company's common stock were issued to the holders of the Senior Notes on March 31, 2016. On August 24, 2016, the March Warrants were amended to reduce the exercise price to \$4.00 per share, as described below.

August 2016 Warrant Amendments

On August 24, 2016 the Company executed amendments to the April and May Warrants, December Warrants, December Offering Warrants, February Warrants and March Warrants, as indicated in the table below. The amendments reduced the exercise price of the warrants to \$4.00 per share and removed all remaining net cash settlement provisions in each warrant. For the warrants accounted for as derivative liabilities, the Company marked the warrants to market immediately prior to the change in the strike price to a value of \$1,719,000. The removal of the warrant agreement provisions that required derivative accounting resulted in a reclassification of \$1,719,000 from derivative liabilities to Paid-in Capital. The reduction in exercise price to \$4.00 resulted in an additional discount to the Senior Notes of \$206,000 which will be amortized to interest expense over the expected remaining life of the Senior Notes.

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Warrants outstanding as of September 30, 2016 consist of:

	Issue Date	Expiry Date	Number of Warrants	Exercise Price per Share
2013 Services Warrants—July	Jul-13	Jul-18	9,494	\$ 37.50
2013 Services Warrants—August	Aug-13	Aug-18	729	37.50
2013 Services Warrants—November	Nov-13	Nov-18	2,400	50.00
2014 Services Warrants—April(1)	Apr-14	Apr-19	13,657	39.00
2014 Services Warrants—September(2)	Aug-14	Aug-19	16,000	25.00
2014 PIPE Warrants—September(3)	Sept-14	Sept-18	26,500	25.00
2014 Services Warrants—November(4)	Nov-14	Nov-18	6,500	25.00
2014 Settlement Warrants—December(5)	Dec-14	Dec-19	38,464	25.00
2015 Notes Warrants(6) (14)	Apr/May-15	Apr/May-20	219,785	4.00
2015 Services Warrants—May(7)	May-15	May-20	5,514	12.50
2015 LOC Guarantee Warrants—November (8)	Nov-15	Nov-20	74,000	15.00
2015 Debt Amendment Warrants—December (9), (15)	Dec-15	Dec-20	50,000	4.00
2015 PIPE Warrants—December (10), (15)	Dec-15	Dec-20	312,500	4.00
2016 Debt Amendment Warrants—February (11), (15)	Feb-16	Feb-21	50,000	4.00
2016 Debt Amendment Warrants—March (12), (15)	Mar-16	Mar-21	500,000	4.00
2016 Junior Debt Warrants (13)	Sep-16	Aug-21	124,999	4.00
Balance outstanding at September 30, 2016			1,450,542	\$ 6.50
Warrants exercisable at September 30, 2016			1,376,542	\$ 6.04

- (1) The 2014 Services Warrants—April were issued for fees incurred in conjunction with the issuance of convertible notes in 2014. The warrants were valued on the issuance date at \$11.50 per share in conjunction with the valuation approach used for the initial valuation of the warrants issued in connection with the convertible notes issued in 2014.
- (2) The 2014 Services Warrants—September were issued to a consultant in exchange for advisory services with no readily available fair value. The warrants were originally issued at \$39.00 per share and had a one-time price reset provision to the exercise price of the warrants issued to investors in the convertible notes offering in April 2014 if the exercise price of such convertible notes warrants changed prior to September 30, 2014. On September 22, 2014, the exercise price was changed to \$25.00 per share. There are no further exercise price changes for this warrant series. The warrants were valued using the Black-Scholes option pricing model at \$131,000 on the issuance date with an additional \$6,000 recorded to expense on September 22, 2014 to reflect the change in fair value resulting from the exercise price change.
- (3) On September 22, 2014, the Company issued 26,500 warrants with an exercise price of \$25.00 per share in conjunction with placement agent services for the Company's September 2014 private equity placement. The warrants were valued using the Black-Scholes option pricing model at \$296,000 on the issuance date.
- (4) On November 26, 2014, the Company issued 6,500 warrants with an exercise price of \$25.00 per share for compensation for investor relations services provided. The warrants were valued using the Black-Scholes option pricing model at \$43,000 on the issuance date.
- (5) On December 1, 2014, the Company issued 19,232 warrants with an exercise price of \$39.00 per share and on December 15, 2014 issued 19,232 warrants with an exercise price of \$25.00 per share to settle potential legal disputes resulting from claims made by the investors in the November 2013 private equity placement. The warrants issued on December 1, 2014 were issued concurrent with the issuance of 8,462 shares of the Company's common stock in partial settlement of the potential legal disputes arising from claims by two investors. The Company settled all remaining potential legal disputes with all of the remaining investors in the November 2013 private placement on December 15, 2014 by issuing the second tranche of warrants and setting the exercise price of each warrant series issued at \$25.00 with no further reset provisions. The combined issuance of the warrants and expense resulting from any price changes were valued using the Black-Scholes option pricing model at \$246,000 and expensed to general and administrative expense.
- (6) On April 23, 2015, the Company issued warrants exercisable for up to 136,267 shares of our common stock and on May 7, 2015 the Company issued warrants exercisable for 83,518 shares of our common stock, each with an exercise price of \$12.50 per share in conjunction with the Notes described in Note 8. The warrants were valued using the Black-Scholes option pricing model at \$2,139,000 on the issuance date. On August 24, 2016, the exercise price of the warrants was reduced to \$4.00 per share.

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- (7) On May 7, 2015, the Company issued warrants exercisable for 5,514 shares of our common stock with an exercise price of \$12.50 per share in conjunction with placement agent services for the Company's May 2015 private equity placement. The warrants were valued using the Black-Scholes option pricing model at \$56,000 on the issuance date. On August 24, 2016, the exercise price of the warrants was reduced to \$4.00 per share.
- (8) On November 2, 2015, the Company issued warrants exercisable for up to 74,000 shares of our common stock with an exercise price of \$15.00 per share in conjunction with the LOC guarantee described in Note 16. The warrants were valued using the Black-Scholes option pricing model at \$246,000 on the issuance date. The warrants are exercisable beginning on November 1, 2016.
- (9) On December 30, 2015, the Company issued warrants exercisable for up to 50,000 shares of our common stock with an initial exercise price of \$12.50 per share in conjunction with the December 30, 2015 Notes amendment described in Note 8. In the event that the Company issues additional common stock derivative securities at a price per share less than the exercise price, the Company is obligated to reduce the exercise price of the December Debt Amendment Warrants to a price per share equal to the newly issued shares or derivative common stock securities. On March 31, 2016, concurrent with the issuance of the additional debt amendment warrants, the exercise price was reduced to \$5.00 per share. On August 24, 2016, the exercise price of the warrants was reduced to \$4.00 per share.
- (10) On December 31, 2015, the Company issued warrants exercisable for up to 312,500 shares of our common stock with an initial exercise price of \$5.00 per share in conjunction with the December private equity placement (the "December PIPE"). The warrants provide that if, prior to the earlier of June 30, 2016 or thirty days after the date on which the December PIPE shares and underlying warrants are registered for resale, the Company issued common share derivative securities at a price per share less than \$5.00 per share, the Company was obligated to reduce the exercise price of the December PIPE warrants to a price per share equal to the newly issued shares or derivative common stock securities. This price protection clause expired on June 30, 2016. On August 24, 2016, the exercise price of the warrants was reduced to \$4.00 per share.
- (11) On February 2, 2016, the Company issued warrants exercisable for up to 50,000 shares of our common stock with an initial exercise price of \$12.50 per share in conjunction with the December 30, 2015 Notes amendment described in Note 8. The warrants were valued using the Black-Scholes option pricing model at \$148,000 on the issuance date and were recorded as a derivative liability and additional debt discount. The warrants provided that, in the event that the Company issued additional common stock derivative securities at a price per share less than the exercise price, the Company was obligated to reduce the exercise price of the February Debt Amendment Warrants to a price per share equal to the newly issued shares or derivative common stock securities. On March 31, 2016, concurrent with the issuance of the additional debt amendment warrants, the exercise price was reduced to \$5.00 per share. This price protection clause expired on June 30, 2016. On August 24, 2016, the exercise price of the warrants was reduced to \$4.00 per share.
- (12) On March 31, 2016, the Company issued warrants exercisable for up to 500,000 shares of our common stock with an initial exercise price of \$5.00 per share in conjunction with the December 30, 2015 Notes amendment described in Note 8. The warrants were valued using the Black-Scholes option pricing model at \$1,497,000 on the issuance date and were recorded as a derivative liability and additional debt discount. The warrants provided that, in the event that the Company issued additional common stock derivative securities at a price per share less than the exercise price, the Company was obligated to reduce the exercise price of the March Debt Amendment Warrants to a price per share equal to the newly issued shares or derivative common stock securities. This price protection clause expired on June 30, 2016. On August 24, 2016, the exercise price of the warrants was reduced to \$4.00 per share.
- (13) On September 1, 2016, the Company issued warrants exercisable for up to 124,999 shares of our common stock with an initial exercise price of \$4.00 per share in conjunction with Unsecured Convertible Notes as described in Note 9 above. The warrants were valued using the Black-Scholes option pricing model at \$271,000 on the issuance date and were recorded a debt discount.
- (14) Warrant exercise price was reduced from \$12.50 to \$4.00 per share on August 24, 2016.
- (15) Warrant exercise price was reduced from \$5.00 to \$4.00 per share on August 24, 2016 and the warrant agreement was amended to remove all provisions that had previously required derivative liability accounting treatment.

Ener-Core, Inc.
Notes to Condensed Consolidated Financial Statements (continued)
(unaudited)

Note 13—Commitments and Contingencies

We may become a party to litigation in the normal course of business. We accrue for open claims based on our historical experience and available insurance coverage. In the opinion of management, there are no legal matters involving us that would have a material adverse effect upon our financial condition, results of operations or cash flows.

Lease

We lease our office facility, research and development facility and equipment under operating leases, which for the most part, are renewable. The leases also provide that we pay insurance and taxes.

Future minimum rental payments under operating leases that have initial noncancelable lease terms in excess of one year as of September 30, 2016 are as follows:

Nine months ending September 30, 2016	\$ 79,000
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Minimum rent payments under operating leases are recognized on a straight-line basis over the term of the lease. Rent expense, net of sublease income, was \$79,000 and \$233,000 for three and nine months ended September 30, 2015, respectively, and \$79,000 and \$236,000 for the three and nine months ended September 30, 2016, respectively.

Our current headquarters is located at 9400 Toledo Way, Irvine, California 92618. The property consists of a mixed use commercial office, production, and warehouse facility of 32,649 square feet and expires December 31, 2016. The monthly expense rent is \$26,825.

In addition, we lease space from the Regents of the University of California, Irvine, for the installation and demonstration of the EC250 equipment. The lease expired on January 1, 2015 and reverted to a month-to-month lease with a monthly payment of \$7,780. The university will provide certain goods and services including certain research and development services.

Standby Letter of Credit

Pursuant to the terms of the D-R Agreement, the Company is required to provide a backstop security of \$2.1 million to secure performance of certain obligations under the D-R Agreement (the "BSS"). Effective November 2, 2015, the Company executed that certain Backstop Security Support Agreement (the "Support Agreement"), pursuant to which an investor agreed to provide the Company with financial and other assistance (including the provision of sufficient and adequate collateral) as necessary in order for the Company to obtain a \$2.1 million letter of credit acceptable to Dresser-Rand as the BSS and with an expiration date of June 30, 2017 ("Letter of Credit"). If the investor is required to make any payments on the Letter of Credit, subject to the terms of the Intercreditor Agreement (as defined below), the Company must reimburse the investor the full amount of any such payment. Such payment obligation is secured by a pledge of certain collateral of the Company pursuant to a Security Agreement dated November 2, 2015 ("Security Agreement"), and the security interest in favor of and the payment obligations to the investor are subject to the terms of that certain Subordination and Intercreditor Agreement executed concurrently with the Support Agreement and Security Agreement (the "Intercreditor Agreement") by and among the investor, the Company and the collateral agent pursuant to the Senior Notes.

The term of the Company's obligations under the Support Agreement (the "Term") commenced on November 2, 2015, the issuance date of the Letter of Credit, and will terminate on the earliest of: (a) replacement of the Letter of Credit with an alternative BSS in favor of Dresser-Rand, (b) Dresser-Rand eliminating the BSS requirement under the D-R Agreement, or (c) the last day of the twenty-fourth calendar month following the commencement of the Term. In consideration of the investor's support commitment, the Company paid the investor a one-time fee equal to 4% of the amount of the Letter of Credit and is obligated to pay a monthly fee equal to 1% of the amount of the Letter of Credit for the first twelve months. If the Support Agreement has not terminated after the initial twelve months, the Company will pay another one-time fee equal to 4% of the amount of the Letter of Credit, and a monthly fee equal to 2% of the amount of the Letter of Credit for up to another twelve months.

Note 14—Subsequent Events

None .

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

Unless otherwise indicated, the following discussion and analysis of our financial condition is as of September 30, 2016. Our results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and notes thereto included elsewhere in this quarterly report on Form 10-Q and the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2015.

Forward-Looking Statements

Forward-looking statements contained in this quarterly report on Form 10-Q are made under the Safe Harbor Provision of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks, uncertainties, assumptions, and other factors, which, if they do not materialize or prove correct, could cause our results to differ materially from historical results, or those expressed or implied by such forward-looking statements. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including statements containing the words "can," "may," "scheduled," "planned," "expects," "believes," "strategy," "opportunity," "anticipates," and similar words. These statements may include, among others, plans, strategies, and objectives of management for future operations; any statements regarding proposed new products, services, or developments; any statements regarding future economic conditions or performance; statements of belief; and any statements of assumptions underlying any of the foregoing. The information contained in this quarterly report on Form 10-Q is as of the date of this report. Except as otherwise expressly referenced herein, we assume no obligation to update forward-looking statements.

Overview

Our proprietary and patented Power Oxidation technology creates greater industrial efficiencies by converting low-quality waste gases generated from industrial processes into usable on-site energy, therefore decreasing both operating costs and significantly reducing environmentally harmful gaseous emissions. We design, develop, license, manufacture and market our Power Oxidizers, which, when bundled with an electricity generating turbine in the 250 kilowatt, or kW, and 2 megawatt, or MW, sizes, are called Powerstations. We currently partner and are pursuing partnerships with large established manufacturers to integrate our Power Oxidizer with their gas turbines, with the goal to open substantial new opportunities for our partners to market these modified gas turbines to industries for which traditional power generation technologies were not technically feasible previously. We currently manufacture our Powerstations in the 250 kW size and manufacture just the Power Oxidizer for the 2MW size. Beginning later in 2016, contingent upon the successful completion of certain field testing, our 2MW partner, Dresser-Rand a.s., a subsidiary of Dresser-Rand Group Inc., a Siemens company, or Dresser-Rand, will manufacture the 2MW Power Oxidizers under a manufacturing license and will pay us a non-refundable license fee for each unit manufactured.

Historically, basic industries such as Petroleum, Plastics, Steel and Paper have consumed electricity in their manufacturing processes and created heat for their manufacturing processes through the burning of fossil fuels in a combustion chamber. Nearly all such combustion chambers use high quality premium fuels and burn those fuels at high temperatures, while low-quality waste gases were typically destroyed or vented into the atmosphere. Worldwide, these industrial processes collectively contribute approximately 32% of total global greenhouse gas emissions. Our technology utilizes these waste gases by modifying turbines with our gradual oxidation vessel. Inside this vessel, pressure and temperature are applied over time to destroy contaminants and return a substantially low emission source of energy in the form of heat. This heat then powers a turbine, spinning a generator and creating electricity. This technology can potentially unlock a new, global source of clean power generation (electricity, steam and/or heat energy) while reducing harmful emissions. Our goal is to enable industrial process facilities to generate clean energy from their existing waste gases, thereby reducing the amount of energy they purchase from their regional utilities, and simultaneously reducing the cost of compliance with local, state, and federal air quality regulations by avoiding the chemicals, catalysts and complex permitting required by existing pollution abatement systems.

Our Products and Value Proposition

We have developed a 250 kW Power Oxidizer that we integrate with a 250 kW gas turbine to produce 250 kW "Powerstations," respectively. We have two Powerstations currently in operation at a landfill site in the Netherlands and at the Irvine campus of the University of California, Irvine, or UCI, and one additional Powerstation currently in the production phase expected to be installed at a landfill in southern California. We have built a Power Oxidizer of a significantly larger size, capable of generating sufficient heat and airflow to power a KG2 turbine produced by Dresser-Rand. Together, the Power Oxidizer and KG2 turbine comprise a 2MW Powerstation. The initial unit was constructed in the first quarter of 2016, and is currently being used in field tests that are expected to be completed in 2016, at a third party location in Southern California. We have sold two 2MW Power Oxidizers to Dresser-Rand, each of which were delivered to the customer site in October 2016 and are scheduled to be combined with KG2 turbines and installed at Pacific Ethanol's facility in Northern California in 2016. We believe this scaled-up version of our Power Oxidizer, combined with the KG2 turbine, will result in a Powerstation product that is better aligned with the scale of emissions (and energy requirements) observed at the industrial facilities that we believe stand to benefit most from this technology. As with the 250kW Powerstation, the larger Powerstations are designed to provide an alternative to typical combustion-based power generation and enable industries to utilize their own waste gases to generate power.

We also expect to integrate our Power Oxidizer technology into additional sized gas turbines as well as other applications that can use the heat generated by our Power Oxidizers to power other industrial applications. We believe other industrial grade waste gas-to-heat opportunities, powered by an ultra-low pollution Power Oxidizer, include: (i) the generation of steam from coupling a Power Oxidizer with a traditional steam boiler, (ii) use in industrial grade dryers for kilns or industrial drying customer requirements, and (iii) use in industrial chiller units for customers requiring cold air or water in their processes.

We believe our Power Oxidizers provide a significantly lower fuel cost per kilowatt hour since they can operate using both premium, refined natural gas as well as a wide variety of lower quality, low hydrocarbon gases, traditionally considered to be “waste” gases, as well as certain volatile organic compounds, or VOCs, such as paint solvents. These gases and compounds are typically seen as a waste by-product of industrial processes and which often represent a source of pollution which in turn often requires expensive waste abatement equipment and significant recurring operating costs. Our Power Oxidizers can utilize many of these waste gases and VOC compounds as fuels for our Powerstations, which we intend to serve as a fuel cost reduction for our industrial customers.

We also believe our Power Oxidizers provide a superior air pollution waste abatement solution for industrial customers. A typical industrial customer historically requires electricity, steam and generates industrial gases as a by-product of their facility operations. Prior to our Powerstation solution, these customers would purchase energy or produce energy with a traditional gas turbine. Traditional gas turbines use a combustion chamber to ignite the natural gas and result in air pollution such as carbon dioxide, carbon monoxide, and nitrogen oxides. The gas turbine and by-product gases generally require pollution control equipment and recurring costs in order to comply with existing pollution standards, which vary by geography with different regulations. Since both the natural gas fuel and the industrial by-product gases oxidize in our Power Oxidizers over a much longer time than combustion heat sources, the Power Oxidizer eliminates both the gas fuels and by-products to levels below significantly all of the existing and proposed air quality emission standards in most areas of the world.

Reverse Stock Split

Our senior secured promissory notes, issued on April 23, 2015 and May 7, 2015, respectively, or the Senior Notes (see discussion below under “Financing Activities”), had three covenants, one of which was the requirement to enter into a reverse stock split in order to increase our share price above \$5.00 per share in anticipation of an underwritten public offering. Our board of directors approved a reverse stock split of our authorized, issued and outstanding shares of common stock, as well as our authorized shares of preferred stock, par value \$0.0001 per share, of which no shares are issued and outstanding, at a ratio of 1-for-50, or our Reverse Stock Split. On July 8, 2015, the Reverse Stock Split became effective and the total number of shares of common stock held by each stockholder of the Company converted automatically into the number of shares of common stock equal to: (i) the number of issued and outstanding shares of common stock held by each such stockholder immediately prior to the Reverse Stock Split divided by (ii) 50. We issued one whole share of the post-Reverse Stock Split common stock to any stockholder who otherwise would have received a fractional share as a result of the Reverse Stock Split, determined at the beneficial owner level by share certificate. As a result, no fractional shares were issued in connection with the Reverse Stock Split and no cash or other consideration was paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split.

Also on the effective date, all of our options, warrants and other convertible securities outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of shares of common stock into which the options, warrants and other convertible securities are exercisable or convertible by 50 and multiplying the exercise or conversion price thereof by 50, all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding to the nearest whole share. Such proportional adjustments were also made to the number of shares and restricted stock units issued and issuable under our equity compensation plans. The consolidated financial statements and notes to the consolidated financial statements included elsewhere in this report give retroactive effect to the Reverse Stock Split for all periods presented.

Reincorporation

Effective as of September 3, 2015, we changed our state of incorporation from the State of Nevada to the State of Delaware, or the Reincorporation, pursuant to a plan of conversion dated September 2, 2015, following approval by our stockholders of the Reincorporation at our 2015 Annual Meeting of Stockholders held on August 28, 2015. In connection with the Reincorporation, we filed articles of conversion with the State of Nevada and a certificate of conversion with the State of Delaware. Upon effectiveness of the Reincorporation, the rights of our stockholders became governed by the Delaware General Corporation Law, the certificate of incorporation filed in Delaware and newly adopted bylaws. As a Delaware corporation following the Reincorporation, which we refer to as Ener-Core Delaware, we are deemed to be the same continuing entity as the Nevada corporation prior to the Reincorporation, which we refer to as Ener-Core Nevada. As such, Ener-Core Delaware continues to possess all of the rights, privileges and powers of Ener-Core Nevada, all of the properties of Ener-Core Nevada and all of the debts, liabilities and obligations of Ener-Core Nevada, including all contractual obligations, and continues with the same name, business, assets, liabilities, headquarters, officers and directors as immediately prior to the Reincorporation. Upon effectiveness of the Reincorporation, all of the issued and outstanding shares of common stock of Ener-Core Nevada automatically converted into issued and outstanding shares of common stock of Ener-Core Delaware without any action on the part of our stockholders.

Dresser-Rand 2 MW Integration

During the nine months ended September 30, 2016, we allocated a significant portion of our resources, including nearly all of our engineering staff and additional consultants, to the completion of our initial 2MW Power Oxidizer, which we subsequently integrated with the Dresser-Rand KG2-3GEF turbine to create a 2MW Powerstation that is currently undergoing final field testing.

On November 14, 2014, we entered into a Commercial License Agreement (as amended, the “CLA”) with Dresser-Rand, through our wholly-owned subsidiary, Ener-Core Power, Inc. (“ECP”), which grants Dresser-Rand the right to market and sell the Dresser-Rand KG2-3GEF 2 MW gas turbine coupled with our Power Oxidizer, or a Combined System. The CLA grants Dresser-Rand exclusive rights to commercialize the Ener-Core Power Oxidizer, within ranges of 1–4 MW of power capacity, bundled with the Dresser-Rand KG2 gas-turbine product line. As part of the CLA, Dresser-Rand agreed to pay a \$1.6 million initial license fee, under the condition that we were able to successfully scale up the technology from the current size of 250 kW to a size of 2 MW. Dresser-Rand also agreed to achieve annual sales thresholds agreed to by both companies in order to retain the exclusivity of the commercial license. Upon payment of the initial license fee in full, Dresser-Rand will have an exclusive license to sell the Ener-Core Power Oxidizer within ranges of 1–4 MW of power capacity, bundled with a gas-turbine to generate electricity.

The CLA calls for a series of technical milestones. The first technical milestone involved the completion of a “Sub-Scale Acceptance Test,” or SSAT, which we successfully completed in July 2015. The second technical milestone will be the “Full-Scale Acceptance Test,” or FSAT, that includes a multitude of tests using a full, working Combined System. During the second half of 2015 and continuing into the first quarter of 2016, we constructed the Combined System, which was substantially complete as of September 30, 2016. We commissioned the Combined System in the second quarter of 2016 and began the FSAT procedures. Both the SSAT and FSAT are required prior to the delivery of the first commercial 1.75 MW Combined System units.

The CLA also requires the satisfaction of certain binding conditions, all fully satisfied in 2015, in order for Dresser-Rand to be obligated to perform its covenants under the CLA, which covenants include the payment of license fees into escrow, the acceptance of binding purchase orders from its customers for KG2/PO units, the issuance of binding purchase orders to us for Power Oxidizer units and the performance of additional engineering services required for the FSAT. In March 2015, the CLA was amended to revise the second binding condition. The revised binding condition eliminates the need for a bond but requires the \$400,000 quarterly cash payments due from Dresser-Rand to be paid into a cash escrow account. Funds may be released from the cash escrow as follows: (i) to Dresser-Rand for up to \$500,000 to reimburse Dresser-Rand for certain engineering costs; (ii) to Dresser-Rand in the event of termination of the CLA as a result of a failed acceptance test; or (iii) to us upon the satisfaction of the FSAT. In September 2016, we and Dresser-Rand mutually agreed to waive the FSAT requirement for escrow cash release and, subsequently, Dresser-Rand released to us the \$1.1 million in net license fees from the escrow account and, in October 2016, the escrow account was closed. In October 2016, we shipped the first two KG2/PO Power Oxidizer units to the Pacific Ethanol location in Stockton, California for further implementation with the Dresser-Rand KG2 turbines.

Dresser-Rand Commercial and Manufacturing Agreement

On June 29, 2016, we entered into a Commercial and Manufacturing License Agreement, or the CMLA, with Dresser-Rand, through ECP, intended to supersede and replace the CLA. Upon successful completion of the FSAT, and prior to December 31, 2016, the CLA will terminate and the CMLA will provide the terms of the commercial relationship between us and Dresser-Rand. Once the FSAT is completed, the effective date of the CMLA will be deemed November 14, 2014. In the event we are unable to successfully complete the FSAT, the CLA will continue to govern our commercial relationship with Dresser-Rand. As of September 30, 2016 a number of the FSAT test conditions have not been met and we anticipate further testing will take place in 2016.

Under the new CMLA, Dresser-Rand will have a worldwide license to manufacture, market, commercialize and sell the Power Oxidizer as part of the Combined System within the 1 MW to 4 MW range of power capacity, or the License. Initially, the License will be exclusive, even as to us, and will remain exclusive for so long as Dresser-Rand sells a minimum of number of units of the Combined System in each calendar year beginning in 2017, or the Sales Threshold, subject to certain conditions and exceptions. If Dresser-Rand does not meet the Sales Threshold in any calendar year and the Sales Threshold is not otherwise waived, Dresser-Rand may maintain exclusivity of the License by making a true-up payment to us for each unit that is in deficit of the Sales Threshold, or a True-Up Payment; *provided, however,* that Dresser-Rand may not maintain an exclusive License by making a True-Up Payment for more than two consecutive calendar year periods. In the event Dresser-Rand does not meet the Sales Threshold, does not qualify for a waiver and elects not to make the True-Up Payment, the License will convert to a nonexclusive License.

Upon a sale by Dresser-Rand of a Combined System unit to a customer, the CMLA requires Dresser-Rand to make a license fee payment to us equal to a percentage of the sales price of the Combined System purchased, in accordance with a predetermined fee schedule that is anticipated to result in a payment of between \$370,000 and \$600,000 per Combined System unit sold, or the License Fee. Payment terms to us from Dresser-Rand will be 50% of each License Fee within 30 days of order and 50% upon the earlier of the Combined System commissioning or twelve months after the order date.

Dresser-Rand may also request that we undertake design and development work on modifications to the Combined Systems, each referred to as a Bespoke Development. We and Dresser-Rand will negotiate any fees resulting from any such Bespoke Development on a case-by-case basis. Further, any obligation by us to undertake such Bespoke Development will be conditioned upon the execution of mutually agreed-upon documentation.

As long as the exclusive License remains in effect, we will provide certain ongoing sales and marketing support services, at no additional cost to Dresser-Rand, subject to certain restrictions. Any additional sales and marketing services agreed upon by us and Dresser-Rand will be compensated at an hourly rate to be upwardly adjusted annually.

If we and Dresser-Rand so elect, we will manufacture a certain number of Power Oxidizers as part of a certain number of Combined System projects during a transition period, or the Transition Phase, beginning after execution of the CMLA and prior to the period in which Dresser-Rand manufactures its first three Power Oxidizers as part of at least two individual Combined System projects, or the Initial Manufacturing Phase, as mutually agreed by the parties. So long as the License remains exclusive during the Transition Phase, if any, and the Initial Manufacturing Phase, we will provide a mutually agreed upon number of hours of engineering support services. After the conclusion of the Initial Manufacturing Phase, we will, for so long as the License remains exclusive, continue providing up to an agreed upon number of hours of such support services on an annual basis at no additional cost to Dresser-Rand, subject to certain conditions. Any additional engineering support services agreed upon by us and Dresser-Rand will be compensated at an hourly rate, to be upwardly adjusted annually. During the Transition Phase, we must also develop the spare parts list pertaining to the scope of supply to allow Dresser-Rand to offer service agreements for the Combined System.

We must maintain our existing backstop security, or the Backstop Security, under the CLA in favor of Dresser-Rand in support of all products manufactured, supplied or otherwise provided by us during the period beginning on the execution date of the CMLA, or the Execution Date, and continuing through the expiration of the warranty period for the Combined System units sold to customers as of the Execution Date; however, if we and Dresser-Rand mutually agree to engage in a Transition Phase, then such Backstop Security must be extended to support all products manufactured, supplied or otherwise provided by us during such Transition Phase.

Dresser-Rand must also: (i) develop the controls strategy for the Dresser-Rand gas turbine control system and integrate it with the Power Oxidizer control system; (ii) with support from us, manufacture and commercialize the Combined System following the Transition Phase; (iii) with support from us, develop and prioritize sales opportunities for the Combined System; (iv) assume the sales lead role with respect to each customer; and (v) take commercial lead in developing sales to customers. In addition, Dresser-Rand will be primarily responsible for overall warranty and other commercial conditions to Combined System customers, as well as sole project and service provider and interface with customers. Dresser-Rand will also be responsible for warranty, service and after-sales technical assistance for all portions of Combined Systems that comprise Dresser-Rand products. We, however, will be responsible for warranty and service for all products manufactured or otherwise provided by us prior to or during the Transition Phase.

The CMLA prohibits us from, without the prior written consent of Dresser-Rand, permitting the creation of any encumbrance, lien or pledge of its intellectual property which would result in any modification to, revocation of, impairment of or other adverse effect on Dresser-Rand's rights with respect to the exclusive License. In addition, all intellectual property rights that are owned by either us or Dresser-Rand as of the Execution Date will remain the sole property of such party, subject to the licenses described in the CMLA. The CMLA also contains provisions that govern the treatment of process and technology developments and any joint inventions that (i) relate to the subject matter of the CMLA and (ii) occur after the Execution Date and during the term thereof.

The CMLA also contains certain restrictions on publicity and obligates Dresser-Rand to use its commercially reasonable efforts to include our name and logo and otherwise promote our brand and Power Oxidizers in a mutually agreed-upon manner. We and Dresser-Rand have also mutually agreed to withhold disclosure of certain commercial and technologically sensitive terms of the CMLA including technical specifications, License Fee percentages, and the Sales Threshold minimum annual quantities to maintain exclusivity.

Commercial Sales Efforts

We are entering the combined heat and power, or CHP, market that is highly competitive and historically conservative in its acceptance of new technologies. To date, we have sold and delivered one 250kW commercial PowerStation unit to the Netherlands and have sold one additional 250kW PowerStation unit to a landfill site in Southern California scheduled for delivery in 2017. We have also sold two initial 2MW Power Oxidizers to Dresser-Rand for installation at their end user customer, Pacific Ethanol, expected for delivery in the second half of 2016. These three systems, combined with the Dresser-Rand license fees of \$1.6 million, represent our \$4.6 million order backlog as of August 11, 2016. To date, we have billed \$4.2 million and collected \$4.1 million of our existing backlog.

In May 2016, we received a conditional purchase order for four 250kW Powerstations expected to be installed on a landfill site in Southern California and scheduled for delivery in late 2017. This order is valued at approximately \$4.0 million and is subject to additional pre-sales engineering and permitting requirements.

Dresser-Rand Initial Commercial Activity

In January 2015, Pacific Ethanol announced the first sale of the new KG2-3GEF/PO unit, which placed a two unit order with Dresser-Rand. Pursuant to the terms of the CLA, we began working on the initial phase of these two systems immediately after the announcement of the order received by Dresser-Rand from Pacific Ethanol. After receipt of formal acceptance of the successful completion of the SSAT, in August 2015, we received a binding purchase order from Dresser-Rand for two 1.75MW Power Oxidizer units for a total purchase price of \$2.1 million. We received the entire \$2.1 million purchase price in the fourth quarter of 2015 after we satisfied the Dresser-Rand performance security requirement in November 2015. In September 2016, we secured the release of the license fees payable from Dresser-Rand, which had previously been placed in an escrow account and which were contingent upon satisfaction of the FSAT. We received \$1.1 million in cash, representing the \$1.6 million license fee net of \$500,000 paid to Dresser-Rand for engineering services. We have not recognized the license fees as revenues as of September 30, 2016, since the required testing has not been completed.

Other Commercial Efforts

In May 2015, we received an award for our second commercial EC250 Powerstation as part of a California Energy Commission award of \$1.5 million to the University of California, Irvine's Advanced Power & Energy Program. We received a formal purchase order of approximately \$900,000 in the third quarter of 2015 and through September 30, 2016 we have billed and collected \$815,000. We anticipate that delivery and commission of this Powerstation will occur in 2017.

Our commercial sales and marketing focus during 2016 is to work with the domestic and international sales and marketing teams from Dresser-Rand to facilitate additional KG2 unit sales in order to drive Power Oxidizer sales. While we expect to close multiple KG2 opportunities in 2016, some of our potential orders for KG2 units require the successful completion of the FSAT, which we expect to occur in the third quarter of 2016. In parallel, our existing internal sales team has continued to advance commercial opportunities and enter new industrial markets with our EC250 product. We have also expanded our understanding of our greater, integrated Powerstation solution and are working towards value-added partnership relationships with key providers of products which can use our ultra-low emissions heat. We also intend to sell the Combined System, a full working KG2 unit described above, upon completion of the FSAT procedures. Several parties have expressed interest and we view the possible sale of the Combined System as a potential cash recovery later in 2016.

Revenue, Order-to-Cash Cycle and Customer Order Cash Flows

Our order-to-cash cycle is lengthy and requires multiple steps to complete. As such, we utilize and evaluate certain metrics such as bookings, backlog, and billed backlog. The initial commercial phase involves our sales team identifying a suitable project and evaluating each site to determine whether our value proposition fits the potential customer's needs. We evaluate potential industrial sites based on the amount, density and quality of the waste gas produced, the impacts of air quality penalties and required pollution abatement, and the expected cost savings or sales value of on-site power production. We also evaluate with the potential customer whether there are other financial considerations that could further strengthen the economic payback to the potential customer (which could include revenue increases that may result from pollution abatement benefits or emission credits or tax avoidance). As part of this evaluation, we work with potential customers to produce financial models, which seek to capture and quantify all of the various benefits of the potential project to determine the overall economic payback to the potential customer. If the potential customer determines to proceed after this evaluation, we enter into an agreement with the customer, which typically includes purchase order arrangements.

Customer orders, which are defined as firm commitments to purchase with fixed and determinable prices and contracted delivery terms, are considered bookings and are included as backlog. From the date of booking until the projected shipping date, we follow the standard practices that are typically followed by other power equipment producers, which include payment terms that involve customer advance payments designed to mirror our cash inventory outlays for sourcing parts and materials necessary to assemble the power plants to achieve a neutral customer order cash flow until delivery. All customer advance payments are recorded as billings, are reported as billed backlog and are represented on our balance sheet as deferred revenue or customer advances. As the Power Oxidizer plant assets are built, the costs are capitalized as inventory.

Powerstations are shipped to the customer locations and assembled on site. We supervise the assembly and commissioning of the Powerstations, which can take several months to complete. Once commissioning of the fully installed Powerstation(s) is/(are) concluded and title passes to the customer, we issue the final billings and recognize revenues and costs of revenues by decrementing deferred revenues and inventory respectively.

We also charge customers for commissioning services, post-sale support, and post-warranty service and maintenance on our Power Oxidizer units. We provide a standard warranty, which typically ends between nine months and one year after commissioning.

Operating expense reduction

Beginning in the first quarter of 2016, we evaluated our cash spending, including the costs incurred with our withdrawn underwritten public offering. Beginning in the second quarter of 2016 and continuing into the third quarter of 2016, we identified and implemented cost reductions, primarily the reduction of employee and consulting headcount and professional services, and we expect to implement additional cost reductions later in 2016, including a further reduction of service provider cash spending and a reduction in our fixed overhead costs. Excluding our debt service and excluding non-recurring costs related to the underwritten offering and testing of the FSAT, our quarterly cash spending for the three months ended September 30, 2016 was approximately \$1,100,000, a reduction of approximately \$400,000 from the first fiscal quarter of 2016.

Financing Activities

Underwritten offering withdrawal

On April 5, 2016, we formally requested that the Securities and Exchange Commission withdraw our registration statement, originally filed in July 2015. The underwritten public offering and a simultaneous listing on a national exchange was originally a requirement under our Senior Notes. After negotiating the March Amendments (defined below), our board of directors determined, with the consultation of our professional advisors, that market conditions in early 2016 were not conducive to a marketed underwritten public offering. We continue to consider a future underwritten public offering as a financing alternative if market conditions improve and to the extent we experience additional commercial success.

March 2016 Debt Amendments

On March 31, 2016, we executed amendments to the Senior Notes and related Securities Purchase Agreements, or, collectively, the March Amendments, each with certain investors holding the requisite number of conversion shares and warrant shares underlying the Senior Notes and warrants issued in April 2015 and May 2015 pursuant to the referenced Securities Purchase Agreements, or the April and May Warrants. The March Amendments (i) removed the requirement that we consummate a "Qualified Public Offering"; (ii) extended the deadline for us to commence trading on a Qualified Eligible Market (as defined in the March Amendments) to no later than April 14, 2016; provided that if we consummated a private offering of its securities resulting in gross proceeds to us of at least \$3,000,000 after June 30, 2016 and prior to or on April 14, 2016, or a Qualified Private Offering, such deadline would be automatically extended to October 15, 2016; (iii) provided for the issuance of warrants to purchase up to 500,000 shares of our common stock, each with an exercise price of \$5.00 per share, subject to adjustment as set forth within the warrants, or the March Warrants; and (iv) added an additional covenant on behalf of us that, on or prior to April 14, 2016, we would cause our net monthly cash flow directly associated with the CLA, taken together with our monthly capital expenditure spending associated with the CLA, and excluding expenditures associated with the FSAT requirements defined in the CLA, to be neutral or positive, to be accomplished by re-negotiation or termination of such CLA. On April 11, 2016, we consummated a \$3 million private offering and thereby satisfied condition (ii) above. On March 31, 2016, we issued warrants to purchase 500,000 shares of our common stock, as described in Note 11 to our unaudited condensed consolidated financial statements included elsewhere in this report, or the March Warrants, and remained in compliance with the net monthly cash flow covenant listed in (iv) above during all relevant times. On June 29, 2016, we signed the CMLA, which will replace the CLA upon the successful completion of the technical tests associated with the KG2. Additionally, upon execution of the September Amendments (as defined below), the monthly cash flow covenant listed in (iv) above was removed.

The March Amendments amended the terms of the Senior Notes to extend the conversion feature until the term of the Senior Notes and to provide for the issuance of additional warrants. Additionally, in February 2016, pursuant to the terms of the December 2015 amendments to the Senior Notes, we issued warrants to purchase up to 50,000 shares of our common stock at an exercise price of \$12.50 per share, or the February Warrants, and subsequently adjusted the exercise price to \$5.00 per share with the issuance of the March Warrants. We accounted for the February Warrants and the March Warrants as derivative liabilities and recorded an additional \$148,000 of debt discount upon the issuance of the February Warrants and \$1,497,000 of debt discount upon the issuance of the March Warrants. The December 31, 2015 debt discount and the additional discount recorded in February 2016 and March 2016 is amortized over the expected remaining life of the debt.

Stock Purchase Agreement

On April 11, 2016, we entered into a stock purchase agreement, pursuant to which we issued to an accredited investor an aggregate of 696,056 shares of our common stock in exchange for gross proceeds of approximately \$3.0 million, or the April 2016 Private Placement. The closing of the April 2016 Private Placement satisfied the Qualified Private Offering requirement described in the March Amendments described in Note 11 to our unaudited condensed consolidated financial statements included elsewhere in this report under "March 2016 Amendment to Senior Notes".

August Warrant Amendments

On August 24, 2016 the Company executed amendments to the April and May Warrants, additional warrants issued in December 2015 in connection with the execution of the December 2015 amendments to the Senior Notes and related Securities Purchase Agreements, the warrants issued in December 2015 in connection with our December 2015 equity offering, the additional warrants issued in February 2016 and the March Warrants. The amendments reduced the exercise price of such warrants to \$4.00 per share and removed all remaining net cash settlement provisions, as applicable, in each warrant. For the warrants accounted for as derivative liabilities, the Company marked the warrants to market immediately prior to the change in the strike price to a value of \$1,719,000. The removal of the warrant agreement provisions that required derivative accounting resulted in a reclassification of \$1,719,000 from derivative liabilities to Paid-in Capital. The reduction in exercise price to \$4.00 resulted in an additional discount to the Senior Notes of \$206,000 which will be amortized to interest expense over the expected remaining life of the Senior Notes.

September and October 2016 Debt Amendments

Effective as of September 1, 2016, we executed amendments to the Senior Notes and related Securities Purchase Agreements, or the September Amendments, which are binding upon all of the Senior Notes. The September Amendments (i) extend the deadline for us to commence trading on a Qualified Eligible Market (as defined in the September Amendments) to no later than December 31, 2016; (ii) provide that we may, on or prior to September 1, 2016, issue to one or more investors up to an aggregate of \$1,500,000 principal amount of one-year term unsecured notes, as described in Note 9 to our condensed consolidated financial statements included elsewhere in this report, and related warrants, and approve the forms of agreements to be executed in connection with the issuance of such unsecured notes and warrants; (iii) remove the covenant on behalf of us related to net monthly cash flow directly associated with the CLA; (iv) extend the earliest date on which the holders of the Senior Notes may require us to redeem all or any portion of such Senior Notes until December 31, 2016; and (v) extend the deadline for us to consummate a Further Private Offering (as defined in the Senior Notes) to December 31, 2016. Effective as of October 21, 2016, the Company executed amendments to the Senior Notes to clarify and conform the terms of such Senior Notes to the terms of previous amendments to such Senior Notes and the related Securities Purchase Agreements.

September Junior Notes

On September 1, 2016, we entered into a securities purchase agreement and related note agreements and warrant agreements whereby we issued \$1,250,000 in convertible unsecured promissory notes, or the Junior Notes, and detachable five-year warrants to purchase an aggregate of 124,999 shares of the Company's common stock at an exercise price of \$4.00 per share, or the September 2016 Financing. The Company received total gross proceeds of \$1,250,000, less transaction expenses of \$20,000 consisting of legal costs for net proceeds of \$1,230,000.

The Junior Notes bear interest at a rate of 12% per annum and mature on September 1, 2017. The Junior Notes are subordinate to the Senior Notes described in Note 8 to our condensed consolidated financial statements included elsewhere in this report. The Junior Notes are convertible at the option of the holder into common stock at an initial exercise price of \$4.31 and will automatically convert into shares of common stock in the event of a conversion of at least 50% of the then outstanding (i) principal, (ii) accrued and unpaid interest with respect to such principal and (iii) accrued and unpaid late charges, if any, with respect to such principal and interest, under the Senior Notes. Upon the conversion of 50% or more of the Senior Notes at a price per share less than \$4.31, the conversion price of the Junior Notes will be reduced to the effective conversion price of the Senior Notes. The Junior Notes also contain a blocker provision that prevents the Company from effecting a conversion in the event that the holder, together with certain affiliated parties, would beneficially own in excess of 9.99% of the shares of common stock outstanding immediately after giving effect to such conversion. At any time after the issuance date of the Junior Notes, the Company may, at its option, redeem all or any portion of the then outstanding principal and accrued and unpaid interest with respect to such principal, or the Company Optional Redemption Amount, at 100% of such aggregate amount; provided, however, that the Company may not redeem all or any portion of the Company Optional Redemption Amount so long as any of the Senior Notes remain outstanding without the prior written consent of the collateral agent with respect to such Senior Notes and certain investors holding the requisite number of conversion shares and warrant shares underlying the Senior Notes and April and May Warrants.

The securities purchase agreement for the Junior Notes calls for the issuance of additional five-year warrants to purchase an aggregate of 62,500 shares at an exercise price of \$4.00 per share on each of the 61st, 91st, 121st and 151st days after the closing of the September 2016 Financing, or, in each case, an Additional Warrant Date, but only in the event we have not consummated a further financing consisting of the issuance of common stock and warrants for aggregate gross proceeds of at least \$3,000,000 prior to such respective Additional Warrant Date. As of November 1, 2016, we had not consummated a further financing and, as a result, issued warrants to purchase an aggregate of 62,500 shares of our common stock.

Going Concern

Our consolidated financial statements are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America, or GAAP, and have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business. Since our inception, we have made a substantial investment in research and development to develop the Power Oxidizer, have successfully deployed an EC250 field test unit at the U.S. Army base at Fort Benning, Georgia, and installed and commissioned our first commercial unit in the Netherlands in the second quarter of 2014. In November 2014, we signed the CLA to incorporate our Power Oxidizer into Dresser-Rand's 1.75MW turbine. In August 2015, the CLA became a mutually binding agreement due to the satisfaction of certain binding conditions contained in the CLA.

We have sustained recurring net losses and negative cash flows since inception and have not yet established an ongoing source of revenues sufficient to cover our operating costs and allow us to continue as a going concern. Despite capital raises of \$2.5 million in December 2015, \$3.0 million in April 2016, and \$1.25 million in September 2016 we expect to require additional sources of capital to support our growth initiatives. We must secure additional funding to continue as a going concern and execute our business plan.

Management's plan is to obtain capital sufficient to meet our operating expenses by seeking additional equity and/or debt financing. The cash and cash equivalents balance (excluding restricted cash) on September 30, 2016 and December 31, 2015 was approximately \$0.6 million and \$2.6 million, respectively. In April 2016, management began taking steps to reduce our operational cash burn through a combination of staff reductions and reductions of outside service providers. We expect to implement additional cost savings through reduced overhead costs later in 2016 as well as reduced non-recurring costs and capital expenditures related to our efforts to develop the 2MW KG2. We expect that the \$0.6 million of cash and cash equivalents as of September 30, 2016, the \$3.0 million of equity raised in April 2016, \$1.25 million in September 2016 and receipts on customer billings, will continue to fund our working capital needs, general corporate purposes, and related obligations into the fourth quarter of 2016 at our reduced spending levels. However, we expect to require significantly more cash for working capital and as financial security to support our growth initiatives.

We will pursue raising additional equity and/or debt financing to fund our operations and product development. If future funds are raised through issuance of stock or debt, these securities could have rights, privileges, or preferences senior to those of our common stock and debt covenants that could impose restrictions on our operations. Any equity or convertible debt financing will likely result in additional dilution to our current stockholders. We cannot make any assurances that any additional financing, including the proposed registered offering, will be completed on a timely basis, on acceptable terms or at all. Our inability to successfully raise capital in a timely manner will adversely impact our ability to continue as a going concern. If our business fails or we are unable to raise capital on a timely basis, our investors may face a complete loss of their investment.

The accompanying consolidated financial statements do not give effect to any adjustments that might be necessary if we were unable to meet our obligations or continue operations as a going concern.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant items subject to such estimates and assumptions include but are not limited to: collectability of receivables; the valuation of certain assets, useful lives, and carrying amounts of property and equipment, equity instruments and share-based compensation; provision for contract losses; valuation allowances for deferred income tax assets; valuation of derivative liabilities; and exposure to warranty and other contingent liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Critical Accounting Policies and Estimates

Basis of Presentation

The accompanying consolidated financial statements include our accounts and our wholly-owned subsidiary, Ener-Core Power, Inc. All significant intercompany transactions and accounts have been eliminated in consolidation. All monetary amounts are rounded to the nearest \$000, except certain per share amounts.

The accompanying financial statements have been prepared in accordance with GAAP.

Reclassifications

Certain amounts in the 2015 consolidated condensed financial statements have been reclassified to conform to the current year presentation. These reclassifications have no effect on previously reported net loss.

Segments

We operate in one segment. All of our operations are located domestically.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant items subject to such estimates and assumptions include but are not limited to: collectability of receivables; the valuation of certain assets, useful lives, and carrying amounts of property and equipment, equity instruments and share-based compensation; provision for contract losses; valuation allowances for deferred income tax assets; valuation of derivative liabilities; and exposure to warranty and other contingent liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Foreign Currency Adjustments

Our functional currency for all operations worldwide is the U.S. dollar. Nonmonetary assets and liabilities are translated at historical rates and monetary assets and liabilities are translated at exchange rates in effect at the end of the year. Income statement accounts are translated at average rates for the year. At September 30, 2016 and December 31, 2015, we did not hold any foreign currency asset or liability amounts. Gains and losses resulting from foreign currency transactions are reported as other income in the period they occurred.

Concentrations of Credit Risk

Cash and Cash Equivalents

We maintain our non-interest bearing transactional cash accounts at financial institutions for which the Federal Deposit Insurance Corporation, or FDIC, provides insurance coverage of up to \$250,000. For interest bearing cash accounts, from time to time, balances exceed the amount insured by the FDIC. We have not experienced any losses in such accounts and believe we are not exposed to any significant credit risk related to these deposits. At September 30, 2016, we had \$200,000 in deficit of the FDIC limit.

We consider all highly liquid investments available for current use with an initial maturity of three months or less and are not restricted to be cash equivalents. We invest our cash in short-term money market accounts.

Restricted Cash

Collateral Account

Under a credit card processing agreement with a financial institution that was entered in 2013, we are required to maintain funds on deposit with the financial institution as collateral. The amount of the deposit, which is at the discretion of the financial institution, was \$50,000 on September 30, 2016 and December 31, 2015.

Dresser-Rand Escrow Account

Under the CLA, prepaid license fee payments of \$400,000 per quarter were paid by Dresser-Rand into an escrow account with a financial institution beginning in August 2015. Dresser-Rand withdrew up to \$125,000 per quarter from this escrow account for qualified engineering expenses incurred by Dresser-Rand under the terms and conditions of the CLA. Through September 30, 2016, Dresser-Rand funded \$1,600,000 and withdrew \$500,000. On September 26, 2016 substantially all of the remaining \$1,100,000 was released to the Company from the escrow account and, in October 2016, the escrow account was closed. The balance in the escrow account was \$5,000 and \$150,000 on September 30, 2016 and December 31, 2015, respectively. See also Note 7 to our condensed consolidated financial statements included elsewhere in this report.

Accounts Receivable

Our accounts receivable are typically from credit worthy customers or, for international customers are supported by guarantees or letters of credit. For those customers to whom we extend credit, we perform periodic evaluations of them and maintain allowances for potential credit losses as deemed necessary. We generally do not require collateral to secure accounts receivable. We have a policy of reserving for uncollectible accounts based on our best estimate of the amount of probable credit losses in existing accounts receivable. We periodically review our accounts receivable to determine whether an allowance is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. As of September 30, 2016, one customer accounted for all of our accounts receivable.

Accounts Payable

As of September 30, 2016 and December 31, 2015, three and five vendors, respectively, collectively accounted for approximately 45% and 50% of our total accounts payable.

Inventory

Inventory, which consists of raw materials, is stated at the lower of cost or net realizable value, with cost being determined by the average-cost method, which approximates the first-in, first-out method. At each balance sheet date, we evaluate our ending inventory for excess quantities and obsolescence. This evaluation primarily includes an analysis of forecasted demand in relation to the inventory on hand, among consideration of other factors. Based upon the evaluation, provisions are made to reduce excess or obsolete inventories to their estimated net realizable values. Once established, write-downs are considered permanent adjustments to the cost basis of the respective inventories. At September 30, 2016 and December 31, 2015, we did not have a reserve for slow-moving or obsolete inventory.

Property and Equipment

Property and equipment are stated at cost, and are being depreciated using the straight-line method over the estimated useful lives of the related assets, ranging from three to ten years. Maintenance and repairs that do not improve or extend the lives of the respective assets are expensed. At the time property and equipment are retired or otherwise disposed of, the cost and related accumulated depreciation accounts are relieved of the applicable amounts. Gains or losses from retirements or sales are reflected in the consolidated statements of operations.

Deposits

Deposits primarily consist of amounts incurred or paid in advance of the receipt of fixed assets or are deposits for rent and insurance.

Accrued Warranties

Accrued warranties represent the estimated costs that will be incurred during the warranty period of our products. We make an estimate of expected costs that will be incurred by us during the warranty period and charge that expense to the consolidated statement of operations at the date of sale. We also reevaluate the estimate at each balance sheet date and if the estimate is changed, the effect is reflected in the consolidated statement of operations. We had no warranty accrual at December 31, 2015 or September 30, 2016. We expect that most terms for future warranties of our Powerstations and Power Oxidizers will be one to two years depending on the warranties provided and the products sold. Accrued warranties for expected expenditures within one year are classified as current liabilities and as non-current liabilities for expected expenditures for time periods beyond one year.

Deferred Rent

We record deferred rent expense, included in accrued expenses, which represents the temporary differences between the reporting of rental expense on the financial statements and the actual amounts remitted to the landlord. The deferred rent portion of lease agreements are leasing inducements provided by the landlord. Also, tenant improvement allowances provided are recorded as a deferred rent liability and recognized ratably as a reduction to rent expense over the lease term. As of September 30, 2016, we had \$4,000 of deferred rent, recorded in accrued liabilities.

Intangible Assets

Our intangible assets represent intellectual property acquired during the reverse merger. We amortize our intangible assets with finite lives over their estimated useful lives.

Impairment of Long-Lived Assets

We account for our long-lived assets in accordance with the accounting standards which require that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the historical carrying value of an asset may no longer be appropriate. We consider the carrying value of assets may not be recoverable based upon its review of the following events or changes in circumstances: the asset's ability to continue to generate income from operations and positive cash flow in future periods; loss of legal ownership or title to the assets; significant changes in our strategic business objectives and utilization of the asset; or significant negative industry or economic trends. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset are less than its carrying amount. As of September 30, 2016 and December 31, 2015, we do not believe there have been any impairments of our long-lived assets. There can be no assurance, however, that market conditions will not change or demand for our products will continue, which could result in impairment of long-lived assets in the future.

Fair Value of Financial Instruments

Our financial instruments consist primarily of cash and cash equivalents, restricted cash, accounts receivable, accounts payable, convertible notes, derivative liabilities, and capital lease liabilities. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of September 30, 2016 and December 31, 2015. The carrying amounts of short-term financial instruments are reasonable estimates of their fair values due to their short-term nature or proximity to market rates for similar items.

We determine the fair value of our financial instruments based on a three-level hierarchy established for fair value measurements under which these assets and liabilities must be grouped, based on significant levels of observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect management's market assumptions. This hierarchy requires the use of observable market data when available. These two types of inputs have created the following fair-value hierarchy:

- Level 1: Valuations based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. Currently, we classify our cash and cash equivalents as Level 1 financial instruments.
- Level 2: Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability. We do not currently have any accounts under Level 2.
- Level 3: Valuations based on inputs that require inputs that are both significant to the fair value measurement and unobservable and involve management judgment (i.e., supported by little or no market activity). Currently, we classify our warrants and conversion options accounted for as derivative liabilities as Level 3 financial instruments.

If the inputs used to measure fair value fall in different levels of the fair value hierarchy, a financial security's hierarchy level is based upon the lowest level of input that is significant to the fair value measurement.

Derivative Financial Instruments

We issue derivative financial instruments in conjunction with its debt and equity offerings and to provide additional incentive to investors and placement agents. We use derivative financial instruments in order to obtain the lowest cash cost-source of funds. Derivative liabilities are recognized in the consolidated balance sheets at fair value based on the criteria specified in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") topic 815-40 "*Derivatives and Hedging—Contracts in Entity's own Equity.*" The estimated fair value of the derivative liabilities is calculated using either the Black-Scholes-Merton or Monte Carlo simulation model method.

We issued detachable common stock warrants and secured debt with a conversion feature in April and May 2015 and again in September 2016. We amended our existing debt to add a conversion feature in December 2015. The Company issued additional common stock warrants with price reset provisions in December 2015, February 2016, and March 2016. These embedded derivatives and detachable warrants were evaluated under ASC topic 815-40. We determined that the warrants and embedded conversion feature for the April 2014 issuance, the conversion feature for the 2015 issuances, the conversion feature for the 2016 issuance, and the warrants issued with price reset provisions should be accounted for as derivative liabilities. In August, 2016 all warrants issued that were previously determined to be accounted for as derivative liabilities were amended and we determined that after giving rise to the amendments, that the warrants were no longer required to be accounted for as derivative liabilities. We determined that the detachable warrants associated with the 2015 issuance on the issuance date and the detachable warrants associated with the 2016 issuance on the issuance date should not be accounted for as derivative liabilities. Warrants and the debt conversion features determined to be derivative liabilities were bifurcated from the debt host and are classified as liabilities on the consolidated balance sheet. Warrants not determined to be derivative liabilities were recorded to debt discount and paid-in capital. The Company records the warrants and embedded derivative liabilities at fair value and adjusts the carrying value of the common stock warrants and embedded derivatives to their estimated fair value at each reporting date with the increases or decreases in the fair value of such warrants and derivatives at each reporting date, recorded as a gain or (loss) in the consolidated statements of operations. The 2015 detachable warrants determined not to be derivative liabilities were recorded to debt discount with a corresponding entry to paid-in capital. The warrants amended in 2016 where the accounting was changed to eliminate derivative liability treatment were marked to market immediately prior to the amendment and the fair value was reclassified on the amendment date from derivative liabilities to paid in capital.

Revenue Recognition

We generate revenue from the sale of our clean power energy systems and from consulting services. Revenue is recognized when there is persuasive evidence of an arrangement, product delivery and acceptance have occurred, the sales price is fixed or determinable and collectability of the resulting receivable is reasonable assured. Amounts billed to clients for shipping and handling are classified as sales of product with related costs incurred included in cost of sales.

Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related revenue is recorded. We defer any revenue for which the services have not been performed or are subject to refund until such time that we and our customer jointly determine that the services have been performed or no refund will be required.

Revenues under long-term construction contracts are generally recognized using the completed-contract method of accounting. Long-term construction-type contracts for which reasonably dependable estimates cannot be made or for which inherent hazards make estimates difficult are accounted for under the completed-contract method. Revenues under the completed-contract method are recognized upon substantial completion—that is acceptance by the customer, compliance with performance specifications demonstrated in a factory acceptance test or similar event. Accordingly, during the period of contract performance, billings and costs are accumulated on the balance sheet, but no profit or income is recorded before completion or substantial completion of the work. Anticipated losses on contracts are recognized in full in the period in which losses become probable and estimable. Changes in estimate of profit or loss on contracts are included in earnings on a cumulative basis in the period the estimate is changed. As of September 30, 2016 and December 31, 2015, we had a \$600,000 provision for contract losses for both periods presented.

Research and Development Costs

Research and development costs are expensed as incurred. Research and development costs were \$1,170,000 and \$928,000 for the three months ended September 30, 2016 and 2015, respectively, and were \$2,871,000 and \$2,636,000 for the nine months ended September 30, 2016 and 2015, respectively.

Share-Based Compensation

We maintain an equity incentive plan and record expenses attributable to the awards granted under the equity incentive plan. We amortize share-based compensation from the date of grant on a weighted average basis over the requisite service (vesting) period for the entire award.

We account for equity instruments issued to consultants and vendors in exchange for goods and services at fair value. The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant's or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement.

In accordance with the accounting standards, an asset acquired in exchange for the issuance of fully vested, non-forfeitable equity instruments should not be presented or classified as an offset to equity on the grantor's balance sheet once the equity instrument is granted for accounting purposes. Accordingly, we record the fair value of the fully vested, non-forfeitable common stock issued for future consulting services as prepaid expense in our consolidated balance sheets.

Income Taxes

We account for income taxes under FASB ASC 740 "Income Taxes." Under the asset and liability method of FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that we will not realize tax assets through future operations.

Earnings (Loss) per Share

Basic loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares assumed to be outstanding during the period of computation. Diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential shares had been issued and if the additional common shares were dilutive. Options and warrants to purchase approximately 1.6 million and 0.5 million common shares were outstanding at September 30, 2016 and 2015, respectively, but were excluded from the computation of diluted loss per share due to the anti-dilutive effect on net loss per share.

All share and per share amounts in the table below have been adjusted to reflect the 1-for-50 reverse split of our issued and outstanding common stock on July 8, 2015, retroactively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net loss	<u>\$ (1,596,000)</u>	<u>\$ (3,310,000)</u>	<u>\$ (7,628,000)</u>	<u>\$ (8,601,000)</u>
Weighted average number of common shares outstanding:				
Basic and diluted	<u>3,785,216</u>	<u>2,464,100</u>	<u>3,591,233</u>	<u>2,385,500</u>
Net loss attributable to common stockholders per share:				
Basic and diluted	<u>\$ (0.42)</u>	<u>\$ (1.34)</u>	<u>\$ (2.12)</u>	<u>\$ (3.61)</u>

Comprehensive Income (Loss)

We have no items of other comprehensive income (loss) in any period presented. Therefore, net loss as presented in our Consolidated Statements of Operations equals comprehensive loss.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update (“ASU”) 2014-09, Revenue from Contracts with Customers (Topic 606) (“ASU 2014-09”). In April 2016, the FASB issued Accounting Standards Update (“ASU”) 2016-10, Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing (“ASU 2016-10”). ASU 2014-09, with additional guidance and clarification from ASU 2016-10, provides a framework for addressing revenue recognition issues and, upon its effective date, replaces almost all existing revenue recognition guidance, including industry-specific guidance, in current U.S. generally accepted accounting principles. ASU 2016-10 provides additional guidance specific to licensing and royalty revenue recognition. ASU 2014-09 is effective beginning with the calendar year ended December 31, 2017. We have not yet assessed the impact ASU 2014-09 will have upon adoption on its financial position, results of operations or cash flows.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. ASU 2014-15 requires that an entity’s management evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued. Substantial doubt about an entity’s ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued. Certain disclosures are necessary in the footnotes to the financial statements in the event that conditions or events raise substantial doubt about an entity’s ability to continue as a going concern. ASU 2014-15 is effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter and early application is permitted. We have not yet assessed the impact ASU 2014-15 will have upon adoption.

In November 2014, the FASB issued ASU 2014-16—Derivatives and Hedging: Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share is More Akin to Debt or to Equity. ASU 2014-16 clarifies how current GAAP should be interpreted in evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. ASU 2014-16 became effective for the interim and annual periods beginning after December 15, 2015. There was no impact to any prior periods presented as a result of adopting ASU 2014-16.

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory. ASU 2015-11 requires that entities measure inventory at the lower of cost and net realizable value. ASU 2015-11 is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years and early application is permitted. We have not yet assessed the impact ASU 2015-11 will have upon adoption.

In November 2015, the FASB issued ASU 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes. ASU 2015-17 requires that entities’ deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. ASU 2015-17 is effective for fiscal years beginning after December 15, 2017 and interim periods within annual periods beginning after December 15, 2018. We have not yet assessed the impact ASU 2015-17 will have upon adoption.

In February 2016, the FASB issued ASU 2016-2, Leases (Topic 842). ASU 2016-2 affects any entity entering into a lease and changes the accounting for operating leases to require companies to record an operating lease liability and a corresponding right-of-use lease asset, with limited exceptions. ASU 2016-2 is effective for fiscal years beginning after December 15, 2018. Early adoption is allowed. We have not yet assessed the impact ASU 2016-2 will have upon adoption.

RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016, COMPARED TO THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Revenues	\$ —	\$ —	\$ —	\$ —
Cost of goods sold:	—	—	—	—
Gross profit	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Operating expenses:				
Selling, general, and administrative	941,000	1,165,000	3,255,000	3,475,000
Research and development	1,170,000	928,000	2,871,000	2,636,000
Total operating expenses	<u>2,111,000</u>	<u>2,093,000</u>	<u>6,126,000</u>	<u>6,111,000</u>
Operating loss	(2,111,000)	(2,093,000)	(6,126,000)	(6,111,000)
Other income (expenses):				
Interest expense	(246,000)	(150,000)	(985,000)	(257,000)
Amortization of debt discount	(809,000)	(1,117,000)	(2,209,000)	(1,921,000)
Loss on exchange of warrants	—	—	—	(279,000)
Loss on modification of convertible debt	—	—	(1,429,000)	—
Gain (loss) on valuation of derivative liabilities	1,570,000	50,000	3,124,000	(33,000)
Total other income (expenses), net	<u>515,000</u>	<u>(1,217,000)</u>	<u>(1,499,000)</u>	<u>(2,490,000)</u>
Loss before provision for income taxes	(1,596,000)	(3,310,000)	(7,625,000)	(8,601,000)
Provision for income taxes	—	—	3,000	—
Net loss	<u>\$ (1,596,000)</u>	<u>\$ (3,310,000)</u>	<u>\$ (7,628,000)</u>	<u>\$ (8,601,000)</u>
Loss per share—basic and diluted	<u>\$ (0.42)</u>	<u>\$ (1.34)</u>	<u>\$ (2.12)</u>	<u>\$ (3.61)</u>
Weighted average common shares—basic and diluted	<u>3,785,216</u>	<u>2,464,100</u>	<u>3,591,233</u>	<u>2,385,500</u>

Revenue, Cost of Goods Sold and Gross Profit/(Loss)

We had no revenues for both the three and nine months ended September 30, 2016 or 2015, respectively, and, therefore, we had no cost of goods sold or gross profit or loss.

Selling, general and administrative expenses

Selling, general and administrative expenses costs include officer compensation, salaries and benefits, stock-based compensation expense, consulting fees, legal expenses, intellectual property costs, accounting and auditing fees, investor relations costs, insurance, public company reporting costs and listing fees, and corporate overhead related costs. Total selling, general and administrative expenses for the three months ended September 30, 2016 decreased \$228,000, or 19.5%, to \$941,000 from \$1,169,000 for the same period of the prior year. The decrease was primarily due to the cost savings measures we implemented beginning in April 2016, including a decrease in stock compensation of \$36,000, a decrease in professional services of approximately \$166,000 for lower legal and investor relations expenses, a decrease of \$17,000 in overhead, and a decrease of \$11,000 for travel expenses.

Total selling, general and administrative expenses for the nine months ended September 30, 2016 decreased \$221,000, or 6.4%, to \$3,254,000 from \$3,475,000 for the same period of the prior year. The decrease was primarily due to the net effect of a decrease of headcount costs and stock compensation expenses of approximately \$37,000, a reduction of approximately \$62,000 in travel expenses, an expense decrease due to overhead allocated to research and development of \$44,000, a reduction of professional services of \$16,000 and a reduction of approximately \$42,000 in non-recurring charges, including bad debt expense and bank charges.

Research and development

Research and development costs include development expenses for the Power Oxidizer and integration expenses related to our Power Oxidizer products with other partners such as Dresser-Rand and include salaries and benefits, consultant fees, cost of supplies and materials for samples and prototypes, depreciation, as well as outside services costs. Research and development expense for the three months ended September 30, 2016 increased \$242,000, or 26.0%, to \$1,170,000 from \$928,000 for the same period of the prior year. The increase is due to the net effect of lower recurring expenses due to lower headcount, an expense reduction due to an allocation of headcount costs to Power Oxidizers carried in fixed assets and inventory, an increase in non-recurring charges due to the FSAT test unit in 2016 and a decrease in non-recurring charges due to the SSAT testing in 2015. See tabular presentation and greater detail below.

Research and development expense for the nine months ended September 30, 2016 increased \$235,000, or 8.9%, to \$2,871,000 from \$2,636,000 for the same period of the prior year. The increase is due to the net effect of lower recurring expenses due to lower headcount, an expense reduction due to an allocation of headcount costs to Power Oxidizers carried in fixed assets and inventory, an increase in non-recurring charges due to the FSAT test unit in 2016 and a decrease in non-recurring charges due to the SSAT testing in 2015. See tabular presentation and greater detail below.

The following tabular presentation sets forth certain changes to research and development expenses for the three and nine months ended September 30, 2016 and 2015, respectively:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Research and Development Expenses				
Recurring gross headcount, overhead, supplies and depreciation	669,000	766,000	2,370,000	2,459,000
Less amount capitalized to FSAT and Inventory units	(186,000)	—	(186,000)	—
Net recurring research and development expenses	483,000	766,000	2,184,000	2,459,000
Non-recurring FSAT equipment related expenses	687,000	—	687,000	—
Non-recurring SSAT related expenses	—	162,000	—	177,000
Total Research and Development expenses	<u>\$ 1,170,000</u>	<u>\$ 928,000</u>	<u>\$ 2,871,000</u>	<u>\$ 2,636,000</u>

The decrease in the recurring gross expenses of \$97,000 to \$669,000 for the three months ended September 30, 2016 and the decrease of \$89,000 to \$2,370,000 for the nine months ended September 30, 2016 is due to lower employee headcount, lower consulting, and lower stock compensation charges compared to the comparable 2015 reporting periods.

The three and nine months ended September 30, 2016 included a reduction of \$186,000 related to salaries, benefits, and consulting costs associated with the buildout and completion of the FSAT unit and partial construction of the two Power Oxidizers delivered in October 2016 to Pacific Ethanol. We capitalized \$45,000 to fixed assets for the FSAT unit and \$141,000 into inventory for the Power Oxidizer units delivered to Pacific Ethanol in October 2016.

The three and nine months ended September 30, 2016 included \$687,000 of non-recurring expenses and charges related to the FSAT conducted in the 2016 quarter, including \$350,000 of assets capitalized in 2015 as fixed assets but not placed into service until the end of the second quarter of 2016. We determined that the underlying assets recorded in 2015 and certain similar assets recorded in 2016 were not likely to be recovered and therefore considered to be impaired. The three and nine months ended September 30, 2015 included non-recurring costs related to the SSAT, which was completed in 2015.

Other Income (Expenses):

Other income (expenses) for the three and nine months ended September 30, 2016 consisted primarily of cash and non-cash interest on the Senior Notes, placed in April and May 2015 and the Junior Notes, placed in September 2016, the non-recurring charge for the modification of the Senior Notes, cash and non-cash charges on the backstop security arrangement, and the mark to market adjustment for our derivative liabilities related to the Senior and Junior Notes and the warrants issued in conjunction with our December 2015 private equity placement. Other income (expenses) for the three and nine months ended September 30, 2015 consisted of the mark to market adjustment for the December 2014 warrants, which were exchanged for common stock in April 2015, and cash and non-cash interest on the Senior Notes, placed in late April and early May 2015.

Net Loss

For the three months ended September 30, 2016, our net loss was approximately \$1.6 million, primarily from operating expenses of \$2.1 million and \$0.5 million of other income. Operating expenses include recurring cash basis expenses of \$1.1 million, reduced by \$0.2 million of recurring cash basis expenses capitalized to fixed assets and inventory, non-recurring expenses relating to the FSAT testing and equipment of \$0.7 million, and non-cash expenses of \$0.5 million, consisting of stock-based compensation expenses of \$0.3 million and depreciation of \$0.2 million. The \$0.5 million of other income (net) consists of \$0.3 million of cash interest expense and \$0.8 million of non-cash interest expense, which is offset by a \$1.6 million mark to market gain on derivative liabilities.

For the nine months ended September 30, 2016, our net loss was approximately \$7.6 million, primarily from operating expenses of \$6.1 million and other expenses (net) of \$1.5 million. The operating expenses included \$4.1 million of cash based expenses, a reduction of \$0.2 million of recurring cash basis expenses capitalized to assets, non-recurring expenses relating to the FSAT testing and equipment charges of \$0.7 million and \$1.5 million of non-cash expenses including stock-based compensation of \$1.0 million and depreciation of \$0.5 million. Other expenses (net) consists of \$1.0 million of interest on the Senior Notes, Junior Notes and \$2.1 million backstop security, \$2.2 million of amortization of the discount on the Senior Notes and Junior Notes, which is offset by a \$3.1 million mark to market gain on derivative liabilities.

Earnings per share

Earnings per share, basic and diluted were (\$0.42) and (\$1.34) for the three months ended September 30, 2016 and 2015, respectively, and were (\$2.12) and (\$1.34) for the nine months ended September 30, 2016 and 2015, respectively.

Liquidity

Cash Flows used in Operating Activities

Our cash used in operating activities was approximately \$5.4 million and \$4.5 million for the nine months ended September 30, 2016 and 2015, respectively. Cash used in operating activities for the nine months ended September 30, 2016 resulted from a net loss of approximately \$7.6 million, reduced by net non-cash charges of \$2.5 million for stock-based compensation, gains on revaluation of derivative securities, non-cash interest expense due to amortization of debt discount and deferred financing charges, expense related to modification of debt, fixed asset impairment, and depreciation, offset by a change of \$0.3 million of working capital, primarily due to a \$1.9 million increase in inventory, accounts receivable and prepaid expenses offset by a \$1.5 million increase in accounts payable and deferred revenue and a \$0.1 million decrease in restricted cash. Cash used in operating activities for the nine months ended September 30, 2015 of \$4.5 million resulted from a net loss of approximately \$8.6 million reduced by \$3.6 million of non-cash charges for stock based compensation, depreciation, and losses on revaluation of derivative securities and \$0.5 million in additional working capital, primarily increases in accounts payable of \$0.8 million and an increase of \$0.3 million of restricted cash.

Cash Flows from Investing Activities

Cash used in investing activities of \$0.7 million for the nine months ended September 30, 2016 was attributable to the purchase of parts and equipment to build the FSAT unit for the KG2 product development. Cash used in investing activities of \$1.8 million for the nine months ended September 30, 2015 was attributable to the purchase of property and equipment consisting primarily of the multi-fuel test facility, which was used to satisfy the initial SSAT for the CLA and early payments made to construct the full KG2 prototype to be used in the KG2 integration for the FSAT.

Cash Flows from Financing Activities

Cash provided by financing activities for the nine months ended September 30, 2016 of \$4.1 million consisted of an equity investment of \$2.9 million, net of \$0.1 million in fees and the placement of \$1.2 million, net of expenses of Junior Notes. Cash provided by financing activities for the nine months ended September 30, 2015 consisted of \$4.7 million of proceeds from the \$5.0 million Senior Notes placement, net of \$0.3 million in fees, and \$0.7 million received from a private equity placement of \$0.8 million net of \$0.1 million of fees.

Capital Resources

Our principal capital requirements are to fund our working capital requirements, invest in research and development and capital equipment and fund the continued costs of public company compliance requirements. We have historically funded our operations through debt and equity financings.

From our inception, we have incurred losses from operations. For the nine months ended September 30, 2016, we have incurred losses from operations and have an accumulated deficit of approximately \$38.7 million and a net loss of approximately \$7.6 million. For the nine months ended September 30, 2016, we used cash in operations of approximately \$5.4 million, which raises substantial doubt about our ability to continue as a going concern.

We expect to continue to incur substantial additional operating losses from costs related to the continuation of product and technology development and administrative activities. Our cash on hand at September 30, 2016 was approximately \$0.7 million (including restricted cash of \$50,000).

Our sales cycle can exceed 24 months and, except as noted below, we do not expect to generate sufficient revenue in the next twelve months to cover our operating costs. We anticipate that we will pursue raising additional debt or equity financing to fund new product development and execute on the commercialization of our product plans.

Until we achieve our product commercialization plans and are able to generate sales to realize the benefits of the strategy and sufficiently increase cash flow from operations, we will require additional capital to meet our working capital requirements, research and development, capital requirements and compliance requirements and will continue to pursue raising additional equity and/or debt financing.

Our principal sources of liquidity are cash and receivables. As of September 30, 2016, cash and cash equivalents (including restricted cash) were \$0.7 million, or 9.1% of total assets, compared to \$2.8 million, or 37.1% of total assets, at December 31, 2015. The decrease in cash and cash equivalents was primarily attributable to cash used in operating activities of \$5.4 million and \$0.7 million of spending on fixed assets, primarily on the KG2 unit to be used for the FSAT testing.

We have not yet achieved profitable operations and have yet to establish an ongoing source of revenue to cover operating costs and meet our ongoing obligations. During the three months ended September 30, 2016, we continued to reduce our cash operating expenses. Excluding one-time charges related to the FSAT unit testing, our September 2016 operational cash requirement decreased to approximately \$1.1 million, down from approximately \$1.5 million per quarter in the first quarter of 2016. In June 2016, we signed the CMLA with Dresser-Rand. The transition to the CMLA will decrease our cash needs for the next 12 months as compared to our projections for prior quarters due to lower working capital requirements. Since Dresser-Rand will begin manufacturing our Power Oxidizers and pay us a license fee of at least \$370,000 per unit, our cash requirements is expected to decrease in future quarters. Our cash spending requirements, excluding debt repayment for the \$6.25 million of debt due in 2017, are expected to be \$7.0 million, consisting of:

- Employee, occupancy and related costs: \$3.2 million
- Professional fees and business development costs: \$0.8 million
- Research and development programs: \$0.5 million
- Corporate filings: \$0.5 million
- Working capital: \$1.0 million
- Debt service: \$1.0 million

We expect to reduce our cash spending requirement over the next year by further reducing our operating expenses, reducing our working capital requirement to zero, and eliminating most of our debt service cash spending.

Dresser-Rand license fee payments: Under the CMLA, beginning in the third quarter of 2016, Dresser-Rand is obligated to pay us a minimum of \$370,000 per KG2 unit sold, of which 50% is due 30 days after order placement by the end customer to Dresser-Rand and 50% is payable within one year of order placement.

Sale or lease of FSAT KG2 unit: We constructed a functional KG2 production unit as part of the FSAT testing and intend to sell or lease this unit within the next nine months.

Off-Balance Sheet Arrangements

Backstop Security

In November 2015, we delivered to Dresser-Rand a \$2.1 million letter of credit with an expiration date of September 30, 2017, which Dresser-Rand accepted as the backstop security required in support of the purchase order for the first two KG2 Power Oxidizer units. Under the terms of the Dresser-Rand purchase order, the backstop security enables us to collect 50% of the order value in cash immediately with additional payments over time as we purchase materials for the Power Oxidizer units. In order to obtain the letter of credit to serve as the required backstop security, we executed a Backstop Security Support Agreement, or the Support Agreement, pursuant to which an investor agreed to provide us with financial and other assistance (including the provision of sufficient and adequate collateral) as necessary to obtain the letter of credit. If the investor is required to make any payments on the letter of credit, we will reimburse the investor the full amount of any such payment, subject to the terms of a Security Agreement and Subordination and Intercreditor Agreement executed concurrently with the Support Agreement.

We have not entered into any other financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as stockholders' equity that are not reflected in our financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

Inflation

We believe that inflation has not had a material effect on our operations to date.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Pursuant to Item 305(e) of Regulation S-K, we are not required to provide the information required by this Item 3.

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 Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of September 30, 2016, the end of the quarterly period covered by this report, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended).

Based on the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2016, our disclosure controls and procedures were ineffective at the reasonable assurance level. Such conclusion is due to the presence of material weaknesses in internal control over financial reporting. Management anticipates that our disclosure controls and procedures will remain ineffective until such material weaknesses are remediated.

Changes in Internal Control over Financial Reporting

Remediation of Material Weaknesses

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

We are attempting to remediate the material weaknesses in our disclosure controls and procedures and internal controls over financial reporting identified above by refining our internal procedures (see below). During the nine months ended September 30, 2016, we initiated the following corrective actions, which management believes are reasonably likely to materially affect our financial reporting, as they are designed to remediate the material weaknesses as described above:

- We have begun the process of further documenting our internal control structure.
- We appointed additional independent directors to our audit and compensation committees.
- We are in the process of further enhancing the supervisory procedures to include additional levels of analysis and quality control reviews within the accounting and financial reporting functions. We have implemented additional anti-fraud measures over our cash disbursements systems.
- We are developing and implementing inventory control procedures.

We do not expect to have fully remediated these material weaknesses until management has tested those internal controls and found them to have been remediated. We expect to complete this process during our annual testing for fiscal 2016.

Limitations on Controls

Management does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent or detect all errors and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We know of no material, existing or pending legal proceedings against our Company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial stockholder, is an adverse party or has a material interest adverse to our interest.

Item 1A. Risk Factors.

As a smaller reporting company, we are not required to provide the information required by this Item 1A.

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

No sales that were not previously reported on a Current Report on Form 8-K.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits.

A list of exhibits is set forth on the Exhibit Index immediately following the signature page of this Quarterly Report on Form 10-Q, and is incorporated herein by reference.

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.

ENER-CORE, INC.
(Registrant)

Date: November 21, 2016

By: /s/ Alain Castro
Alain Castro
Chief Executive Officer

Date: November 21, 2016

By: /s/ Domonic J. Carney
Domonic J. Carney
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description of Exhibit	Form	Incorporated by Reference			Filed Herewith
			File No.	Filing Date	Exhibit	
3.1	Certificate of Incorporation, effective September 3, 2015	8-K	000-55400	9/3/15	3.3	
3.2	Bylaws, adopted effective September 3, 2015	8-K	000-55400	9/3/15	3.4	
4.1	Form of Amendment to Warrant(s)	8-K	001-37642	8/30/2016	4.1	
4.2	Form of Convertible Unsecured Promissory Note	8-K	001-37642	9/2/2016	4.1	
4.3	Form of Warrant	8-K	001-37642	9/2/2016	4.2	
4.4	Fifth Amendment to Senior Secured Notes issued in April 2015, effective as of September 1, 2016	8-K	001-37642	9/2/2016	4.3	
4.5	Fifth Amendment to Senior Secured Notes issued in May 2015, effective as of September 1, 2016	8-K	001-37642	9/2/2016	4.4	
10.1+	Option Agreement, dated July 1, 2016, between the Company and Stephen Markscheid	8-K	000-55400	7/6/2016	10.3	
10.2	Securities Purchase Agreement, dated September 1, 2016, by and among Ener-Core, Inc. and certain investors set forth therein	8-K	001-37642	9/2/2016	10.1	
10.3	Subordination and Intercreditor Agreement, September 1, 2016, by and among Ener-Core, Inc., Ener-Core Power, Inc., Longboard Capital Advisors LLC, Anthony Tang and Empery Tax Efficient, LP	8-K	001-37642	9/2/2016	10.2	
10.4	Sixth Amendment to Securities Purchase Agreement dated April 22, 2015, effective as of September 1, 2016	8-K	001-37642	9/2/2016	10.3	
10.5	Fifth Amendment to Securities Purchase Agreement dated May 7, 2015, effective as of September 1, 2016	8-K	001-37642	9/2/2016	10.4	
10.6	Fourth Amendment to Commercial License Agreement, dated September 26, 2016, between Ener-Core Power, Inc. and Dresser-Rand Company	8-K	001-37642	9/30/2016	10.1	
10.7+	First Amendment to Ener-Core, Inc. 2015 Omnibus Incentive Plan	8-K	001-37642	9/30/2016	10.2	
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1#	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
32.2#	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase					X
101.LAB	XBRL Taxonomy Extension Label Linkbase					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase					X

+ Indicates a management contract or compensatory plan.

The information in Exhibits 32.1 and 32.2 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of

1934, as amended, or the Exchange Act, or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act (including this report), unless the Registrant specifically incorporates the foregoing information into those documents by reference.

**CERTIFICATION PURSUANT TO
RULES 13A-14(A) AND 15D-14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934**

I, Alain J. Castro, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ener-Core, Inc.;
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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under 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 (the registrant's fourth fiscal quarter in the case of an annual report) 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(s) 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.

Date: November 21, 2016

By: /s/ Alain J. Castro
Alain J. Castro
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULE 13a-14(a) OR RULE 15d-14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

I, Domonic J. Carney, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ener-Core, Inc.;
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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under 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 (the registrant's fourth fiscal quarter in the case of an annual report) 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(s) 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.

Date: November 21, 2016

By: /s/ Domonic J. Carney
Domonic J. Carney
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
RULE 13a-14(b) OR RULE 15d-14(b) OF THE
SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Ener-Core, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Alain J. Castro, Chief Executive Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

(i) the Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

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

Date: November 21, 2016

By: /s/ Alain J. Castro

Name: Alain J. Castro

Title: Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. This certification will not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that Section. This certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference.

**CERTIFICATION PURSUANT TO
RULE 13a-14(b) OR RULE 15d-14(b) OF THE
SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Ener-Core, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Domonic J. Carney, Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

(i) the Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

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

Date: November 21, 2016

By: /s/ Domonic J. Carney
Domonic J. Carney
Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. This certification will not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that Section. This certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference.