

HPEV, INC.  
Form 10-K/A  
May 21, 2013

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

FORM 10-K/A  
(Amendment No.2)

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

For the fiscal year ended December 31, 2012

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

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

Commission File Number: 000-53443

HPEV, Inc.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

75-3076597  
(IRS Employer Identification No.)

27420 Breakers Drive  
Wesley Chapel, Florida 33544

(Address of principal executive office)

Registrant's telephone number, including area code: (813) 929-1877

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

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, \$0.001 par value

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the

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Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

Smaller reporting company

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

As of June 30, 2012, the aggregate market value of the registrant's common stock held by non-affiliates (based on the closing price of \$0.40 on that date) was \$9,334,576.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 44,085,441 shares of common stock as of May 15, 2013.

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## EXPLANATORY NOTE

HPEV, Inc. (the "Company", "HPEV", "we" or "us") is filing this Amendment No.2 (the "Amendment") on Form 10-K/A to Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (the "Form 10-K Filing"), which was originally filed with the Securities and Exchange Commission (the "SEC") on April 15, 2013. Amendment No. 1 was filed on May 2, 2013, to set forth information required by Items 10, 11, 12, 13 and 14 of Part III of Form 10-K because HPEV did not file a definitive proxy statement containing such information within 120 days after the end of our fiscal year ended December 31, 2012. This Amendment No. 2 is being filed to restate the consolidated balance sheet, the consolidated statement of operations, the consolidated statement of stockholders' equity and the consolidated statement of cash flows. A warrant to purchase an aggregate of 303,569 shares of common stock issued to a service provider of the Company during the fourth quarter of 2012 was omitted from the financial statements noted above. At the time of the submission of the Form 10-K, the performance required for these warrants was in dispute and the warrants were not included; however, since the board had not rescinded the warrants, our auditors ruled that these warrants should have been included in the Form 10-K for the year ended December 31, 2012. The effect on the Company's financial statements for the year ended December 31, 2012 of said warrant resulted in an additional expense of \$72,748 and an equal amount of additional paid-in capital. All relevant citations and notes thereto have also been amended. In addition, this Amendment amends and restates in its entirety Items 5 and 7 of Part II. Finally, in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Item 15 of Part IV of the original Form 10-K Filing has been amended to include as exhibits new certifications by our principal executive officer and principal financial officer.

Except as expressly set forth herein, this Amendment does not reflect events occurring after the date of the original Form 10-K Filing or modify or update any of the other disclosures contained therein in any way other than as required to reflect the amendments discussed above. Accordingly, this Amendment should be read in conjunction with the original Form 10-K Filing and the Company's other filings with the SEC.

## PART II

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

## COMMON STOCK

Our common stock is not quoted on any exchange. Our common stock was previously quoted on the OTC Bulletin Board ("OTCBB"). On March 26, 2010, it was removed from the OTCBB due to lack of a quotation by a market maker. Our common stock is currently quoted on the OTCQB under the trading symbol WARM. Our common stock did not trade prior to September 2010. Trading in stocks quoted on the OTCQB is often thin and is characterized by wide fluctuations in trading prices due to many factors that may have little to do with a Company's operations or business prospects. We cannot assure you that there will be a market for our common stock in the future.

OTCQB securities are not listed or traded on the floor of an organized national or regional stock exchange. Instead, OTCQB securities transactions are conducted through a telephone and computer network connecting dealers in stocks.

For the periods indicated, the following table sets forth the high and low bid prices per share of our common stock. The following quotations reflect the high and low bids based on inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions. All prices are split-adjusted to reflect the 6-for-1 stock split in September 2010.

| QUARTER ENDED      | HIGH    | LOW     |
|--------------------|---------|---------|
| March 31, 2011     | \$ 5.00 | \$ 0.20 |
| June 30, 2011      | \$ 0.80 | \$ 0.25 |
| September 30, 2011 | \$ 0.75 | \$ 0.20 |
| December 31, 2011  | \$ 1.25 | \$ 0.20 |
| March 31, 2012     | \$ 1.15 | \$ 0.33 |
| June 30, 2012      | \$ 1.50 | \$ 0.35 |
| September 30, 2012 | \$ 0.45 | \$ 0.20 |
| December 31, 2012  | \$ 0.35 | \$0.17  |

The last reported sales price of our common stock on the OTCQB on March 28, 2013, was \$0.84. As of March 29, 2013, there were approximately 148 share-holders of record of our common stock.

## DIVIDEND POLICY

The company has never paid dividends on its common stock and does not anticipate that it will pay dividends in the foreseeable future. It intends to use any future earnings for the expansion of its business. Any future determination of applicable dividends will be made at the discretion of the board of directors and will depend on the results of operations, financial condition, capital requirements and other factors deemed relevant.



## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding our equity compensation plans as of December 31, 2012:

## Equity Compensation Plan Information

| Plan category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights<br>(a) | Weighted-average exercise price of outstanding options, warrants and rights<br>(b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))<br>(c) |
|--|--|--|--|
| Equity compensation plans approved by security holders     | 0  | 0  | 0  |
| Equity compensation plans not approved by security holders | 1,110,707 (1)  | \$ 0.29  | 43,722,276   |

(1) This amount includes the following grants of warrants and options:

On October 31, 2011, The Crone Law Group was granted an option to purchase 200,000 shares of restricted common stock at \$0.35 per share in exchange for services rendered and payments defrayed..

On June 4, 2012, McMahon, Serepca LLP was granted immediately exercisable warrants to purchase 303,569 shares of restricted common stock at \$0.275 per share for financial accommodation of delayed payments.

On August 6, 2012, McMahon, Serepca LLP was granted immediately exercisable warrants to purchase 303,569 shares of restricted common stock at \$0.39 per share for financial accommodation of delayed payments.

On November 9, 2012, McMahon, Serepca LLP was granted immediately exercisable warrants to purchase 303,569 shares of restricted common stock at \$0.18 per share for financial accommodation of delayed payments.

## RECENT SALES OF UNREGISTERED SECURITIES

On June 4, August 6, and November 9, 2012, the Company issued an immediately exercisable warrant for 303,569 shares of common stock with an exercise price of \$0.275, \$0.39 and \$0.18, respectively, to McMahon Serepca, LLP. The three warrants were issued as a financial accommodation for professional fees owed for legal services. The outstanding balance to McMahon Serepca, LLC remains due.

In connection with the bridge loan agreement entered into with Spirit Bear on August 8, 2012, On December 14, 2012, we issued warrants to purchase an aggregate of 665,374 shares of common stock, and penalty warrants to purchase an aggregate of 819,223 shares of common stock for untimely payments under the loan at an exercise price of \$0.35 per share to Spirit Bear.

On February 13, 2013, we issued 25,000 shares of restricted common stock to settle a portion of an outstanding balance with the Crone Law Group for legal services provided to us. The shares were issued to the owner of the law firm, Mark Crone. On February 27, 2013, 90,000 shares of unrestricted common stock were issued to the Crone Law Group as a result of the exercise of an option for 200,000 shares originally granted on October 31, 2011.

On May 17, 2013, an accredited investor purchased 750,000 shares of common stock and warrants in a private offering at a purchase price of \$0.333 per share in consideration for \$250,000.

The warrants enable the investor to purchase, up to November 2015, an aggregate of 1,200,000 shares of common stock at an exercise price of \$0.48 (10% above the per share price of the common stock). The warrants may be exercised on a cashless basis.

The company agreed that within 45 days of the consummation of the offer and sale of \$1,000,000 of shares and warrants, it will file a registration statement with the Securities and Exchange Commission covering the securities.

The agreement also includes a reset provision that provides that if on the 90th day after the closing date, the stock is not trading at \$0.77 per share, the Company will issue to the investor up to either 336,956 shares of common stock or the amount of common shares that the investor would have received had he invested \$577,500 on May 17, 2013, whichever is the lower.

None of the above issuances involved any underwriters, underwriting discounts or commissions, or any public offering and we believe were exempt from the registration requirements of the Securities Act of 1933 by virtue of Section 4(2) thereof and/or Regulation D promulgated thereunder.



Other than as reported above, there were no other sales of unregistered securities which were not previously reported in the Company's Current Reports on Form 8-K or Quarterly Reports on Form 10-Q.

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

The following discussion and analysis should be read together with our financial statements and the related notes appearing elsewhere in this annual report. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. See "Forward-Looking Statements" for a discussion of the uncertainties, risks and assumptions associated with these statements. Actual results and the timing of events could differ materially from those discussed in our forward-looking statements as a result of many factors, including those set forth under "Risk Factors" and elsewhere in this prospectus.

Forward-looking statements in this Annual Report, including without limitation, statements related to the Company's plans, strategies, objectives, expectations, intentions and adequacy of resources, are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act and contain the words "believes," "anticipates," "expects," "plans," "intends" and similar words and phrases. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the results projected in any forward-looking statement. In addition to the factors specifically noted in the forward-looking statements, other important factors, risks and uncertainties that could result in those differences include, but are not limited to, those discussed under Part I, Item 1A "Risk Factors" in this Annual Report. The forward-looking statements are made as of the date of this Annual Report, and we assume no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements. Investors should consult all of the information set forth in this report and the other information set forth from time to time in our reports filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, including our reports on Forms 10-Q and 8-K.

### OVERVIEW

#### Corporate

We were incorporated in the State of Nevada on July 22, 2002 under the name "Bibb Corporation". On September 3, 2010, the Company amended its Articles of Incorporation to change its name to "Z3 Enterprises, Inc." and then again amended its Articles of Incorporation, on April 5, 2012, to change its name to "HPEV, Inc."

The Company began its development stage in July 2002. Since inception, we focused primarily on research and development activities, organizing our company, finding and negotiating with vendors, raising capital and laying the groundwork to take the company public.

On March 29, 2011, we entered into the Share Exchange Agreement to acquire 100 shares, constituting all of the issued and outstanding shares of HPEV Inc. in consideration for the issuance of 22,000,000 shares of common stock. Upon closing of the Share Exchange on April 15, 2011, HPEV became our wholly owned subsidiary.

Control of our Company changed on April 15, 2011 with the issuance of 21,880,000 shares of common stock to the original shareholders of HPEV pursuant to the terms of the amended Share Exchange Agreement. An additional 120,000 shares were issued during the fourth quarter of 2011 which completed the issuance of 22,000,000 shares to HPEV, Inc. under the terms of the as amended Share Exchange Agreement.



For accounting purposes, the acquisition of HPEV, Inc by Z3 Enterprises, Inc. has been recorded as a reverse acquisition of a public company and recapitalization of Z3 Enterprises, Inc. based on factors demonstrating that HPEV represents the accounting acquirer.

We changed our business direction and now plan to commercialize our patents.

On April 5, 2012, we amended our Articles of Incorporation to increase our authorized common stock from 95,000,000 to 100,000,000 shares and our authorized preferred stock from 10,000,000 shares to 15,000,000 shares; and authorized our board of directors to divide or change the powers, preferences, qualifications, limitations and rights of the preferred shares.

#### Going Concern

As a result of our financial condition, we have received a report from our independent registered public accounting firm for our financial statements for the period from March 24, 2011 (Inception) to December 31, 2012 that includes an explanatory paragraph describing the uncertainty as to our ability to continue as a going concern. In order to continue as a going concern, we must effectively balance many factors and begin to generate revenue, so that we can fund our operations from our sales and revenues. If we are not able to do this, we may not be able to continue as an operating company.

#### RESULTS OF OPERATIONS

Fiscal Year Ended December 31, 2012 compared to December 31 2011

##### Revenues

As the Company was in the process of commercializing its technologies, we had no revenues for the fiscal years ended December 31, 2012 and December 31, 2011.

##### Expenses

Operating expenses for the fiscal year ended December 31, 2012 were \$52,311 as compared to operating expenses of \$5,124,215 for the fiscal year ended December 31, 2011.

Our operating expenses in fiscal 2012 have consisted primarily of professional fees, payments to consultants and research and development. The Company incurred \$1,902,392 of equity compensation to consultants, the reversal of \$2,650,000 of director compensation to Judson Bibb which was paid from shares contributed by PPEG.

In fiscal 2011, operating expenses consisted primarily of professional fees, payments to consultants and research and development as well. The Company incurred \$1,604,580 of equity compensation to consultants, \$2,650,000 of director compensation to Judson Bibb which were paid from shares contributed by PPEG, \$100,000 in loss on an investment deposit and a loss on intellectual property deposit of \$75,000.

## Net Loss

In fiscal 2012, the Company incurred net losses of \$696,357 whereas in fiscal 2011, the Company incurred net losses of \$5,124,215.

## INCOME TAXES

During the year ended December 31, 2012, the Company recorded an income tax benefit from continuing operations of \$483,525. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carry forwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carry forward period.

## LIQUIDITY AND CAPITAL RESOURCES

The Company has historically met its liquidity and capital requirements primarily through the private placement of equity securities and loans.

On September 7, 2010, the Company entered into a loan agreement with PPEG for an interest-free loan up to \$1,000,000 (the "PPEG Loan Agreement"). The Company borrowed an aggregate of \$911,894 under the PPEG Loan Agreement which was used for the Company's operations, potential acquisitions, acquisition of intellectual property rights and HPEV, Inc. As of December 31, 2012, \$911,894 outstanding under the PPEG Loan Agreement was forgiven pursuant to the Debt Settlement Agreement. PPEG agreed to forgive all outstanding debt and accrued interest under the loan in exchange for approximately 79% (representing its pro rata interest) of \$400,000 to be paid in monthly increments if the Company's revenues reach \$1 million.

On March 3, 2012, the Company entered into a loan agreement with Action Media Group, LLC, an Arizona limited liability company ("Action Media") for \$500,000 but under which it only borrowed \$250,000. The terms of the loan included a 3% annual interest and payment of principal and interest to begin upon a mutual agreed upon date in the future. Maturity of the loan was perpetual or upon mutual agreement of both parties or if conditions are breached or in default. In connection with the Debt Settlement Agreement, entered into on December 11, 2012, Action Media agreed to forgive all outstanding debt and accrued interest under the loan in exchange for approximately 21% (representing its pro rata interest) of \$400,000 to be paid in monthly increments if the Company's revenues reach \$1 million.

On August 8, 2012, Spirit Bear provided us a \$186,222 bridge loan which matured in 180 days (which was subsequently extended on October 26, 2012 to November 30, 2012). In consideration therefore, we agreed to issue Spirit Bear warrants to purchase up to 1,484,598 shares of our common stock, par value \$0.001 per share at an exercise price of \$0.35 per share.

On December 14, 2012, the Company entered into a Securities Purchase Agreement with Spirit Bear pursuant to which it sold to Spirit Bear (i) 200 shares of the Company's Series A Convertible Preferred Stock (the "Preferred Stock") and (ii) warrants to purchase an aggregate of 2,000,000 shares of the Company's common stock at an exercise price of \$0.35 per share (subject to adjustment as provided in the warrant); 2,000,000 shares of the Company's common stock at an exercise price of \$0.50 per share (subject to adjustment as provided in the warrant); and 2,000,000 shares of the Company's common stock at an exercise of \$0.75 per share (subject to adjustment as provided in the warrant). The aggregate purchase price for sale of the Preferred Stock and warrants was \$500,000, of which \$313,778 was paid in cash and \$186,222 was paid by cancellation of \$186,222 in outstanding indebtedness held by Spirit Bear. The warrants may be exercised on a cashless basis.



Each share of the Preferred Stock is convertible into 50,000 shares of the Company's common stock at a conversion price of \$2,500 per share.

The holders of each share of Preferred Stock are entitled to be paid prior and in preference to any payment or distribution of any available funds and assets on any shares of common stock, an amount per share equal to the Liquidation Price (\$2,500 per share of the Preferred Stock) of the Preferred Stock.

Pursuant to the Securities Purchase Agreement, the Company may sell Spirit Bear up to 200 additional shares of Preferred Stock and warrants to purchase up to 6,000,000 shares of the Company's common stock. The Company has the option to require Spirit Bear to purchase up to an additional 200 preferred shares and associated warrants in the event of written certification from a federally licensed testing facility reasonably acceptable to Spirit Bear, evidencing that four motors incorporating the Company's technology have been comprehensively tested in accordance with applicable NEMA, ANSI and IEEE standards and that the results of these tests meet or exceed the minimum requirements for certification under those standards and that such four motors incorporating the Company's technology have passed tests with respect to (i) IEEE 112 in Methods E, E1, F or F1 with a maximum horsepower of 4,000 for F or F1, (ii) sound pressure testing to IEEE 85 and NEMA MG1 20 standards, (iii) bearing temperature testing, (iv) speed versus torque/current testing, (v) polarization index testing per IEEE 45 standards, and (vi) IEEE 112 Method B for full efficiency; and that testing evidences an improvement in power density of at least 12.% compared to the same motor not incorporating the Company's technology.

In the event the Company has not received the certification notice within 180 calendar days after December 14, 2012, Spirit Bear has a twelve month option to purchase the additional 200 preferred shares and associated warrants.

On December 31, 2012, pursuant to a debt settlement agreement by and among the Company, PPEG, Action Media (PPEG and Action Media collectively, the "Debt Holders") and Spirit Bear, the Debt Holders agreed to forgive debt of \$1,161,894 and accrued interest owed to them by the Company (the "Debt") and release the Company of (i) any future liability or claim related to the Debt, (ii) any future liability or claim related to shares of any class of equity in the Company, and (iii) any obligation or liability of the Company.

Pursuant to the Debt Settlement agreement, the Debt Holders deposited 4,676,000 shares of common stock in escrow. Upon the filing of a registration statement with the SEC, on January 11, 2013, 3, 676,000 shares were cancelled and returned to treasury. The remaining 1,000,000 shares will be purchased by the Company or a nominee of the Company at \$0.40 per share at the rate of \$10,000 per month commencing within 90 days after HPEV achieves \$1,000,000 in gross revenues for products or services from business operations.

On April 12, 2013, the Company and Spirit Bear Limited reached agreement regarding the settlement of allegations that the Company did not perform certain obligations pursuant to the Securities Purchase Agreement dated December 14, 2012 with Spirit Bear, and with respect to certain actions taken by the Company with respect to providing compensation to its management. Spirit Claim claimed, among others, that such actions triggered the anti-dilution protection provided to Spirit Bear in the Securities Purchase Agreement. Spirit Bear agreed to discharge the Company from all claims Spirit Bear may have had as well as to forgo all actions of any kind related to those claims which existed on or prior to April 12, 2013. Both parties also agreed that the signing of the agreement did not constitute an admission of wrongdoing or liability.

To satisfy the allegations, the Company and Spirit Bear agreed to amend the Certificate of Designation to provide that each share of Series A Convertible Preferred Stock can be converted into 50,000 shares of common stock and have the voting rights equal to 50,000 shares. Previously, each share of preferred stock was convertible into 20,000 shares of common stock and had the voting rights equal to 20,000 shares.

The Company and Spirit Bear also agreed to change the terms of the option provided to Spirit Bear in the Securities Purchase Agreement. The new language provides that the Company can sell up to 200 additional preferred shares and warrants to Spirit Bear, or other qualified investors designated by Spirit Bear, if before December 14, 2013, the Company's technology incorporated in (i) three motors or alternators or (ii) two motors and one auxiliary mobile power system are comprehensively tested in accordance with applicable standards and the results of those tests meet or exceed minimum requirements for certification under those standards. If the milestones are not met prior to such date, Spirit Bear retains its right to purchase 200 additional preferred shares and warrants until December 14, 2014.

As of December 31, 2012, the Company had cash of approximately \$194,721.

During the year ended December 31, 2012, the Company had a working capital of \$304,705. Cash outflow from operating activities was \$743,370. Net loss was adjusted by director's stock compensation that was returned of \$2,650,000, amortization of prepaid stock issued for services of \$1,627,910, a gain on settlement of debt of \$256,021, warrants issued for finance cost and interest penalties associated with the Spirit Bear loan and financing arrangement with Crone Law totaling \$1,029,193. Cash outflow from investing activities were \$29,018 consisting of direct legal fees incurred for patents assigned to HPEV. Cash inflow from financing activities of \$816,000 consisted of \$500,000 from the sale of preferred stock, \$5,000 from sales of common stock, \$439,722 in loans from Action Media and Spirit Bear and \$62,200 in proceeds from related parties and \$189,722 repayment of Spirit Bear loan and \$1,200 repayment of related party notes.

We have an accumulated deficit since inception of \$5,820,572 and our auditors have expressed substantial doubt about our ability to continue as a going concern unless we are able to generate revenues.

The following table provides selected financial data about our Company for the year ended December 31, 2012

| Balance Sheet        |            |
|----------------------|------------|
| Data:                | 12/31/2012 |
| Cash in bank         | \$194,721  |
| Total assets         | \$641,982  |
| Total liabilities    | \$263,695  |
| Stockholders' equity | \$378,287  |

We are in the process of creating our initial commercialization of our plug in hybrid conversion system and incorporating our thermal technology in a variety of rotating machinery. There is no guarantee we will be successful in completing our proposed business plans.

## Cash Requirements

Our cash on hand as of December 31, 2012 was \$194,721. Our cash on hand as of December 31, 2011 was \$78,361.

## Sources and Uses of Cash

### Operations

Our net cash used by operating activities for the year ended December 31, 2012 was \$743,370 which consisted primarily of stock issued for services, amortization of financing costs, warrants issued for loan penalty and warrants issued for interest. For the year ended December 31, 2011, our net cash used by operating activities was \$475,929 which consisted of stock issued for services and impairment of intangible assets and deposit. Compensation in the form of \$2,650,000 in common stock given to a director by a shareholder was credited in 2011 and debited in 2012 as a consequence of its return to the shareholder.

### Investments

Our net cash used by investing activities for the year ended December 31, 2012 was \$(29,018) which consisted of payments to patent attorneys for filings. For the year ended December 31, 2011, our net cash used by invested activities was \$44,527 which consisted of payments to patent attorneys with the exception of \$37 acquired in the reverse merger.

### Financing

Our net cash provided by financing activities for the year ended December 31, 2012 was \$816,000, which consisted of proceeds from the sale of common stock and warrants to accredited investors. Our net cash provided by financing activities for the year ended December 31, 2011 was \$598,817 which consisted of proceeds from notes payable to a related party and the sale of common stock to an accredited investor.

### Debt Instruments, Guarantees, and Related Covenants

As previously disclosed on the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 20, 2012, pursuant to the Securities Purchase Agreement entered into between the Company and Spirit Bear Limited, \$186,222 of debt owed to Spirit Bear by the Company was cancelled as part of the consideration for Spirit Bear's purchase of (i) 200 shares of the Company's Series A Convertible Preferred Stock, \$.001 per share and (ii) warrants to purchase (i) 2,000,000 shares of the Company's common stock at an exercise price of \$0.35 per share (subject to adjustment as provided in the warrant); (ii) 2,000,000 shares of the Company's common stock at an exercise price of \$0.50 per share (subject to adjustment as provided in the warrant); (iii) 2,000,000 shares of the Company's common stock at an exercise of \$0.75 per share (subject to adjustment as provided in the warrant).

As previously disclosed on the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 21, 2012, pursuant to a Debt Settlement Agreement by and among the Company, the Debt Holders and Spirit Bear, the Debt Holders agreed (i) to forgive debt of \$1,161,894 and accrued interest owed to them by the Company (the "Debt"). As provided for in the Debt Settlement Agreement, the Debt Holders have released the Company of (i) any future liability or claim related to the Debt, (ii) any future liability or claim related to shares of any class of equity in the Company, and (iii) any obligation or liability of the Company.





Management believes the Company's funds are insufficient to provide for its short term projected needs for operations. Management believes that the Company will need at least \$1,475,750 to fund its operations and meet its obligations for at least the next twelve months. The Company may decide to sell additional equity or increase its borrowings in order to fund increased product development or for other purposes. There can be no assurances that the Company will be able to raise additional financing, or on favorable terms. The Company currently has no arrangements, understanding or agreement for additional funding.

#### OFF BALANCE SHEET ARRANGEMENTS

We, currently, have no off-sheet balance arrangements

#### CRITICAL ACCOUNTING POLICIES

The discussion and analysis of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets and liabilities and related disclosure of contingent assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the applicable period. Actual results may differ from these estimates under different assumptions or conditions.

We define critical accounting policies as those that are reflective of significant judgments and uncertainties and which may potentially result in materially different results under different assumptions and conditions. In applying these critical accounting policies, our management uses its judgment to determine the appropriate assumptions to be used in making certain estimates. These estimates are subject to an inherent degree of uncertainty.

#### Principles of Consolidation

These consolidated financial statements include the accounts of the Company (HPEV, Inc.) and its wholly owned subsidiary, HPEV, Inc., a corporation incorporated in Delaware on March 24, 2011.

All significant inter-company transactions and balances have been eliminated.

Year end – The Company's year end is December 31.

Estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income taxes – The Company accounts for its income taxes in accordance with Income Taxes Topic of the FASB ASC 740, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.



Management believes the Company will have a net operating loss carryover to be used for future years. Such losses may not be fully deductible due to the significant amounts of non-cash service costs as well as restrictions on carryovers resulting from reverse mergers. The Company has established a valuation allowance for the full tax benefit of the applicable operating loss carryovers.

Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited.

Net loss per common share – The Company computes net loss per share in accordance with the Earning per Share Topic of the FASB ASC 260. Under the provisions of ASC, basic net loss per share is computed by dividing the net loss available to common stockholders for the period by the weighted average number of shares of common stock outstanding during the period. The calculation of diluted net loss per share gives effect to common stock equivalents; however, potential common shares are excluded if their effect is anti-dilutive. For the period from March 24, 2011 (Date of Inception) through December 31, 2012, one option (issued October 30, 2011 for 200,000 common shares at a purchase price of \$0.55 per share) and 8,395,004 warrants were outstanding. Additionally, we have 200 preferred shares outstanding of which can be converted to 50,000 shares of common stock for total of 10,000,000 shares of common stock if converted.

Stock Based Compensation – Stock based compensation is accounted for using the Equity-Based Payments to Employees Topic of the FASB ASC 718, which establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for services. It also addresses transactions in which an entity incurs liabilities in exchange for services that are based on the fair value of the entity’s equity instruments or that may be settled by the issuance of those equity instruments. The Company determines the value of stock issued at the date of grant. The Company also determines at the date of grant the value of stock at fair market value or the value of services rendered (based on contract or otherwise) whichever is more readily determinable.

Stock based compensation for non-employees is accounted for using the Stock Based Compensation Topic of the FASB ASC 505. The Company uses the fair value method for equity instruments granted to non-employees and will use the Black Scholes model for measuring the fair value of options, if issued. The stock based fair value compensation is determined as of the date of when performance commitment is established or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

Financial Instruments – The carrying amounts reflected in the consolidated balance sheets for cash and accounts payable approximate the respective fair values due to the short maturities of these items. The Company does not hold any investments that are available-for-sale.

Concentration of risk – A significant amount of HPEV’s assets and resources were dependent on the financial support of Phoenix Productions and Entertainment Group. The Company has successfully pursued other avenues of financial support.

Revenue recognition –Revenues are recognized in accordance with the Securities and Exchange Commission Staff Accounting Bulletin No. 104 (“SAB 104”), “Revenue Recognition in Financial Statements”. The Company recognizes revenues when all of the following criteria are met: 1) there is persuasive evidence that an arrangement exists, 2) delivery of goods has occurred, 3) the sales price is fixed or determinable, and 4) collection is reasonably assured.

Advertising costs –The Company recorded no advertising and promotion costs from inception (March 24, 2011) to December 31, 2012.

Research and development – Costs of research and development are expensed in the period in which they are incurred.

Legal Procedures – The Company is not aware of, nor is it involved in any pending legal proceedings.

#### RECENT ACCOUNTING PRONOUNCEMENTS

We continue to assess the effects of recently issued accounting standards. The impact of all recently adopted and issued accounting standards has been disclosed in the Footnotes to the financial statements.

#### ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

##### INDEX TO FINANCIAL STATEMENTS

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F-1

DE JOYA GRIFFITH  
Certified Public Accountants and Consultants

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders  
HPEV, Inc.

We have audited the accompanying consolidated balance sheets of HPEV, Inc. and Subsidiary (A Development Stage Company) (the "Company") as of December 31, 2012 and 2011 and the related consolidated statements of operations, stockholders' equity and cash flows for the year ended December 31, 2012, for the period from inception (March 24, 2011) through December 31, 2011 and for the period from inception (March 24, 2011) through December 31, 2012. HPEV, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of HPEV, Inc. (A Development Stage Company) as of December 31, 2012 and 2011 and the results of its operations and its cash flows for the year ended December 31, 2012, for the period from inception (March 24, 2011) through December 31, 2011 and for the period from inception (March 24, 2011) through December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered losses from operations, which raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ De Joya Griffith, LLC  
Henderson, Nevada

March 29, 2013, except for Note 3 presented under the heading, "Restatements of Financial Statements," as to which the date is May 17, 2013

F-2  
HPEV, INC.  
(A Development Stage Company)  
CONSOLIDATED BALANCE SHEETS

|  | As of<br>December<br>31, 2012<br>Audited<br>(Restated) | As of<br>December<br>31, 2011<br>Audited |
|--|--|--|
| <b>ASSETS</b>  |  |  |
| Current assets   |  |  |
| Cash   | \$ 194,721   | \$ 78,361                                |
| Prepaid expense  | 373,679  | 911,589                                  |
| <b>Total current assets</b>  | <b>568,400</b>   | <b>989,950</b>                           |
| Intangible assets  | 73,582   | 44,564                                   |
| <b>Total assets</b>  | <b>\$ 641,982</b>                                      | <b>\$ 1,034,514</b>                      |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |  |  |
| Current liabilities  |  |  |
| Bank overdraft   | \$-  | \$ 410                                   |
| Accounts payable   | 177,280  | 103,701                                  |
| Accounts payable related party   | 52,305   | -  |
| Notes payable – related party  | 34,110   | 884,594                                  |
| <b>Total current liabilities</b>   | <b>263,695</b>   | <b>988,705</b>                           |
| <b>Total liabilities</b>   | <b>263,695</b>   | <b>988,705</b>                           |
| Commitments and contingencies  | -  | -  |
| Stockholders' equity   |  |  |
| Preferred stock: \$.001 par value:<br>15,000,000 shares authorized, 200 and<br>0 shares issued and outstanding as of Dec.<br>31, 2012 and Dec. 31, 2011, respectively                | -  | -  |
| Common stock; \$.001 par value; 100,000,000<br>shares authorized, 42,970,441 and 48,613,125<br>shares issued and outstanding as of Dec. 31,<br>2012 and Dec. 31, 2011, respectively. | 42,970   | 48,613                                   |
| Additional paid-in capital   | 6,116,420  | 13,121,411                               |
| Common stock held in escrow, 4,676,000<br>shares issued and held   | 39,469   | -  |
| Common stock receivable  | -  | (8,000,000)                              |
| Accumulated deficit during development stage   | (5,820,572)  | (5,124,215)                              |
| <b>Total stockholders' equity</b>  | <b>378,287</b>   | <b>45,809</b>                            |
| <b>Total liabilities and stockholders' equity</b>  | <b>\$ 641,982</b>                                      | <b>\$ 1,034,514</b>                      |

The accompanying notes are an integral part of these financial statements.



F-3  
HPEV, INC.  
(A Development Stage Company)  
CONSOLIDATED STATEMENTS OF OPERATIONS

|                                  | For the year<br>ended<br>December<br>31, 2012<br>Audited<br>(Restated) | From<br>Inception<br>(March 24,<br>2011)<br>through<br>December<br>31, 2011<br>Audited | From<br>Inception<br>(March 24,<br>2011)<br>through<br>December<br>31, 2012<br>Audited<br>(Restated) |
|----------------------------------|--|--|--|
| Revenue                          | \$-  | \$-  | \$-  |
| Cost of goods sold               | -  | -  | -  |
| Gross profit                     | -  | -  | -  |
| <b>Operating expenses</b>        |  |  |  |
| Director stock compensation      | (2,650,000 )   | 2,650,000  | -  |
| Consulting                       | 1,902,392  | 1,604,580  | 3,506,972  |
| Professional fees                | 447,139  | 538,479  | 985,618  |
| Research and development         | 242,717  | 114,355  | 357,072  |
| General and administrative       | 110,063  | 41,801   | 151,864  |
| Loss on deposit                  | -  | 100,000  | 100,000  |
| Loss on intangible property      | -  | 75,000   | 75,000   |
| Total operating expenses         | 52,311   | 5,124,215  | 5,176,526  |
| <b>Other income and expenses</b> |  |  |  |
| Interest expense                 | (277,545 )   | -  | (277,545 )   |
| Finance cost                     | (622,522 )   | -  | (622,522 )   |
| Gain on settlement of debt       | 256,021  | -  | 256,021  |
| Net loss                         | \$(696,357 )   | \$(5,124,215 )   | \$(5,820,572)  |
| Basic loss per common share      | \$(0.01 )  | \$(0.11 )  |  |
| <b>Basic weighted average</b>    |  |  |  |
| common shares outstanding        | 47,646,411   | 45,170,729   |  |

The accompanying notes are an integral part of these financial statements.



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HPEV, INC.  
(A Development Stage Company)  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**  
FROM INCEPTION (MARCH 24, 2011) THROUGH DECEMBER 31, 2012

|   | Preferred Stock |        | Common Stock |        | Additional Paid-in Capital |                | Common Stock     |      | Accumulated Deficit During Development Stage | Total Stockholders' Equity |
|---|-----------------|--------|--------------|--------|----------------------------|----------------|------------------|------|--|----------------------------|
|   | Shares          | Amount | Shares       | Amount | Capital                    | Held In Escrow | Stock Receivable |      |  |                            |
| Inception, March 24, 2011   | -               | \$ -   | -            | \$ -   | \$ -                       | -              | -                | \$ - | \$ -   | \$ -                       |
| Founder shares April 4, 2011  | -               | -      | 22,000,000   | 22,000 | -                          | -              | -                | -    | -  | 22,000                     |
| Shares issued for reverse merger April 15, 2011                                     | -               | -      | 23,956,690   | 23,957 | 8,178,258                  | -              | (8,000,000)      | -    | -  | 202,215                    |
| Shares issued for consulting services April 1, 2011 @ \$.70                         | -               | -      | 1,100,000    | 1,100  | 768,900                    | -              | -                | -    | -  | 770,000                    |
| Shares issued for consulting services May 11, 2011 @ \$.75                          | -               | -      | 1,823,185    | 1,823  | 1,365,566                  | -              | -                | -    | -  | 1,367,389                  |
| Shares received through cancellation of shares written-off prior to reverse merger. | -               | -      | (416,750)    | (417)  | 417                        | -              | -                | -    | -  | -                          |
| Shares issued for direct cash   | -               | -      | 150,000      | 150    | 49,850                     | -              | -                | -    | -  | 50,000                     |

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|  |     |   |             |          |              |    |                 |                |             |
|--|-----|---|-------------|----------|--------------|----|-----------------|----------------|-------------|
| investment<br>November 8,<br>2011 @ \$.33  |     |   |             |          |              |    |                 |                |             |
| Options<br>granted for<br>legal services   | -   | - | -           | -        | 108,420      | -  | -               | -              | 108,420     |
| Shares issued<br>to director by<br>shareholder as<br>compen- sation  | -   | - | -           | -        | 2,650,000    | -  | -               | -              | 2,650,000   |
| Net loss   | -   | - | -           | -        | -            | -  | -               | (5,124,215)    | (5,124,215) |
| Balance as of<br>December 31,<br>2011  | -\$ | - | 48,613,125  | \$48,613 | \$13,121,411 | \$ | -\$ (8,000,000) | \$ (5,124,215) | \$ 45,809   |
| Shares<br>received from<br>rescinded<br>transaction<br>prior to reverse<br>merger<br>February 13,<br>2012                        | -   | - | (1,920,000) | (1,920)  | (7,998,080)  | -  | 8,000,000       | -              | -           |
| Shares<br>received<br>through<br>cancellation of<br>shares<br>written-off<br>prior to reverse<br>merger.<br>February 17,<br>2012 | -   | - | (83,350)    | (83)     | 83           | -  | -               | -              | -           |
| Shares issued<br>for consulting<br>services<br>March 23,<br>2012 @\$1.07   | -   | - | 1,000,000   | 1000     | \$1,069,000  | -  | -               | -              | 1,070,000   |
| Shares returned<br>by director<br>to shareholder<br>April 13, 2012   | -   | - | -           | -        | (2,650,000)  | -  | -               | -              | (2,650,000) |
|  | -   | - | -           | -        | 516,992      | -  | -               | -              | 516,992     |

Spirit Bear  
loan warrants  
finance cost  
April 27, 2012

|  |   |   |        |    |         |   |   |   |         |
|--|---|---|--------|----|---------|---|---|---|---------|
| Spirit Bear<br>loan warrants<br>finance cost<br>May 22, 2012                 | - | - | -      | -  | 64,560  | - | - | - | 64,560  |
| Issuance of<br>warrants of<br>common stock<br>June 1, 2012                   | - | - | -      | -  | 99,229  | - | - | - | 99,229  |
| Shares issued<br>for direct cash<br>investment<br>June 12, 2012<br>@ \$0.50  | - | - | 10,000 | 10 | 4,990   | - | - | - | 5,000   |
| Shares issued<br>for<br>manufacturing<br>services<br>June 8, 2012<br>@\$0.75 | - | - | 26,666 | 26 | 19,974  | - | - | - | 20,000  |
| Spirit Bear<br>loan warrants<br>finance cost<br>June 28, 2012                | - | - | -      | -  | 1,621   | - | - | - | 1,621   |
| Spirit Bear<br>loan warrants<br>finance cost<br>July 11, 2012                | - | - | -      | -  | 39,349  | - | - | - | 39,349  |
| Issuance of<br>warrants of<br>common stock<br>August 6, 2012                 | - | - | -      | -  | 110,029 | - | - | - | 110,029 |
| Spirit Bear<br>penalty<br>warrants<br>finance cost<br>September 30,<br>2012  | - | - | -      | -  | 68,234  | - | - | - | 68,234  |

|   |     |                 |           |              |           |      |                |            |           |
|---|-----|-----------------|-----------|--------------|-----------|------|----------------|------------|-----------|
| Shares issued for direct cash investment December 5, 2012 @ \$2,500 | 200 | -               | -         | -            | 500,000   | -    | -              | -          | 500,000   |
| Spirit Bear penalty warrants finance cost December 31, 2012         | -   | -               | -         | -            | 129,179   | -    | -              | -          | 129,179   |
| Debt settlement – escrow shares                                     | -   | -(4,676,000)    | (4,676)   | (34,793)     | 39,469    | -    | -              | -          | -         |
| Debt settlement-forgiveness of debt                                 | -   | -               | -         | -            | 911,894   | -    | -              | -          | 911,894   |
| Issuance of warrants of common stock November 9, 2012               | -   | -               | -         | -            | 72,748    | -    | -              | -          | 72,748    |
| Officer contributed capital   | -   | -               | -         | -            | 70,000    | -    | -              | -          | 70,000    |
| Net Income  | -   | -               | -         | -            | -         | -    | -              | (696,357)  | (696,357) |
| Balance as of December 31, 2012 (Restated)                          | 200 | \$ - 42,970,441 | \$ 42,970 | \$ 6,116,420 | \$ 39,469 | \$ - | \$ (5,820,572) | \$ 378,287 |           |

The accompanying notes are an integral part of these financial statements.

F-5  
HPEV, INC.  
(A Development Stage Company)  
CONSOLIDATED STATEMENTS OF CASH FLOWS

|  | For the<br>Year<br>Ended<br>December 31,<br>2012<br>Audited<br>(Restated) | From Inception<br>(March 24,<br>2011)<br>through<br>December<br>31, 2011<br>Audited | From Inception<br>(March 24,<br>2011)<br>through<br>December<br>31, 2012<br>Audited<br>(Restated) |
|--|---|---|---|
| Cash flows from operating activities:  |   |   |   |
| Net loss   | \$ (696,357 )   | \$ (5,124,215 )   | \$ (5,820,572 )   |
| Adjustments to reconcile net loss to<br>net cash used by operating activities: |   |   |   |
| Stock issued to founder  | -   | 22,000  | 22,000  |
| Stock issued for consulting services   | 1,627,910   | 1,600,802   | 3,228,712   |
| Gain on settlement of debt   | (256,021 )  | -   | (256,021 )  |
| Warrants issued for loan penalty   | 197,413   | -   | 197,413   |
| Warrants issued for interest   | 282,006   | 108,420   | 390,426   |
| Stock compensation   | -   | -   | -   |
| Amortization of financing cost   | 622,522   | -   | 622,522   |
| Director stock compensation from shareholder                                   | (2,650,000)   | 2,650,000   | -   |
| Impairment of intangible asset and deposit                                     | -   | 175,000   | 175,000   |
| Changes in operating assets and liabilities:                                   |   |   |   |
| Increase in accrued interest   | 6,021   | -   | 6,021   |
| Increase in accounts payable related party                                     | 52,305  | -   | 52,305  |
| Increase in accounts payable   | 143,579   | 92,064  | 235,643   |
| Net cash used by operating activities  | (743,370 )  | (475,929 )  | (1,146,551 )  |
| Cash flows from investing activities:  |   |   |   |
| Increase of intangible assets  | (29,018 )   | (44,564 )   | (73,582 )   |
| Cash acquired in reverse merger  | -   | 37  | 37  |
| Net cash used by investing activities  | (29,018 )   | (44,527 )   | (73,545 )   |
| Cash flows from financing activities:  |   |   |   |
| Proceeds from sale of common stock   | 5,000   | 50,000  | 55,000  |
| Proceeds from sale of preferred stock  | 500,000   | -   | 500,000   |
| Proceeds from notes payable  | 439,722   | -   | 439,722   |
| Payment on notes payable   | (189,722 )  | -   | (189,722 )  |
| Proceeds from notes payable – related party                                    | 62,200  | 548,407   | 610,607   |
| Payments on notes payable – related party                                      | (1,200 )  | -   | (1,200 )  |
| Bank overdraft   | -   | 410   | 410   |
| Net cash provided by financing activities                                      | 816,000   | 598,817   | 1,414,817   |



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|   |               |              |              |
|---|---------------|--------------|--------------|
| Net increase in cash and cash equivalents     | 116,360       | 78,361       | 194,721      |
| Cash, beginning of period                     | 78,361        | -            | -            |
| Cash, end of period                           | \$ 194,721    | \$ 78,361    | \$ 194,721   |
| Supplemental information:                     |               |              |              |
| Interest paid with cash                       | \$1,327       | \$-          | \$1,327      |
| Supplemental Schedule of non-cash Activities: |               |              |              |
| Accrued interest forgiven                     | \$6,021       | \$-          | \$6,021      |
| Related party accrued salary forgiven         | \$70,000      | \$-          | \$70,000     |
| Related party notes payable forgiven          | \$911,894     | \$-          | \$911,894    |
| Shares issued for services                    | \$446,427     | \$911,589    | \$1,358,016  |
| Common stock receivable                       | \$(8,000,000) | \$8,000,000  | \$-          |
| Assumed as part of reverse merger             |               |              |              |
| Intangible assets                             | \$-           | \$175,000    | \$175,000    |
| Deposit                                       | \$-           | \$100,000    | \$100,000    |
| Prepaid asset                                 | \$-           | \$375,002    | \$375,002    |
| Accounts payable                              | \$-           | \$(11,637 )  | \$(11,637 )  |
| Notes payable related party                   | \$-           | \$(336,187 ) | \$(336,187 ) |
| Stock issued for prepaid services             | \$1,090,000   | \$-          | \$1,090,000  |

The accompanying notes are an integral part of these financial statements

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HPEV, Inc.  
(A Development Stage Company)  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2012  
RESTATED

1. DESCRIPTION OF BUSINESS AND HISTORY

Description of business and history – HPEV, Inc., a Nevada corporation (formerly known as Bibb Corporation and Z3 Enterprises) (hereinafter referred to as “HPEV” or “The Company”), was incorporated in the State of Nevada on July 22, 2002. The Company’s principal operations were to produce fully integrated multi-media products targeting the marginally literate. The Company changed its focus to educational entertainment and reality show programming; feature films and special event marketing upon entering into a Joint Venture Agreement (the “Joint Venture Agreement”) with Phoenix Productions and Entertainment Group (PPEG) in September 2010.

From September 2010 through March 2011, Z3E pursued business opportunities, but agreements were never fulfilled and the entertainment projects have been terminated.

On March 24, 2011, Z3 Enterprises entered into a Share Exchange Agreement to acquire 100 shares, constituting all of the issued and outstanding shares of HPEV Inc. (“HPEV”) in consideration for the issuance of 22,000,000 shares of Z3E common stock. Upon closing of the Share Exchange on April 15, 2011, HPEV became a wholly owned subsidiary of Z3.

The terms of the Share Exchange Agreement required the current board of directors of Z3E (the “Board”) to designate Quentin Ponder and Timothy Hassett as directors of Z3E, as well as two other directors to be named later by HPEV.

On April 5, 2012, the Company amended its Articles of Incorporation to change its name from Z3 Enterprises, Inc. to HPEV, Inc. On the same date, the board appointed Timothy Hassett as Chief Executive Officer, Quentin Ponder as Chief Financial Officer (he remains Treasurer), Theodore Banzhaf as President and Judson Bibb as Vice President (he remains Secretary).

On April 6, 2012, the Board of Directors amended the bylaws. Specifically, they voted to increase the number of directors, to enable the filling of vacancies on the board of directors by majority vote of the remaining directors or director and to appoint Timothy Hassett and Quentin Ponder to serve as Chairman of the Board and Vice Chairman, respectively.

Control of Z3E changed hands on April 15, 2011 with the issuance of 21,880,000 shares of Z3E common stock to the original shareholders of HPEV pursuant to the terms of the as amended Share Exchange Agreement. An additional 120,000 shares were issued on December 14, 2011 which completed the issuance of 22,000,000 shares of Z3E common stock to HPEV, Inc. under the terms of the as amended Share Exchange Agreement.

For accounting purposes, the acquisition of HPEV, Inc by Z3 Enterprises, Inc. has been recorded as a reverse acquisition of a public company and recapitalization of Z3 Enterprises, Inc. based on factors demonstrating that HPEV represents the accounting acquirer.

HPEV was incorporated under the laws of the State of Delaware on March 25, 2011 to commercialize the technology from patents developed by two of its shareholders. Activities during its start-up stage were nominal.

Subsequent to the closing of the Share Exchange, Z3E changed its business focus to attempting to commercialize the HPEV technologies in a variety of markets by licensing its heat pipe technologies to electric motor, generator and vehicle component manufacturers. The Company also plans to license its hybrid conversion system to fleet owners and service centers.

Effective April 23, 2012, the Financial Industry Regulatory Authority (“FINRA”) approved the Company’s name change and the symbol change from BIBB to WARM.

On May 5, 2011, a total of 7 patents (1 granted, 6 pending) were assigned to HPEV by Thermal Motors Innovations, LLC, a company controlled by the developers of the patents. Since then, additional patents have been awarded and filed. Therefore, as of March 29, 2013, our subsidiary, HPEV, owns the rights to five patents, and twelve patent-applications pending with two remaining to be assigned.

The patents and patents-pending owned by HPEV cover composite heat pipes and their applications as well as an electric load assist. The utilization of composite heat pipes should increase the horsepower of electric motors and enhance the lifespan and effectiveness of heat-producing vehicle components. The parallel vehicle platform enables vehicles to alternate between two sources of power.

The Company intends to license heat pipe technology to manufacturers of electric motors and generators as well as vehicle parts such as brakes, resistors and calipers. It also plans to commercialize the patents by implementing and licensing a plug-in hybrid electric vehicle conversion system based on the parallel vehicle platform.

The Company is currently sourcing or commissioning the components to perform its initial conversion. The conversion, if successful, will be used to showcase the effectiveness of the technology, generate data and function as a marketing tool to generate orders. The target markets include commercial and fleet vehicles ranging from heavy duty pick-ups to tractor-trailer trucks and buses.

To facilitate the incorporation of the Company’s heat pipe technology in industrial electric motors and generators, the Company has signed product development agreements with two multi-national manufacturers.

To prove the effectiveness of heat pipe technology under extreme conditions, the Company has signed agreements with racing teams to test its technology in high performance vehicle components.

As operations have consisted of general administrative and pre-production activities, HPEV, Inc. is considered a development stage company in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 915.

On December 9, 2011, Z3E and PPEG mutually agreed to dissolve their Joint Venture Agreement. The reason was due to a change in business direction by Z3 as a result of its acquisition of HPEV, Inc. The Joint Venture Agreement did not provide for any termination penalties.

Going concern – The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. Since the reverse merger of HPEV, Inc. and Z3 Enterprises, Inc. on April 15, 2011, cash outlays have been \$1,146,551 from operating activities and \$73,582 from investing activities which have been financed primarily through loans and stock sales. The net book loss is approximately \$5,820,572 during the period from March 24, 2011 (Date of Inception) through December 31, 2012. The Company has not fully commenced its operations and is still in the development stages, raising substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing from shareholders or other sources to meet its obligations and repay its liabilities arising from normal business operations when they come due. At this time, the Company is seeking additional sources of capital through the issuance of debt, equity, or joint venture agreements, but there can be no assurance the Company will be successful in accomplishing its objectives.

These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might result from this uncertainty.

It is possible management may decide that the Company cannot continue with its business operations as outlined in the current business plan because of a lack of financial resources and may be forced to seek other potential business opportunities that may be available.

## 2. SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of HPEV, Inc. is presented to assist in understanding the Company's consolidated financial statements. The consolidated financial statements and notes are representations of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America, and have been consistently applied in the preparation of the consolidated financial statements.

### Accounting Method

The Company's consolidated financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

### Principles of Consolidation

These consolidated financial statements include the accounts of the subsidiary HPEV (A Delaware Corporation) and its parent HPEV (formerly known as Z3 Enterprises) (A Nevada Corporation). On April 20, 2012, the Company officially changed its name to HPEV, Inc.

All significant inter-company transactions and balances have been eliminated.

### Year End

The Company's year end is December 31.

### Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments and short-term debt instruments with original maturities of three months or less to be cash equivalents.

### Revenue Recognition

The Company recognizes revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" and No. 104, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability is reasonably assured. For the years ended December 31, 2012 and 2011, and for the period from inception (March 24, 2011) to December 31, 2012, the Company did not report any revenues.

### Fair Value of Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under Financial Accounting Standards Board (FASB) guidance regarding disclosures about fair value of financial instruments, approximate the carrying amounts presented in the accompanying consolidated balance sheets.

Effective January 1, 2008, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 157 Fair Value Measurements ("SFAS 157"), superseded by ASC 820-10, which defines fair value, establishes a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. The impact of adopting ASC 820-10 was not significant to the Company's consolidated financial statements. ASC 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Valuation based on quoted market prices in active markets for identical assets or liabilities.

Level 2 – Valuation based on quoted market prices for similar assets and liabilities in active markets.

Level 3 – Valuation based on unobservable inputs that are supported by little or no market activity, therefore requiring management's best estimate of what market participants would use as fair value.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability. The valuation of our fair value instruments is determined using Level 1 inputs, which consider (i) time value, (ii) current market and (iii) contractual prices.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2012 and 2011. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include cash, accounts payable and accrued expenses, loan payable and notes payable – related party.



#### Use of Estimates

The process of preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the consolidated financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

#### Intangible Assets

ASC 350 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead tested for impairment at least annually in accordance with the provisions of ASC 350. This standard also requires that intangible assets with definite useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment. As of December 31, 2012 and 2011, the Company believes there is no impairment of its intangible assets.

The Company's intangible assets consist of the costs of filing and acquiring various patents. The patents are recorded at cost. The Company determined that the patents have an estimated useful life of 10 years and will be reviewed annually for impairment. Amortization will be recorded over the estimated useful life of the assets using the straight-line method for financial statement purposes. The Company plans to commence amortization upon commencing operations.

#### Income Taxes

The Company provides for federal and state income taxes payable, as well as for those deferred because of the timing differences between reporting income and expenses for financial statement purposes versus tax purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recoverable or settled. The effect of a change in tax rates is recognized as income or expense in the period of the change. A valuation allowance is established, when necessary, to reduce deferred income tax assets to the amount that is more likely than not to be realized.

Upon inception, the Company adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes ("FIN 48"), superseded by ASC 740-10. The Company did not recognize a liability as a result of the implementation of ASC 740-10. A reconciliation of the beginning and ending amount of unrecognized tax benefits has not been provided since there is no unrecognized benefit as of the date of adoption. The Company did not recognize interest expense or penalties as a result of the implementation of ASC 740-10. If there were an unrecognized tax benefit, the Company would recognize interest related to unrecognized tax benefits in interest expense and penalties in other operating expenses.

Management believes the Company will have a net operating loss carryover to be used for future years. Such losses may not be fully deductible due to the significant amounts of non-cash service costs as well as restrictions on carryovers resulting from reverse mergers. The Company has established a valuation allowance for the full tax benefit of the applicable operating loss carryovers.

Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited.





### Net Loss Per Common Share

The Company computes net loss per share in accordance with the Earning per Share Topic of the FASB ASC 260. Under the provisions of ASC 260, basic net loss per share is computed by dividing the net loss available to common stockholders for the period by the weighted average number of shares of common stock outstanding during the period. The calculation of diluted net loss per share gives effect to common stock equivalents; however, potential common shares are excluded if their effect is anti-dilutive. For the period from March 24, 2011 (Date of Inception) through December 31, 2012, one option (issued October 30, 2011 for 200,000 common shares at a purchase price of \$0.55 per share) and 8,091,435 warrants were outstanding. Additionally, we have 200 preferred shares outstanding of which can be converted to 50,000 shares of common stock for total of 10,000,000 common shares if converted.

### Employee Stock Based Compensation

The FASB issued SFAS No.123 (revised 2004), Share-Based Payment, which was superseded by ASC 718-10. ASC 718-10 provides investors and other users of financial statements with more complete and neutral financial information, by requiring that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. ASC 718-10 covers a wide range of share-based compensation arrangements, including share options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. As of December 31, 2012, the Company has not implemented an employee stock based compensation plan.

### Non-Employee Stock Based Compensation

The Company accounts for stock based compensation awards issued to non-employees for services, as prescribed by ASC 718-10, at either the fair value of the services rendered or the instruments issued in exchange for such services, whichever is more readily determinable, using the measurement date guidelines enumerated in EITF 96-18, Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services, which was superseded by ASC 505-50. The Company issues compensatory shares for services including, but not limited to, executive, management, accounting, operations, corporate communication, financial and administrative consulting services.

### Concentration of Risk

A significant amount of HPEV's assets and resources have been dependent on the financial support of Phoenix Productions and Entertainment Group. The Company has successfully negotiated outside investment and continues to seek additional funding.

#### Advertising Costs

The Company recorded no advertising and promotion costs from inception (March 24, 2011) to December 31, 2012.

#### Research and Development

Costs of research and development are expensed in the period in which they are incurred.

#### Legal Procedures

The Company is not aware of, nor is it involved in any pending legal proceedings.

#### Recent accounting standards

The Company has evaluated the recent accounting pronouncements through ASU 2013-05 and believes that none of them will have a material effect on the Company's financial statements.

### 3 RESTATEMENT OF FINANCIAL STATEMENT

We have restated our previously issued consolidated financial statements covering our fiscal year 2012 which ended on December 31, 2012. The restatement corrects errors and reclassifications in the accounting for the following:

A warrant to purchase an aggregate of 303,569 shares of common stock was issued to a service provider of the Company in the fourth quarter of 2012 was omitted from the consolidated financial statements for the fiscal year ended December 31, 2012. At the time of the submission of the Form 10-K, the performance required for these warrants was in dispute. Nonetheless, an additional \$72,748 in interest expense and additional paid-in capital should have included in the financial statements.

The following tables summarize the effect of the restatement on the specific items presented in our historical consolidated financial statements included in our Annual Report on Form 10-K for the twelve months ended December 31, 2012.

## CONSOLIDATED BALANCE SHEETS

|  | As of<br>December<br>31, 2012<br>As filed | Adjustments | As of<br>December<br>31, 2012<br>As restated |
|--|---|-------------|--|
| <b>ASSETS</b>  |   |             |  |
| Current assets   |   |             |  |
| Cash   | \$ 194,721                                |             | \$ 194,721                                   |
| Prepaid expense  | 373,679                                   |             | 373,679                                      |
| Total current assets   | 568,400                                   |             | 568,400                                      |
| Intangible assets  | 73,582                                    |             | 73,582                                       |
| Total assets   | \$ 641,982                                |             | \$ 641,982                                   |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |   |             |  |
| Current liabilities  |   |             |  |
| Bank overdraft   | \$-                                       |             | \$-  |
| Accounts payable   | 177,280                                   |             | 177,280                                      |
| Accounts payable related party   | 52,305                                    |             | 52,305                                       |
| Notes payable – related party  | 34,110                                    |             | 34,110                                       |
| Total current liabilities  | 263,695                                   |             | 263,695                                      |
| Total liabilities  | 263,695                                   |             | 263,695                                      |
| Stockholders' equity   |   |             |  |
| Preferred stock: \$.001 par value:<br>15,000,000 shares authorized, 200 and<br>0 shares issued and outstanding as of Dec.<br>31, 2012 and Dec. 31, 2011, respectively                |   |             |  |
| Common stock; \$.001 par value; 100,000,000<br>shares authorized, 42,970,441 and 48,613,125<br>shares issued and outstanding as of Dec. 31,<br>2012 and Dec. 31, 2011, respectively. |   |             |  |
|  | 42,970                                    |             | 42,970                                       |
| Additional paid-in capital   | 6,043,672                                 | 72,748      | 6,116,420                                    |
| Common stock held in escrow, 4,676,000<br>shares issued and held   | 39,469                                    |             | 39,469                                       |
| Common stock receivable  | -   |             | -  |
| Accumulated deficit during development stage   | (5,747,824)                               | (72,748 )   | (5,820,572)                                  |
| Total stockholders' equity   | 378,287                                   |             | 378,287                                      |
| Total liabilities and stockholders' equity   | \$ 641,982                                |             | \$ 641,982                                   |



## CONSOLIDATED STATEMENTS OF OPERATIONS

|                                  | For the year<br>ended<br>December<br>31, 2012<br>As filed | Adjustments | For the year<br>ended<br>December<br>31, 2012<br>As restated | From<br>Inception<br>(March 24,<br>2011)<br>Through<br>December<br>31, 2012<br>As restated |
|----------------------------------|---|-------------|--|--|
| Revenue                          | \$-   |             | \$-  | \$-  |
| Cost of goods sold               | -   |             | -  | -  |
| Gross profit                     | -   |             | -  | -  |
| <b>Operating expenses</b>        |   |             |  |  |
| Director stock compensation      | (2,650,000 )  |             | (2,650,000 )   | -  |
| Consulting                       | 1,902,392   |             | 1,902,392  | 3,506,972  |
| Professional fees                | 447,139   |             | 447,139  | 985,618  |
| Research and development         | 242,717   |             | 242,717  | 357,072  |
| General and administrative       | 110,063   |             | 110,063  | 151,864  |
| Loss on deposit                  |   |             |  | 100,000  |
| Loss on intangible property      |   |             |  | 75,000   |
| Total operating expenses         | 52,311  |             | 52,311   | 5,176,526  |
| <b>Other income and expenses</b> |   |             |  |  |
| Interest expense                 | (204,797 )  | (72,748 )   | (277,545 )   | (277,545 )   |
| Finance cost                     | (622,522 )  |             | (622,522 )   | (622,522 )   |
| Gain on settlement of debt       | 256,021   |             | 256,021  | 256,021  |
| Net loss                         | \$(623,609 )  | \$(72,748 ) | \$(696,357 )   | \$(5,820,572)  |
| Basic loss per common share      | \$(0.01 )   |             | \$(0.01 )  |  |
| <b>Basic weighted average</b>    |   |             |  |  |
| common shares outstanding        | 47,646,411  |             | 47,646,411   |  |

## CONSOLIDATED STATEMENTS OF CASH FLOWS

|  | For the<br>Year<br>Ended<br>December<br>31, 2012<br>As filed | Adjustments | For the<br>Year<br>Ended<br>December<br>31, 2012<br>As restated | From<br>Inception<br>(March 24,<br>2011)<br>through<br>December<br>31, 2012<br>As restated |
|--|--|-------------|---|--|
| Cash flows from operating activities:  |  |             |   |  |
| Net loss   | \$(623,609 )   | \$(72,748 ) | \$(696,357 )  | \$(5,820,572)  |
| Adjustments to reconcile net loss to<br>net cash used by operating activities: |  |             |   |  |
| Stock issued to founder  |  |             |   | 22,000   |
| Stock issued for consulting services   | 1,627,910  |             | 1,627,910   | 3,228,712  |
| Gain on settlement of debt   | (256,021 )   |             | (256,021 )  | (256,021 )   |
| Warrants issued for loan penalty   | 197,413  |             | 197,413   | 197,413  |
| Warrants issued for interest   | 209,258  | 72,748      | 282,006   | 390,426  |
| Stock compensation   | -  |             | -   | -  |
| Amortization of financing cost   | 622,522  |             | 622,522   | 622,522  |
| Director stock compensation from shareholder                                   | (2,650,000)  |             | (2,650,000)   | -  |
| Impairment of intangible asset and deposit                                     | -  |             | -   | -  |
| Changes in operating assets and liabilities:                                   |  |             |   |  |
| Increase in accrued interest   | 6,021  |             | 6,021   | 6,021  |
| Increase in accounts payable related party                                     | 52,305   |             | 52,305  | 52,305   |
| Increase in accounts payable   | 143,579  |             | 143,579   | 235,643  |
| Net cash used by operating activities  | (670,622 )   |             | (743,370 )  | (1,146,551)  |
| Cash flows from investing activities:  |  |             |   |  |
| Increase of intangible assets  | (29,018 )  |             | (29,018 )   | (73,582 )  |
| Cash acquired in reverse merger  |  |             |   | 37   |
| Net cash used by investing activities  | (29,018 )  |             | (29,018 )   | (73,545 )  |
| Cash flows from financing activities:  |  |             |   |  |
| Proceeds from sale of common stock   | 5,000  |             | 5,000   | 55,000   |
| Proceeds from sale of preferred stock  | 500,000  |             | 500,000   | 500,000  |
| Proceeds from notes payable  | 439,722  |             | 439,722   | 439,722  |
| Payment on notes payable   | (189,722 )   |             | (189,722 )  | (189,722 )   |
| Proceeds from notes payable – related party                                    | 62,200   |             | 62,200  | 610,607  |
| Payments on notes payable – related party                                      | (1,200 )   |             | (1,200 )  | (1,200 )   |
| Bank overdraft   | -  |             | -   | 410  |
| Net cash provided by financing activities                                      | 816,000  |             | 816,000   | 1,414,817  |
| Net increase in cash and cash equivalents                                      | 116,360  |             | 116,360   | 194,721  |
| Cash, beginning of period  | 78,361   |             | 78,361  | -  |

|                     |            |            |            |
|---------------------|------------|------------|------------|
| Cash, end of period | \$ 194,721 | \$ 194,721 | \$ 194,721 |
|---------------------|------------|------------|------------|

#### 4. NOTES PAYABLE

On September 7, 2010, the Company entered into a loan agreement with Phoenix Productions and Entertainment Group (“PPEG”) for an interest-free loan up to \$1,000,000 (the “PPEG Loan Agreement”). Up to December 11, 2012, the Company borrowed an aggregate of \$911,894 under the PPEG Loan Agreement which was used for the Company’s operations, potential acquisitions, acquisition of intellectual property rights and HPEV, Inc.

On March 3, 2012, the Company entered into a loan agreement with Action Media Group, LLC, an Arizona limited liability company (“Action Media”) for \$500,000 but under which it only borrowed \$250,000. The terms of the loan included 3% annual interest and payment of principal and interest to begin upon a mutual agreed upon date in the future. Maturity of the loan was perpetual or upon mutual agreement of both parties or if conditions were breached or in default.

In April, May, June and July of 2012, Spirit Bear Limited made cash advances for and funded loans to the Company in the total amount of \$186,222, creating direct financial obligations of the Company.

On August 8, 2012, the Company and Spirit Bear reached a definitive agreement concerning the terms of the loans, including the Company’s obligations to repay Spirit Bear within 180 days from each date of funding, and the Company’s obligation to issue warrants to Spirit Bear to purchase 3.5714 shares of common stock per dollar of consideration provided by Spirit Bear, subject to certain adjustments, at the per share price of \$.35, as partial consideration for the loans. The warrants granted to Spirit Bear totaled 665,374 shares. The value of these warrants was estimated by using the Black-Scholes option pricing model with the following assumptions: expected life of 2 years; risk free interest rate of 0.33%; dividend yield of 0% and expected volatility of 250%. These options were valued at \$622,523 and the aggregate value was capitalized as financing cost and has been accreted and charged to financing cost expense in the amount of \$622,523 as of December 31, 2012.

In the event payment is not made within 90 days of the receipt of each loan, the Company was required to provide penalty warrants. On December 14, 2012, the penalty warrants for all four loans owed to Spirit Bear totaled 819, 223. The value of these warrants was estimated by using the Black-Scholes option pricing model with the following assumptions: expected life of 2 years; risk free interest rate of 0.62%; dividend yield of 0% and expected volatility of 245%. These options were charged to interest expense in the amount of \$197,413 as of December 31, 2012.

On December 14, 2012, the Company entered into a Securities Purchase Agreement with Spirit Bear pursuant to which it sold to Spirit Bear 200 shares of the Company’s Series A Convertible Preferred Stock (the “Preferred Stock”) and 3 sets of warrants to purchase an aggregate of 2,000,000 shares of the Company’s common stock at the respective exercise prices of \$0.35, \$0.50 and \$0.75 per share (See Note 7). The aggregate purchase price for sale of the Preferred Stock and warrants was \$500,000, of which \$313,777 was paid in cash and \$186,222 was paid by cancellation of \$186,222 in outstanding indebtedness held by Spirit Bear.



On December 11, 2012, the Company concluded negotiations on a debt settlement agreement by and among the Company, PPEG, Action Media (PPEG and Action Media collectively, the "Debt Holders") and Spirit Bear. To help induce Spirit Bear to invest in the Company, the Debt Holders agreed to forgive debt of \$1,161,894 and accrued interest owed to them by the Company (the "Debt") and release the Company of (i) any future liability or claim related to the Debt, (ii) any future liability or claim related to shares of any class of equity in the Company, and (iii) any obligation or liability of the Company.

Pursuant to the Debt Settlement Agreement, \$911,894 outstanding under the PPEG Loan Agreement was forgiven. Action Media agreed to forgive all outstanding debt and accrued interest under the loan. The Debt Holders also agreed to deposit 4,676,000 shares of common stock in escrow. Upon the filing of a registration statement with the SEC, 3,676,000 shares were to be cancelled and returned to treasury (See Note 13). The remaining 1,000,000 shares will be purchased by the Company or a nominee of the Company at \$0.40 per share at the rate of \$10,000 per month commencing within 90 days after HPEV achieves \$1,000,000 in gross revenues for products or services from business operations. PPEG and Action Media will divide the \$400,000 on a pro rata basis based on each company's respective amount of debt forgiven. (See Note 5)

## 5. COMMITMENTS AND CONTINGENCIES

As part of the debt settlement agreement on December 11, 2012 with PPEG and AM, the debt holders were to return to escrow a total of 4,676,000 of which, 3,676,000 will be cancelled upon the filing of a registration statement with the SEC. The remaining 1,000,000 shares will be purchased by the Company or a nominee of the Company at \$0.40 per share at the rate of \$10,000 per month commencing within 90 days after HPEV achieves \$1,000,000 in gross revenues for products or services from business operations. PPEG and Action Media will divide \$400,000 on a pro rata basis based on each company's respective amount of debt forgiven. The historical cost of the shares held in escrow are reflected in equity as shares held in escrow.

## 6. STOCKHOLDER'S EQUITY

### Preferred Stock

The Company has 15,000,000 preferred shares authorized and 200, issued and outstanding as of December 31, 2012.

On December 14, 2012, the Company entered into a Securities Purchase Agreement with Spirit Bear pursuant to which it sold to Spirit Bear 200 shares of the Company's Series A Convertible Preferred Stock. Each share of the Preferred Stock is convertible into 50,000 shares of Company's common stock at a conversion price of \$2,500 per share.

Pursuant to the Securities Purchase Agreement (the "SPA") with Spirit Bear Limited ("Spirit Bear"), the agreement stipulated several covenants which were to occur prior to closing. The Company's Board of Directors, irrespective of the number of members, for three years after closing has to be composed of an even number of members of which at least 50% shall be designated by Spirit Bear. Additionally, the Bylaws were to be amended as agreed upon in the SPA. As of December 31, 2012 these items stated above had not yet been delivered in part because Spirit Bear had designated two of their three allotted nominees as of such date. On February 6, 2013, the Company received a letter from Spirit Bear which stated that the Company was in default of the Stock Purchase Agreement (See Subsequent Events - Note 13 for further information).



## Common Stock

The Company has 100,000,000 common shares authorized and 47,646,441 issued and outstanding as of December 31, 2012 of which 4,676,000 are held in escrow.

On April 1, 2011, 1,100,000 Z3E common shares valued at \$0.70 per share as of the date of the agreement were issued to Brian Duffy in exchange for his consulting services.

On March 29, 2011, Z3 Enterprises entered into a Share Exchange Agreement to acquire 100 shares, constituting all of the issued and outstanding shares of HPEV Inc. ("HPEV") in consideration for the issuance of 22,000,000 shares of Z3E common stock. For accounting purposes, the acquisition of HPEV, Inc. by Z3 Enterprises, Inc. has been recorded as a reverse acquisition of a public company and recapitalization of Z3 Enterprises, Inc. based on factors demonstrating that HPEV represents the accounting acquirer.

On April 4, 2011, 21,880,000 shares out of the 22,000,000 shares of Z3E common stock were issued to Timothy Hassett, Quentin Ponder, Mark Hodowanec and Darren Zellers. The remaining 120,000 shares were issued on December 14, 2011 to Quentin Ponder and Darren Zellers.

Prior to the reverse merger, Z3E had 23,956,690 common shares outstanding. Due to the recapitalization of Z3E with HPEV, the shares were deemed issued as of April 15, 2011 as part of the reverse merger and recapitalization. The value of the shares was based on the net asset value of Z3E as of April 15, 2011, the date the merger was deemed closed.

On May 11, 2011, 1,823,185 common shares valued at \$0.75 per share as of the date of the agreement were issued to Capital Group Communication, Inc. in exchange for investor relations services covering a period of twenty four-months valued at \$1,367,389.

On September 17, 2010, prior to the reverse merger with HPEV, Inc., the Company entered into an acquisition agreement with Usee. As part of the agreement 10,500,000 shares were issued to the share holders of Usee. Upon further due diligence investigation the Company cancelled the agreement and all the shares were required to be returned. Before the reverse merger, 8,369,310 shares belonging to Usee, Inc, were returned to the transfer agent, cancelled and assigned a value of zero. The remaining shares were written off by Z3 prior to its merger with HPEV, Inc. On October 21, 2011, 416,750 shares belonging to IFMT, Inc. were returned to the transfer agent, cancelled and assigned a value of zero. The shares were originally issued as part of the Usee transaction which was subsequently terminated.

On November 1, 2011, the Board of Directors authorized the issuance of 150,000 shares of restricted common stock to an accredited investor in exchange for \$50,000 in financing.

On October 31, 2011 stock options to purchase 200,000 shares at \$0.55 were issued to The Crone Law Group, these options were issued in order to satisfy a penalty services rendered and payments defrayed. These options were valued at \$108,420 using a Black-Sholes valuation model. The value of these options was estimated by using the Black-Scholes option pricing model with the following assumptions: expected life of 3 years; risk free interest rate of 0.41%; dividend yield of 0% and expected volatility of 289%.

On October 21, 2011 Judson Bibb, Director received 5,000,000 shares from Phoenix Productions and Entertainment Group, Inc., a shareholder of the Company's Common stock. This stock transfer was deemed to serve as compensation for services performed for the company in previous periods. The shares were valued based on the market closing price of the Company's common stock as of October 21, 2011, date shares were transferred, resulting in a value of \$2,650,000.

On February 11, 2012, the Board of Directors authorized the issuance of 1,000,000 shares of restricted common stock to Lagoon Labs, LLC in exchange for consultations with management as well as providing investor communications and public relations, with an emphasis on digital and social media, for 12 months. The shares were issued on March 23, 2012 and valued at \$1,070,000.

On February 17, 2012 an additional 83,350 shares belonging to IFMT, Inc. were returned to the transfer agent and cancelled. The shares were originally issued as part of the Usee transaction which was subsequently terminated. Prior to the reverse merger with HPEV, Inc. the Company entered into an acquisition agreement with Usee, Inc. and Usee CA, Inc. Upon further due diligence investigation the Company cancelled the agreement and all the shares were required to be returned. No value was assigned to the cancelled shares.

On April 5, 2012, a Certificate of Amendment to the Articles of Incorporation was filed with the Nevada Secretary of State noting the increase in authorized common stock to 100,000,000 shares.

On April 13, 2012, Judson Bibb returned the 5,000,000 shares he had received from Phoenix Productions and Entertainment Group (PPEG) back to PPEG resulting in a reversal of the expense in the quarter ending March 31, 2012, as such the Company recognized a gain due to the return of shares of \$2,650,000.

On June 8, 2012, the Board of Directors authorized the issuance of 26,666 shares of restricted common stock valued at \$0.75 totaling \$20,000 to Wayne Wilcox of Geartech Heavy Duty in lieu of payment for work performed on a component of the initial hybrid conversion vehicle. The Board of Directors also authorized the issuance of 10,000 shares of restricted common stock valued at \$0.50 to an accredited investor in exchange for \$5,000 in funding.

A number of warrants were also included in the Securities Purchase Agreement. (See below under Warrants and Options)

On December 11, 2012, pursuant to the Debt Settlement Agreement, \$911,894 outstanding under the PPEG Loan Agreement was forgiven. The debt forgiveness was accounted for as contributed capital as PPEG was a significant shareholder. In additions, the Debt Holders also agreed to deposit 4,676,000 shares of common stock in escrow. Upon the filing of a registration statement with the SEC, 3,676,000 shares were to be cancelled and returned to treasury (See Note 13). The remaining 1,000,000 shares will be purchased by the Company or a nominee of the Company at \$0.40 per share at the rate of \$10,000 per month commencing within 90 days after HPEV achieves \$1,000,000 in gross revenues for products or services from business operations. PPEG and Action Media will divide the \$400,000 on a pro rata basis based on each company's respective amount of debt forgiven. As of December 31, 2012 the 4,676,000 were removed from outstanding and classified as held in escrow in the amount of \$39,469 based on the historical value of shares.

On December 17, 2012, pursuant to the Spirit Bear investment, two officers of the Company agreed to forgo accrued salaries totaling \$70,000. The debt forgiveness was accounted for as additional paid in capital.

## 7. WARRANTS AND OPTIONS

On October 31, 2011, stock options to purchase 200,000 shares at \$0.55 were issued to The Crone Law Group, these options were issued in order to satisfy penalty services rendered and payments defrayed. The value of these options was estimated by using the Black-Scholes option pricing model with the following assumptions: expected life of 3 years; risk free interest rate of 0.41%; dividend yield of 0% and expected volatility of 289%. These options were valued at \$108,420 and charged to professional fees.

### Warrants

On June 4, 2012, the Company issued a warrant for 303,569 shares of common stock to McMahon Serepca, LLP with an exercise price of \$0.275. The vesting period on these grants was immediate. The value of these warrants were estimated by using the Black-Scholes option pricing model with the following assumptions: expected life of 2.5 years; risk free interest rate of 0.62%; dividend yield of 0% and expected volatility of 225%. To account for such grants to non-employees, we recorded the issuance as interest expense in the amount of \$99,229.

On August 6, 2012, the Company issued a warrant for 303,569 shares of common stock to McMahon Serepca, LLP with an exercise price of \$0.39. The vesting period on these grants was immediate. The value of these warrants was estimated by using the Black-Scholes option pricing model with the following assumptions: expected life of 2.5 years; risk free interest rate of 0.62%; dividend yield of 0% and expected volatility of 218%. To account for such grants to non-employees, we recorded the issuance as interest expense in the amount of \$110,029.

On November 9, 2012, the Company issued a warrant for 303,569 shares of common stock to McMahon Serepca, LLP with an exercise price of \$0.18. The vesting period on these grants was immediate. The value of these warrants was estimated by using the Black-Scholes option pricing model with the following assumptions: expected life of 2.5 years; risk free interest rate of 0.62%; dividend yield of 0% and expected volatility of 280%. To account for such grants to non-employees, we recorded the issuance as interest expense in the amount of \$72,748.

In April, May, June and July of 2012, Spirit Bear Limited made cash advances for and funded loans to the Company in the total amount of \$186,222, creating direct financial obligations of the Company. On August 8, 2012, The Company and Spirit Bear reached a definitive agreement concerning the terms of the loans, including the Company's obligations to repay Spirit Bear within 180 days from each date of funding, and the Company's obligation to issue warrants to Spirit Bear to purchase 3.5714 shares of common stock per dollar of consideration provided by Spirit Bear, subject to certain adjustments, at the per share price of \$.35, as partial consideration for the loans. The warrants granted to Spirit Bear totaled 665,374 shares. The value of these options was estimated by using the Black-Scholes option pricing model with the following assumptions: expected life of 2 years; risk free interest rate of 0.33%; dividend yield of 0% and expected volatility of 250%. These options were valued at \$622,522 and the aggregate value was capitalized as financing cost and has been amortized and charged to financing cost expense in the amount of \$622,522 as of December 31, 2012.

In the event payment is not made within 90 days of the receipt of each loan, the Company was required to provide penalty warrants.



On December 14, 2012, the penalty warrants for all four loans owed to Spirit Bear totaled 819, 223. The value of these options was estimated by using the Black-Scholes option pricing model with the following assumptions: expected life of 2 years; risk free interest rate of 0.62%; dividend yield of 0% and expected volatility of 245%. These options were charged to interest expense in the amount of \$197,413 as of December 31, 2012.

On December 14, 2012, the Company entered into a Securities Purchase Agreement with Spirit Bear pursuant to which it sold to Spirit Bear (i) 200 shares of the Company's Series A Convertible Preferred Stock (the "Preferred Stock") and (ii) warrants to purchase an aggregate of 2,000,000 shares of the Company's common stock at an exercise price of \$0.35 per share (subject to adjustment as provided in the warrant); 2,000,000 shares of the Company's common stock at an exercise price of \$0.50 per share (subject to adjustment as provided in the warrant); and 2,000,000 shares of the Company's common stock at an exercise of \$0.75 per share (subject to adjustment as provided in the warrant). The aggregate purchase price for sale of the Preferred Stock and warrants was \$500,000, of which \$313,777 was paid in cash and \$186,222 was paid by cancellation of \$186,222 in outstanding indebtedness held by Spirit Bear. The warrants may be exercised on a cashless basis.

The following is a summary of the status of all of the Company's stock warrants as of December 31, 2012 and changes during the fiscal year ended on that date:

|                                  | Number<br>of<br>Warrants | Weighted-Average<br>Exercise Price | Weighted-Average<br>Remaining Life<br>(Years) |
|----------------------------------|--------------------------|------------------------------------|---|
| Outstanding at December 31, 2011 | -                        | \$ -                               | -   |
| Granted                          | 8,395,004                | \$ 0.29                            | 3.71  |
| Exercised                        | -                        | \$ 0.00                            | -   |
| Cancelled                        | -                        | \$ 0.00                            | -   |
| Outstanding at December 31, 2012 | 8,395,004                | \$ 0.29                            | 3.71  |
| Exercisable at December 31, 2012 | 8,395,004                | \$ 0.29                            | 3.71  |

## 8. RELATED PARTY TRANSACTIONS

As a consequence of the reverse merger, HPEV took over the obligations of Z3E consisting of accounts payable of \$11,637 (non-related party) and a note payable balance of \$313,687 due to Phoenix Productions and Entertainment Group, Inc., a significant shareholder of the Company's common stock. The terms of the loan agreement do not require payment of interest and repayment of the loan is to begin 15 days after receipt of initial revenues related to projects funded by PPEG loans. Maturity of the loan is perpetual or upon mutual agreement of both parties or if conditions are breached or default.

Subsequent to the reverse merger, Phoenix Productions and Entertainment Group, Inc. made loans to the Company of \$598,207 leaving a balance due as of December 11, 2012 of \$911,894. On that date, the Company signed a debt settlement agreement and the loan was forgiven. (See Note 3).

During the period from inception (March 24, 2011) to December 31, 2012, Judson Bibb, Director, advanced \$22,910 in interest free, unsecured, due on demand funds. As of December 31, 2012, \$22,910 remains due and payable.

During the quarter ended December 31, 2012, Quentin Ponder, Director and Chief Financial Officer, loaned the Company a total of \$1,630 in interest-free, unsecured, due-on-demand loans. As of December 31, 2012, \$4,470 remains due and payable.

## 9. INCOME TAXES

We did not provide any current or deferred U.S. federal income tax provision or benefit for the period presented because we have experienced operating losses since inception. Per authoritative guidance pursuant to accounting for income tax and uncertainty in income taxes, when it is more likely than not that a tax asset cannot be realized through future income, the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carry forwards, because management has determined that as a development stage company, it is prudent to assume that we will not earn income sufficient to realize the deferred tax assets during the carry forward period. As of December 31, 2012 and 2011, the Company had \$1,381,499 and \$764,993, respectively in net loss carry forwards.

The components of the Company's deferred tax asset as of December 31, 2012 and 2011 is as follows:

|                                     | Since<br>Inception to<br>December<br>31, 2012 | Since<br>Inception to<br>December<br>31, 2011 |
|-------------------------------------|---|---|
| Net operating loss<br>carry forward | \$ 483,525                                    | \$ 267,748                                    |
| Valuation allowance                 | (483,525)                                     | (267,748)                                     |
| Net deferred tax asset              | \$ --   | \$ --   |

A reconciliation of income taxes computed at the statutory rate to the income tax amount recorded is as follows:

|                                    | As of<br>December<br>31, 2012 | As of<br>December<br>31, 2011 |
|------------------------------------|-------------------------------|-------------------------------|
| Tax at statutory rate<br>(35%)     | \$ 215,777                    | \$ 267,748                    |
| Increase in valuation<br>allowance | (215,777)                     | (267,748)                     |
| Net deferred tax asset             | \$ --                         | \$ --                         |

The Company had no gross unrecognized tax benefits that, if recognized, would favorably affect the effective income tax rate in future periods. The Company has not accrued any additional interest or penalties. No tax benefit has been



reported in connection with the net operating loss carry forwards in the consolidated financial statements as the Company believes that as a development stage company it is prudent to assume that it is likely that the net operating loss carry forwards will expire unused. Accordingly, the potential tax benefits of the net operating loss carry forwards are offset by a valuation allowance of the same amount. Net operating loss carryforwards start to expire in 2031.

The Company files income tax returns in the United States federal jurisdiction. With a few exceptions, the Company is no longer subject to U.S. federal, state or non-U.S. income tax examination by tax authorities on tax returns filed before January 31, 2006. The Company will file its U.S. federal return for the year ended December 31, 2012 upon the issuance of this filing. These U.S. federal returns are considered open tax years as of the date of these financial statements. No tax returns are currently under examination by any tax authorities.

#### 10. INTELLECTUAL PROPERTY

As of March 28, 2013, HPEV Inc.'s wholly owned subsidiary was assigned the rights to five patents and eight patents-pending with two remaining to be assigned. The issued patents and the majority of the patents-pending relate to the utilization of heat pipes to remove heat from various types of electric motors, generators and a brake resistor. By removing heat in a more efficient manner, the heat pipes provide lower costs, improved performance benefits and longer product life. Another patent-pending is an electric load assist that makes it possible for plug-in hybrid electric vehicles to utilize power in any combination from the gas or diesel engine and an electric motor installed on-board.

The direct cost (since inception) for legal services related to the patents was \$73,582. This amount was capitalized as an asset.

#### 11. PREPAID EXPENSE

On May 11, 2011, 1,823,185 common shares valued at \$0.75 per share were issued to Capital Group Communication, Inc. in exchange for investor relations services valued at \$1,367,389. The services are for a 24 month term. As of December 31, 2012, the prepaid balance is \$245,045.

On March 23, 2012, 1,000,000 shares of restricted common stock valued at \$1.07 per share were issued to Lagoon Labs, LLC in exchange for consultations with management as well as providing investor communications and public relations, with an emphasis on digital and social media. The services are for a 12 month term. As of December 31, 2012, the prepaid balance is \$128,634

#### 12. COMMON STOCK RECEIVABLE

On September 2, 2011, Z3E and Richard Glisky signed a Rescission Agreement (Agreement) to rescind an Agreement for the Acquisition of Harvest Hartwell CCP, LLC (HHCCP), a Michigan limited liability company. The Agreement for Acquisition was originally signed on September 30, 2010.

As called for in the Rescission Agreement, the Company assigned 100% of its interests in HHCCP to the previous owner, Richard Glisky. Richard Glisky, in turn, assigned 1,920,000 shares of Company common stock back to the Company which the Company's intended to have cancelled. On February 23, 2012, 1,920,000 shares of the Company common stock were returned to the Company and cancelled. Consequently, the Company had an \$8,000,000 stock receivable removed from its books

#### 13. SUBSEQUENT EVENTS

Pursuant to the Debt Settlement Agreement signed with Phoenix Productions and Entertainment Group, Action Media Group and Spirit Bear Limited signed on December 11, 2012, 3,676,000 shares of common stock that were being held in escrow were cancelled on January 14, 2012. That left 1,000,000 shares remaining in escrow and a total of 43,970,411 shares of common stock outstanding.



Pursuant to a debt settlement with the Crone Law Group, on February 13, 2013, the Board of Directors approved the issuance of 25,000 shares of restricted common stock to Mark Crone, the owner of the law group, to satisfy an outstanding balance of \$30,975.

Pursuant to a non-statutory stock option (the "Option") to purchase 200,000 shares of the Company's Common Stock at a purchase price of \$0.55 per share granted by the board on October 30, 2011 to the Crone Law Group for services rendered and payments defrayed, Mark Crone elected to convert the options by cashless exercise. Therefore, on February 13, 2013, the Board of Directors also approved the issuance of 90,000 shares of common stock to the Crone Law Group.

On February 6, 2013, the Company received a letter from Spirit Bear which stated that the Company was in default of the Stock Purchase Agreement. According to Spirit Bear, the Company had not acted promptly to make 50% of the board of directors Spirit Bear designees. In addition, Spirit Bear stated that the company had not amended its bylaws with respect to Special Meetings and Meeting Adjournments nor had it provided a certified copy of its Articles of Incorporation within 10 days of the closing of the Stock Purchase Agreement. Pursuant to the Securities Purchase Agreement with Spirit Bear Limited, ("Spirit Bear"), the bylaws relating to Special Meetings and Meeting Adjournments were amended verbatim with what was required in the agreement effective February 20, 2013. Jay Palmer and Carrie Dwyer were appointed to the board of directors on the same date and Donica Holt was appointed to the board of directors on March 7, 2013. Despite electing two new board members at the first board meeting subsequent to the date the SPA was closed, the Company received another letter from counsel to Spirit Bear on March 7, 2013 indicating that the Company was still in default of its obligations under the SPA and the compensation authorized by the Board on February 20, 2013 (as disclosed in the Current Report on Form 8-K filed February 26, 2013) was self-dealing and resulted in the anti-dilution provision provided for in the SPA.

Subsequently, the Company rescinded the change in the president's milestone prices of his options and the cashless exercise thereof, the granting of options to its vice-president and the compensation levels established by the Board on February 20, 2013 (See below).

On February 20, 2013, the Board of Directors voted to decrease the milestone prices of the five options to purchase one million shares that would be granted to the President, Mr. Banzhaf, assuming the respective milestone prices are achieved. The milestone stock prices were reduced to \$2.00, \$3.00, \$4.00, \$4.50 and \$5.00 for 20 consecutive trading days each. These milestone stock prices have been changed from \$2.00, \$3.00, \$5.00, \$7.50 and \$10.00. Once the stock has traded at or above these prices for 20 consecutive trading days, Mr. Banzhaf has the right to exercise an option to purchase 1,000,000 shares of common stock at the closing price on the first day after the stock has traded for 20 consecutive days at or above each milestone stock price. These options expire one year after Mr. Banzhaf has been terminated without cause.

The board also granted Judson Bibb an option to purchase 2,000,000 shares of the Company's common stock, at a purchase price of par value or \$0.001 per share. The options expire one year after Mr. Bibb has been terminated without cause. The options can be exercised on a cashless basis.

On March 21, 2013, the Company and Judson Bibb signed an agreement rescinding the options granted.

On March 24, 2013, the Company and Ted Banzhaf signed an agreement rescinding the decrease in the milestone price of the five options to purchase one million shares as well as the cashless exercise thereof awarded to the President.

Over the past three months, Quentin Ponder has loaned the Company another \$4,100. Therefore, as of March 28, 2013, a total of \$15,300 in interest-free, unsecured, loans remains due and payable to Mr. Ponder.

On April 12, 2013, the Company and Spirit Bear Limited reached agreement regarding the settlement of allegations that the Company did not perform certain obligations pursuant to the Securities Purchase Agreement dated December 14, 2012 with Spirit Bear, and with respect to certain actions taken by the Company with respect to providing compensation to its management. Spirit Claim claimed, among others, that such actions triggered the anti-dilution protection provided to Spirit Bear in the Securities Purchase Agreement. Spirit Bear agreed to discharge the Company from all claims Spirit Bear may have had as well as to forgo all actions of any kind related to those claims which existed on or prior to April 12, 2013. Both parties also agreed that the signing of the agreement did not constitute an admission of wrongdoing or liability.

To satisfy the allegations, the Company and Spirit Bear agreed to amend the Certificate of Designation to provide that each share of Series A Convertible Preferred Stock can be converted into 50,000 shares of common stock and have the voting rights equal to 50,000 shares. Previously, each share of preferred stock was convertible into 20,000 shares of common stock and had the voting rights equal to 20,000 shares.

The Company and Spirit Bear also agreed to change the terms of the option provided to Spirit Bear in the Securities Purchase Agreement. The new language provides that the Company can sell up to 200 additional preferred shares and warrants to Spirit Bear, or other qualified investors designated by Spirit Bear, if before December 14, 2013, the Company's technology incorporated in (i) three motors or alternators or (ii) two motors and one auxiliary mobile power system are comprehensively tested in accordance with applicable standards and the results of those tests meet or exceed minimum requirements for certification under those standards. If the milestones are not met prior to such date, Spirit Bear retains its right to purchase 200 additional preferred shares and warrants until December 14, 2014.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

| Exhibit<br>Number | Description of Exhibit  |
|-------------------|---|
| 10.37             | Code of Ethics and Business Conduct   |
| <u>31.1</u> *     | Certification of Chief Executive Officer filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| <u>31.2</u> *     | Certification of Chief Financial Officer filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| <u>32.1</u> *     | Certifications of Chief Executive Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| <u>32.2</u> *     | Certifications of Chief Financial Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

\*Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

HPEV, INC.

Date: May 21, 2013

By: /s/ Timothy Hassett  
 Timothy Hassett  
 Chairman and Chief Executive  
 Officer,  
 (Principal Executive Officer)

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

| Signature                                  | Capacity   | Date         |
|--|--|--------------|
| By: /s/ Timothy Hassett<br>Timothy Hassett | Chairman and Chief Executive Officer<br>(Principal Executive Officer)                                    | May 21, 2013 |
| By: /s/ Quentin Ponder<br>Quentin Ponder   | Vice-Chairman , Chief Financial<br>Officer,<br>Treasurer (Principal Financial and<br>Accounting Officer) | May 21, 2013 |
| By: /s/ Judson Bibb<br>Judson Bibb         | Vice-President and Secretary   | May 21, 2013 |
| By: /s/ Jay Palmer<br>Jay Palmer           | Director   | May 21, 2013 |
| By: /s/ Carrie Dwyer<br>Carrie Dwyer       | Director   | May 21, 2013 |
| By: /s/ Donica Holt<br>Donica Holt         | Director   | May 21, 2013 |

