

AMERICAN POWER GROUP Corp  
Form 10-Q  
August 22, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2016

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-13776

American Power Group Corporation  
(Exact name of registrant as specified in its charter)

Delaware	71-0724248
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

7 Kimball Lane, Lynnfield MA	01940
(Address of principal executive offices)	(Zip Code)
(781) 224-2411	
(Registrant's telephone number, including area code)	

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ 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 (section 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

☐ Accelerated Filer

☐ Non-accelerated Filer (do not check if a smaller reporting company) ☒ Smaller reporting company

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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 August 19, 2016 there were 72,180,082 shares of the registrant's Common Stock outstanding.

American Power Group Corporation

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American Power Group Corporation  
Condensed Consolidated Balance Sheets

	June 30, 2016 (Unaudited)	September 30, 2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 124,774	\$ 67,162
Certificates of deposit, restricted	310,120	309,984
Accounts receivable, trade, less allowance for doubtful accounts of \$69,353 and \$12,657 as of June 30, 2016 and September 30, 2015, respectively	257,315	779,020
Inventory	505,823	540,994
Note receivable, related party	497,190	737,190
Prepaid expenses and other	322,280	144,100
Total current assets	2,017,502	2,578,450
Property, plant and equipment, net	3,862,536	3,739,053
Other assets:		
Seller's note, related party	797,387	797,387
Intangible assets, net	3,234,724	3,676,410
Other	326,108	328,996
Total other assets	4,358,219	4,802,793
	\$ 10,238,257	\$ 11,120,296
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable	\$ 534,049	\$ 1,016,579
Accrued expenses	1,609,871	819,196
Notes payable, current	876,110	880,698
Notes payable, related parties	1,432,865	2,861,083
Obligations due under lease settlement, current	181,704	68,518
Total current liabilities	4,634,599	5,646,074
Notes payable to Bank, non-current	1,987,564	2,205,031
Notes payable, related parties, non-current	2,732,834	2,766,260
Warrant liability	16,397	223,608
Obligations due under lease settlement, non-current	256,929	505,540
Total liabilities	9,628,323	11,346,513
Stockholders' equity (deficit):		
Preferred stock, \$1.00 par value, 998,654 shares authorized, 0 shares issued and outstanding	—	—
10% Convertible Preferred stock, \$1.00 par value, 1,146 shares authorized, 741 shares and 938 shares issued and outstanding at June 30, 2016 and September 30, 2015	741	938
Series B 10% Convertible Preferred stock, \$1.00 par value, 200 shares authorized, 0 shares and 200 shares issued and outstanding at June 30, 2016 and September 30, 2015	—	200
Series C Convertible Preferred stock, \$1.00 par value, 275 shares authorized, 52 shares and 0 shares issued and outstanding at June 30, 2016 and September 30, 2015	52	—
Series D Convertible Preferred stock, \$1.00 par value, 22 shares authorized, 22 shares and 0 shares issued and outstanding at June 30, 2016 and September 30, 2015	22	—
Series D-2 Convertible Preferred stock, \$1.00 par value, 400 shares authorized, 397 shares and 0 shares issued and outstanding at June 30, 2016 and September 30, 2015	397	—

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Series D-3 Convertible Preferred stock, \$1.00 par value, 210 shares authorized, 205 shares and 0 shares issued and outstanding at June 30, 2016 and September 30, 2015	205	—
Common stock, \$.01 par value, 350 million and 200 million shares authorized, 64,093,130 shares and 55,287,349 shares issued and outstanding at June 30, 2016 and September 30, 2015	640,932	552,874
Additional paid-in capital	71,560,025	62,497,398
Accumulated deficit	(71,592,440 )	(63,277,627 )
Total stockholders' equity (deficit)	609,934	(226,217 )
	\$10,238,257	\$11,120,296

See accompanying notes to unaudited condensed interim consolidated financial statements.

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American Power Group Corporation  
Condensed Consolidated Statements of Operations  
(Unaudited)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Net sales	\$524,194	\$555,662	\$1,627,370	\$2,086,027
Cost of sales	706,017	686,259	2,416,800	2,132,319
Gross (loss)	(181,823 )	(130,597 )	(789,430 )	(46,292 )
Operating expenses:				
Selling, general and administrative	1,191,915	1,060,352	3,182,949	3,014,035
Operating loss from continuing operations	(1,373,738 )	(1,190,949 )	(3,972,379 )	(3,060,327 )
Non operating income (expense)				
Interest and financing costs	(223,608 )	(83,259 )	(608,367 )	(216,464 )
Interest - discount on contingent convertible promissory notes - warrants	—	—	(906,874 )	—
Interest - discount on contingent convertible promissory notes - beneficial conversion feature	—	—	(649,813 )	—
Interest income	33,248	10,935	112,061	33,094
Warrant extension expense	—	(454,253 )	—	(454,253 )
Revaluation of warrants	5,890	153,658	207,211	5,955,900
Other, net	105,512	(33,632 )	13,400	(139,037 )
Non operating (expense) income, net	(78,958 )	(406,551 )	(1,832,382 )	5,179,240
Net (loss) income	(1,452,696 )	(1,597,500 )	(5,804,761 )	2,118,913
10% Convertible Preferred dividends	(339,600 )	(290,688 )	(959,128 )	(841,099 )
Series B, 10% Convertible Preferred stock beneficial conversion feature	—	—	—	(394,631 )
Series D Convertible Preferred stock beneficial conversion feature	(293,746 )	—	(1,550,924 )	—
Net (loss) income available to Common stockholders	\$(2,086,042)	\$(1,888,188)	\$(8,314,813)	\$883,183
Net (loss) income per share – basic and diluted	\$(0.02 )	\$(0.03 )	\$(0.10 )	\$0.04
Net loss per Common share - 10% Preferred dividend	(0.01 )	(0.01 )	(0.01 )	(0.02 )
Net loss per Common Share - Series B 10% Convertible Preferred Stock beneficial conversion feature	—	—	—	(0.01 )
Net loss per Common Share - Series D Convertible Preferred Stock beneficial conversion feature	\$—	\$—	\$(0.03 )	\$—
Net (loss) income attributable to Common stockholders per share – basic and diluted	\$(0.03 )	\$(0.04 )	\$(0.14 )	\$0.01
Weighted average shares outstanding:				
Basic	60,125,301	51,817,855	57,689,136	51,254,261
Diluted	60,125,301	51,817,855	57,689,136	51,254,261

See accompanying notes to unaudited condensed interim consolidated financial statements.

## American Power Group Corporation

## Condensed Consolidated Statement of Changes in Stockholders' Equity (Deficit)

For the Nine Months Ended June 30, 2016

(Unaudited)

	Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Paid In Capital	Deficit	Total
Balance, October 1, 2015	1,138	\$ 1,138	55,287,349	\$552,874	\$62,497,398	\$(63,277,627)	\$(226,217)
Compensation expense associated with stock options	—	—	—	—	130,710	—	130,710
Warrants issued for services rendered	—	—	—	—	38,912	—	38,912
Common stock issued for expenses	—	—	455,270	4,553	41,974	—	46,527
Common stock issued for related party note payment	—	—	1,209,857	12,098	157,281	—	169,379
Issuance of Series C Convertible Preferred stock, net of fees	257	257	—	—	2,569,258	—	2,569,515
Interest - discount on contingent convertible promissory notes - beneficial conversion feature	—	—	—	—	649,813	—	649,813
Interest - discount on contingent convertible promissory notes - warrants	—	—	—	—	906,874	—	906,874
Sale of Series D Convertible Preferred stock unit:							
Sale of Series D Convertible Preferred stock, net of fees	22	22	—	—	2,150,575	—	2,150,597
Series D Convertible Preferred stock beneficial conversion feature	—	—	—	—	1,550,924	(1,550,924)	—
Common stock issued for 10% Convertible Preferred stock dividend	—	—	7,140,654	71,407	866,306	(852,001)	85,712
Preferred stock dividends accrued but not paid	—	—	—	—	—	(107,127)	(107,127)
Net loss for the nine months ended June 30, 2016	—	—	—	—	—	(5,804,761)	(5,804,761)
Balance, June 30, 2016	1,417	\$ 1,417	64,093,130	\$640,932	\$71,560,025	\$(71,592,440)	\$609,934

See accompanying notes to unaudited condensed interim consolidated financial statements.

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American Power Group Corporation  
Condensed Consolidated Statements of Cash Flows  
(Unaudited)

	Nine Months Ended June 30,	
	2016	2015
Cash flows from operating activities:		
Net (loss) income	\$(5,804,761)	\$2,118,913
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Revaluation of warrants	(207,211)	(5,955,900 )
Warrant extension expense	—	454,253
Interest - discount on contingent convertible promissory notes - warrants	906,874	—
Interest - discount on contingent convertible promissory notes - beneficial conversion feature	649,813	—
Inventory valuation allowance	23,796	—
Shares issued in lieu of wages	46,527	—
Loss on disposal of property and equipment	11,004	19,448
Depreciation expense	297,820	221,608
Amortization of warrants issued for services	6,180	—
Amortization of deferred financing costs	35,811	6,810
Stock compensation expense	130,710	20,049
Provision for bad debts	56,696	11,867
Amortization of software costs	544,727	443,269
Amortization of long term contracts	60,000	37,500
Amortization of purchased technology	37,500	37,500
Increase in assets:		
Accounts receivable	465,009	1,142,841
Inventory	11,375	39,325
Prepaid and other current assets	(48,037)	93,227 )
Other assets	(32,923)	(30,402 )
Decrease in liabilities:		
Accounts payable	(594,395)	(363,422 )
Accrued expenses	828,022	(135,612 )
Net cash used in operating activities	(2,575,463)	(1,838,726 )
Cash flows from investing activities:		
Proceeds from sale of property and equipment	38,000	3,500
Payments to acquire note receivable	—	(737,190 )
Note receivable, related party	50,000	—
Purchase of property and equipment	(181,742)	(174,197 )
Software development costs	(187,241)	(367,959 )
Net cash used in investing activities	(280,983)	(1,275,846 )
Cash flows from financing activities:		
Proceeds from sales of Series D Convertible Preferred stock, net of fees	2,150,597	—
Proceeds from contingent convertible promissory notes	—	2,475,000
Proceeds from line of credit	200,000	500,000
Repayment of notes payable	(519,602)	(225,827 )
Proceeds from notes payable, related party	1,140,000	—
Repayment of notes payable, related party	(56,937)	(198,500 )
Proceeds from sale of Series B, 10% Convertible Preferred stock, net of fees	—	1,948,119

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Payment of cash dividend on 10% Convertible Preferred stock	—	(433,392 )
Net cash provided by financing activities	2,914,058	4,065,400
Net increase in cash and cash equivalents	57,612	950,828
Cash and cash equivalents at beginning of year	67,162	126,420
Cash and cash equivalents at end of period	\$ 124,774	\$ 1,077,248

See accompanying notes to unaudited condensed interim consolidated financial statements.

American Power Group Corporation  
Condensed Consolidated Statements of Cash Flows  
(Unaudited)

-Continued-

	Nine Months Ended June 30,	
	2016	2015
Supplemental disclosure of cash flow information:		
Interest paid	\$468,482	\$193,147
Supplemental disclosure of non-cash investing and financing activities:		
Contingent convertible promissory notes and accrued interest converted into Series C Convertible Preferred Stock	2,569,515	—
Refinancing of note payable	—	2,567,000
Reclassification into additional paid in capital due to waived down-round provision right	—	1,193,846
Beneficial conversion feature attributable to issuance of Series B Convertible Preferred stock	—	394,631
Shares issued for preferred stock dividend	231,331	405,564
Shares issued in lieu of expenses	—	18,049
Equipment received in lieu of payment on note receivable	190,000	—
Shares issued for principal and interest on related party note	169,379	—
Refinancing of related party note	—	150,000
Dividends included in accrued expenses	107,127	2,143
Capitalized interest included in construction in progress	68,480	—
Insurance premiums financed with short-term debt	97,547	101,656
Warrants issued	38,912	694,632
Fixed assets included in accounts payable	30,085	—
Software development costs included in accounts payable	13,300	34,668
Bank fees financed with long-term debt	—	30,000

See accompanying notes to unaudited condensed interim consolidated financial statements.

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American Power Group Corporation  
Notes to Condensed Interim Consolidated Financial Statements  
(Unaudited)

1. Nature of Operations, Risks, and Uncertainties

American Power Group Corporation (together with its subsidiaries “we”, “us” or “our”) was originally founded in 1992 and has operated as a Delaware corporation since 1995.

Recent Developments

On October 21, 2015, our Subordinated Contingent Convertible Promissory Notes in the aggregate principal amount \$2,475,000, together with all accrued but unpaid interest thereon, automatically converted into approximately 257 shares of our Series C Convertible Preferred Stock at a conversion price of \$10,000 per share. Each share of Series C Preferred Stock is convertible, at any time at the option of any holder, into 50,000 shares of Common Stock; at an initial conversion price of \$0.20 per share. (See Note 11)

On January 8, 2016, we sold 22 shares of Series D Convertible Preferred Stock for gross proceeds of \$2.2 million to several existing shareholders and entities affiliated with several members of our Board of Directors and issued warrants to purchase up to 44,000,000 shares of our Common Stock at an exercise price of \$.10 per share. (See Note 15).

On April 15, 2016, Iowa State Bank agreed to extend the maturity of our \$500,000 Revolving Line of Credit to April 15, 2017.

On May 13, 2016, our shareholders approved the 2016 Stock Option Plan and approved an amendment to the Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock from 200,000,000 to 350,000,000.

As of July 31, 2016, we have an industry-leading 497 overall approvals from the Environmental Protection Agency ("EPA") including 41 approvals for engine families with SCR (selective catalytic reduction) technology. We believe that of the approximately 3 million Class 8 trucks operating in North America, an estimated 600,000 to 700,000 Class 8 trucks fall into the Inside Useful Life ("IUL") designation. We received State of California Air Resources Board ("CARB") Executive Order ("E.O.") Certifications for specific Volvo/Mack D-13/MP8 and Cummins ISX engine models within the 2010-2012 model years for the heavy-duty diesel engine family ranging from 375HP to 600HP.

Nature of Operations, Risks, and Uncertainties

Dual Fuel Technology Subsidiary - American Power Group, Inc.

Our patented dual fuel conversion system is a unique external fuel delivery enhancement system that converts existing diesel engines into more efficient and environmentally friendly engines that have the flexibility, depending on the circumstances, to run on:

• Diesel fuel and compressed natural gas (CNG) or liquefied natural gas (LNG);

• Diesel fuel and pipeline gas, well-head gas or approved bio-methane; or

• 100% diesel.

Our proprietary technology seamlessly displaces up to 75% (average displacement ranges from 40% to 65%) of the normal diesel fuel consumption with various forms of natural gas. Installation requires no engine modification, unlike the more expensive fuel injected alternative fuel systems in the market.

By displacing highly polluting and expensive diesel fuel with inexpensive, abundant and cleaner burning natural gas, a user can:

• Reduce fuel and operating costs by 5% to 15% ;

• Reduce toxic emissions such as nitrogen oxide (NOX), carbon monoxide (CO) and fine particulate emissions; and

• Enhance the engine's operating life, since natural gas is a cleaner burning fuel source.

Primary end market applications include both primary and back-up diesel generators as well as heavy-duty vehicular diesel engines.

Wellhead Gas Flare Capture and Recovery Services Division - Trident NGL Services, a division of American Power Group, Inc.

When oil is extracted from shale, a mixture of hydrocarbon gases (methane, ethane, propane, butane, pentane and other heavy gases) reach the surface at each well site. These gases are either gathered in low-pressure pipelines for downstream natural gas liquids ("NGL") and methane extraction by large mid-stream processing companies or flared into the atmosphere when the gas-gathering infrastructure is too far away (remote well sites) or the pipeline is insufficient to accommodate the volumes of

associated gas (stranded well sites). Many areas in North America are facing significant state imposed penalties and restrictions associated with the elimination of flared well head gas by oil and gas production companies.

In August 2015, we entered the flare gas capture and recovery business under an exclusive license of a proprietary next generation NGL compression/refrigeration process from Trident Resources, LLC. The proprietary Trident NGL capture and recovery process captures and converts a higher percent of the gases at these remote and stranded well sites, with its mobile and modular design, when compared to other competitive capture technologies. NGL's can be sold to a variety of end markets for heating, emulsifiers, or as a combined NGL liquid called Y Grade that can be sold to midstream companies that separate the liquids into their final commodities.

The majority of the remaining associated gas is comprised of methane which is currently not sold but, if further processed, can produce pipeline grade natural gas for use in stationary and vehicular engines utilizing APG's Fueled By Flare™ dual fuel solution. This process is designed to capture and separate the methane flare in order to produce a premium quality natural gas capable of being compressed and used for many natural gas applications including both stationary and vehicular APG dual fuel conversions.

Recent low oil prices have impacted both the number of potential well sites as well as the price we are paid for the resulting NGLs, prompting us to idle our flare recovery systems pending improvement in both metrics. As a result, operations from our Natural Gas Liquids Division were not significant during the nine months ended June 30, 2016. We have restructured and reduced our near term Trident obligations in anticipation of this potential idling of the units to conserve resources. We have seen an increase in requests for service quotes in the past quarter as oil prices have improved, with the weighted average NGL component pricing up approximately 42% from their January 2016 lows.

#### Liquidity and Management's Plans

As of June 30, 2016, we had \$434,894 in cash, cash equivalents and restricted certificates of deposit and a working capital deficit of \$2,617,097. The accompanying financial statements have been prepared on a basis that assumes we will continue as a going concern and that contemplates the continuity of operations, realization of assets and the satisfaction of liabilities and commitments in the normal course of business. We continue to incur recurring losses from operations, which raises substantial doubt about our ability to continue as a going concern unless we secure additional capital to fund our operations as well as implement initiatives to reduce our cash burn in light of lower diesel/natural gas price spreads and the impact it has had on our business as well as the slower than anticipated ramp of our flare capture and recovery business. The accompanying financial statements do not include any adjustments that might result from the outcome of the uncertainty.

Management understands that our continued existence is dependent on our ability to generate positive operating cash flow, achieve profitability on a sustained basis and generate improved performance. Based on the information discussed below, our fiscal 2016 operating plan, the cash saving initiatives that have been implemented below and anticipated cash flows from operations, we believe we will have sufficient resources to satisfy our cash requirements through the fourth quarter of fiscal 2016. In order to ensure the future viability of American Power Group beyond that point, management has implemented or is in the process of implementing the following actions:

#### A. Series D Convertible Preferred Stock Private Placement

On January 8, 2016, we completed a \$2.2 million private placement of Series D Convertible Preferred Stock with accredited investors affiliated with several members of our Board of Directors and shareholders. In addition, we issued warrants to purchase 44 million shares of Common Stock at \$.10 which do not contain a cashless exercise provision. Pursuant to the terms of the offering, the investors are required to exercise all Series D warrants before exercising any other warrants they or their affiliates own (all containing cashless provisions). In addition, all minority Series D investors are required to match on a pro-rata basis the exercise of any warrants by the majority investor or lose those warrants to the majority investor.

We are currently in advanced discussions with the Series D investors regarding a potential infusion of additional capital into the Company, the form and terms of which has not yet been determined. There can be no assurance that such funding will ultimately be available to us on favorable terms or at all.

#### B. Deferment of WPU Leasing Payments and Cash Dividend Payments

In January 2016, we reached an agreement pursuant to which WPU Leasing agreed to defer cash payments on approximately 70% of the \$1.9 million of debt outstanding through December 1, 2016, which reduces our cash

outflow commitments by approximately \$500,000 during fiscal 2016. WPU Leasing also has the option starting June 30, 2016 of taking these payments in shares of our Common Stock which would again positively impact our cash flow position going forward. As of June 30, 2016 one member did agree to accept shares of Common Stock for approximately \$169,000 of past due amounts. (See Note 11)

Our Board of Directors has determined that our cash resources are not currently sufficient to permit the payment of cash dividends in respect of the 10% Convertible Preferred Stock and the Series B 10% Convertible Preferred Stock. The Board of Directors has therefore determined to suspend the payment of cash dividends, commencing with the dividend payable on September

30, 2015, until such time as the Board of Directors determines that we possess funds legally available for the payment of dividends. Holders of approximately 69% of the 10% Convertible Preferred Stock and 100% of the Series B 10% Convertible Preferred Stock have agreed to defer cash payments indefinitely. During the nine months ended June 30, 2016, Preferred Stock holders agreed to accept 7,140,654 shares of our Common Stock valued at \$937,713 in lieu of cash for dividends representing approximately 98% of dividends due and payable during the period.

**C. Amendment of Trident Promissory Note**

In December 2015, we amended the terms of the \$1.716 million of secured notes payable to Trident Resources pursuant to which we consolidated the two notes into one and are not required to make any payments under the note until such time as the two purchased NGL processing systems are producing a minimum of 200,000 gallons of saleable product on a monthly basis. The original notes would have required cumulative payments through September 2016 of approximately \$900,000 which based on our fiscal 2016 operating plan has been reduced to \$240,000.

**D. Iowa State Bank Working Capital Line of Credit and Potential Restructuring Discussions**

Iowa State Bank has agreed to extend our working capital line of credit from April 15, 2016 to April 15, 2017. In addition, we are currently in advanced discussions with Iowa State Bank regarding a potential restructuring of our obligations due the bank which could positively impact our financial condition and cash flows on a go forward basis. In conjunction with these discussions, Iowa State Bank has agreed to allow us to defer all interest and principal payments due starting in May 2016 pending completion of these discussions. (See Note 10). There can be no assurance that such restructuring will ultimately happen or if it does, on favorable terms.

**E. 10% Notes Payable Related Party and \$1.5 million Private Placement**

During the three months ended June 30, 2016, an entity affiliated with one of our Directors loaned us \$640,000, in aggregate under several unsecured promissory notes, bearing interest at 10% which were due July 31, 2016 but subsequently converted all principal and unpaid interest into our July 5, 2016 private placement described below.

During July 2016, an entity affiliated with another Director loaned us \$200,000, in aggregate under the same terms with maturities ranging from July 31, 2016 to September 30, 2016. In July 2016, the entity converted \$100,000 due July 31, 2016 along with unpaid interest into the July 5, 2016 private placement noted below.

On July 5, 2016, our Board of Directors approved a \$1.5 million private placement of units consisting of one share of Common Stock and a warrant to purchase one share of common stock. As of August 22, 2016, we have sold units totaling approximately \$1,195,000 to a group of accredited investors including a Director and two entities affiliated with two other Directors who agreed to convert \$744,911 due under certain notes payable described above. As a result, we have issued approximately 8,087,000 shares of Common Stock at prices ranging from \$.14 to \$.17 per share and warrants to purchase the same number of shares of Common Stock at exercise prices ranging from \$.14 to \$.17.

**2. Basis of Presentation**

The consolidated financial statements include the accounts of American Power Group Corporation and our wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying interim financial statements at June 30, 2016 are unaudited and should be read in conjunction with the financial statements and notes thereto for the fiscal year ended September 30, 2015 included in our Annual Report on Form 10-K. The balance sheet at September 30, 2015 has been derived from the audited financial statements as of that date; certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the Securities and Exchange Commission rules and regulations, although we believe the disclosures which have been made herein are adequate to ensure that the information presented is not misleading. The results of operations for the interim periods reported are not necessarily indicative of those that may be reported for a full year. In our opinion, all adjustments which are necessary for a fair statement of our financial position as of June 30, 2016 and the operating results for the interim periods ended June 30, 2016 and 2015 have been included.

**3. Recently Issued Accounting Pronouncements**

**Going Concern.** In August 2014, the FASB issued Accounting Standard Update No. 2014-15 "Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" (ASU No. 2014-15), which amends FASB Accounting Standards Codification 205 "Presentation of Financial Statements." This update requires management to

assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. ASU No. 2014-15 is effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. We are currently evaluating the impact that the adoption of this new accounting guidance will have on our results of operations, cash flows and financial position.

Leases. In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which requires, among other things, a lessee to recognize a liability representing future lease payments and a right-of-use asset representing its right to use the underlying asset for the lease term. For operating leases, a lessee will be required to recognize at inception a right-of-use asset and a lease liability equal to the net present value of the lease payments, with lease expense recognized over the lease term on a straight-line basis. For leases with a term of twelve months or less, ASU 2016-02 allows a reporting entity to make an accounting policy election to not recognize a right-of-use asset and a lease liability, and to recognize lease expense on a straight-line basis. ASU No. 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. Upon adoption, a reporting entity should apply the provisions of ASU 2016-02 at the beginning of the earliest period presented using a modified retrospective approach, which includes certain optional practical expedients that an entity may elect to apply. We are currently evaluating the impact that the adoption of this new accounting guidance will have on our results of operations, cash flows and financial position.

Revenue Standard's Principal-Versus-Agent Guidance. In March 2016, the FASB issued ASU No. 2016-08, Revenue Recognition: Clarifying the new Revenue Standard's Principal-Versus-Agent Guidance ("ASU 2016-18"). The standard amends the principal-versus-agent implementation guidance and illustrations in the FASB's new revenue standard (ASU 2014-09). ASU 2016-08 clarifies that an entity should evaluate whether it is the principal or the agent for each specified good or service promised in a contract with a customer. As defined in the ASU, a specified good or service is "a distinct good or service (or a distinct bundle of goods or services) to be provided to the customer". Therefore, for contracts involving more than one specified good or service, the Company may be the principal in one or more specified goods or services and the agent for others. The new standard has the same effective date as ASU 2014-09, as amended by the one-year deferral and early adoption provisions in ASU 2015-14. In addition, entities are required to adopt ASU 2016-08 by using the same transition method they used to adopt the new revenue standard. We are currently evaluating the impact that the adoption of this new accounting guidance will have on our results of operations, cash flows and financial position.

Share-Based Compensation. In April 2016, the FASB issued ASU No. 2016-09, "Compensation-Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting". Under ASU No. 2016-09, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital ("APIC"). Instead, they will record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement and the APIC pools will be eliminated. In addition, ASU No. 2016-09 eliminates the requirement that excess tax benefits be realized before companies can recognize them. ASU No. 2016-09 also requires companies to present excess tax benefits as an operating activity on the statement of cash flows rather than as a financing activity. Furthermore, ASU No. 2016-09 will increase the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liability classification for shares used to satisfy the employer's statutory income tax withholding obligation. An employer with a statutory income tax withholding obligation will now be allowed to withhold shares with a fair value up to the amount of taxes owed using the maximum statutory tax rate in the employee's applicable jurisdiction(s). ASU No. 2016-09 requires a company to classify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation as a financing activity on the statement of cash flows. Under current GAAP, it was not specified how these cash flows should be classified. In addition, companies will now have to elect whether to account for forfeitures on share-based payments by (1) recognizing forfeitures of awards as they occur or (2) estimating the number of awards expected to be forfeited and adjusting the estimate when it is likely to change, as is currently required. The Amendments of this ASU are effective for reporting periods beginning after December 15, 2016, with early adoption permitted but all of the guidance must be adopted in the same period. We are currently evaluating the impact that the adoption of this new accounting guidance will have on our results of operations, cash flows and financial position.

#### 4. Certificates of Deposit

All certificate of deposit investments have an original maturity of more than three months but less than three years and are stated at original purchase price which approximates fair value. As of June 30, 2016 and September 30, 2015, respectively, we have pledged a \$310,120 and \$309,984 certificate of deposit as collateral for outstanding loans with Iowa State Bank.

5. Receivables

Accounts Receivable

Accounts receivable are carried at original invoice amount less an estimate made for doubtful accounts. Management determines the allowance for doubtful accounts by regularly evaluating past due individual customer receivables and considering a customer's financial condition, credit history, and the current economic conditions. Individual accounts receivable are written off when deemed uncollectible, with any future recoveries recorded as income when received.

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**Note Receivable, Related Party**

On June 30, 2015, we entered into a Loan and Security Agreement with Trident Resources LLC, pursuant to which we loaned Trident \$737,190 under the terms of a 6% senior secured demand promissory note due September 30, 2015. The note is secured by a first priority security interest in all of Trident's assets and has been guaranteed on a secured basis by Trident's sole owner.

On December 1, 2015, we amended and restated the note to extend the maturity until December 31, 2015 and provide for certain additional penalties in the event of any default under such note, including a 5.0% penalty for late payment. In October 2015, Trident repaid \$240,000, of the outstanding principal balance including \$50,000 in cash and equipment valued at \$190,000. As of June 30, 2016, the outstanding unpaid principal balance was \$497,190 and accrued but unpaid interest and late fees were approximately \$90,041. As of August 22, 2016 Trident has made no additional payments. We are evaluating our alternatives but believe the value of the collateral pledged by Trident equals or exceeds the balance due and therefore believe no reserve for uncollectibility is necessary as of June 30, 2016.

**Seller's Note Receivable, Related Party**

In conjunction with the July 2009 acquisition of substantially all the American Power Group operating assets we acquired a promissory note from the previous owners of American Power Group (renamed M&R Development, Inc.), payable to us, in the principal amount of \$797,387. The note bears interest at the rate of 5.5% per annum and was based on the difference between the assets acquired and the consideration given.

M&R is not required to make any payments under the note until such time as we begin to make royalty payments under our technology license (see Note 7) and at that time, the aggregate principal amount due under the note is to be paid in eight equal quarterly payments plus interest. Those payments will be limited to a maximum of 50% of any royalty payment due M&R on a quarterly basis. No payments have been made under the amended note as of June 30, 2016. We have classified 100% of the balance as long term. We consider this a related party note as one of the former owners of American Power Group is now an employee of ours.

**6. Inventory**

Raw material inventory primarily consists of dual fuel conversion components. Work in progress includes materials, labor and direct overhead associated with incomplete dual fuel conversion projects. As of June 30, 2016 and September 30, 2015, we recorded an inventory valuation allowance of \$217,433 and \$193,637.

All inventory is valued at the lower of cost or market on the first-in first-out (FIFO) method. Inventory consists of the following:

	June 30, 2016	September 30, 2015
Raw materials	\$410,912	\$ 514,041
Work in progress	34,679	25,784
Finished goods	60,232	1,169
Total inventory	\$505,823	\$ 540,994

**7. Intangible Assets**

Intangible assets consist of the following:

	June 30, 2016	September 30, 2015
Long term contracts, net	\$426,667	\$486,667
Purchased technology, net	154,167	191,667
Software development costs, net	2,653,890	2,998,076
Total intangible assets	\$3,234,724	\$3,676,410

We review intangibles for impairment annually, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of our intangible assets below their carrying value.

In conjunction with the exclusive license agreement from Trident, we recognized \$300,000 associated with the execution of the agreement. The value is being amortized on a straight line basis over an estimated useful life of 120 months. Amortization expense associated with the long term technology license agreement for the three months and

nine months ended June 30, 2016,

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respectively was \$7,500 and \$22,500. There was \$0 amortization for the three months and nine months ended June 30, 2015. Accumulated amortization was \$27,500 at June 30, 2016 and \$5,000 at September 30, 2015.

In conjunction with the American Power Group acquisition and license agreement, we recorded intangible assets of \$500,000 associated with the execution of a long term technology license agreement and \$500,000 associated with the purchase of the dual fuel conversion technology. Both values are being amortized on a straight line basis over an estimated useful life of 120 months. Amortization expenses associated with the long term technology license agreement and the purchased dual fuel conversion technology amounted to \$25,000 and \$75,000 for the three months and nine months ended June 30, 2016 and 2015, respectively. Accumulated amortization was \$691,667 at June 30, 2016 and \$616,667 at September 30, 2015.

The monthly royalty due under the technology license agreement is the lesser of 10% of net sales or 30% of pre-royalty EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization). No royalties will be earned or due until such time as our cumulative EBITDA commencing April 1, 2012 is positive on a cumulative basis. During the three months and nine months ended June 30, 2016 and 2015, we incurred \$0 royalties to M&R.

A critical component of our dual fuel aftermarket conversion solution is the internally developed software component of our electronic control unit. The software allows us to seamlessly and constantly monitor and control the various gaseous fuels to maximize performance and emission reduction while remaining within all original OEM diesel engine performance parameters. We have developed a base software application and EPA testing protocol for both our Outside Useful Life ("OUL") and Intermediate Useful Life ("IUL") engine applications, which will be customized for each engine family approved in order to maximize the performance of the respective engine family.

As of June 30, 2016, we have capitalized \$4,575,789 of software development costs associated with our OUL (\$1,917,220) and IUL (\$2,658,569) applications, which will be amortized on a straight line basis over an estimated useful life of 60 months for OUL applications and 84 months for IUL applications. Amortization costs for the three months and nine months ended June 30, 2016 and 2015 were \$183,427 and \$544,727, and \$161,055 and \$443,269, respectively. Accumulated amortization was \$1,921,899 at June 30, 2016 and \$1,377,172 at September 30, 2015.

Amortization expense associated with intangibles during the next five years is anticipated to be:

	NGL Services	Dual Fuel			
Twelve months ending June 30:	Contracts	Contracts	Technology	Software Development	Total
2017	\$30,000	\$50,000	\$ 50,000	\$ 749,565	\$879,565
2018	30,000	50,000	50,000	625,521	755,521
2019	30,000	50,000	50,000	408,185	538,185
2020	30,000	4,167	4,167	336,000	374,334
2021	30,000	—	—	313,640	343,640
2022 and thereafter	122,500	—	—	220,979	343,479
	\$272,500	\$154,167	\$ 154,167	\$ 2,653,890	\$3,234,724

#### 8. Property, Plant and Equipment

Property, plant and equipment consist of the following:

	June 30, 2016	September 30, 2015	Estimated Useful Lives
Leasehold improvements	\$127,087	\$127,087	5 years
Machinery and equipment	3,257,681	3,342,202	3 - 10 years
Construction in progress	1,902,654	1,436,908	
Less accumulated depreciation	(1,424,886 )	(1,167,144 )	
	\$3,862,536	\$3,739,053	

#### 9. Product Warranty Costs

We provide for the estimated cost of product warranties for our dual fuel products at the time product revenue is recognized. Factors that affect our warranty reserves include the number of units sold, historical and anticipated rates

of warranty repairs, and the cost per repair. We assess the adequacy of the warranty provision and we may adjust this provision if necessary. Our warranty

reserve remained approximately the same during the nine months ended June 30, 2016. Warranty accrual is included in accrued expenses.

The following table provides the detail of the change in our product warranty accrual relating to dual fuel products as of:

	Nine Months Ended June 30, 2016	Twelve Months Ended September 30, 2015
Warranty accrual at the beginning of the period	\$167,180	\$221,562
Charged to costs and expenses relating to new sales	40,679	70,426
Costs of product warranty claims	(29,459 )	(124,808 )
Warranty accrual at the end of period	\$178,400	\$167,180

#### 10. Notes Payable/Credit Facilities

The following summarizes our notes payable as of June 30, 2016 and September 30, 2015.

	June 30, 2016	September 30, 2015	Due Date	Interest Rate
Iowa State Bank, line of credit	\$500,000	\$500,000	April 15, 2017	8%
Iowa State Bank, notes payable	2,334,052	2,541,414	October 15, 2021	8%
Other unsecured term notes payable	29,622	44,315	February 27, 2017	3.54%
	2,863,674	3,085,729		
Less current portion	(876,110 )	(880,698 )		
Notes payable, non-current portion	\$1,987,564	\$2,205,031		

#### Credit Facilities

In October 2014, we entered into a loan agreement and new working capital line of credit with Iowa State Bank in which we refinanced approximately \$2,567,000 due to the bank under an existing loan agreement, \$30,000 for transaction fees and \$150,000 due one of our officers. Under the terms of the new term loan, we are required to make 82 monthly payments of \$44,223 including principal and interest commencing January 15, 2015, with the final payment of all principal and accrued interest not yet paid, due on October 15, 2021.

Iowa State Bank has provided a \$500,000 working capital line of credit which was renewed on April 15, 2016 for an additional year.

All borrowings under the term loan and the line of credit bear interest at a rate equal to the base rate on corporate loans posted by at least 70% of the 10 largest U.S. banks (known as The Wall Street Journal U.S. Prime Rate) plus 4.0%, with a minimum interest rate of 8.0% per annum. Our obligations due Iowa State Bank continue to be secured by the grant of a first priority security interest in all of our assets including a \$310,120 certificate of deposit. In addition, under the terms of a stock transfer agreement, should we fail to make any payment when due, we have agreed to issue Iowa State Bank that number of shares of common stock which is equal in value to the past due amount. For purposes of determining the number of shares of common stock to be issued under the stock transfer agreement, the value of our common stock will be deemed to be the closing price of the common stock on the date of such default. In no event, however, will we be obligated to issue more than 2,000,000 shares of the common stock under the stock transfer agreement. In addition, one director and two officers have each pledged 500,000 shares of our common stock owned by them in the aggregate, as additional collateral to Iowa State Bank. The credit facility also requires us to meet certain monthly loan covenants. As of June 30, 2016, we were not in compliance with our working capital covenant but Iowa State Bank agreed to waive the default.

We are currently in advanced discussions with Iowa State Bank regarding a potential restructuring of our obligations due the bank which could positively impact our financial condition and cash flows on a go forward basis. In conjunction with these discussions, Iowa State Bank has agreed to defer all interest and principal payments due under our term loan and working capital line starting in May 2016 pending completion of these discussions. At June 30, 2016, the total deferred payments of principal and interest were approximately \$57,000. We believe that ASC 470-60,

"Troubled Debt Restructurings by Debtors" may apply if we are successful in our restructuring efforts and will evaluate the impact that this guidance will have on our results of operations, cash flows and financial position. There can be no assurance that such restructuring will ultimately happen or if it does, on favorable terms.

## 11. Notes Payable, Related Parties

	June 30, 2016	September 30, 2015	Due Date	Interest Rate
Term Note Payable, Trident Resources, LLC	\$1,716,500	\$1,716,500	Varying maturity dates	6%
Term Note Payable, WPU Leasing, LLC	1,759,199	1,385,843	Varying maturity dates	22.2%
Related Party Promissory Note	640,000	—	July 31, 2016	10%
Officer's Promissory Note	50,000	50,000	September 30, 2016	8%
Contingent Convertible Notes Payable	—	2,475,000	October 21, 2015	10%
	4,165,699	5,627,343		
Less current portion	(1,432,865 )	(2,861,083 )		
Notes payable, non-current portion	\$2,732,834	\$2,766,260		

## Notes Payable-Related Party-Trident Resources, LLC

On August 12, 2015, we purchased two processing systems from Trident for \$1,716,500 and in return we issued Trident a promissory note for \$832,000, which was payable in 12 equal monthly installments of principal and interest at 6.75% commencing September 20, 2015 and a second secured promissory note for \$884,500, which was payable in 36 equal monthly installments of principal and interest at 6% commencing September 20, 2016. These notes are secured by liens on the purchased equipment.

As of December 1, 2015, we amended and restated these two secured promissory notes and combined the obligations of the original notes into a new note for \$1,716,500 which bears interest at 6% per year with 48 monthly payments of principal and interest estimated to initially begin on August 31, 2016 assuming the Trident NGL Services division meets specified production goals in the preceding month. If these productions goals are not met, the new note provides that we may defer payments otherwise due in any month following a month in which the production goals are not met to the maturity date, without incurring any additional interest. The amended and restated note also permits us to offset against amounts otherwise due under such note in the event of any default by Trident under their promissory note to the Company.

## Financing Agreement - WPU Leasing, LLC

On August 24, 2015, we entered into a Secured Financing Agreement with WPU Leasing LLC, an accredited institutional investor, the members of which are affiliated with certain members of our Board of Directors. Pursuant to this agreement, WPU Leasing committed to loan us up to \$3,250,000 to fund our purchase of two additional wellhead gas processing systems. Our initial note of \$1,400,000 under the financing agreement was issued on August 24, 2015 and the second note of \$500,000 was issued on October 9, 2015. The notes bear interest at the rate of 22.2% per annum, and are secured by a security interest in the purchased equipment and are guaranteed by the Company. In January 2016, we reached an agreement pursuant to which WPU Leasing agreed to defer cash payments on approximately 70% of the \$1.9 million of debt outstanding. The deferral of payments reduces our cash outflow commitments by approximately \$500,000 during fiscal 2016. WPU Leasing has the option, starting as June 30, 2016, of taking deferred and current payments in shares of our Common Stock (based on the 20 day volume weighted average price prior to conversion) which would again positively impact our cash flow position going forward. At June 30, 2016, a member of WPU Leasing, LLC which is affiliated with one of our Directors agreed to accept 1,209,857 shares of common stock (valued at \$.14 per share) in lieu of cash for deferred principal and interest payments due as of June 30, 2016 of \$169,379.

In consideration of WPU Leasing's commitment under the financing agreement, we issued to WPU Leasing's members warrants to purchase up to the lesser of (i) an aggregate of 3,250,000 shares of our Common Stock or (ii) one share of Common Stock for each dollar borrowed by the us under the related Loan Agreement. The initial exercise price of the warrants is \$0.20 per share and are exercisable for a period of four years from the date of issue and may be exercised on a cashless basis. We determined the value of these warrants using the Black Scholes option pricing model and recorded deferred financing costs of \$86,293, which will be amortized over the term of the finance agreement.

## Related Party Promissory Note

During the three months ended June 30, 2016, an entity affiliated with one of our Directors loaned us \$640,000, in aggregate under several unsecured promissory notes, bearing interest at 10% and which were July 31, 2016. On July 11, 2016,

the entity agreed to convert the entire principal balance plus accrued interest of \$4,661 into a private placement of Common Stock and warrants. (See Note 17).

During July 2016, an entity affiliated with another Director loaned us \$200,000, in aggregate under the same terms with maturities ranging from July 31, 2016 to September 30, 2016. On July 11, 2016, the entity agreed to convert \$100,000 of principal balance plus accrued interest of \$250 into a private placement of Common Stock and warrants.

#### Officer's Promissory Note

In 2010, an officer loaned us \$50,000 under an unsecured promissory note, the maturity of which has been extended several times. In May 2016, the officer agreed to extend the maturity of the outstanding \$50,000 balance to September 30, 2016.

#### Contingent Convertible Promissory Notes - Related Parties

On June 2, 2015, we completed a private placement of \$2.475 million of Contingent Convertible Promissory Notes with several existing shareholders and investors affiliated with members of our Board of Directors.

The unsecured notes bear simple interest at the rate of 10% per annum and were automatically convertible into shares of Series C Convertible Preferred Stock at a conversion price of \$10,000 per share upon the effectiveness of the filing of a Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock with the Secretary of State of Delaware. On October 21, 2015 the outstanding principal amount \$2,475,000, together with approximately \$96,000 of accrued but unpaid interest, automatically was converted into approximately 257 shares of our Series C Convertible Preferred Stock.

Each share of Series C Convertible Preferred Stock is convertible into shares of our common stock at a conversion price of \$0.20 per share. Upon the conversion of the notes into shares of Series C Convertible Preferred Stock, we issued to the investors five year warrants to purchase 12,853,053 shares of common stock at an exercise price of \$0.20 per share. (See Note 15). In addition, one of the investors, Arrow LLC, was granted the right under certain conditions to designate two members of our Board of Directors.

We determined the discount on the contingent convertible promissory note to be \$1,556,687 of which \$906,874 was allocable to the warrants and \$649,813 was allocable to the intrinsic value of the conversion feature. The discount was recorded as paid-in-capital and as non-cash financing expense on the date of the conversion and is included in the results for the nine months ended June 30, 2016.

In connection with this private placement, our securities purchase agreements dated April 30, 2012 and November 26, 2014 were amended to provide that the issuance of the Series C Convertible Preferred Stock would not trigger adjustments to the exercise price of the warrants issued in connection with those agreements (the "Prior Warrants"). We also amended the Prior Warrants to extend the term of any Prior Warrant held by the purchasers of the Notes (and their affiliates, members of their families and certain related trusts) as of the issuance of the Notes or subsequently acquired by such persons. The maximum period by which any Prior Warrant was extended is the difference between 60 months and the remaining term of the respective Prior Warrant as of the initial issuance of the Notes. The fair value of the warrants before and after the modification was determined using Black-Scholes and recorded on the balance sheet, and the difference between fair value of the extended terms and of the existing terms of \$454,253 was recognized in the income statement as non-cash warrant extension expense during the fiscal year ended September 30, 2015.

Each share of Series C Preferred Stock is convertible, at any time at the option of any holder, into 50,000 shares of the Company's Common Stock, at a conversion price of \$0.20 per share. The conversion ratio of the Series C Preferred Stock is subject to adjustment in the event that, with certain exceptions, we issue shares of Common Stock or other securities convertible into or exchangeable for Common Stock at a price per share that is less than the then applicable conversion price of the Series C Preferred Stock. The Series C Preferred Stock does not bear dividends.

The holders of the Series C Preferred Stock vote with the holders of the Common Stock and the holders of the Company's 10% Convertible Preferred Stock (the "Series A Preferred Stock") and Series B 10% Convertible Preferred Stock on all matters presented to the holders of the Preferred Stock, on a Common Stock-equivalent basis. In addition to certain approval rights of the holders of the Series A Preferred Stock and/or the Series B Preferred Stock, the approval of the holders of at least 67% of the outstanding shares of Series C Preferred Stock will be required before we may take certain actions as described in the Certificate of Designation.

The holders of the Series C Preferred Stock have priority in the event of a liquidation of the Company over the outstanding shares of Common Stock. Upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment is made to the holders of the Common Stock, the holders of the Preferred Stock will be entitled to be paid out of the assets of the Company an amount equal to the stated value of the Preferred Stock, which is initially \$10,000 per share, plus (in the case of the Series A Preferred Stock and the Series B Preferred Stock) any accrued, but unpaid, dividends.

The Preferred Stock may be required to convert into shares of Common Stock at our election if the trading price of the Common Stock meets certain thresholds as set forth in the Certificate of Designation. If we fail to meet certain obligations affecting the Preferred Stock, the holders of Preferred Stock may require the Company to redeem the Preferred Stock.

The Series C Preferred Stock is subject to the rights and privileges of our Series D Convertible Preferred Stock, our Series D-2 Convertible Preferred Stock and our Series D-3 Convertible Preferred Stock. (See Note 15)

## 12. Commitments and Contingencies

### Lease Settlement Obligations:

We are currently renting property located in Georgia relating to a former discontinued business. We have the right to terminate the Georgia lease with 6 months notice but are obligated to continue to pay rent until the earlier to occur of (1) the sale by the landlord of the premises; (2) the date on which a new long term tenant takes over; or (3) 3 years from the date on which we vacate the property. As a result, we have recorded a lease settlement obligation of \$574,058 representing the net present value of the 36 months maximum obligation due under the new amended agreement. We currently sublease two portions of the property to an entity which is paying \$8,000 per month starting in September 2015 up from \$7,500 per month on a tenant-at-will basis.

In March 2016, we notified the landlord of our intent to terminate the lease and are working with the landlord and our tenant towards a goal of our tenant leasing the entire facility from the landlord. In addition, we amended the existing lease with the landlord to reduce the monthly rental amount by \$2,500 per month to \$15,152 starting April 1, 2016. As a result, we recorded other income of \$90,000 during the three months ended June 30, 2016 associated with the reduced net present value of the 36 months maximum obligations due under the new monthly rate.

### Employment Agreements:

On April 1, 2016, we gave notice of non-renewal of our Chairman's employment agreement. Upon the termination of that agreement on April 1, 2017, he will become an employee at will. Our Chairman has agreed to reduce his cash salary by 50% commencing April 1, 2016 and accepted 355,258 unregistered shares of our Common Stock for the remaining balance of his salary, net of taxes. In addition, previously granted stock options to purchase 850,000 shares of Common Stock were terminated and he was granted the following stock options under the 2016 Stock Option Plan: (i) immediately exercisable options to purchase up to 250,000 shares of the our Common Stock; (ii) options to purchase up to 600,000 shares of our Common Stock which vest in equal annual installments on October 1<sup>st</sup> commencing with October 1, 2016. The options have an exercise price equal to the fair market value of the common stock as of the date of grant and have a term of 10 years from date of grant. (See Note 15)

On April 25, 2016, we entered into new employment agreements with our CEO and CFO with an initial term ending October 1, 2017 and no changes to their current base salary or benefits. The employment agreements may be renewed by the Company for additional one year terms.

We terminated previously granted stock options to our CEO to purchase 590,000 shares of our Common Stock and he was granted the following stock options under the 2016 Stock Option Plan: (i) immediately exercisable options to purchase up to 900,000 shares of the our Common Stock; (ii) options to purchase up to 2.1 million shares of our Common Stock which vest equally over a 5 years term from date of grant and (iii) options to purchase up to 3,000,000 shares of our Common Stock, which options shall vest in four installments upon our CEO achieving certain annual performance milestones as determined annually by our Board of Directors beginning with the fiscal year ending September 30, 2017. All options were granted with an exercise price equal to the fair market value of the common stock as of the date of grant. (See Note 15)

In addition, we terminated previously granted stock options to our CFO to purchase 707,000 shares of our Common Stock and he was granted the following stock options under the 2016 Stock Option Plan: (i) immediately exercisable options to purchase up to 700,000 shares of the our Common Stock and (ii) options to purchase up to 500,000 shares of our Common Stock which vest equally over a 5 years term from date of grant and (iii) options to purchase up to 800,000 shares of our Common Stock, which options shall vest in four installments upon our CFO achieving certain annual performance milestones as determined annually by our Board of Directors beginning with the fiscal year ending September 30, 2017. All options were granted with an exercise price equal to the fair market value of the common stock as of the date of grant. (See Note 15)

13. Warrants to Purchase Common Stock

In conjunction with the private placement of our 10% Convertible Preferred stock in April 2012 and November 2014, we issued warrants which contained a "down-round" provision that provides for a reduction in the warrant exercise price if there are subsequent issuances of additional shares of common stock for consideration per share less than the per share warrant exercise prices. In October 2012, the Financial Accounting Standards Board (FASB), issued ASU 2012-04, Technical Corrections and Improvement ("ASU 2012-04"), which contained technical corrections to guidance on which we had previously relied upon in forming our initial conclusions regarding the accounting for warrants containing these reset provisions. Pursuant to this guidance

and effective commencing October 1, 2013, we have recognized the fair value of these warrants as a liability and have re-measured the fair value of these warrants on a quarterly basis with any increase or decrease in the estimated fair value being recorded in other income or expense for the respective quarterly reporting period.

We have historically used the Black-Scholes option pricing model to determine the fair value of options and warrants. We have considered the facts and circumstances in choosing the Black-Scholes model to calculate the fair value of the warrants with a down-round price protection feature as well as the likelihood of triggering the down-round price protection feature, which, as described below, we have concluded is remote.

In determining the initial fair value of the warrants associated with the April 2012 Convertible Preferred Stock private placement as of October 1, 2013, we prepared a valuation simulation using the Black Scholes option pricing model as well as additional models using a modified Black Scholes option pricing model and a Binomial Tree option pricing model. We determined the initial fair value of the warrants associated with the November 2014 Convertible Preferred Stock private placement to be \$694,631 based on a valuation simulation using the Black Scholes option pricing model. Both additional simulations included various reset scenarios, different exercise prices, and other assumptions, such as price volatility and interest rates, that were kept consistent with our original Black-Scholes model. The resulting warrant values as determined under the modified Black-Scholes model and the Binomial Tree option model were not materially different from the values generated using the Black-Scholes model. We have therefore determined to use the Black-Scholes model as we believe it provides a reasonable basis for valuation and takes into consideration the relevant factors of the warrants, including the down round provision.

During the three and nine months ended June 30, 2016 and June 30, 2015, we recorded warrant valuation income of \$5,890 and \$207,211, and \$153,658 and \$5,955,900, respectively, associated with the change in the estimated fair value of all warrants containing the down round provision outstanding. Our warrant liability was \$16,397 and \$223,608 as of June 30, 2016 and September 30, 2015, respectively.

The warrant liabilities were valued at June 30, 2016, using the Black-Scholes option-pricing model with the following assumptions.

Warrants	10% Convertible Preferred Stock Financing					
	Private Placement 1		Private Placement 2		Private Placement 3	
	June 30 2016	September 30 2015	June 30 2016	September 30 2015	June 30 2016	September 30 2015
Closing price per share of common stock	\$0.12	\$ 0.29	\$0.12	\$ 0.29	\$0.12	\$ 0.29
Exercise price per share	0.50	0.50	0.50	\$ 0.50	0.50	0.50
Expected volatility	71.0 %	64.0 %	71.0 %	64.0 %	71.0 %	64.0 %
Risk-free interest rate	0.5 %	0.6 %	0.6 %	.01 %	1.0 %	1.6 %
Dividend yield	—	—	—	—	—	—
Remaining expected term of underlying securities (years)	1.3	2	2.3	3	3.8	4.6
Warrants outstanding	17,623,387	17,623,387	6,032,787	6,032,787	5,000,000	5,000,000
Warrants outstanding with down-round provision	2,742,763	2,742,763	905,917	905,917	—	—

Private Placement 1 - April 30, 2012, sale of 821.6 units of 10% Convertible Preferred Stock

Private Placement 2 - March 31, 2013, additional investment right from Private Placement 1, sale of approximately 274 units of 10% Convertible Preferred Stock.

Private Placement 3 - November 28, 2014, sale of 200 shares of Series B 10% Convertible Preferred Stock

#### 14. Fair Value Measurements

The carrying amount of our receivables and payables approximate their fair value due to their short maturities.

Accounting principles provide guidance for using fair value to measure assets and liabilities. The guidance includes a three level hierarchy of valuation techniques used to measure fair value, defined as follows:



Level 1 - Unadjusted Quoted Prices. The fair value of an asset or liability is based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 - Pricing Models with Significant Observable Inputs. The fair value of an asset or liability is based on information derived from either an active market quoted price, which may require further adjustment based on the attributes of the financial asset or liability being measured, or an inactive market transaction.

Level 3 - Pricing Models with Significant Unobservable Inputs. The fair value of an asset or liability is primarily based on internally derived assumptions surrounding the timing and amount of expected cash flows for the financial instrument. Therefore, these assumptions are unobservable in either an active or inactive market.

We consider an active market as one in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis. Conversely, we view an inactive market as one in which there are few transactions of the asset or liability, the prices are not current, or price quotations vary substantially either over time or amount market makers. When appropriate, non-performance risk, or that of a counterparty, is considered in determining the fair values of liabilities and assets, respectively.

We have classified certain warrants related to the 10% Convertible Preferred Stock private placements noted in Note 13 as a Level 3 Liability. Assumptions used in the calculation require significant judgment. The unobservable inputs in our valuation model includes the probability of additional equity financing and whether the additional equity financing would trigger a reset on the down-round protection.

The following table summarizes the financial liabilities measured a fair value on a recurring basis as of September 30, 2015 and June 30, 2016.

	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
September 30, 2015				
Warrant liability	\$ 223,608	\$ —	\$ —	\$ 223,608

June 30, 2016				
Warrant liability	\$ 16,397	\$ —	\$ —	\$ 16,397

#### Level 3 Valuation

The following table provides a summary of the changes in fair value of our financial liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the six month period ended June 30, 2016.

	Warrant Liability
Level 3	
Balance at September 30, 2015	\$ 223,608
Revaluation of warrants recognized in earnings	(207,211 )
Balance at June 30, 2016	\$ 16,397

#### 15. Stockholders' Equity

##### Authorized Shares

On October 21, 2015, our shareholders approved an amendment to our Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock from 150 million to 200 million shares and on May 13, 2016 approved an additional increase to 350 million shares.

##### Common Shares

During the nine months ended June 30, 2016, an officer agreed to accept 100,012 shares of our Common Stock valued at \$11,000 in lieu of vacation pay due him and our Chairman accepted to accept 355,258 shares of our Common Stock for a portion of his annual salary, net of taxes (valued at \$35,525).

#### Issuance of Series D Convertible Preferred Stock

On January 8, 2016, we sold 22 shares of Series D Convertible Preferred Stock for gross proceeds of \$2.2 million to several existing shareholders and entities affiliated with several members of our Board of Directors and issued warrants to purchase up to 44,000,000 shares of our Common Stock at an exercise price of \$.10 per share. Each share of the Series D Convertible Preferred Stock, which has a stated value of \$100,000, is convertible, at any time at the option of the holder, into 1 million shares of Common Stock at a conversion price of \$0.10 per share. The Series D Preferred Stock has a 10% annual dividend, payable quarterly in cash or in shares of Common Stock at our Board of Director's discretion.

The holders of the Series D Preferred Stock will receive certain liquidation preferences over the holders of our other convertible preferred stock and common stock, and have been provided similar preferential treatment with respect to all other shares of convertible preferred stock held by them.

The warrants are subject to certain exercise restrictions, do not contain cashless exercise provisions and do not contain anti-dilution protections. The warrants may be exercised at any time with respect to not more than 22,000,000 shares of Common Stock until such time as the Company has filed a certificate of amendment to its Restated Certificate of Incorporation with the Secretary of State of the State of Delaware increasing the number of authorized shares of Common Stock from 200,000,000 to 350,000,000 shares. On May 13, 2016, our shareholders approved the increase in authorized shares and we filed the amendment shortly thereafter. If the holders of a majority of the Series D Convertible Preferred Stock (measured with reference to the number of shares of Common Stock issuable from time to time upon the exercise of all New Warrants) exercise their respective Series D warrants in whole or part, the holders of all Series D warrants are required to exercise a pro rata portion of their Series D warrants. All of the warrants previously issued to each investor in this financing were amended to provide that the investor may not exercise those warrants until the investor exercises the new warrants for cash.

Each Series D investor (and their affiliates, members of their families and certain related trusts) agreed to exchange their existing 10% Convertible Preferred Stock (197 shares) and/or Series B 10% Convertible Preferred Stock (200 shares) for an equal number of shares of our new Series D-2 Convertible Preferred Stock and exchanged their Series C Convertible Preferred Stock (205 shares) for an equal number of shares of a new Series D-3 Convertible Preferred Stock. Except for the liquidation preferences described below, the terms and conditions of the Series D-2 Preferred Stock are substantially equivalent to the terms and conditions of the Series A Preferred Stock and of the Series B Preferred Stock, and the terms and conditions of the Series D-3 Preferred Stock are substantially equivalent to the terms and conditions of the Series C Preferred Stock.

In connection with this private placement, our securities purchase agreements dated April 30, 2012, November 26, 2014 and June 2, 2015 were amended to reduce the exercise price on approximately 21 million warrants previously issued to the Purchasers (and their affiliates, members of their families and certain related trusts) in conjunction with these agreements to the Series D Preferred Stock conversion price noted above.

We determined the relative fair value of the Series D Convertible Preferred Stock to be \$894,925, the relative fair value of the investor warrants to be \$1,087,333 and the relative fair value of change in exercise price of the approximate 21 million previously issued warrants to be \$217,742. The fair value of the investor warrants and the repriced warrants before and after the modification was determined using Black-Scholes and recorded on the balance sheet as part of stockholder's equity. We determined a beneficial conversion feature of \$1,550,924 based on the intrinsic value of the shares of common stock to be issued pursuant to these rights. The value of the beneficial conversion feature is considered a "deemed dividend" with \$1,257,178 recorded as a charge to retained earnings during the three months ended March 31, 2016 and the balance of \$293,746 was recorded as a charge to retained earnings upon during the three months ended June 30, 2016 after shareholder approval of the increase in authorized shares at the May 13, 2016 Annual Meeting.

The April 30, 2014 Voting Agreement between us and the 10% Convertible Preferred Stock holders was amended and restated to allow the holders of a majority of the Series D Convertible Preferred Stock to designate (i) three persons to be appointed or elected to our Board of Directors and (ii) nominate three candidates for election to the Board of Directors by the holders of Common Stock voting together as a single class.

#### 10% Convertible Preferred Stock Dividends

Our Board of Directors has determined that our cash resources are not currently sufficient to permit the payment of cash dividends in respect of the 10% Convertible Preferred Stock and the Series B 10% Convertible Preferred Stock. The Board of Directors has therefore determined to suspend the payment of cash dividends, commencing with the dividend payable on September 30, 2015, until such time as the Board of Directors determines that the Company possesses funds legally available for the payment of dividends. Holders of approximately 69% of the 10% Convertible Preferred Stock and 100% of the Series B 10% Convertible Preferred Stock have agreed to defer cash payments indefinitely.

During the nine months ended June 30, 2016, we recorded Preferred Stock dividends of \$959,128, of which \$107,127 remains in accrued dividends. Certain stockholders agreed to accept 7,140,654 shares of Common Stock (valued at \$937,713) in lieu of cash dividend payments of \$324,854 due for the current quarter and \$612,859 due for previous quarters.

During the nine months ended June 30, 2015, we recorded Preferred Stock dividends of \$841,099, of which \$435,535 was paid in cash. Certain stockholders agreed to accept 1,844,243 shares of Common Stock (valued at \$405,564) in lieu of cash dividend payments.

#### Stock Options

In October 2015, we granted options to a new director to purchase 250,000 shares of our Common Stock at an exercise price of \$0.25 per share, which represented the closing price of our stock on the date of the grant. The options were granted under the 2005 Stock Option Plan, have a five-year term and vest equally over a period of fifteen months from date of grant. The fair value of the options at the date of grant in aggregate was \$35,394, which was determined on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions; dividend yield of 0%; risk-free interest rates of approximately 1.4%; expected volatility based on historical trading information of 68% and expected term of 5 years.

In March 2016, we granted options under the 2016 Stock Option Plan to employees to purchase 1,320,000 shares of our Common Stock at an exercise price of \$0.15 per share, which represented the closing price of our stock on the date of the grant. The options have a five-year term and vest equally over a period of 60 months from date of grant. The fair value of the options at the date of grant in aggregate was \$117,416, which was determined on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions; dividend yield of 0%; risk-free interest rates of approximately 1.5%; expected volatility based on historical trading information of 72% and expected term of 5 years.

During the three months ended June 30, 2016, we terminated previously granted stock options to our Chairman, CEO and CFO to purchase 2,147,000 shares, in aggregate of our Common Stock at exercise prices ranging from \$.23 to \$.80 per share and granted the following aggregate stock options under the 2016 Stock Option Plan at prices ranging from \$.10 to \$.12 representing the closing stock price on the date of grant: (i) immediately exercisable options to purchase up to 1.85 million shares of the our Common Stock; (ii) options to purchase up to 2.6 million shares of our Common Stock which vest equally over a 5 years term from date of grant; (iii) options to purchase up to 600,000 shares of our Common Stock which vest equally over a 4 years term commencing October 1, 2016 and (iv) options to purchase up to 3.8 million shares of our Common Stock, which options shall vest in four installments upon our CEO and CFO achieving certain annual performance milestones as determined annually by our Board of Directors beginning with the fiscal year ending September 30, 2017. All options were granted with an exercise price equal to the fair market value of the common stock as of the date of grant.

The fair value of the options at the date of grant in aggregate was \$302,095, which was determined on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions; dividend yield of 0%; risk-free interest rates of approximately ranging from 1.2% to 1.5%; expected volatility based on historical trading information of approximately 70% and expected term of 5 years.

We determined that 1.85 million of the newly granted options were deemed to be modifications to the existing options that were terminated in conjunction with the new grant. The fair value of the options before and after the modification was determined using Black-Scholes and the difference between fair value of the new options and of the existing options and \$61,970 of the \$241,132 overall fair value was recognized in the income statement as stock option expense during the three months ended June 30, 2016. The balance will be amortized over the remaining vesting term of the options.

Amortization of stock compensation expense was \$90,399 and \$130,710, and \$5,444 and \$20,049 for the three and nine months ended June 30, 2016 and 2015, respectively. Our Board of Directors agreed to extend the exercise period from 3 months to 18 months on options to purchase 340,000 shares of our Common Stock owned by a former director who resigned on October 1, 2015. The fair value of the options before and after the modification was determined using Black-Scholes and the difference between fair value of the extended terms and of the existing terms of \$15,793 is included in the stock compensation expense for the nine months ended June 30, 2016.

The unamortized compensation expense at June 30, 2016 was \$319,710 and will be amortized over a weighted average remaining life of approximately 4.21 years.

16. Segment Information

We have two reportable operating segments: (1) dual fuel conversion operations and (2) natural gas liquids operations. Each operating segment has its respective management team.

Our Chief Executive Officer has been identified as the chief operating decision maker (CODM) as he is responsible for assessing the performance of the segments and decides how to allocate resources to the segments. Income (loss) from operations is the measure of profit and loss that our CODM uses to assess performance and make decisions.

Assets are a measure used to

assess the performance of the company by the CODM; therefore we will report assets by segment in our disclosures. Income (loss) from operations represents the net sales less the cost of sales and direct operating expenses incurred within the operating segments as well as the allocation of some but not all corporate operating expenses. These unallocated costs include certain corporate functions (certain legal, accounting, wage, public relations and interest expense) and are included in the results below under Corporate in the reconciliation of operating results. Management does not consider unallocated Corporate in its management of segment reporting. There were no sales between segments for the three months and nine months ending June 30, 2016 and June 30, 2015.

	Dual Fuel Conversions	NGL Services	Corporate	Consolidated
Three Months Ended June 30, 2016				
Net sales	\$ 524,194	\$ —	\$ —	\$ 524,194
Amortization	208,427	7,500	94,587	310,514
Depreciation	52,929	43,325	—	96,254
Operating loss from continuing operations	(743,359 )	(172,014 )	(458,365 )	(1,373,738 )
Interest and financing costs	69,574	159,456	(5,422)	223,608
Total assets	5,915,658	3,219,641	1,102,958	10,238,257
Capital expenditures	—	30,085	—	30,085
Software development	47,586	—	—	47,586
	Dual Fuel Conversions	NGL Services	Corporate	Consolidated
Three Months Ended June 30, 2015				
Net sales	\$ 555,662	\$ —	\$ —	\$ 555,662
Amortization	186,055	—	5,444	191,499
Depreciation	74,759	—	—	74,759
Operating loss from continuing operations	(792,365 )	—	(398,584 )	(1,190,949 )
Interest and financing costs	69,918	—	13,341	83,259
Total assets	6,679,967	—	2,211,185	8,891,152
Capital expenditures	93,485	—	—	93,485
Software development	104,974	—	—	104,974
	Dual Fuel Conversions	NGL Services	Corporate	Consolidated
Nine Months Ended June 30, 2016				
Net sales	\$ 1,597,387	\$ 29,983	\$ —	\$ 1,627,370
Amortization	619,727	22,500	136,890	779,117
Depreciation	167,845	129,975	—	297,820
Operating loss from continuing operations	(2,192,791 )	(610,524 )	(1,169,064 )	(3,972,379 )
Interest and financing costs	216,499	395,689	(3,821 )	608,367
Total assets	5,915,658	3,219,641	1,102,958	10,238,257
Capital expenditures	4,561	465,746	—	470,307
Software development	200,541	—	—	200,541

	Dual Fuel Conversions	NGL Services	Corporate	Consolidated
Nine Months Ended June 30, 2015				
Net sales	\$2,086,027	\$ —	\$ —	\$2,086,027
Amortization	518,269	—	20,049	538,318
Depreciation	221,608	—	—	221,608
Operating loss from continuing operations	(2,012,797 )	—	(1,047,530 )	(3,060,327 )
Interest and financing costs	215,213	—	1,251	216,464
Total assets	6,679,967	—	2,211,185	8,891,152
Capital expenditures	174,197	—	—	174,197
Software development	402,627	—	—	402,627

#### 17. Subsequent Event

##### Private Placement of Common Stock and Warrants

On July 5, 2016, our Board of Directors approved a \$1.5 million private placement of units consisting of one share of Common Stock and a warrant to purchase one share of common stock. The purchase price of the common stock and exercise price of the warrant would equal the 20 day volume weighted average price preceding the receipt of each investor's funds.

As of August 22, 2016, we have sold units totaling approximately \$1,195,000 to a group of accredited investors including a Director and two entities affiliated with two other Directors who agreed to convert \$744,911 (including \$4,911 of interest) due under 10% Related Party notes. As a result, we have issued approximately 8,087,000 shares of Common Stock at prices ranging from \$.14 to \$.17 per share and warrants to purchase the same number of shares of Common Stock at exercise prices ranging from \$.14 to \$.17.

##### Board of Directors

On July 11, 2016 James Harger, Senior Advisor to the CEO of Clean Energy Fuels Corp. joined our Board of Directors replacing Jamie Weston as one of the Series D Majority holder's two Board designees.

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

This Quarterly Report on Form 10-Q contains certain statements that are "forward-looking." These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions they relate to us, are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events, are subject to certain risks, uncertainties and assumptions, and are not guaranties of future performance. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected, intended or using other similar expressions.

In accordance with the provisions of the Private Securities Litigation Reform Act of 2005, we are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated by the forward-looking statements contained in this Quarterly Report on Form 10-Q. Important factors that could cause actual results to differ from our predictions include those discussed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. Although we have sought to identify the most significant risks to our business, we cannot predict whether, or to what extent, any of such risks may be realized. Nor, can there be any assurance that we have identified all possible issues which we might face. In addition, assumptions relating to budgeting, marketing, product development and other management decisions are subjective in many respects and thus susceptible to interpretations and periodic revisions based on actual experience and business developments, the impact of which may cause us to alter our marketing, capital expenditure or other budgets, which may in turn affect our financial position and results of operations. For all of these reasons, the reader is cautioned not to place undue reliance on forward-looking statements contained herein, which speak only as of the date hereof. We assume no responsibility to update any forward-looking statements as a result of new information, future events, or otherwise except as required by law.

The following information should be read in conjunction with the unaudited consolidated financial statements and the notes thereto included in Item 1 of this Quarterly Report, and the audited consolidated financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K filed for the fiscal year ended September 30, 2015.

### Results of Operations

#### Three Months ended June 30, 2016 Compared to the Three Months ended June 30, 2015

Net sales for the three months ended June 30, 2016 decreased \$31,468 or 6% to \$524,194 as compared to net sales of \$555,662 for the three months ended June 30, 2015. Due to increased oil reserves and a decrease in the growth rate of demand throughout certain parts of the world, the price of oil in the U.S. has dropped to below the \$50 per barrel range which has resulted in a steady decrease in diesel prices during the three months ended June 30, 2016. While natural gas prices at the pump have remained stable, the price spread between lower diesel prices and natural gas have tightened. Because our dual fuel technology displaces higher cost diesel fuel with lower cost and cleaner burning natural gas, the recent decrease in oil/diesel pricing has impacted the timing of dealer restocking orders and the implementation schedules of existing and prospective customers in the near term due to the current tighter price spread between diesel and natural gas.

North American stationary revenues for the three months ended June 30, 2016 were approximately \$56,928 which was \$328,021 or 85% lower as compared to revenue of \$384,949 for the three months ended June 30, 2015. The decrease was primarily due to the decline in active drilling rigs in the oil and gas industry.

Domestic vehicular revenues for the three months ended June 30, 2016 increased \$264,053 or 383% to \$333,015 as compared to revenues of \$68,962 for the three months ended June 30, 2015. The increase was attributable to an increase in follow-on fleet sales for the quarter. International vehicular revenues for the three months ended June 30, 2016 increased \$32,500 or 32% to \$134,250 as compared to revenues of \$101,750 for the three months ended June 30, 2015 which almost entirely related to one large order to our Dominican Republic distributor.

Revenue from the Trident NGL Services division was \$0 for the three months ended June 30, 2016. There were no sales for the three months ended June 30, 2015 as we entered this business segment during the September 2015

quarter.

During the three months ended June 30, 2016 our gross loss was \$181,823 or 35% of net sales as compared to a gross loss of \$130,597 or 24% of net sales for the three months ended June 30, 2015. The increase in gross loss was primarily due to an increase in fixed overhead costs including capitalized software amortization and approximately \$70,000 relating to our Trident NGL Services division which had no revenue during the quarter.

Selling, general and administrative expenses for the three months ended June 30, 2016 increased \$131,563 or 12% to \$1,191,915 as compared to \$1,060,352 for the three months ended June 30, 2015. The increase is due to the added expenses associated with our Trident NGL services division.

During the three months ended June 30, 2016 the revaluation of our warrant liability to fair value resulted in non-cash revaluation income of \$5,890 as compared to \$153,658 during the three months ended March 31, 2015.

During the three months ended June 30, 2016, interest and financing expense increased \$140,349 or 169% to \$223,608 as compared to \$83,259 for the three months ended June 30, 2015, due to increased borrowings and interest rates for our Trident NGL Services division. During the three months ended June 30, 2016, we recorded other income of \$90,000 associated with a reduction in the net present value of our lease settlement obligation.

Our net loss for the three months ended June 30, 2016 increased \$144,804 or 9% to a net loss of \$1,452,696 or \$(0.02) per basic share as compared to a net loss of \$(1,597,500) or \$(0.03) per basic share for the three months ended June 30, 2015. The calculation of net loss per share available to Common shareholders for the three months ended June 30, 2016 reflects the inclusion of Convertible Preferred Stock quarterly dividends of \$339,600 and the Series D beneficial conversion feature of \$293,746. The calculation of net income per share available for Common shareholders for the three months ended June 30, 2015 reflects the inclusion of quarterly Convertible Preferred Stock dividends of \$290,688.

Nine Months ended June 30, 2016 Compared to the Nine Months ended June 30, 2015

Net sales for the nine months ended June 30, 2016 decreased \$458,657 or 22% to \$1,627,370 as compared to net sales of \$2,086,027 for the nine months ended June 30, 2015. Due to increased oil reserves and a decrease in the growth rate of demand throughout certain parts of the world the price of oil in the U.S. has dropped to below the \$50 per barrel range which has resulted in a steady decrease in diesel prices during the nine months ended June 30, 2016.

While natural gas prices at the pump have remained stable, the price spread between lower diesel prices and natural gas have tightened. Because our dual fuel technology displaces higher cost diesel fuel with lower cost and cleaner burning natural gas, the recent decrease in oil/diesel pricing has impacted the timing of dealer restocking orders and the implementation schedules of existing and prospective customers in the near term due to the current tighter price spread between diesel and natural gas.

North American stationary revenues for the nine months ended June 30, 2016 were \$418,314 which was \$1,178,017 or 74% lower as compared to revenue of \$1,596,331 for the nine months ended June 30, 2015. The decrease was primarily due to the decline in active drilling rigs in the oil and gas industry.

Domestic vehicular revenues for the nine months ended June 30, 2016 increased \$744,460 or 472% to \$902,204 as compared to revenues of \$157,744 for the nine months ended June 30, 2015. The increase was attributable to an increase in new and follow-on fleet sales for the nine months. International vehicular revenues for the nine months ended June 30, 2016 decreased \$55,082 or 17% to \$276,868 as compared to revenues of \$331,950 for the nine months ended June 30, 2015 which almost entirely related to one large order to our Dominican Republic distributor.

Revenues from the Trident NGL Services division were \$29,983 for the nine months ended June 30, 2016. There were no sales for the nine months ended June 30, 2015 as we entered this business segment during the September 2015 quarter.

During the nine months ended June 30, 2016 our gross loss was \$789,430 or 49% of net sales as compared to a gross loss of \$46,292 or 2% of net sales for the nine months ended June 30, 2015. The increase in gross loss was primarily due to decreased revenues and increased fixed overhead costs including capitalized software amortization and approximately \$367,000 relating to our Trident NGL Services division which had no revenue during the year.

Selling, general and administrative expenses for the nine months ended June 30, 2016 increased \$168,914 or 6% to \$3,182,949 as compared to \$3,014,035 for the nine months ended June 30, 2015. The increase is due to the added expenses associated with our Trident NGL services division.

During the nine months ended June 30, 2016 the revaluation of our warrant liability to fair value resulted in non-cash revaluation income of \$207,211 as compared to \$5,955,900 during the nine months ended June 30, 2015.

During the nine months ended June 30, 2016, interest and financing expense increased \$391,903 or 181% to \$608,367 as compared to \$216,464 for the nine months ended June 30, 2015 due to increased borrowings and interest rates for our Trident NGL Services division. In addition, during the nine months ended June 30, 2016, we recorded additional non-cash financing expense of \$1,556,687 resulting from the recognition of the discount upon conversion of the contingent convertible promissory notes and we recorded other income of \$90,000 associated with a reduction in the net present value of our lease settlement obligation.

Our net loss for the nine months ended June 30, 2016 increased \$7,923,674 or 374% to a net loss of \$5,804,761 or \$(0.10) per basic share as compared to a net income of \$2,118,913 or \$0.04 per basic share for the nine months ended June 30, 2015. The calculation of net loss per share available to Common shareholders for the nine months ended June 30, 2016 reflects the inclusion of Convertible Preferred Stock quarterly dividends of \$959,128 and the Series D beneficial conversion feature of \$1,550,924. The calculation of net income per share available for Common shareholders for the nine months ended June 30, 2015 reflects the inclusion of quarterly Convertible Preferred Stock dividends of \$841,099 and a Series B beneficial conversion feature of \$394,631.

## Liquidity and Capital Resources

As of June 30, 2016, we had \$434,894 in cash, cash equivalents and restricted certificates of deposit and a working capital deficit of \$2,617,097. The accompanying financial statements have been prepared on a basis that assumes we will continue as a going concern and that contemplates the continuity of operations, realization of assets and the satisfaction of liabilities and commitments in the normal course of business. We continue to incur recurring losses from operations, which raises substantial doubt about our ability to continue as a going concern unless we secure additional capital to fund our operations as well as implement initiatives to reduce our cash burn in light of lower diesel/natural gas price spreads and the impact it has had on our business as well as the slower than anticipated ramp of our flare capture and recovery business. The accompanying financial statements do not include any adjustments that might result from the outcome of the uncertainty.

Management understands that our continued existence is dependent on our ability to generate positive operating cash flow, achieve profitability on a sustained basis and generate improved performance. Based on the information discussed below, our fiscal 2016 operating plan, the cash saving initiatives that have been implemented below and anticipated cash flows from operations, we believe we will have sufficient resources to satisfy our cash requirements through the fourth quarter of fiscal 2016. In order to ensure the future viability of American Power Group beyond that point, management has implemented or is in the process of implementing the following actions:

### A. Series D Convertible Preferred Stock Private Placement

On January 8, 2016, we completed a \$2.2 million private placement of Series D Convertible Preferred Stock with accredited investors affiliated with several members of our Board of Directors and shareholders. In addition, we issued warrants to purchase 44 million shares of Common Stock at \$.10 which do not contain a cashless exercise provision. Pursuant to the terms of the offering, the investors are required to exercise all Series D warrants before exercising any other warrants they or their affiliates own (all containing cashless provisions). In addition, all minority Series D investors are required to match on a pro-rata basis the exercise of any warrants by the majority investor or lose those warrants to the majority investor.

We are currently in advanced discussions with the Series D investors regarding a potential infusion of additional capital into the Company, the form and terms of which has not yet been determined. There can be no assurance that such funding will ultimately be available to us on favorable terms or at all.

### B. Deferment of WPU Leasing Payments and Cash Dividend Payments

In January 2016, we reached an agreement pursuant to which WPU Leasing agreed to defer cash payments on approximately 70% of the \$1.9 million of debt outstanding through December 1, 2016, which reduces our cash outflow commitments by approximately \$500,000 during fiscal 2016. WPU Leasing also has the option after June 30, 2016 of taking these payments in shares of our Common Stock which would again positively impact our cash flow position going forward. As of June 30, 2016 one member did agree to accept shares of Common Stock for approximately \$169,000 of past due amounts. (See Note 11)

Our Board of Directors has determined that our cash resources are not currently sufficient to permit the payment of cash dividends in respect of the 10% Convertible Preferred Stock and the Series B 10% Convertible Preferred Stock. The Board of Directors has therefore determined to suspend the payment of cash dividends, commencing with the dividend payable on September 30, 2015, until such time as the Board of Directors determines that we possess funds legally available for the payment of dividends. Holders of approximately 69% of the 10% Convertible Preferred Stock and 100% of the Series B 10% Convertible Preferred Stock have agreed to defer cash payments indefinitely. During the nine months ended June 30, 2016, Preferred Stock holders agreed to accept 7,140,654 shares of our Common Stock valued at \$937,713 in lieu of cash for dividends representing approximately 98% of dividends due and payable during the period.

### C. Amendment of Trident Promissory Note

In December 2015, we amended the terms of the \$1.716 million of secured notes payable to Trident Resources pursuant to which we consolidated the two notes into one and are not required to make any payments under the note until such time as the two purchased NGL processing systems are producing a minimum of 200,000 gallons of saleable product on a monthly basis. The original notes would have required cumulative payments through September 2016 of approximately \$900,000 which based on our fiscal 2016 operating plan has been reduced to \$240,000.

D. Iowa State Bank Working Capital Line of Credit

Iowa State Bank has agreed to extend our working capital line of credit from April 15, 2016 to April 15, 2017. In addition, we are currently in advanced discussions with the bank regarding a potential restructuring of our obligations due the bank which could positively impact our financial condition and cash flows on a go forward basis. In conjunction with these discussions, Iowa State Bank has agreed to allow us to defer all interest and principal payments due starting in May 2016 pending completion of these discussions. There can be no assurance that such restructuring will ultimately happen or if it does, on favorable terms. (See Note 10)

#### E. 10% Notes Payable Related Party and \$1.5 million Private Placement

During the three months ended June 30, 2016, an entity affiliated with one of our Directors loaned us \$640,000, in aggregate under several unsecured promissory notes, bearing interest at 10% which were due July 31, 2016 but subsequently converted all principal and unpaid interest into our July 5, 2016 private placement described below. During July 2016, an entity affiliated with another Director loaned us \$200,000, in aggregate under the same terms with maturities ranging from July 31, 2016 to September 30, 2016. In July 2016, the entity converted \$100,000 due July 31, 2016 along with unpaid interest into the July 5, 2016 private placement noted below.

On July 5, 2016, our Board of Directors approved a \$1.5 million private placement of units consisting of one share of Common Stock and a warrant to purchase one share of common stock. As of August 22, 2016, we have sold units totaling approximately \$1,195,000 to a group of accredited investors including a Director and two entities affiliated with two other Directors who agreed to convert \$744,911 due under certain notes payable described above. As a result, we have issued approximately 8,087,000 shares of Common Stock at prices ranging from \$.14 to \$.17 per share and warrants to purchase the same number of shares of Common Stock at exercise prices ranging from \$.14 to \$.17. The Condensed Consolidated Statement of Cash Flows reflect events for the nine months ended June 30, 2016 and 2015 as they affect our liquidity.

During the nine months ended June 30, 2016, net cash used in operating activities was \$2,575,463. Our net loss for the nine months ended June 30, 2016 was \$5,804,761, inclusive of \$207,211 of non-cash warrant revaluation income, and additional non-cash financing expense of \$1,556,687 related to the discount on the contingent convertible promissory notes. Our cash flow was positively impacted by the following non-cash expenses and changes to our working capital: the collection of \$465,009 of accounts receivable and \$1,250,771 of depreciation, amortization, bad debt provision, inventory valuation allowance and compensation expense associated with stock options. During the nine months ended June 30, 2015, net cash used in operating activities was \$1,838,726. Our net income for the nine months ended June 30, 2015 was \$2,118,913, inclusive of \$5,955,900 of non-cash warrant revaluation income. Our cash flow was positively impacted by non-cash expenses and changes to our working capital of \$798,051 consisting of depreciation, amortization, warrants, bad debt provision and compensation expense associated with stock options and was offset by a decrease of \$499,034 in accounts payable and accrued expenses.

Net cash used in investing activities was \$280,983 for the nine months ended June 30, 2016, reflecting primarily the capitalization of \$187,241 of costs associated with our dual fuel electronic control unit engine family software applications and equipment purchases of \$181,742 for property, plant and equipment. Net cash used in investing activities was \$1,275,846 for the nine months ended June 30, 2015, reflecting the capitalization of \$367,959 of costs associated with our dual fuel electronic control unit engine family software applications, the purchase of \$174,197 of property, plant and equipment and the issuance of a note receivable for \$737,190.

Net cash provided by financing activities was \$2,914,058 during the nine months ended June 30, 2016, reflecting the net proceeds of \$2,150,597 from the sale of our Series D Preferred Stock, \$200,000 from our working capital line of credit with Iowa State Bank and \$1,140,000 in proceeds from WPU Leasing, LLC for our construction in progress costs. Payments made on notes payable totaled \$576,539. Net cash provided by financing activities was \$4,065,400 during the nine months ended June 30, 2015, reflecting the net proceeds of \$1,948,119 from the sale of our Series B Preferred Stock and warrants, \$500,000 advanced under our working capital line and \$2,475,000 received in contingent convertible promissory notes payable. Payments made on notes payable totaled \$424,327 and we paid dividends to holders of our preferred stock of \$433,392.

#### Effects of Inflation and Changing Prices

We are generally exposed to the effects of inflation and changing prices. Given that our dual fuel conversion technology replaces a certain percentage of diesel fuel with natural gas, we have been negatively impacted by any material change in the net fuel savings between the two fuels (such as a decrease in diesel fuel prices and an increase in natural gas prices). We were unaffected by interest rate changes during the three months ended June 30, 2016, because our only floating rate debt is with Iowa State Bank and at WSJ prime plus 4% (7.25%), which was below the stated minimum rate of 8%.

#### Environmental Liability

There are no known material environmental violations or assessments.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required pursuant to Item 305(e) of Regulation S-K.

Item 4. Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated 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 of June 30, 2016. In designing and evaluating our disclosure controls and procedures, we recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management applies judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our chief executive officer and chief financial officer concluded that as of June 30, 2016, our disclosure controls and procedures were (1) designed to ensure that material information relating to the company, including our consolidated subsidiaries, is made known to our chief executive officer and chief financial officer by others within those entities, particularly during the period in which this report was being prepared and (2) effective.

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended June 30, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings

None

### Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed under Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2015.

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

During the three months ended June 30, 2016, we issued 2,669,363 shares of Common Stock to certain holders of our Convertible Preferred Stock in lieu of payment of cash dividends. The issuance of these shares is exempt from registration under the Securities Act pursuant to Section 4(2) of the Securities Act.

During the three months ended June 30, 2016, we issued 355,258 shares of Common Stock to an officer in lieu of payment of \$35,525 due him for wages. The issuance of these shares is exempt from registration under the Securities Act pursuant to Section 4(2) of the Securities Act.

On June 30, 2016, we issued 1,209,857 shares of Common Stock to a third party in lieu of cash payment for certain principal and interest amounts due under secured notes payable. The issuance of these shares is exempt from registration under the Securities Act pursuant to Section 4(2) of the Securities Act.

### Item 3. Defaults Upon Senior Securities

None

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

None.

Item 6. Exhibits

The following exhibits are filed with this document:

Exhibit No.	Description
3 (1) †	- Restated Certificate of Incorporation of GreenMan Technologies, Inc., as amended
10.1 (1)	- Unsecured Promissory Note dated May 31, 2016, in the principal amount of \$120,000, issued by American Power Group, Inc. in favor of the Matthew Donald Van Steenwyk GST Trust
10.2 (1)	- Unsecured Promissory Note dated June 6, 2016, in the principal amount of \$120,000, issued by American Power Group, Inc. in favor of the Matthew Donald Van Steenwyk GST Trust
10.3 (1)	- Unsecured Promissory Note dated June 17, 2016, in the principal amount of \$300,000, issued by American Power Group, Inc. in favor of the Matthew Donald Van Steenwyk GST Trust
10.4 (1)	- Unsecured Promissory Note dated June 30, 2016, in the principal amount of \$100,000, issued by American Power Group, Inc. in favor of the Matthew Donald Van Steenwyk GST Trust
10.5 (2)	- Promissory Note, between American Power Group, Inc. and Iowa State Bank, dated as of April 15, 2016
10.6 (3)	- 2016 Stock Option Plan
10.7 (4)	- Employment Agreement by and between American Power Group Corporation and Lyle E. Jensen dated April 25, 2016
10.8 (4)	- Employment Agreement by and between American Power Group Corporation and Charles E. Coppa dated April 25, 2016
10.9 (5)	- Amendment No. 5 dated April 26, 2016 to Unsecured Promissory Note dated as of September 17, 2010, issued by American Power Group Corporation (formerly, GreenMan Technologies, Inc.) in favor of Charles E. Coppa.
10.10 (6)	- Amended and Restated Voting Agreement dated January 8, 2016, among American Power Group Corporation and the investors named therein.
31.1 (1)	- Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a)
31.2 (1)	- Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a)
32.1 (7)	- Certification of Chief Executive Officer under 18 U.S.C. Section 1350
32.2 (7)	- Certification of Chief Financial Officer under 18 U.S.C. Section 1350
101.SCH (8)	- XBRL Taxonomy Extension Schema Document
101.CAL (8)	- XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF (8)	- XBRL Taxonomy Extension Definition Linkbase Document
101.LAB (8)	- XBRL Taxonomy Extension Label Linkbase Document
101.PRE (8)	- XBRL Taxonomy Extension Presentation Linkbase Document

GreenMan Technologies, Inc. changed its name to American Power Group Corporation effect August 1, 2012.

(1) Filed herewith.

(2) Filed as an Exhibit to American Power Group Corporation's Form 8-K filed April 20, 2016, and incorporated herein by reference.

(3) Filed as an Appendix to American Power Group Corporation's Definitive Proxy Statement filed April 13, 2016 and incorporated herein by reference.

(4) Filed as an Exhibit to American Power Group Corporation's Form 8-K filed April 28, 2016, and incorporated herein by reference.

(5)

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Filed as an Exhibit to American Power Group Corporation's Form 8-K filed May 2, 2016, and incorporated herein by reference.

(6) Filed as an Exhibit to American Power Group Corporation's Form 8-K filed July 11, 2016, and incorporated herein by reference.

In accordance with Item 601(b)(32)(ii) of Regulation S-K, the certifications furnished in Exhibits 32.1 and 32.2

(7) hereto are deemed to accompany this Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such

certifications will not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

In accordance with Rule 406T of Regulation S-T, the information in these exhibits shall not be deemed to be “filed” or part of a registration statement for purposes of Sections 11 and 12 of the Securities Act, shall not be deemed (8) “filed” for purposes of Section 18 of the Exchange Act and is not otherwise subject to liability under these sections, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act except as expressly set forth by specific reference in such filing.

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.

American Power Group Corporation

By: /s/ Lyle Jensen

Lyle Jensen

President & Chief Executive Officer

(Principal Executive Officer)

By: /s/ Charles E. Coppa

Charles E. Coppa

Chief Financial Officer

(Principal Accounting and Financial Officer)

Dated: August 22, 2016