

ENERCORP INC
Form 10-Q/A
December 07, 2006

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

FORM 10-Q/A

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

For the Quarterly Period Ended **March 31, 2006**

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 0-9083

ENERCORP, INC

(Exact name of Registrant as specified in its charter)

Colorado

84-0768802

(State or other jurisdiction of

(I.R.S. Employer

incorporation or organization)

Identification Number)

37735 Enterprise Ct, Suite 600-B

Farmington Hills, MI 48331

(Address of principal executive offices)

Registrant's telephone number, including area code: (248) 994-0099

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

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

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

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The number of shares outstanding of the registrant's common stock as of December 7, 2006 was 695,897.

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Explanatory Note

The Company is filing this amended Form 10-Q/A to make the following changes to its March 31, 2006 Form 10-Q .

Item 1. Financial Statements

-

Revised the presentation and disclosure to comply with the requirements of Reg. S-X, and the Audit and Accounting Guide for Investment Companies.

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

-

Revised the presentation of the financial data to be consistent with the financial statement presentation which was changed to comply with the requirements of the Reg. S-X, and the Audit and Accounting Guide for Investment Companies.

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Item 4. Controls and Procedures

-

Revised to include the auditor's reportable conditions, and other deficiencies in the internal controls.

Certifications

-

Revised to comply with the requirements of the Sections 302 and 906 of the Sarbanes Oxley Act of 2002

With the exception of the foregoing, no other changes have been made to the Company's financial statements or schedules of investments and this Form 10-Q/A does not reflect events occurring subsequent to the date of the filing of the original 10-Q or amend or update other disclosures therein.

PART I**Item 1 Financial Statements****Enercorp, Inc.****Statements of Net Assets**

| | March 31, 2006 | June 30, 2005 |
|--|----------------|---------------|
| | (Unaudited) | |
| Assets | | |
| Investments, at fair value, cost of \$782,282 at March 31, 2006 and June 30, 2005 (see the investments schedules) | \$ 409,874 | \$ 470,584 |
| Cash | 887 | - |
| Prepaid Insurance | 1,618 | - |
| Total Assets | 412,379 | 470,584 |
| Liabilities | | |
| Current Liabilities | | |
| Notes payable | 355,000 | 355,000 |
| Notes payable related party | 51,636 | 24,000 |
| Accounts payable and accrued liabilities | 15,727 | 12,999 |
| Accrued management fees-related party | 45,000 | 22,500 |
| Interest payable | 40,455 | 21,413 |
| Total Liabilities | 507,818 | 435,912 |
| Net Assets | (95,439) | 34,672 |
| Analysis of Net Assets | | |
| Common stock, no par value: 10,000,000 shares authorized, 695,897 shares issued and outstanding at March 31, 2006 and June 30, 2005. | 1,888,251 | 1,888,251 |
| Accumulated undistributed loss | (1,983,690) | (1,853,579) |
| Net assets (equivalent to \$(0.14) and \$0.05 per share based on 695,897 shares of capital stock outstanding) | \$ (95,439) | \$ 34,672 |

See accompanying notes to financial statements

Enercorp, Inc.

Schedule of Investments at March 31, 2006 (Unaudited)

| Affiliated Companies | Description of Business | ExpirationDate | Restrictions | No of Shares | Price per share | Cost/Equity | Value before discount | Discount | Fair value |
|--|---|----------------|--------------|--------------|-----------------|----------------|-----------------------|------------------|----------------|
| Common Stocks-Public Market Method of Valuation | | | | | | | | | |
| CompuSonic Video | Software distribution & Patent Technology | | | 1,751 | \$ 0.004 | \$ - | \$ 7 | \$ - | \$ - |
| | | | | 9,500,000 | 0.004 | 101,650 | 38,000 | (11,400) | 26,600 |
| Ajay Sports Inc. | Franchisor of Retail Golf Stores | | | 94,118 | 0.040 | 191,907 | 3,765 | - | 3,765 |
| | | | | 16,667 | 0.040 | 37,500 | 667 | - | 667 |
| Preferred Stocks-Public Market Method of Valuation | | | | | | | | | |
| Ajay Sports Inc. | Franchisor of Retail Golf Stores | | | 1,000 | 0.097 | 10,000 | 97 | - | 97 |
| Common Stocks-Board Appraisal Method of Valuation | | | | | | | | | |
| Pro Golf International | Franchisor of Retail Golf Stores | | a & b | 71,733 | 3.000 | 187,725 | 215,199 | (43,040) | 172,159 |
| Pro Golf. Com | Web Sales of Golf Equip | | a & b | 300,000 | 1.377 | 252,000 | 413,100 | (206,550) | 206,550 |
| Subtotal | | | | | | 780,782 | 670,835 | (260,990) | 409,845 |
| Warrants and stock Options Board Appraisal Method of Valuation | | | | | | | | | |
| Williams Controls, Inc. | Manufacturer of sensors & control systems | 03/12/08 | b | 50,000 | - | - | - | - | - |
| Unaffiliated Companies Common Stocks-Public Market Method of Valuation | | | | | | | | | |
| Vitro Diagnostics | Diagnostic test kits | | | 300 | 0.098 | 1,500 | 29 | - | 29 |

**Total All
Companies**

\$ 782,282 \$ 670,864 \$(260,990) \$ 409,

(a) No public market for
this security

(b) Subject to Rule 144

See accompanying notes to financial statements

Enercorp, Inc.**Schedule of Investments at June 30, 2005**

| Affiliated Companies | Description of Business | Expiration Date | Restrictions | No of Shares | Price per share | Cost/Equity | Value before discount | Discount | Fair Value |
|--|---|-----------------|--------------|--------------|-----------------|----------------|-----------------------|------------------|----------------|
| Common Stocks-Public Market Method of Valuation | | | | | | | | | |
| CompuSonic Video | Software distribution & | | | 1,751 | \$ 0.009 | \$ - | \$ 16 | \$ - | \$ 16 |
| | Patent Technology | | | 9,500,000 | 0.009 | 101,650 | 85,500 | (25,650) | 59,850 |
| Ajay Sports Inc. | Franchisor of Retail Golf Stores | | | 94,118 | 0.040 | 191,907 | 3,765 | - | 3,765 |
| | | | | 16,667 | 0.040 | 37,500 | 667 | - | 667 |
| Preferred Stocks-Public Market Method of Valuation | | | | | | | | | |
| Ajay Sports Inc. | Franchisor of Retail Golf Stores | | | 1,000 | 0.097 | 10,000 | 97 | - | 97 |
| Common Stocks-Board Appraisal Method of Valuation | | | | | | | | | |
| Pro Golf International | Franchisor of Retail Golf Stores | | a & b | 71,733 | 3.000 | 187,725 | 215,199 | (43,040) | 172,159 |
| Pro Golf. Com | Web Sales of Golf Equip | | a & b | 300,000 | 1.560 | 252,000 | 468,000 | (234,000) | 234,000 |
| Subtotal | | | | | | 780,782 | 773,244 | (302,690) | 470,554 |
| Warrants and stock Options - Board Appraisal Method of Valuation | | | | | | | | | |
| Williams Controls, Inc. | Manufacturer of sensors & control systems | 03/12/08 | b | 50,000 | - | - | - | - | - |
| Unaffiliated Companies Common Stocks-Public Market Method of Valuation | | | | | | | | | |
| Vitro Diagnostics | Diagnostic test kits | | | 300 | 0.100 | 1,500 | 30 | - | 30 |

**Total All
Companies**

| | | | |
|------------|---------|-------------|---------|
| | | \$ | \$ |
| \$ 782,282 | 773,274 | \$(302,690) | 470,584 |

(a) No public market for
this security

(b) Subject to Rule 144

See accompanying notes to financial statements

Enercorp, Inc.
Unaudited Statements of Changes in Net Assets

| | Nine-months ended March 31, | |
|---|-----------------------------|-------------|
| | 2006 | 2005 |
| Increase (decrease) in net assets from operations: | | |
| Net investment loss | \$(69,402) | \$(126,485) |
| Net realized loss from investments | - | (380,194) |
| Unrealized appreciation (depreciation) on investments | (60,709) | 2,811 |
| Net decrease in net assets resulting from operations | (130,111) | (503,868) |
| Net assets: | | |
| Beginning of the period | 34,672 | 613,072 |
| End of period | \$(95,439) | \$109,204 |

See accompanying notes to financial statements

Enercorp, Inc.**Unaudited Statements of Operations**

| | Three-months ended March 31, | | Nine-months ended March 31, | |
|--|------------------------------|------------|-----------------------------|------------|
| | 2006 | 2005 | 2006 | 2005 |
| Investment income | | | | |
| Miscellaneous income | \$ 917 | \$ - | \$ 5,365 | \$ - |
| Expenses | | | | |
| Legal, accounting and other professional fees | 4,605 | 15,004 | 30,874 | 69,075 |
| Management fees -related | 7,500 | 7,500 | 22,500 | 32,500 |
| Interest expense -related | 878 | - | 1,965 | - |
| Interest expense | 5,609 | 5,610 | 17,078 | 15,146 |
| Travel expense | - | - | - | 3,285 |
| Other general and administrative expenses | 967 | 3,218 | 2,350 | 6,479 |
| Total expenses | 19,559 | 31,332 | 74,767 | 126,485 |
| Investment loss before income tax expense | (18,642) | (31,332) | (69,402) | (126,485) |
| Income tax expense | - | - | - | - |
| Net investment loss | (18,642) | (31,332) | (69,402) | (126,485) |
| Realized and unrealized gain (loss) from investments | | | | |
| Realized loss on investments | - | - | - | (380,194) |
| Net increase (decrease) in unrealized appreciation (depreciation) on investments | (22,044) | (74,327) | (60,709) | 2,811 |
| Income tax expense | - | - | - | - |
| Net realized and unrealized loss from investments | (22,044) | (74,327) | (60,709) | (377,383) |
| Net decrease in net assets resulting from operations | (40,686) | (105,659) | (130,111) | (503,868) |
| Decrease in net assets per share | \$ (0.058) | \$ (0.152) | \$ (0.187) | \$ (0.724) |

See accompanying notes to financial statements

Enercorp, Inc.**Unaudited Statements of Cash Flows**

| | Nine-months ended March 31, 2006 | Nine-months ended March 31, 2005 |
|---|-------------------------------------|-------------------------------------|
| Operating activities: | | |
| Net decrease in net assets from operations | \$ (130,111) | \$ (503,868) |
| Adjustments to reconcile net decrease in net assets to net cash used in operating activities: | | |
| Sale of investments | - | 50,000 |
| Loss on sale of investments | - | 380,194 |
| Unrealized loss (gain) loss on investments | 60,709 | (2,811) |
| Increase in other assets | (1,618) | (248) |
| Increase (decrease) in accounts payable and accrued expenses | 44,271 | (193,132) |
| Total adjustments | 103,362 | 234,003 |
| Net cash used in operating activities | (26,749) | (269,865) |
| Financing activities | | |
| Proceeds from notes payable | 27,636 | 325,000 |
| Payments of notes payable | - | (54,950) |
| Net cash provided by financing activities | 27,636 | 270,050 |
| Net increase in cash | 887 | 185 |
| Cash, beginning of period | - | 417 |
| Cash, end of period | \$ 887 | \$ 602 |

See accompanying notes to financial statements

Enercorp, Inc

Notes to the Financial Statements

Note 1: Financial Statements.

The financial data presented herein is unaudited, but in the opinion of management reflect those adjustments necessary for a fair presentation of the results of operations and financial condition of Enercorp, Inc. Results of interim periods should not be considered indicative of results for a full year. Reference should be made to the financial statements contained in our Annual Report on Form 10-K/A for the year ended June 30, 2005. For purposes of this report, "Enercorp", the "Company", "we", "our", "us" or similar references mean Enercorp, Inc., unless the context requires otherwise. Certain prior period amounts have been reclassified to conform to current period presentation.

Note 2: Related Party Investments

Investments consist of holdings of securities in publicly and privately held companies. The Company holds its principal common stock investments in CompuSonics Video Corporation (9,501,751 shares), Ajay Sports, Inc. (110,785 common and 1,000 preferred shares), ProGolf.com (300,000 common shares) and Pro Golf International, Inc. (71,733 shares).

CompuSonics Video Corporation CPVD is a publicly held corporation, which develops, markets and services computer software that assists customers in managing and developing their business and controlling their operations. CPVD S software targets the small business markets for CRM, ERP and E-CAD software and related services. CPVD also maintains an intellectual property business through its ownership of several patents in the field of audio and video data digitalization and compression. The Company owns 9,501,751 shares of CPVD, which were trading at \$0.004 per share at March 31, 2006.

Ajay Sports, Inc (Ajay) is a franchisor of retail golf stores through its operating subsidiaries which includes Pro Golf of America. The Company owns 110,785 shares of common stock of Ajay, which were trading at \$0.04 per share at March 31, 2006 and 1,000 shares of preferred stock of Ajay valued at \$0.097 per share at March 31, 2006.

Pro Golf International, Inc. is a majority-owned subsidiary of Ajay Sports, Inc., which was formed during 1999, and owns 100% of the issued and outstanding stock of Pro Golf of America, Inc. and a majority of the stock of ProGolf.Com, Inc. ProGolf of America is the franchisor of Pro Golf Discount Retail Stores. The Board of Directors determined that the fair value of the ProGolf International, Inc. investment would be \$172,159 at March 31, 2006.

ProGolf.Com, Inc. is a Company formed to help direct traffic to its franchise stores and to sell golf equipment, other golf-related products and services over the Internet. The ProGolf.com Internet site is becoming more popular and helped increase the sales of golf equipment during the past year. The Board of Directors determined that the fair value of the 300,000 shares of ProGolf.Com is \$206,550 at March 31, 2006.

*Item 1. Financial Statements (Continued)***Note 3: Related party transactions**

Consistent with its objective of long-term capital appreciation, a Business Development Company consults with its investees with respect to obtaining capital and offers managerial assistance to selected businesses that, in the opinion of the Company's Management, have a significant potential for growth. Therefore, by definition, this activity creates related party transactions.

Enercorp has an agreement with Acrodyne Corporation to pay a \$2,500 per month management fee for office space and services including accounting and financial reporting. The balance of accrued fees due to Acrodyne Corporation was \$45,000 as of March 31, 2006. Acrodyne and Enercorp share the same office space.

Enercorp borrowed \$23,636 from First Equity Corporation and \$4,000 from Quorum Capital, Inc. during the nine-month period ended March 31, 2006. Terms and conditions of these notes were approved by the independent board of directors of Enercorp. First Equity Corporation and Quorum Capital, Inc. share the same office space with Enercorp.

Note 4: Liabilities

The following schedule represents the Company's liabilities as of March 31, 2006 and June 30, 2005:

| | March 31, 2006 | June 30, 2005 |
|---|----------------|---------------|
| Notes Payable | | |
| Notes Payable-Current Notes | 325,000 | 325,000 |
| Note Payable-Wen Group | 30,000 | 30,000 |
| | 355,000 | 355,000 |
| Notes Payable - Related Party | | |
| NP-TICO | 14,000 | 14,000 |
| Note Payable-First Equity Corporation | 23,636 | - |
| Note Payable-Quorum Capital | 14,000 | 10,000 |
| | 51,636 | 24,000 |
| Accounts Payable | 15,727 | 12,999 |
| Accrued Management Fees - Acrodyne | 45,000 | 22,500 |
| Interest Payable | | |
| Interest Payable-Quorum Capital | 1,301 | 573 |
| Interest Payable-TICO | 757 | 22 |
| Interest Payable-First Equity Corporation | 501 | - |
| Interest Payable-Current Notes | 37,896 | 20,818 |
| | 40,455 | 21,413 |

Item 1. Financial Statements (Continued)

The notes payable of \$325,000 rising from the conversion of preferred stock to secured debt are short term notes at 7% interest. The creditors related to these notes have not demanded any payments on the notes nor the interest accrued on the notes. These investors are willing to extend the terms of the notes, or convert the notes to equity.

The Company has a note payable to the Wen Group in the face amount of \$30,000 with no interest. No payments have been made on this note. The Company has contested the validity of this note as there has been no contact made with the Wen Group over the past five years.

The notes payable to related parties are all short term notes at 7% interest. Related parties have continuously supported the operations of Enercorp by extending the terms of the notes, and/or lending additional funds to Enercorp.

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

Material Changes in Financial Condition:

The Company's liquidity is affected primarily by the business success, securities prices and marketability of its investee companies and by the amount and timing of new or incremental investments it makes, as well as the availability of borrowing under its credit lines.

During the nine-month period ending March 31, 2006, the investments value decreased by \$60,709. This change is mainly due to the decrease in trading value of investments in CPVD and Ajay. At March 31, 2006, the total fair value of investment in CPVD common stock was \$26,607 whereas the total value of investment in Ajay was \$4,529. The ProGolf.com investment decreased slightly from \$1.56 per share at June 30, 2005 to \$1.377 per share at March 31, 2006. The total fair value of the ProGolf.com investment was \$206,550 and \$234,000 at March 31, 2006 and June 30, 2005, respectively.

Current liabilities increased by \$71,906, and net assets decreased by \$130,111 during the nine-month period ended March 31, 2006.

Liquidity and Capital Resources.

Currently, the Company's investment activity and operations are restricted by its limited working capital position. Capital required for the Company's investment activities, if available, would be generated from new investments, the sale of portfolio securities or from additional offerings of the Company's restricted and legended common stock, of which there can be no assurance of success in any such efforts. The ability of the Company to sell restricted portfolio held securities is dependent on market conditions over which the Company has no control. The Company had no material commitments for capital expenditures, as of March 31, 2006.

Item 2. Management's Discussions and Analysis (Continued)

Results of Operations

Three-months ended March 31, 2006 compared to three-months ended March 31, 2005.

The Company had a net investment loss of \$18,642 for the three-month period ended March 31, 2006 as compared to a net investment loss of \$31,332 for the three-month period ended March 31, 2005. The decrease in investment losses for the three-month period ended March 31, 2006 is mainly due to the decrease in professional fees, including legal expenses.

Professional expenses were \$4,605 and \$15,004 for the three-month period ended March 31, 2006, and 2005, respectively. The decrease is mainly due to a decrease in legal fees. Also, other general and administrative expense decreased from \$3,218 for the three-month period ended March 31, 2005 to \$967 for the three-month period ended March 31, 2006. This change was mainly due to shareholders meeting expenses incurred in early 2005.

The Company had a \$22,044 and \$74,327 decrease in unrealized appreciation (depreciation) on investments for the three-month period ended March 31, 2006 and 2005, respectively. The change is mainly due to the decrease in the fair value of the CPVD and Ajay investments during these periods.

The Company had a \$0.058 and \$0.152 decrease in net assets per share for the three-month period ended March 31, 2006 and 2005, respectively. The change is mainly due to the decrease in unrealized losses on investments for this period, and the decrease in legal expenses.

Results of Operations

Nine-months ended March 31, 2006 compared to nine-months ended March 31, 2005.

The Company had a net investment loss from of \$69,402 for the nine-month period ended March 31, 2006 as compared to a net investment loss of \$126,485 for the nine-month period ended March 31, 2005, which was mainly due to the decrease in professional fees, including legal expenses.

Professional expenses were \$30,874 and \$69,075 for the nine-month period ended March 31, 2006, and 2005, respectively. The decrease is mainly due to a decrease in legal fees. Also, other general and administrative expenses were \$2,350 for the nine-months ended March 31, 2005, a decrease of \$4,129 from the same period last year. This was mainly due to shareholder meeting expenses incurred in early 2005.

For the nine-month period ended March 31, 2006, net increase (decrease) in unrealized appreciation (depreciation) on investments were \$(60,709) compared to \$2,811 for the same period last year. The change is mainly due to the decrease in the fair value of investments in CPVD and Ajay during the nine-months ended March 31, 2006.

Net assets per share decreased by \$0.187 and \$0.724 for the nine-months ended March 31, 2006, and 2005, respectively. This improvement is mainly due to the fact that securities were sold at a loss during the nine-months ended March 31, 2005.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There is no material change in the information reported under Part II, Item 7 of our 2005 10-K/A Report.

Item 4. Controls and Procedures.

Evaluation of Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer have performed an evaluation of the Company's disclosure controls and procedures, as that term is defined in **Rules 13a-15(e) and 15d-15(e)** of the Securities and Exchange Act of 1934, as amended (the Exchange Act), as of March 31, 2006, and each has concluded that such disclosure controls and procedures are not effective to ensure that the information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified by the Securities and Exchange Commission's rules and regulations.

In connection with its audit of the Company's consolidated financial statements as of and for the year ended June 30, 2005, the Company's auditor advised the Company's management and its Board of Directors that it had identified significant deficiencies which were designated as reportable conditions and collectively constitute a material weakness in the Company's internal controls over financial reporting. Areas requiring improvement include (1) accounting for investments in accordance with FASB Statement No. 115 and EITF 03-01 as it relates to the decrease in fair market value of investments below cost, (2) compliance with or development of method for valuing investments, (3) recordkeeping and evaluation of deferred tax assets and liabilities and analysis of valuation allowance against net deferred tax assets, and (4) preparation of financial statements and footnotes. In addition, in the past the Company has not filed on a timely basis, certain of its quarterly Forms 10-Q and annual Form 10-K with the Securities Exchange Commission (SEC) within the required due dates, which, under Section 404 of the Sarbanes Oxley Act, constitutes a deficiency in internal controls over financial reporting.

Changes in Internal Controls

There have been no changes in the Company's internal control over financial reporting (as such term defined in **Rules 13a-15(f) and 15d-15(f)** under the Exchange Act) during the period ended March 31, 2006 to which this report relates that have materially affected, or are reasonably likely to affect, the Company's internal control over financial reporting. However, management intends to implement the changes described below. The above items, under Section 404 of the Sarbanes Oxley Act, constitute significant deficiencies and collectively material weaknesses in internal controls over financial reporting. The Company seeks to implement a short and long term correction of these internal control deficiencies and believes it can make progress toward correction of these matters.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None

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

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

None

Item 5. Other information

Recently, the Company entered into a consulting arrangement with FFA Michigan LLC, a new company licensed by Executive Tour and Travel Services Inc. to market, promote and sell travel incentive programs known as Fly Free America, Passage to Fun, Vacation of a Lifetime, Travel Cash and Executive Travel Awards. The Company provides sales and marketing strategies, customer referrals and administrative assistance to FFA Michigan, LLC. Consulting fees are based on an equal sharing of FFA Michigan's profits on the sale of marketing programs to the Company's customer referrals.

Item 6. Exhibits

None

SIGNATURES

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

ENERCORP, INC

(Registrant)

By:/s/ James C. Sargent

James C. Sargent

Chairman

By:/s/ Brett Homovec

Brett Homovec

President, COO, & Director

By:/s/ Salvatore M. Parlato

Salvatore M. Parlato

Director

By:/s/ Majlinda Xhuti

Majlinda Xhuti

CFO

Date: December 7, 2006

SECTION 302 CERTIFICATION OF PRESIDENT & COO

I, Brett Homovec certify that:

1. I have reviewed this Report on Form 10-Q/A of Enercorp, Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
- 5.

The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

PRESIDENT & COO Certification (continued)

- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and have identified for the issuer's auditors any material weaknesses in internal controls; and
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting; and

1.

t

6.

2.

the signing officers have indicated in the report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their valuation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: December 7, 2006

/s/ Brett Homovec

President & Chief Operating Officer

SECTION 302 CERTIFICATION OF CFO

I, Majlinda Xhuti, certify that:

- 1. I have reviewed this Report on Form 10-Q/A of Enercorp, Inc;
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the

registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- (a) designed such disclosure controls and procedures, or caused such disclosure controls and

CFO Certification (continued)

procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

- (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

- (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

- (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting, and

6. the signing officers have indicated in the report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their valuation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: December 7, 2006

/s/ Majlinda Xhuti
Chief Financial Officer

SECTION 906 CERTIFICATION OF PRESIDENT & COO

I, Brett Homovec, Chief Operating Officer of Enercorp, Inc (the Company), hereby certify pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code that to my knowledge:

1. the Company s Report on Form 10-Q/A for the period ended March 31, 2006, to which this statement is furnished as an exhibit (the Report), fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 7, 2006

/s/Brett Homovec.

President &
Chief Operating Officer

SECTION 906 CERTIFICATION OF CFO

I, Majlinda Xhuti, Chief Financial Officer of Enercorp, Inc (the Company), hereby certify pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code that to my knowledge:

1. the Company s Annual Report on Form 10-Q/A for the period ended March 31, 2006, to which this statement is furnished as an exhibit (the Report), fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 7, 2006

/s/Majlinda Xhuti.

Chief Financial Officer