ENOVA SYSTEMS INC
Form 10-Q
November 14, 2005

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

FORM 10-Q

(Mark One)

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

For the Quarterly Period Ended September 30, 2005

or

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

For the Transition Period From ______________ To __________________.

Commission File No. 0-25184

ENOVA SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

CALIFORNIA	95-3056150
(State or other jurisdiction of incorporation or organization)	(IRS employer identification number)

19850 South Magellan Drive Torrance, CA 90502
(Address of Principal Executive Offices and Zip Code)
Registrant's telephone number, including area code (310) 527-2800

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes [ ] No [X]

As of November 14, 2005, there were 14,786,000 shares, post-split, of Common Stock, no par value, 2,714,000 shares of Series A Preferred Stock, no par value, and 1,217,000 shares of Series B Preferred Stock, no par value, outstanding.

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ASSETS

	As of September 30, 2005 (unaudited)	As Decembe
Current assets		
Cash and cash equivalents	$ 17,665,000	$ 1
Accounts receivable, net	879,000	
Inventories and supplies, net	1,271,000	1

Prepaid expenses and other current assets	340,000	
Total Current Assets	20,155,000	3
Property and equipment, net	543,000	
Equity method investment	1,695,000	1
Other assets	217,000	
Total assets	$ 22,610,000	$ 5

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities		
Accounts payable	$ 576,000	$
Deferred revenues	127,000	
Line of credit	--	
Accrued payroll and related expense	172,000	
Other accrued expenses	50,000	
Current portion of notes payable	166,000	
Current portion of capital lease obligations	--	
Total current liabilities	1,091,000	1
Accrued interest payable	1,609,000	1
Notes payable, net of current portion	3,332,000	3
Total liabilities	$ 6,032,000	$ 5
Commitments and contingencies		
Stockholders' equity		
Series A convertible preferred stock - no par value 30,000,000 shares authorized 2,714,000 and 2,748,000 shares issued and outstanding Liquidating preference at $0.60 per share, aggregating $1,628,000 and $1,649,000	$ 1,734,000	$ 1
Series B convertible preferred stock - no par value 5,000,000 shares authorized 1,217,000 and 1,217,000 shares issued and outstanding Liquidating preference at $2 per share aggregating $2,434,000	2,434,000	2
Common Stock, no par value 750,000,000 shares authorized 14,786,000 and 415,265,000 shares issued and outstanding (Note 4)	109,268,000	90
Common stock subscribed	--	
Stock notes receivable	(1,176,000)	(1
Additional paid-in capital	6,900,000	6
Accumulated deficit	(102,582,000)	(100
Total stockholders' equity	16,578,000	
Total liabilities and stockholders' equity	$ 22,610,000	$ 5

STATEMENTS OF
For the Three and Nine Mon

	Three Months		
	2005	2004	2005
Net revenues			
Research and development contracts	$ 455,000	$ 217,000	$ 1,160
Production	402,000	189,000	1,711
Total net revenues	857,000	406,000	2,871
Cost of revenues			
Research and development contracts	393,000	113,000	813
Production	336,000	244,000	1,509
Total cost of revenues	729,000	357,000	2,322
Gross profit	128,000	49,000	549
Other costs and expenses			
Research & development	197,000	198,000	592
Selling, general & administrative	765,000	844,000	1,924
Interest and other income/expense, net	(59,000)	61,000	83
Equity in losses of equity method investee	7,000	47,000	73
Total other costs and expenses	910,000	1,150,000	2,672
Net loss	$ (782,000)	$ (1,101,000)	$ (2,123
Basic and diluted loss per common share	$ (0.06)	$ (0.01)	$ (
Weighted-average number of shares outstanding	13,372,529	8,664,978	10,628

ENOVA SYSTEMS, INC.
STATEMENTS OF CASH FLOWS (Unaudited)
For the Nine Months Ended September 30,

	2005	2004
Cash flows from operating activities		
Net loss	$ (2,123,000)	$ (1,864,000)
Adjustments to reconcile net loss to net cash used by operating activities		
Depreciation and amortization	79,000	268,000
Equity in losses of equity method investee	73,000	135,000

Issuance of common stock for services	237,000	66,000
(Increase) decrease in		
Accounts receivable	(357,000)	303,000
Inventory and supplies	(235,000)	292,000
Prepaid expenses and other current assets	(36,000)	(244,000)
Increase (decrease) in		
Accounts payable	511,000	(431,000)
Accrued expenses	15,000	(10,000)
Deferred revenues	(265,000)	262,000
Accrued interest payable	231,000	189,000
Net cash used by operating activities	(1,870,000)	(1,034,000)
Cash flows from investing activities		
Purchases of property and equipment	$ (155,000)	$ (138,000)
Net cash used in investing activities	(155,000)	(138,000)
Cash flows from financing activities		
Borrowings (repayments) on line of credit	$ (229,000)	$ 109,000
Proceeds (repayment) on notes payable and capital lease obligations	(17,000)	16,000
Net proceeds from sale of common stock	18,361,000	2,760,000
Net cash provided by (used in) financing activities	18,115,000	2,885,000
Net increase (decrease) in cash and cash equivalents	16,090,000	1,713,000
Cash and cash equivalents, beginning of period	1,575,000	530,000
Cash and cash equivalents, end of period	$ 17,665,000	$ 2,243,000

ENOVA SYSTEMS, INC.
STATEMENTS OF CASH FLOWS (Unaudited)
For the Nine Months Ended September 30,

	2005	2004
Supplemental disclosure of cash flow information		
Interest paid	$ 5,000	$ 4,000
Income taxes paid	$ --	$ --

Supplemental schedule of non- cash investing and financing activities		
Conversion of preferred stock to common stock	$ 40,000	$ 64,000

ENOVA SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 - Basis of Presentation

The accompanying unaudited financial statements have been prepared from the records of our company without audit and have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not contain all the information and notes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial position at September 30, 2005 and the interim results of operations for the three and nine months ended September 30, 2005 and cash flows for the nine months ended September 30, 2005 have been included. The balance sheet at December 31, 2004, presented herein, has been prepared from the audited financial statements of our company for the year then ended.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions affecting the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. The September 30, 2005 and December 31, 2004 inventories are reported at market value. Inventories have been valued on the basis that they would be used, converted and sold in the normal course of business. Certain reclassifications have been made to the prior period's financial statements to conform to the current period's presentation. The amounts estimated for the above, in addition to other estimates not specifically addressed, could differ from actual results; and the difference could have a significant impact on the financial statements.

Accounting policies followed by us are described in Note 1 to the audited financial statements for the fiscal year ended December 31, 2004. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted for purposes of the interim financial statements. The financial statements should be read in conjunction with the audited financial statements, including the notes thereto, for the year ended December 31, 2004, which are included in our Form 10-K and Form 10-K/A Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 as filed with the Securities and Exchange Commission.

Basic and diluted net loss per common share is computed using the weighted average number of common shares outstanding. Since a loss from operations exists, diluted earnings per share number is not presented because the inclusion

of common stock equivalents, consisting of Series A and B preferred stock, unexercised stock options and warrants, would be anti-dilutive.

The results of operations for the three and nine months ended September 30, 2005 presented herein are not necessarily indicative of the results to be expected for the full year.

Revenue Recognition

From time to time, the Company enters into arrangements with its customers where there are multiple deliverables. In accordance with Emerging Issues Task Force Issue No. 00-21 "Revenue Arrangements with Multiple Deliverables", when a company enters into these types of arrangements, the contract is divided into separate units of accounting based on relative fair values, and revenue recognition criteria are assessed separately for each separate unit of accounting. These elements will include product sales, service elements, and fixed-price development elements.

NOTE 1 - Basis of Presentation (continued)

Revenues from Component Sales

Revenues from sales of components are recognized when shipped and title passes to the customer.

Service Revenue

Services revenues are billed and recognized in the period the services are rendered and earned and the collection of the related receivable is probable.

Method of Accounting for Long-Term Contracts

In accordance with the American Institute of Certified Public Accountant's Statement of Position 81-1, "Accounting for Performance of Certain Construction-Type and Certain Product Type Contracts," the Company records its revenues on long-term, fixed price contracts on the basis of the percentage-of-completion method applied to individual contracts, commencing when progress reaches a point where experience is sufficient to estimate final results with reasonable accuracy and collection of the related receivable is probable.

That portion of the total contract price is accrued which is allocable, on the basis of the Company's estimates of the percentage-of-completion, to contract expenditures and work performed. Operating expenses, including indirect costs and administrative expenses, are charged to income as incurred and are not allocated to contract costs.

As these long-term contracts are performed, revisions in cost and profit estimates during the course of the work are recognized in the accounting period in which the facts which require the revision become known.

At the time a loss on a contract becomes known, the entire amount of the estimated ultimate loss on both short- and long-term contracts is accrued.

Stock-Based Compensation

SFAS No. 123, "Accounting for Stock-Based Compensation," establishes and encourages the use of the fair value based method of accounting for stock-based

compensation arrangements under which compensation cost is determined using the fair value of stock-based compensation determined as of the date of grant and is recognized over the periods in which the related services are rendered. The statement also permits companies to elect to continue using the current implicit value accounting method specified in Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," to account for stock-based compensation.

SFAS No. 148 "Accounting for Stock-Based Compensation--Transition and Disclosure" amends SFAS No. 123 to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of Statement 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results.

The Company has elected to use the intrinsic value based method and has disclosed the pro forma effect of using the fair value based method to account for its stock-based compensation. The Company has adopted only the disclosure provisions of SFAS No. 123. It applies APB Opinion No. 25 and related interpretations in accounting for its plans and does not recognize compensation expense for its stock-based compensation plans other than for restricted stock and options issued to outside third parties.

NOTE 1 - Basis of Presentation (continued)

Stock-Based Compensation (continued)

During the 3rd Quarter the Company adopted an executive compensation plan by granting to the Company's executives options under our 1996 Stock Option Plan to purchase a total of 244,000 shares of common stock at an exercise price of $4.35 per share. These options will vest based on the Company achieving certain revenue milestones for the years ended December 31, 2005 and 2006. If such milestones are not met, the options with respect to those milestones will terminate. All of the granted options will remain in effect for a period of 10 years or until 90 days after the employment of the optionee terminates. For purposes of adjusted pro forma disclosures, the estimated fair value of the options is amortized to expense over the vesting period. As the measurement date for these option issuances have been deemed the respective vesting dates, which have not yet been reached, the Company evaluated the impact of these stock option issuances using the grant date in the application of APB Opinion No. 25. As of the grant date and at September 30, 2005, there was no intrinsic value attributable to these option issuance. Furthermore, the Board granted other employees options to purchase a total of 66,000 shares of common stock at an exercise price of $4.35 which will vest in equal installments over 36 months. All of the granted options will remain in effect for a period of 10 years or until the employment of the optionee terminates.

If the Company had elected to recognize compensation expense based upon the fair value at the grant date for awards under this plan consistent with the methodology prescribed by SFAS No. 123, the Company's net loss and loss per share would be reduced to the pro forma amounts indicated below for the three months and nine months ended September 30, 2005 and 2004:

	Three Months ended	Nine Months ended	Three Months ended	Nin

	Sept 30 2005	Sept 30 2005	Sept 30 2004	Sep
Loss applicable to common stockholders	$ (782,000)	$(2,123,000)	$(1,101,000)	$(1
Stock-based employee compensation expense determined under fair value presentation for all options	$ (39,000)	$ (39,000)	$ --	$
Pro forma net loss	$ (821,000)	$(2,162,000)	$(1,101,000)	$(1
Basic and diluted loss per common share				
As reported	$ (0.06)	$ (0.20)	$ (0.01)	$
Pro forma	$ (0.06)	$ (0.20)	$ (0.01)	$

For purposes of computing the pro forma disclosures required by SFAS No. 123, the fair value of each option granted to employees and directors is estimated using the Black-Scholes option-pricing model with the following weighted-average assumptions for the three months and nine months ended September 30, 2005 and 2004: dividend yields of 0% and 0%; expected volatility of 75% and 75%; risk-free interest rates of 4% and 2.5%, and expected lives of five years. The weighted-average fair value of options granted during the quarter ended September 30, 2005 for which the exercise price equals the market price on the grant date was $4.30, and the weighted-average exercise price was $4.35. No options were granted during the quarter ended September 30, 2004.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which do not have vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

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NOTE 1 - Basis of Presentation (continued)

Recently Issued Pronouncements

In March 2005, the FASB issued FIN 47, "Accounting for Conditional Asset Retirement Obligations - an Interpretation of FASB Statement No. 143, Accounting for Asset Retirement Obligations." This interpretation addresses the timing of liability recognition for legal obligations associated with the retirement of a tangible long-lived asset when the timing and/or method of settlement of the obligation are conditional on a future event. The interpretation requires an entity to recognize a liability for the fair value of a conditional asset retirement obligation when incurred if the liability's fair value can be reasonably estimated. The adoption of this interpretation did not have any impact on our financial statements

In May 2005, the FASB issued Statement of Accounting Standards (SFAS) No. 154, "Accounting Changes and Error Corrections" an amendment to Accounting Principles Bulletin (APB) Opinion No. 20, "Accounting Changes", and SFAS No. 3, "Reporting Accounting Changes in Interim Financial Statements" though SFAS No. 154 carries

forward the guidance in APB No. 20 and SFAS No. 3 with respect to accounting for changes in estimates, changes in reporting entity, and the correction of errors. SFAS No. 154 establishes new standards on accounting for changes in accounting principles, whereby all such changes must be accounted for by retrospective application to the financial statements of prior periods unless it is impracticable to do so. SFAS No. 154 is effective for accounting changes and error corrections made in fiscal years beginning after December 15, 2005, with early adoption permitted for changes and corrections made in years beginning after May 2005. The adoption of this interpretation did not have any impact on our financial statements

NOTE 2 - Notes Payable

Notes payable is comprised of the following:

	September 30, 2005 (unaudited)	Dec
Secured note payable to Credit Managers Association of California, bearing interest at 6% per annum during 2003 and at prime plus 3% per annum in 2004 and through maturity. Principal and unpaid interest due in April 2016. A sinking fund escrow is required to be funded with 10% of future equity financing, as defined in the agreement.	3,332,000	3,3
Unsecured note payable, bearing interest at 10% per annum. This note payable is in default.	120,000	1
Secured note payable to a Coca Cola Enterprises in the original amount of $40,000, bearing interest at 5% per annum. Principal and unpaid interest due in July 2005. This settlement of this note payable is currently in negotiation.	40,000	
Secured note payable to a financial institution in the original amount of $33,000, bearing interest at 8% per annum, payable in 36 equal monthly installments.	6,000	
	3,498,000	3,5
Less current maturities	166,000	1
Total	$3,332,000	$3,3

NOTE 3 - Tomoe LTA Long-Term Contract

Enova has entered into a development and production contract with Tomoe Electro-Mechanical Engineering and Manufacturing, Inc. for eight battery-electric locomotives for the Singapore Land Transport Authority for service vehicles for the Singapore Mass Rapid Transit Circle Line system for maintenance, repair, shunting and recovery of passenger trains. Completion of the contract will take approximately 15-18 months and is valued at approximately $3,100,000. We are recording revenues for this long-term, fixed price contract on the basis of the percentage-of-completion method. The contract contains

several deliverables over its life and therefore we will divide these deliverables into separate units of accounting based on relative fair values. Revenue recognition criteria will be assessed separately for each separate unit of accounting. As of September 30, 2005, we recorded revenues of $398,000 related to the development portion of this contract.

NOTE 4 - Shareholders' Equity

On July 19, 2005, we entered into an agreement with a placement agent relating to the sale of up to 5,350,000 new shares of our common stock. Pursuant to the agreement, we sold all such shares of common stock at a price of $3.78 per share to certain eligible investors located outside the United States. The gross proceeds from the sale are approximately $20,000,000, before fees to Investec Investment Bank and other costs associated with the listing and placement of approximately $2,000,000. We received approximately $18,000,000 of net proceeds from the offering.

We listed our common stock for trading on the AIM Market of the London Stock Exchange on July 25, 2005.

The sale of common stock described above was conducted pursuant to the requirements of Regulation S under the Securities Act of 1933. Among other things, each investor that purchased shares of our common stock in the offering represented that he or she was not a "U.S. Person" as defined in Rule 902 of Regulation S. In addition, neither the Company nor the placement agent conducted any selling effort directed at the United States in connection with the offering. All shares of common stock issued in the offering were endorsed with a restrictive legend indicating that the shares were issued pursuant to Regulation S under the Securities Act and are deemed to be "restricted securities." As a result, the purchasers of such shares will not be able to resell the shares in the United States for at least one year following their purchase without registration under the Securities Act or an applicable exemption from the registration requirements of the Securities Act.

On September 22, 2005, the Board of Directors authorized the issuance of 25,000 shares of common stock to the executive officers of the Company at a price of $4.35 per share as bonus compensation for a total expense of $108,750. We relied on Rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended, for the exemption from registration of the sale of such shares.

During the three months ended September 30, 2005, we recorded 15,114 shares, post-split; of restricted common stock issued to the Board of Directors at an average price of $4.34 per share for in-person and telephonic board meetings and committee meetings during the third quarter of 2005. We relied on Rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended, for the exemption from registration of the sale of such shares.

NOTE 4 - Shareholders' Equity (continued)

Additionally, on July 20, 2005 (the "Effective Date"), we filed an Amendment to our Amended and Restated Articles of Incorporation, effecting a reverse 1-for-45 split of our common stock. The number of authorized shares was unchanged. At the close of business on the Effective Date, each share of the our Common Stock issued and outstanding immediately prior to the Effective Date was automatically and without any action on the part of the holder thereof reclassified as and changed, pursuant to a reverse stock split (the "Reverse Stock Split"), into a fraction thereof of 1/45th of a share of our outstanding Common Stock, subject to the treatment of fractional share interests as described below. No

certificates or scrip representing fractional share interests in the new common stock were issued, and no such fractional share interest will entitle the holder thereof to vote, or to any rights of a shareholder of the Company. In lieu of any fractional shares to which a holder of Common Stock would otherwise be entitled, we paid cash equal to (a) the average of the high-bid and low-asked per share prices of the Common Stock as reported on the NASDAQ electronic "Bulletin Board" on the Effective Date multiplied by (b) the number of shares of Common Stock held by such holder that would otherwise have been exchanged for such fractional share interest.

As such, the number of issued and outstanding shares of common stock as of September 30, 2005 reflects the effects of the reverse-split. The number of shares of common stock authorized remains at 750,000,000. These are reflected in the financial statements as of September 30, 2005.

NOTE 5 - Related Party Transactions

During the first nine months of 2005, we purchased from HHI approximately $512,000 in components, materials and services for manufacture of our drive systems and power management systems. These purchases were made on terms and conditions equal to or better than our standard commercial terms with other vendors. At quarter ended September 30, 2005, our outstanding payables balance due HHI was approximately $382,000. These payables will be paid during the fourth quarter of 2005 per our terms with HHI.

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

OVERVIEW

The following information should be read in conjunction with the interim financial statements and the notes thereto in Part I, Item I of this Quarterly Report and with Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the Company's Annual report on Forms 10-K and 10-K/A for the year ended December 31, 2004. The matters addressed in this Management's Discussion and Analysis of Financial Condition and Results of Operations, with the exception of the historical information presented contains certain forward-looking statements involving risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks discussed in this Item 2 and specifically discussed in this report under the heading "Certain Factors That May Affect Future Results" following this Management's Discussion and Analysis section, and elsewhere in this report.

In the ordinary course of business, the Company has made a number of estimates and assumptions relating to the reporting of results of operations and financial condition in the preparation of its financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ significantly from those estimates under different assumptions and conditions. The Company believes that the following discussion addresses the Company's most critical accounting policies, which are those that are most important to the portrayal of the Company's financial condition and results. The Company constantly re-evaluates these significant factors and makes adjustments where facts and circumstances dictate. Historically, actual results have not significantly deviated from those determined using the necessary estimates inherent in the preparation of financial statements. Estimates and assumptions include, but are not limited to, customer receivables, inventories, equity investments, fixed asset lives, contingencies and litigation. The Company

has also chosen certain accounting policies when options were available, including:

- Inventories are priced at the lower of cost or market using standard costs, which approximate actual costs on a first-in, first-out (FIFO) basis. We maintain a perpetual inventory system and continuously record the quantity on-hand and standard cost for each product, including purchased components, subassemblies and finished goods. We maintain the integrity of perpetual inventory records through periodic physical counts of quantities on hand. Finished goods are reported as inventories until the point of transfer to the customer. Generally, title transfer is documented in the terms of sale.

  Standard costs are generally re-assessed at least annually and reflect achievable acquisition costs, generally the most recent vendor contract prices for purchased parts, currently obtainable assembly and test labor, and overhead for internally manufactured products. Manufacturing labor and overhead costs are attributed to individual product standard costs at a level planned to absorb spending at average utilization volumes.

  We maintain an allowance against inventory for the potential future obsolescence or excess inventory that is based on our estimate of future sales. A substantial decrease in expected demand for our products, or decreases in our selling prices could lead to excess or overvalued inventories and could require us to substantially increase our allowance for excess inventory. If future customer demand or market conditions are less favorable than our projections, additional inventory write-downs may be required, and would be reflected in cost of revenues in the period the revision is made.

- Stock Based Compensation - we periodically issue common stock or stock options to employees and non-employees for services rendered. For common stock issuances, the cost of these services is recorded based upon the fair value of our common stock on the date of issuance. SFAS

  No. 123, "Accounting for Stock-Based Compensation," establishes and encourages the use of the fair value based method of accounting for stock-based compensation arrangements under which compensation cost is determined using the fair value of stock-based compensation determined as of the date of grant and is recognized over the periods in which the related services are rendered. The statement also permits companies to elect to continue using the current implicit value accounting method specified in Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," to account for stock-based compensation. We have elected to use the intrinsic value based method and has disclosed the pro forma effect of using the fair value based method to account for its stock-based compensation. For issuances of stock options to employees and directors we measure compensation costs using the intrinsic value method, or APB Opinion No. 25. Stock options granted to non-employees are accounted for under the fair value method. The fair value of stock options granted is calculated using the Black Scholes option pricing model based on the weighted average assumptions.

- Allowance for Doubtful Accounts - we maintain allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. A considerable amount of judgment

is required in assessing the ultimate realization of accounts receivable including the current credit-worthiness of each customer. If the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

- Contract Services Revenue and Cost Recognition - The Company is required to make judgments based on historical experience and future expectations, as to the reliability of shipments made to its customers. These judgments are required to assess the propriety of the recognition of revenue based on Staff Accounting Bulletin ("SAB") No. 101 and 104, "Revenue Recognition," and related guidance. The Company makes these assessments based on the following factors: i) customer-specific information, ii) return policies, and iii) historical experience for issues not yet identified. Under FAS Concepts No. 5, revenues are not recognized until earned.

  The Company manufactures proprietary products and other products based on design specifications provided by its customers. Revenue from sales of products are generally recognized at the time title to the goods and the benefits and risks of ownership passes to the customer which is typically when products are shipped based on the terms of the customer purchase agreement. Revenue relating to long-term fixed price contracts is recognized using the percentage of completion method. Under the percentage of completion method, contract revenues and related costs are recognized based on the percentage that costs incurred to date bear to total estimated costs. Changes in job performance, estimated profitability and final contract settlements may result in revisions to cost and revenue, and are recognized in the period in which the revisions are determined. Contract costs include all direct materials, subcontract and labor costs and other indirect costs. General and administrative costs are charged to expense as incurred. At the time a loss on a contract becomes known, the entire amount of the estimated loss is accrued. The aggregate of costs incurred and estimated earnings recognized on uncompleted contracts in excess of related billings is shown as a current asset, and billings on uncompleted contracts in excess of costs incurred and estimated earnings is shown as a current liability.

These accounting policies were applied consistently for all periods presented. Our operating results would be affected if other alternatives were used. Information about the impact on our operating results is included in the footnotes to our financial statements.

Recently Issued Accounting Standard

In March 2005, the FASB issued FIN 47, "Accounting for Conditional Asset Retirement Obligations - an Interpretation of FASB Statement No. 143, Accounting for Asset Retirement Obligations." This interpretation addresses the timing of liability recognition for legal obligations associated with the retirement of a tangible long-lived asset when the timing and/or method of settlement of the obligation are conditional on a future event. The interpretation requires an entity to recognize a liability for the fair value of a conditional asset retirement obligation when incurred if the liability's fair value can be reasonably estimated. The adoption of this interpretation did not have any impact on our financial statements.

In May 2005, the FASB issued Statement of Accounting Standards (SFAS) No. 154, "Accounting Changes and Error Corrections" an amendment to Accounting Principles Bulletin (APB) Opinion No. 20, "Accounting Changes", and SFAS No. 3, "Reporting Accounting Changes in Interim Financial Statements" though SFAS No. 154 carries forward the guidance in APB No. 20 and SFAS No. 3 with respect to accounting for changes in estimates, changes in reporting entity, and the correction of errors. SFAS No. 154 establishes new standards on accounting for changes in accounting principles, whereby all such changes must be accounted for by retrospective application to the financial statements of prior periods unless it is impracticable to do so. SFAS No. 154 is effective for accounting changes and error corrections made in fiscal years beginning after December 15, 2005, with early adoption permitted for changes and corrections made in years beginning after May 2005. The adoption of this interpretation did not have any impact on our financial statements.

GENERAL

Enova Systems, Inc., a California Corporation ("Enova" or the "Company"), was incorporated on July 30, 1976. The Company's fiscal year ends December 31.

Enova believes it is a leader in the development and production of proprietary, commercial digital power management systems for transportation vehicles and stationary power generation systems. Power management systems control and monitor electric power in an automotive or commercial application such as an automobile or a stand-alone power generator. Drive systems are comprised of an electric motor, an electronics control unit and a gear unit which power an electric vehicle. Hybrid systems, which are similar to pure electric drive systems, contain an internal combustion engine in addition to the electric motor, eliminating external recharging of the battery system. A hydrogen fuel cell based system is similar to a hybrid system, except that instead of an internal combustion engine, a fuel cell is utilized as the power source. A fuel cell is a system which combines hydrogen and oxygen in a chemical process to produce electricity. Stationary power systems utilize similar components to those which are in a mobile drive system in addition to other elements. These stationary systems are effective as power-assist or back-up systems, alternative power, for residential, commercial and industrial applications.

A fundamental element of Enova's strategy is to develop and produce advanced proprietary software, firmware and hardware for applications in these alternative power markets. Our focus is digital power conversion, power management, and system integration, for two broad market applications - vehicle power generation and stationary power generation.

Specifically, we develop; design and produce drive systems and related components for electric, hybrid-electric, fuel cell and microturbine-powered vehicles. We also develop, design and produce power management and power conversion components for stationary distributed power generation systems. These stationary applications can employ hydrogen fuel cells, microturbines, or advanced batteries for power storage and generation. Additionally, we perform research and development to augment and support others' and our own related product development efforts.

Our product development strategy is to design and introduce to market successively advanced products, each based on our core technical competencies. In each of our product / market segments, we provide products and services to leverage our core competencies in digital power management, power conversion and system integration. We believe that the underlying technical requirements shared among the market segments will allow us to more quickly transition from one

emerging market to the next, with the goal of capturing early market share.

Enova's primary market focus centers on both series and parallel heavy-duty drive systems for multiple vehicle and marine applications. We believe series-hybrid and parallel hybrid heavy-duty drive system sales offer Enova the greatest potential return on investment in both the short and long term. Additionally, Enova's management believes that this area will see significant growth over the next several years. As we penetrate more market areas, we are continually refining and optimizing both our market strategy and our product line to maintain our expertise in power management and conversion systems for mobile applications.

Management's strategy is to provide a dual path approach in offering both a series and parallel hybrid drive systems solution. We have developed or are developing a variety of heavy-duty drive system solutions, including our series hybrid drive system featuring our diesel generator set; a post-transmission parallel hybrid system and two variations of a pre-transmission parallel hybrid drive system. Many of these systems are currently being utilized in our customer's trucks and buses such as the Mack R-11 refueler vehicle which utilizes our post-transmission parallel hybrid, First Auto Group of China's buses which utilize our pre-transmission hybrid solution and WrightBus of the United Kingdom's 10m bus which utilizes our series hybrid drive system.

Additionally, we continue to pursue private and government funded development programs. These programs allow us to enhance our ability to increase our revenue base, form new alliances with major OEMs and participate in the latest trends in alternative fuel technologies. Research and development revenues in the third quarter of 2005 are a result of engineering services for the Hyundai Motor Company for their fuel cell bus, Ford Motor Company for their fuel cell vehicle, Tomoe's hybrid train programs and various Hawaii Center for Advanced Transportation Technologies (HCATT) programs.

In the quarter ended September 30, 2005, we continued with our development efforts with both new and existing customers. Enova, teaming with Concurrent Technologies Corporation (CTC), continues to supply product and assist in the integration of a fuel cell hybrid drive system for a MB4 tow tractor for the U.S. Air Force. Additionally, we have completed a parallel hybrid drive system study for HCATT in conjunction with the U.S. Air Force. We are now in discussions with HCATT for the next phase which will be to develop and fabricate a parallel hybrid step van based on the results of the study. We continue to receive greater recognition from both governmental and private industry with regards to both commercial and military application of our hybrid drive systems and fuel cell power management technologies. We are also negotiating with the U.S. Air Force to develop and produce series hybrid. Although we believe that current negotiations with several parties may result in development and production contracts during 2005 and beyond, there are no assurances that such additional agreements will be realized.

During the quarter ended September 30, 2005, we continued to develop and produce electric and hybrid electric drive systems and components for FAW China, Wright Bus and Eneco of the United Kingdom, EcoPower Technology (EPT) of Italy, Tsinghua University of China, MTrans of Malaysia, Tomoe Electro-Mechanical Engineering and Manufacturing, Inc. of Japan and several other domestic and international vehicle and bus manufacturers.

Our various electric and hybrid-electric drive systems, power management and power conversion systems are being used in applications, including Class 8 trucks, train locomotives, transit buses and industrial vehicles as well as in non-transportation applications such as fuel-cell management and power management systems, including the EDO minesweeper. We have furthered our development and production of systems for both mobile and stationary fuel cell powered systems with major companies such as Ford and Hydrogenics, a fuel cell

developer in Canada.

Heavy-Duty Drive Systems - Buses, Trucks, Vans and Other Industrial Vehicle Applications

In the third quarter of 2005, we continued to market our latest hybrids, the HybridPower Series Hybrid and Parallel Hybrid, to customers in Europe and Asia. Enova's new diesel generator set, the power component within the hybrid drive system, delivers 60 kilowatts volts of continuous power, enabling it to integrate seamlessly with Enova's 240kW or 120kW drive motors and other digital power management components. The series hybrid genset consists of a 60kW electric motor, a motor controller and a diesel engine meeting stringent Euro 3 or Euro 4 emission specifications. The genset is distinctively designed to allow end users to choose the engine best suited for their commercial needs, permitting a wide variety of engine choices. The parallel hybrid drive system comes in a post-transmission and two pre-transmission configurations. Parallel hybrids are better suited for vehicles which do not have exclusively stop and go drive cycles as the parallel hybrid system optimizes fuel economy over a greater range of driving cycles.

During the third quarter of 2005, we received an order from FAW for five additional pre-transmission parallel hybrid drive systems for their buses to be delivery in the fourth quarter. The first three vehicles were successfully integrated and tested. FAW has commenced integrating additional buses with our drive system. Enova's parallel hybrid drive system solution outperformed the Chinese competitor's system. Our system is now replacing these Chinese systems. Management believes that these development and initial production programs will result in additional production contracts during 2005 and beyond; however at this time; there are no assurances that such additional contracts will be consummated.

Our eight drive system contract with Tomoe for Singapore Land Transport Authority's eight battery-electric locomotives continues on schedule. Over the last several years, Enova successfully integrated its HybridPowerTM drive systems into Tomoe's heavy-duty Isuzu dump truck application, three passenger trams and a mine tunnel crawler. It is anticipated that the hybrid drive train components will be delivered in December 2005 to Tomoe's Japan-based facilities. This latest market penetration in Asia enhances not only Enova's alliances with both Tomoe and HHI, but also advances Enova's hybrid-electric technologies in high voltage power management components. As part of this contract, Enova will develop a high voltage charging system to enable the locomotive to receive a direct battery charge from the high voltage rail. Tomoe and Enova continue to develop other commercial and industrial applications for our drive systems, including potential light rail applications. Although we anticipate additional orders for these systems in 2005 and beyond, there are no assurances that such additional orders will be forthcoming.

WrightBus, one of the largest low-floor bus manufacturers in the United Kingdom, is currently integrating our diesel genset-powered, series hybrid drive systems in their medium and large bus applications. WrightBus will unveil their new hybrid bus in London in the fourth quarter of 2005 on the 360 route. In late 2004, we entered into an exclusive three-year letter of intent with WrightBus for the potential sale of certain Enova products for specific vehicles in the United Kingdom, subject to WrightBus' completing various service and marketing milestones. WrightBus has notified us of potential additional orders for 2006 through 2007. At this time, however, there are no assurances that such additional orders will be forthcoming.

We continued to deliver the sixteen 120kW electric drive systems to Eneco of the United Kingdom, a vehicle integrator which utilizes Enova's HybridPower 120kW drive systems in its hybrid bus applications. During the 3rd quarter of 2005, we billed Eneco for approximately $393,000 for these drive systems. The production system deliveries under this purchase order will continue into the fourth quarter of 2005. Eneco has notified us of its plans to order additional 120kw systems for its bus programs. At this time, however, there are no assurances that such additional orders will be forthcoming.

Additionally, we are in discussions with other bus manufacturers and industrial, commercial and military vehicle manufacturers regarding the purchase of our heavy-duty, high performance, parallel and series hybrid drive systems in 2005. There are no assurances, however, that these discussions will result in any sales of the HybridPower parallel or series hybrid drive systems.

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Light-Duty Drive Systems - Automobiles and Delivery vehicles

Our 90kW controller, motor and gear unit is utilized in light duty vehicles such as midsize automobiles and delivery vehicles. The topology of this system is being adapted to also be utilized as a parallel hybrid motor and controller system. We are beginning to receive more interest in our light-duty systems from both European and Asian customers.

Our 90kW motor controller is utilized in the parallel hybrid drive system designed for FAW. In conjunction with the 90kW motor, FAW and Enova are evaluating this latest usage of our hybrid technologies. As noted earlier, we anticipate additional demand for these systems. At this time, however, there are no assurances that such additional orders will be forthcoming.

For the foreseeable future, we will also continue our efforts to cross-sell our systems to new and current customers in the light and medium duty vehicle markets, both domestically and globally.

Fuel Cell Technologies

Due to the success of the 20kW High Voltage Energy Converter (HVEC) development program with Ford Motor Company for their fuel cell vehicle, Ford has entered into another development contract with Enova for a 30kW converter. Ford continues to utilize our new 30kW HVEC systems in their development efforts as they seek to use the HVEC in traditional hybrid vehicle applications which do not utilize fuel cells. In the third quarter of 2005, Ford extended the development contract to modify the HVEC for further study. The 20kW HVEC is a key component in Ford's Focus Fuel Cell Vehicle (FCV) which utilizes the Ballard fuel cell system. It converts high voltage power from the fuel cell into a lower voltage for use by the drive system and electronic accessories. There is a potential for additional production orders for HVEC units from Ford in 2005 and beyond; however, at this time, there are no assurances that such additional orders will be forthcoming.

Furthermore, we are applying the technology and components derived from this program to other applications. The HVEC is a critical component of our Fuel Cell bus programs and other fuel cell powered systems such as the Hyundai fuel cell vehicle. Both of these projects are further detailed in the research and development programs section set forth below.

Our projects with both CTC and HCATT for a fuel cell powered MB-4 tow tractor

and a step-van, respectively, utilize our HVEC units to control and adapt power between the fuel cells, the batteries and the power electronics of the drive system. In heavy-duty mobile applications such as these, Enova has developed firmware to run our HVEC units in parallel for greater power capacity.

Enova's fuel cell enabling components are part of the proposed fleets of fuel cell vehicles being utilized by both Ford Motor Company (the Ford Focus FCV) and Hyundai Motor Company (the Hyundai Tucson fuel cell hybrid electric vehicle) in response to the U.S. Department of Energy's solicitation, entitled "Controlled Hydrogen Fleet and Infrastructure Demonstration and Validation Project." This government-funded project, which commenced in late 2004, will last over five years and evaluate the economic and performance feasibility of fuel cell vehicles and infrastructure across the U.S.

The Company intends to continue to explore new applications for this versatile technology in both mobile and stationary systems.

Research and Development Programs

We continue to pursue government and commercially sponsored development programs for both ground and marine heavy-duty drive system applications.

We commenced a development program with Hyundai Motor Company of Korea for a heavy-duty fuel cell bus in 2005 and delivered the first of our new high voltage 240kW series hybrid drive systems in the third quarter of 2005. The drive system integrates with a UTC Fuel Cell unit for Hyundai's newest bus. The contract is valued at over $750,000 for delivery of three 240kW drive systems in 2005. As of September 30, 2005, we have billed approximately $368,000 for this program.

We have entered into a joint development program with a major North American Truck Manufacturer in the third quarter of 2005. This validation project will feature Enova's new post and pre-transmission 120kW Hybrid Drive Systems. The drive systems will be integrated into several medium to heavy-duty vehicles for delivery in the fourth quarter of 2005, with the purpose of leading to production in mid to late 2006. Although we believe there is potential for production programs in 2006 and beyond, there can be no assurances at this time that such orders will be realized.

Our program with Mack Truck, Inc., Powertrain division - a unit of The Volvo Group, Sweden, for the development and manufacture of a motor controller, electric motor and battery management systems for a new parallel hybrid drive system is nearing completion. The new parallel hybrid vehicle program is part of the Air Force's efforts to improve efficiency, reduce fuel and maintenance costs, provide re-generative brake energy and reduce emissions. Utilizing this drive system configuration, Enova is in the final stages to integrate this same system into refuse trucks for the New York City Transit Authority commencing in the fourth quarter of 2005. This program will convert a minimum of four to six trucks to parallel hybrid systems. Although we believe there is potential for such programs in 2005 and 2006, there can be no assurances at this time that such orders will be realized.

We received additional orders for our fuel cell power management and conversion components for Hyundai Motor Company's (HMC) latest fuel cell hybrid electric vehicle, the Tucson, which was unveiled at the Geneva Auto Show in March 2004. During the third quarter of 2005, Enova received an order for 2 additional systems, for a total of 7, for delivery in the fourth quarter 2005. HMC has notified Enova of its intent to order up to 35 more motors and controllers for additional vehicles for 2006. Although we believe there is potential for such

production in 2006, there can be no assurances at this time that such orders will be realized.

Our HCATT fuel cell powered step-van was completed in the third quarter of 2005 now entering an evaluation phase. This vehicle is almost identical to the Purolator step-van and utilizes the same fuel cell powered drive systems and components. We are experiencing a notable increase in interest from both government and military organizations for our products and integration services. The first of these being the project with CTC for the fuel cell powered MB-4 tow tractor. For the quarter ended September 30, 2005, we billed approximately $236,000 for all of our HCATT programs.

Additionally, during the third quarter of 2005, we completed a parallel hybrid study project with HCATT which may lead to a contract for the development of a pre-transmission parallel hybrid step-van for the U.S. Air Force in 2006. Although we believe there is potential for production of this type of drive system and other development programs in 2005, there can be no assurances at this time that such contracts will be realized.

We intend to establish new development programs with the Hawaii Center for Advanced Transportation Technologies in mobile and marine applications as well as other state and federal government agencies as funding becomes available.

LIQUIDITY AND CAPITAL RESOURCES

We have experienced cash flow shortages due to operating losses primarily attributable to research, development, marketing and other costs associated with our strategic plan as an international developer and supplier of electric propulsion and power management systems and components. Cash flows from operations have not been sufficient to meet our obligations. Therefore, we have had to raise funds through several financing transactions. At least until we reach breakeven volume in sales and develop and/or acquire the capability to manufacture and sell our products profitably, we will need to continue to rely on cash from working capital reserves.

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On July 19, 2005, we entered into an agreement with a placement agent relating to the sale of up to 5,350,000 new shares of its common stock. Pursuant to the agreement, we sold all such shares of common stock on July 17, 2005, at a price of $3.78 per share (post reverse split) to certain eligible investors located outside the United States (the "AIM Financing"). The gross proceeds from the sale are approximately $20,000,000, before fees to Investec Investment Bank and other costs associated with the listing and placement of approximately $2,000,000. We received approximately $18,000,000 of net proceeds from the offering. The sale of this common stock was conducted pursuant to the requirements of Regulation S under the Securities Act of 1933. Among other things, each investor purchasing shares of our common stock in the offering has represented that he or she is not a "U.S. Person" as defined in Rule 902 of Regulation S. In addition, neither the Company nor the placement agent has conducted any selling effort directed at the United States in connection with the offering. All shares of common stock issued in the offering were endorsed with a restrictive legend indicating that the shares were issued pursuant to Regulation S under the Securities Act and were deemed to be "restricted securities." As a result, the purchasers of such shares are not be able to resell the shares in the United States for at least one year after their purchase without registration under the Securities Act or an applicable exemption from the registration requirements of the Securities Act.

Our operations during the quarter ended September 30, 2005 were financed by development contracts and product sales, as well as from working capital

reserves obtained from the AIM financing.

During the nine months ended September 30, 2005, our operations required $1,870,000 more in cash than was generated. Enova continues to increase marketing and development spending as well as administrative expenses necessary for expansion to meet customer demand. Accounts receivable increased by $357,000 to $879,000 from $522,000, or approximately 68% from the balance at December 31, 2004 (net of write-offs). The increase results from additional product sales in the third quarter as well as continued progress on our development contracts with HCATT and HMC. Inventory increased by $235,000 to $1,271,000 from $1,036,000 or 14% from December 31, 2004 balances during the nine months ended September 30, 2005. The increase was due to increased materials purchases for orders to be fulfilled in the fourth quarter of 2005 and early 2006.

Prepaid expenses increased by net $36,000 to $340,000 at September 30, 2005 from the December 31, 2004 balance of $304,000 or 12% due to the renewal of our various insurance policies and deposits placed for several inventory purchases.

Fixed assets increased by $155,000 or 9%, before depreciation, for the quarter ended September 30, 2005 from the prior year balance of $1,754,000 on December 31, 2004 due to the purchase of both computer and production equipment.

Investments decreased by $73,000 for the nine months ended September 30, 2005 from $1,768,000 at December 31, 2004, which reflects our pro-rata share of losses attributable to our forty percent investment interest in the Hyundai-Enova Innovative Technology Center (ITC). For the nine months ended September 30, 2005, the ITC generated a net loss of approximately $183,000, resulting in a charge to Enova of $73,000 utilizing the equity method of accounting for our interest in the ITC. During the third quarter of 2005, the ITC began to reduce its losses as it has begun to generate revenues through royalties and development services.

Other assets decreased by $79,000 over the nine months ended September 30, 2005 from $296,000 at December 31, 2004 as we continued to amortize the asset relating to the Ford Value Participation Agreement and our other intellectual property assets. Intellectual property assets, including patents and trademarks remained relatively unchanged at $93,000 at September 30, 2005.

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Accounts payable increased over the nine months ended September 30, 2005 by $510,000 to $576,000 from $66,000 at December 31, 2004. The increase in accounts payable is due to additional purchases of materials and goods primarily from Hyundai Heavy Industries (HHI). These payables are routinely incurred and paid during the ordinary course of business. The balance due HHI is being paid off in the fourth quarter of 2005 per the terms of our agreement. Deferred revenue decreased from $392,000 as of December 31, 2005 to $127,000 in the nine months ended September 30, 2005 as we recognized $328,000 in revenues for the nine months ended September 30, 2005 on the Tomoe Singapore project based on the percentage of completion method of revenue recognition and the MTrans drive system sale. The deferred revenues for the current portion of this contract have been fully recognized and we will commence billing as we progress on the development and production phases of that contract in 2005 and 2006. Other accrued expenses, including accrued payroll, increased by a net of $15,000 for the nine months ended September 30, 2005 from the balance of $207,000 at December 31, 2004, from a combination of factors including increases in insurance contracts payable associated with our liability insurance policies and quarter-end payroll accruals. During the quarter ended September 30, 2005, we also paid off our Line of Credit for a total reduction of $229,000 from the December 31, 2004 balance.

Accrued interest increased by $231,000 for the nine months ended September 30, 2005, an increase of 17% from the balance of $1,378,000 at December 31, 2004. The increase was due to interest on the Note due the Credit Managers Association of California for $3.2 million per the terms of the Note as well as the Schulz note payable as discussed in Note 2 of the financial statements. We have begun to negotiate settlement terms with each creditor underlying this Note to pay them off prior to the due date.

RESULTS OF OPERATIONS

Net revenues for the three and nine month periods ending September 30, 2005 were $857,000 and $2,871,000, respectively, as compared with $406,000 and $2,232,000 for the corresponding periods in 2004, an increase of 111% and 29% respectively. Net production revenues for the quarter ended September 30, 2005 increased 113% to $402,000 from $189,000 for the same period in 2004. Net R&D revenues for the quarter ended September 30, 2005 increased 110% to $455,000 from $217,000 for the quarter ended September 30, 2004. The increase in production revenues is primarily the result of delivery of drive systems to our customers as discussed earlier. Our sources of revenue for the third quarter of 2005 came equally from product sales and development contracts, however for the nine months ended September 30, 2005 product sales continue to account for a majority of revenues. Product sales as a percentage of total revenues were 47% for the three months ended September 30, 2005, and 60% of total revenues for the nine months ended therein, with sales of our HybridPower 120kW drive systems accounting for a majority of our product sales. We believe this trend will continue to accelerate for the foreseeable future as more current and prospective customers purchase additional drive systems for their production vehicles. We will continue to seek out and contract for new development programs with both our current partners such as WrightBus, Eneco, EPT, FAW, Tomoe, Hyundai and our other U.S., Asian and European alliance partners, as well as with new alliances with other vehicle manufacturers and energy companies to enhance our technology and our product offerings. Research and development revenues for the third quarter of 2005 are a result of development programs and engineering services for the HMC fuel cell bus and various HCATT programs.

Cost of revenues consists of component and material costs, direct labor costs, integration costs and overhead related to manufacturing our products. Product development costs incurred in the performance of engineering development contracts for the U.S. Government and private companies are charged to cost of sales for this contract revenue. Cost of revenues for the quarter ended September 30, 2005 increased $372,000 to $729,000 from $357,000 for the same period in 2004. For the nine months ending September 30, 2005, there was an increase in cost of revenues to $2,322,000 from $1,534,000 for the same nine-month period in 2004. These increases are primarily attributable to the increase in sales for the quarter and nine-months, as well as additional support costs for some of our new product lines. We anticipate there may be additional increases in cost of sales for products in 2005 due to foreign exchange rate fluctuations of the U.S. dollar versus those currencies of our primary manufacturer, Hyundai Heavy Industries. We anticipate this to be offset by a reduction in costs associated with manufacturing these products due to increasing purchases, thereby improving our gross margins.

Internal research, development and engineering expenses remained constant for the three months ended September 30, 2005 at $197,000 as compared with $198,000 in the same period in 2004. For the nine months ended September 30, 2005, such expenses increased 17% to $592,000 from $507,000 in 2004. As the market for heavy-duty hybrid vehicles continues to evolve and grow, we have increased allocating engineering resources to the development and enhancement of our new parallel hybrid drive systems, our series hybrid system, upgrading proprietary

control software, higher power DC-DC converters and advancing our digital inverters and other power management firmware.

Selling, general and administrative expenses decreased to $765,000 from $844,000, or 9%, for the three months ended September 30, 2005, from the previous year's comparable period. For the nine months ended September 30, 2005, these expenses increased from $1,823,000 to $1,924,000 or 6%. The decrease for the quarter ended September 30, 2005 was due to lesser professional fees as such were primarily for the U.K. offering and AIM listing and were charged directly against equity rather than expensed. The increase for the nine months is attributable to additional marketing, engineering and technical staff employed in the first half of 2005 as well as increased expense due to stricter regulatory oversight in conjunction with the Sarbanes-Oxley Act of 2002 and our efforts to attract additional capital funding. Management continues to implement cost reduction strategies in 2005 in its efforts to achieve profitability, although management cannot assure that profitability will be achieved.

Net interest and other income/expense increased by approximately 200% from a net expense of $61,000 in the third quarter of 2004 to a net income of $59,000 in the third quarter of 2005 as interest income from the U.K. offering capital raise began to be realized. For the nine months ended September 30, 2005, net interest and other income/expense was $83,000 compared to $98,000 for the same period in 2004.

We incurred a loss from continuing operations of $782,000 in the third quarter of 2005 compared to a loss of $1,101,000 in the third quarter of 2004, which represents a 29% reduction in loss. For the nine months ending September 30, 2005, the loss increased from $1,864,000 to $2,123,000 or a 14% increase. The increase was attributable to several factors, including higher comparative costs of revenue due to the type of products sold in the first half of 2005 as compared to 2004, higher support costs in the third quarter of 2005, increased internal development efforts and higher general operating costs due to factors noted above. By increasing sales revenues while maintaining cost management strategies currently in effect, we believe we will be able to reduce our annual loss from operations as compared with prior years' results; however, management cannot assure that these results will be achieved.

CERTAIN FACTORS THAT MAY AFFECT FUTURE RESULTS

This Form 10-Q contains forward-looking statements concerning our existing and future products, markets, expenses, revenues, liquidity, performance and cash needs as well as our plans and strategies. Forward-looking statements may be identified by the use of terminology such as "may," "anticipate," "estimate," "plans," "expects," "believes," "will," "potential" and by other comparable terminology or the negative of any of the foregoing. These forward-looking statements involve risks and uncertainties and are based on current management's expectations and we are not obligated to update this information. Many factors could cause actual results and events to differ significantly from the results anticipated by us and described in these forward looking statements including, but not limited to, the following risk factors.

Net Operating Losses. We experienced recurring losses from operations and had an accumulated deficit of $102,582,000 at September 30, 2005. There is no assurance, however, that any net operating losses will be available to us in the future as an offset against future profits for income tax purposes.

Continued Losses. For the three months ended September 30, 2005 and 2004, we had net losses of $782,000 and $1,101,000 respectively on sales of $857,000 and

$406,000, respectively. For the nine months ended September 30, 2005 and 2004, we had net losses of $2,123,000 and $1,864,000 respectively on sales of $2,871,000 and $2,232,000, respectively.

Our independent auditors' opinion on our audited financial statements includes a going concern qualification. Our independent auditors have included an explanatory paragraph in their audit report issued in connection with our financial statements for the year ended December 31, 2004 which states that our recurring operating losses raise substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent on its success at obtaining additional capital sufficient to meet its obligations on a timely basis, and to ultimately attain profitability.

In July 2005, we raised approximately $20,000,000 with net proceeds to the Company of approximately $18,000,000 in conjunction with a placement of 5,350,000 shares of common stock on the London Stock Exchanges AIM Market as detailed in Note 4 of our financial statements included in the Form 10-Q.

Nature of Industry. The mobile and stationary power markets, including electric vehicle and hybrid electric vehicles, continue to be subject to rapid technological change. Most of the major domestic and foreign vehicle manufacturers and vehicle component manufacturers: (1) have already produced electric and hybrid vehicles, and/or (2) have developed improved electric storage, propulsion and control systems, and/or (3) are now entering or have entered into production, while continuing to improve technology or incorporate newer technology. In addition, the stationary power market is still in its infancy. A number of established energy companies are developing new technologies. Cost-effective methods to reduce price per kilowatt have yet to be established and the stationary power market is not yet viable.

Our current products are designed for use with, and are dependent upon, existing technology. As technologies change, and subject to our limited available resources, we plan to upgrade or adapt our products in order to continue to provide products with the latest technology. We cannot assure you, however, that we will be able to avoid technological obsolescence, that the market for our products will not ultimately be dominated by technologies other than ours, or that we will be able to adapt to changes in or create "leading-edge" technology. In addition, further proprietary technological development by others could prohibit us from using our own technology.

Our industry is affected by political and legislative changes. In recent years there has been significant public pressure to enact legislation in the United States and abroad to reduce or eliminate automobile pollution. Although states such as California have enacted such legislation, we cannot assure you that there will not be further legislation enacted changing current requirements or that current legislation or state mandates will not be repealed or amended, or that a different form of zero emission or low emission vehicle will not be invented, developed and produced, and achieve greater market acceptance than electric or hybrid electric vehicles. Extensions, modifications or reductions of current federal and state legislation, mandates and potential tax incentives could also adversely affect our business prospects if implemented.

Changed legislative climate. Because vehicles powered by internal combustion engines cause pollution, there has been significant public pressure in Europe and Asia, and enacted or pending legislation in the United States at the federal level and in certain states, to promote or mandate the use of vehicles with no tailpipe emissions ("zero emission vehicles") or reduced tailpipe emissions ("low emission vehicles"). Legislation requiring or promoting zero or low emission vehicles is necessary to create a significant market for electric vehicles. The California Air Resources Board (CARB) is continuing to modify its regulations regarding its mandatory limits for zero emission and low emission vehicles.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

None.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures.

In accordance with Rule 13a-15(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), an evaluation was carried out by the Company's Chief Executive Officer and its Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-14(c) and 15d-14(c) under the Exchange Act) as of the end of the quarter ended September 30, 2005. Based upon that evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of the end of the quarter ended September 30, 2005 to ensure that material information relating to the Company was made known to him particularly during the period in which this quarterly report on Form 10-Q was being prepared.

Changes in internal controls over financial reporting.

There was not any change in the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2005 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We may from time to time become a party to various legal proceedings arising in the ordinary course of business. As of November 14, 2005, the Company was not involved in any legal proceedings.

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

California law prohibits the payment of dividends unless the Company has sufficient retained earnings or meets certain asset to liability ratios.

During the three months ended September 30, 2005, the Company issued common stock of Enova to the non-executive board directors in accordance with the September 1999 Board of Directors compensation package for outside directors. During the three months ended September 30, 2005, we recorded 15,114 post-split shares of restricted common stock as common stock subscribed to the Board of Directors at an average price of $4.34 per share for full and telephonic board meetings and committee meetings during the third quarter of 2005. We relied on Rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended, for the exemption from registration of the sale of such shares. As of September 30, 2005, 108,372 shares, post-split, had been issued under the above compensation plan for Directors.

Item 3. Defaults upon Senior Securities: None.

Item 4. Submission of Matters to a Vote of Securities Holders: None.

Item 5. Other Information:

On July 14, 2005, the Company entered into indemnification agreements with each of its directors (each an "Indemnitee"). The agreements govern each Indemnitee's right to indemnification in accordance with the Company's Articles of Incorporation and applicable law. Pursuant to the agreements, the Company will maintain Director and Officer Insurance for each Indemnitee. In addition, the Company will indemnify the Indemnitee against expenses incurred in connection with any threatened, pending or completed action, suit or other proceeding to which the Indemnitee is a party by reason of the fact that the Indemnitee is or was an agent of the Company. The Company is obligated to advance all expenses incurred by the Indemnitee in connection with a qualifying proceeding within 20 days following a written request by the Indemnitee. The Indemnitee is obligated to repay such amounts advanced if it is ultimately determined, pursuant to the terms of the agreement, that the Indemnitee is not entitled to indemnification.

On June 1, 1999, Jagen Pty, Ltd. ("Jagen") and Anthony Rawlinson ("Rawlinson" and together with Jagen, the "Purchasers"), Carl D. Perry ("Perry") and Enova Systems., Inc. (formerly U.S. Electricar, Inc.), a California corporation (the "Company") entered into a Shareholders' Agreement (the "Shareholders' Agreement") which provided for, among other matters, the granting of certain preemptive and corporate governance rights to the Purchasers. Effective as of July 19, 2005 (the "Effective Date"), A Waiver and Termination of Shareholders' Agreement (the "Shareholders' Termination Agreement") was entered into by and among the Purchasers, Perry and the Company. Pursuant to the Shareholders' Termination Agreement, the Purchasers (x) waived their preemptive rights set forth in Article III of the Shareholders' Agreement effective as of the Effective Date with respect to the securities to be sold by the Company pursuant to that certain Placing Agreement by and among Investec Bank (UK) Limited, the Company and the Directors of the Company (the "Placing Agreement") and (y) along with Perry and the Company ,agreed to terminate the Shareholders' Agreement (the "Termination") effective immediately prior to the "Admission" (as defined in the Placing Agreement). The Termination, which was effective on July 25, 2005, terminated the Purchasers' rights, among other matters, to submit one designee for election to the Company's Board of Directors and to have such designee included in any proxy statement submitted on behalf of the Company. The Termination also terminated the voting obligation's of both Perry and the

Purchasers to vote their shares in favor of such designee and the remaining Board designees nominated by the Board of Directors. The Termination also terminated (A) Perry's obligation to vote his shares in favor of Anthony Rawlinson as the Chairman of the Company's Board of Directors; (B)the Company's inability to increase the size of the board of directors of the Company above seven (7) members without the consent of a majority in interest of the Purchasers; and (C) each Purchaser's restrictions on voting their shares in favor of and their obligation to vote such shares against any (i) sale, transfer or other assignment or hypothecation of the Company's assets or merger, reorganization or similar sale of the Company or (ii) amendment, modification, change or termination to any provision of this Company's Charter Documents unless such action was recommended or approved by a majority of the Board of Directors then in office or pursuant to a unanimous written consent of the Board of Directors. The Termination also terminated certain registration rights of the Purchasers.

Upon the request and recommendation of the Company's investment bankers, Investec, and the Company's desire and need to attract and retain qualified Directors, for the quarter ending on December 31, 2005 and for each calendar

quarter thereafter, the Company has agreed to pay each non-employee Director of the Company an annual Director's fee of $40,000, comprised of $16,000 in cash and $24,000 in restricted Common Stock of the Company vesting and payable as follows: Each Director who is a Director of the Company on the last business day of each calendar quarter of the Company shall be entitled to be paid for each such calendar quarter $4,000 and issued Common Stock of the Company in the amount of $6,000 valued as of the last business day of such calendar quarter. The first such Directors' fees payment shall vest and be owed effective as of December 30, 2005.

During the 3rd Quarter the Company also adopted an executive compensation plan by granting to the Company's executives options under our 1996 Stock Option Plan to purchase a total of 244,000 shares of common stock at an exercise price of $4.35 per share. These options will vest based on the Company achieving certain revenue milestones for the years ended December 31, 2005 and 2006. If such milestones are not met, the options with respect to those milestones will terminate. All of the granted options will remain in effect for a period of 10 years or until 90 days after the employment of the optionee terminates.

Item 6. Exhibits:

10.27* Waiver and Termination of Shareholders Agreement dated July 19, 2005 between Registrant and Jagen Pty, Ltd., Anthony Rawlinson and Carl D. Perry.

10.28* Placing Agreement in connection with an application to join AIM, dated July 19, 2005 between Registrant; each of its directors and Investec Bank (UK) Limited.

10.29* AIM Nominated Adviser Broker Agreement dated July 19, 2005 between Registrant; each of its directors and Investec Bank (UK) Limited.

31.1* Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act Of 2002

31.2* Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32* Certification Pursuant to 18 U.S.C. Section 1350

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* - filed herewith

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SIGNATURE

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

Date: November 14, 2005

ENOVA SYSTEMS, INC.
(Registrant)

/s/ Larry B. Lombard

By: Larry B. Lombard, Chief Financial Officer

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