

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2008.

OR

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

COMMISSION FILE NUMBER 001-31433

ENDEVCO, INC.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of incorporation or organization)

74-2142545
(IRS Employer Identification No.)

2425 Fountainview, Suite 215, Houston, TX 77057
(Address of principal executive offices, including zip code)

(713) 977-4662
(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Exchange Act:
None

Securities registered pursuant to 12(g) of the Exchange Act:
Common Stock, no par value

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

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

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

The number of shares outstanding of the registrant's common stock as of September 30, 2008 was 72,599,768.

ENDEVCO, INC. AND SUBSIDIARIES
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EnDevCo, Inc. and Subsidiaries
Consolidated Balance Sheets
September 30, 2008 Compared to December 31, 2007

	9/30/2008	12/31/2007
	(Unaudited)	
<u>ASSETS</u>		
Current Assets		
Cash	\$ 157,325	\$ 1,135
Accounts receivable	306,887	131,662
Accounts receivable - Joint	23,991	27,715
Accounts receivable - Other	47,757	71,393
JIB Clearing	-	-
Prepaid expense	3,408	3,687
Total Current Assets	539,368	235,592
Property and Equipment		
Oil and gas properties and equipment under full cost method	25,009,973	19,592,274
Less accumulated depreciation depletion and amortization	(1,184,023)	(840,240)
Net Property and Equipment	23,825,950	18,752,034
Total Assets	\$ 24,365,318	\$ 18,987,626
<u>LIABILITIES</u>		
Current Liabilities		
Accounts payable	\$ 4,897,052	\$ 3,374,556
Cash overdraft	-	27,538
Accrued Liabilities	984,968	2,015,886
Hedging liability	1,778,902	1,471,334
Revenue payable	117,262	31,435
Taxes payable	372,525	258,432
Payable to related party	4,247,640	374,675
Notes payable - current	13,490,801	-
Total Current Liabilities	25,889,150	7,553,856
Long-Term Liabilities		
Notes payable - long-term	-	13,373,910
Note payable - related party	1,813,224	1,813,224
Total Long-Term Liabilities	1,813,224	15,187,134
Total Liabilities	27,702,374	22,740,990
Minority Interest	3,000,000	3,000,000
<u>STOCKHOLDERS' DEFICIT</u>		
Preferred Stock		
10,000,000 shares authorized, \$0.01 par value, 0 shares outstanding June 30, 2008 and 6,870,070 shares outstanding December 31, 2007	-	68,701
Common Stock		
500,000,000 shares authorized, without par value, 72,599,768 shares outstanding September 30, 2008 and 2,572,951 shares outstanding December 31, 2007	43,426,677	38,474,092
Additional Paid in Capital	\$6,801,370	6,801,370
Retained Deficit	(56,565,103)	(52,097,527)
Total Stockholders' Deficit	(6,337,056)	(6,753,364)
Total Liabilities, Minority Interest and Stockholders' Deficit	\$ 24,365,318	\$ 18,987,626

The accompanying notes are integral part of the consolidated financial statements.

EnDevCo, Inc. and Subsidiaries
Consolidated Statements of Operations
For the Three and Nine Months Ended September 30, 2008 and 2007
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Revenues				
Oil Sales	\$ 862,927	\$ 274,034	\$ 2,441,850	\$ 999,812
Gas Sales	150,584	99,247	260,970	228,783
Pipeline Transmission	<u>5,667</u>	<u>25,000</u>	<u>10,627</u>	<u>32,424</u>
Total Revenues	1,019,178	398,281	2,713,447	1,261,019
Cost of Revenues				
Lease Operating Cost	110,551	296,165	564,055	806,851
Production Taxes	73,194	38,711	194,675	102,700
Depletion	<u>114,594</u>	<u>147,901</u>	<u>343,783</u>	<u>425,832</u>
Total Cost of Revenues	<u>298,340</u>	<u>482,777</u>	<u>1,102,514</u>	<u>1,335,383</u>
Gross Profit	720,838	(84,496)	1,610,933	(74,364)
Costs and Expenses				
General and administrative	260,211	110,066	676,708	545,035
Salaries and wages	37,500	198,000	433,500	594,000
Shareholder services	<u>(22,373)</u>	<u>19,017</u>	<u>8,003</u>	<u>19,017</u>
Total Costs and Expenses	<u>275,339</u>	<u>327,083</u>	<u>1,118,211</u>	<u>1,158,052</u>
Net Income (Loss) from Operations	\$ 445,499	\$ (411,579)	\$ 492,722	\$ (1,232,416)
Other Income and (Expenses)				
Interest and other income	136,834	5,160	336,859	23,313
Hedging gain (loss)	3,079,649	(119,120)	(1,253,782)	(486,094)
Shareholder roundup expense	-	-	(2,435,960)	-
Interest expense	<u>(190,684)</u>	<u>(475,638)</u>	<u>(1,607,415)</u>	<u>(1,380,168)</u>
Total Other Income (Expenses)	<u>3,025,799</u>	<u>(589,598)</u>	<u>(4,960,298)</u>	<u>(1,842,949)</u>
Net Income (Loss)	<u><u>\$ 3,471,298</u></u>	<u><u>\$ (1,001,177)</u></u>	<u><u>\$ (4,467,576)</u></u>	<u><u>\$ (3,075,365)</u></u>
Basic and Diluted Loss Per Common Shares	<u>\$ 0.05</u>	<u>\$ (0.40)</u>	<u>\$ (0.09)</u>	<u>\$ (1.22)</u>
Weighted average number of common shares used in basic and diluted loss per share calculations				
	<u><u>72,031,457</u></u>	<u><u>2,532,831</u></u>	<u><u>51,110,972</u></u>	<u><u>2,510,831</u></u>

The accompanying notes are integral part of the consolidated financial statements.

EnDevCo, Inc. and Subsidiaries
Consolidated Statement of Cash Flows

	Nine Months Ended September 30, (Unaudited)	
	<u>2008</u>	<u>2007</u>
<u>Cash Flows from Operating Activities</u>		
Net Loss	\$ (4,467,576)	\$ (3,075,365)
Adjustments to Reconcile Net Loss to Net Cash		
Provided by operating activities:		
Issuance of stock for consulting and salaries	618,725	140,000
Issuance of stock for shareholder roundup	2,435,960	-
Depletion	343,783	425,832
Hedging activity	307,568	497,973
Amortization of debt discount	104,634	
Changes in assets and liabilities		
Accounts receivable	(175,225)	31,255
Accounts receivable - joint interests	3,724	(14,467)
Accounts receivable - other	23,636	(28,408)
Cash overdraft	(27,538)	-
Revenue payable	85,827	43,995
Accounts payable	1,886,523	752,670
Accrued Liabilities	433,082	776,445
Taxes payable	101,886	12,163
Other	1,761	(3,687)
Net cash provided (used) by operating activities	1,676,770	(441,594)
<u>Cash flows from investing activities</u>		
Purchase of oil and gas property	(5,417,699)	(1,995,094)
Net cash provided (used) by investing activities	(5,417,699)	(1,995,094)
<u>Cash flows from financing activities</u>		
Notes payable advances	24,464	1,669,435
Payable to related party	3,872,655	-
Net cash provided (used) by financing activities	3,897,119	1,669,435
Net Change in Cash	156,190	(767,253)
Cash and cash equivalents		
Cash Balance, Begin Period	1,135	1,063,994
Cash Balance, End Period	\$ 157,325	\$ 296,741
Supplemental Cash Flow Information		
Cash paid for interest	\$ 1,438,072	\$ 1,292,516
Stock issued to settle liabilities	\$ 1,829,208	\$ 140,000
Conversion of preferred shares	\$ 68,701	\$ -

The accompanying notes are integral part of the consolidated financial statements.

EnDevCo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2008

NOTE 1 - Summary of Significant Accounting Policies

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions of Regulation S-B. They do not include all information and footnotes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material change in the information from the Company's financial statements for the year ended December 31, 2007 included on the Company's Report on Form 10-K. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three-month period ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

Basis of Presentation -- EnDevCo, Inc. was originally incorporated under the laws of the State of Texas on November 7, 1980 as Roberts Oil and Gas, Inc. On September 30, 2003, the Company filed a Restated Articles of Incorporation with the Secretary of State of the State of Texas to change its name to EnDevCo, Inc.

Principles of Consolidation -- The consolidated financial statements include the accounts of EnDevCo, Inc. and its subsidiaries, EnDevCo Eureka LLC, Superior Stock Transfer, Inc., EnDevCo Minerals, Inc., EnDevCo Refining Corporation, Africa Energy Group, Inc., Ouachita Gas Company, EnDevCo Colombia S.A. and EnDevCo Eureka del Peru S.A.C. (the Company). All material inter-company balances and transactions have been eliminated in consolidation. All subsidiaries except EnDevCo Eureka LLC and Superior Stock Transfer, Inc. (the Company's transfer agent) were inactive at December 31, 2007.

Cash and cash equivalents -- The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Fair value of financial instruments - Management estimates that the carrying value of financial instruments reported in the financial statements approximates their fair values.

Oil and Gas Properties -- The Company follows the full cost method of accounting for its oil and gas properties. Accordingly, all costs associated with acquisition, exploration and development of oil and gas reserves, including directly related overhead costs, are capitalized. All capitalized costs of oil and gas properties, including the estimated future costs to develop proved reserves, are amortized on the unit-of-production method using estimates of proved reserves. Depletion of oil and gas properties is computed using all capitalized costs and estimated future development and abandonment costs, exclusive of oil and gas properties not yet evaluated, on a unit of production method based on estimated proved reserves.

Depletion expense for the nine months ending September 30, 2008 was \$343,783. Depletion expense for the nine months ending September 30, 2007 was \$425,832.

Income Taxes -- The Company accounts for income taxes pursuant to the asset and liability method of computing deferred income taxes. Deferred tax assets and liabilities are established for the temporary differences between the financial reporting bases and the tax bases of the Company's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. When necessary, valuation allowances are established to reduce deferred tax assets to the amount expected to be realized.

Loss Per Share -- Basic loss per share is computed by dividing the loss by the weighted average number of common shares outstanding.

Diluted loss per share is computed using the weighted average number of common shares and the dilutive securities outstanding. Dilutive securities having an anti-dilutive effect on diluted loss per share are excluded from the calculation.

Use of Estimates -- Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

EnDevCo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2008

NOTE 2 – Stockholders' Equity

The Board of Directors passed a Corporate Resolution that reads, "Pursuant to and in accordance with Article 2.13 of the Texas Business Corporation Act of the State of Texas the Company does hereby certify that, pursuant to the authority conferred on the Board of Directors by the Articles of Incorporation of the Corporation, and pursuant and in accordance with Article 2.13 of the Texas Business Corporation Act of the State of Texas, said Board of Directors, pursuant to unanimous written consent dated December 9, 2002, duly adopted a resolution providing for the authorization and issuance of 5,000,000 shares of Series A Convertible Preferred Stock, \$0.01 par value per share (the Series A Preferred Stock)". At the annual shareholders meeting held on October 15, 2004, the shareholders approved an increase in the total number of authorized Series A convertible preferred shares with a \$0.01 par value to 10,000,000. As of April 20, 2008 and 2007 there were 0 and 6,315,020 shares outstanding respectively.

Each share of Series A Preferred Stock outstanding shall at the sole election of the holder be converted into fully paid and non-assessable shares of Common Stock of the Corporation at a conversion rate of 10 shares of Common Stock for each share of Series A Preferred Stock (adjusted for reverse split of 1 for 100 effective March 10, 2008.) The holders of the issued and outstanding shares of Preferred Stock shall have the equivalent of 10 Common Stock votes for each share of Series A Preferred Stock. As a result of all outstanding preferred stock being converted into common stock as of April 20, 2008, there are no outstanding preferred shares. During the quarter ended September 30, 2008 no shares of preferred stock were issued.

On March 10, 2008, the Company effected a 1 for 100 reverse stock split of its common stock. The weighted average number of common shares outstanding reflected in the statements of operations and the loss per share have both been restated to reflect the reverse stock split.

NOTE 3 – Note Payable – GASROCK CAPITAL LLC

The Company entered into an advancing term credit agreement for \$30,000,000 on April 13, 2006 through its subsidiary EnDevCo Eureka, LLC with GasRock Capital, LLC to fund the purchase of the Short Junction Field in Cleveland County Oklahoma. This agreement was increased to \$50,000,000 on April 2, 2007. The balance at September 30, 2008 was \$13,634,573, net of debt discount of \$71,886, and the Company paid interest of \$520,119 during the quarter ended September 30, 2008. The note is secured by all of EnDevCo Eureka's assets and certain personal assets owned by Chris A. Dittmar.

On April 9, 2008, GasRock delivered to the Company a Notice of Events of Default and Unmatured Events of Default ("Default Notice") under the Credit Agreement. Due to these claimed Events of Default, interest under the Credit Agreement began accruing at the Default Rate of 15% and 100% of EnDevCo's Net Revenues were applied to Debt Service and other Obligations as of April 9, 2008. On April 16, 2008, GasRock delivered to the Company a Notice of Acceleration ("Acceleration Notice") under the Notes due to the continuing claimed Events of Default under the Credit Agreement. The Acceleration Notice declared the amounts due under the Note to be accelerated and due and owing in full as of April 16, 2008.

On July 22, 2008, GasRock, Eureka and Alliance Energy Corporation ("Alliance", and together with Eureka, the "Borrowers"), entered into that certain Limited Forbearance Agreement, pursuant to which GasRock agreed, subject to the terms thereof, to forbear from pursuing remedies under the Credit Agreement and Notes in respect of the Events of Default claimed as of that same date until the earlier of (i) November 15, 2008 and (ii) the date that GasRock gives Eureka notice of any additional payment default under the Credit Agreement. Alliance is controlled by the Company's CEO and is a guarantor of the Eureka Obligations under the Credit Agreement. GasRock is also a lender to Alliance under an Advancing Term Credit Agreement (the "Alliance Credit Agreement", and together with the Credit Agreement, the "Credit Agreements").

The Forbearance is subject to the following conditions to be fulfilled:

- 1) On or before November 15, 2008, (i) the Borrowers must repay all Obligations (as defined in the Credit Agreements) or (ii) EnDevCo must have entered an agreement for the full or partial sale of the Short Junction Field, the proceeds of which would fully repay the Obligations owing under the Credit Agreements, and such sale shall close and repayment of the Obligations shall be made by December 31, 2008;

EnDevCo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2008

- 2) If the Obligations are not repaid by November 15, 2008, EnDevCo must assign a 5.0% net profits interest in the Short Junction Field to GasRock, effective as of November 1, 2008. The form of this assignment and the potential assignments discussed in paragraph 3, below, will be substantially in the form of the Conveyance of Net Profits Overriding Royalty Interests, attached as Exhibit A to the Forbearance Agreement;
- 3) If the Obligations are not repaid by December 15, 2008, EnDevCo must assign an additional 1.0% net profits interest in the Short Junction Field to GasRock, effective as of December 1, 2008, and will assign to GasRock an additional 1.0% net profits interest each subsequent month if the Obligations are not repaid by the 15th of such month;
- 4) EnDevCo shall escrow one 5% net profits interest conveyance and five 1% net profits interest conveyances to ensure it's delivery of any potential obligations under paragraphs 2 and 3, above;
- 5) Any and all Net Proceeds (as defined in the Forbearance Agreement) from any equity issuance, refinancing, or asset sale will be applied first to outstanding fees and expenses of GasRock, second to the accrued and unpaid interest on the Notes, and third to the outstanding principal balances on the Notes; and
- 6) The Borrowers must ensure that its hydrocarbon purchasers make payments relating to any of GasRock's overriding royalty interests in the Short Junction Field directly to GasRock.

NOTE 4 – Accounts Payable, Accrued Liabilities

As part of an ongoing effort to improve its balance sheet, and in particular its current account balance, the Company agreed with related parties and one third-party vendor to settle certain payables and accruals with the issuance of common stock at current market prices. Related party transactions were completed on September 30, 2008, with the common stock being issued at the closing traded price on that date of \$2.70 per share. Specifically, 683,909 shares of common stock were issued to officers and Directors of the Company to settle accrued salaries and Directors fees of \$1,846,556.

NOTE 5 – Note Payable – Long Term – Related Party

The Company has three long term notes payable totaling \$1,813,224. All three notes accrue interest at the LIBOR monthly average coupon rate (2.46%) at September 30, 2008. The first two notes are in the amounts of \$363,224 and \$950,000 respectively and are due and payable December 31, 2009. The third note is in the amount of \$500,000 and is due and payable June 30, 2009. The maker of these notes consists of the following related parties managed by Campbell Evans: OCE Partners, LLC, and OCE Interests, LLC; and OCE Advisors, LLC, managed by Chris A. Dittmar. All notes are unsecured.

NOTE 6 – Going Concern

The Company has reported operating losses aggregating \$7,428,317 for the two (2) year period ended December 31, 2007 and an additional \$4,467,576 of loss was recognized for the nine month period ended September 30, 2008. At September 30, 2008, the consolidated balance sheet reported a working capital deficit of \$25,349,782. The Company must raise significant amounts of cash to pay its current liabilities and to provide investment funds to continue development of its oil and gas leases. There can be no assurance the Company's management will be able to secure funding.

EnDevCo, Inc. and Subsidiaries
September 30, 2008

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

This report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, includes certain forward-looking statements. The forward-looking statements reflect the Company's expectations, objectives and goals with respect to future events and financial performance. They are based on assumptions and estimates, which the Company believes are reasonable. However, actual results could differ materially from anticipated results. Important factors that may impact actual results include, but are not limited to, commodity prices, political developments, market and economic conditions, industry competition, the weather, changes in financial markets and changing legislation and regulations. The forward-looking statements contained in this report are intended to qualify for the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, as amended. The notes to Consolidated Financial Statements sections contain information that is pertinent to the following analysis.

GENERAL COMMENTS ON BUSINESS PLAN

EnDevCo, Inc., a shortened version of the "Energy Development Company", establishes an identity that is consistent with the business development activities currently underway in the Corporation. The Company is actively negotiating to participate in several oil and gas projects both domestically and internationally within the traditional industry scope of oil and gas exploration and production. These activities include production of oil and gas from interests held by the Company in the United States, Colombia and Peru. The Company is also investigating investment in the development of new technologies for the enhancement of oil and gas production and the utilization of that technology to further acquire oil and gas production.

OIL AND GAS EXPLORATION AND DEVELOPMENT

The Company is pursuing oil and gas exploration and development opportunities in both domestic and international venues. Domestically, the Company has secured certain development rights onshore and offshore in the Gulf of Mexico that will provide it with the opportunity to participate in the drilling of low risk development wells. As a result of recently acquired 3D seismic data that has been integrated with previously known geological and engineering data, several low risk development drilling opportunities have been identified. Participation in these types of relatively low risk and low cost wells will provide near term cash flow to support the activities of the Company.

Internationally, the Company has identified several other exploration projects that carry significant upside potential (although at higher risk). The Company currently holds an agreement for certain exploration rights in the Rio Magdalena Valley of Colombia. Our exploration teams are also evaluating other opportunities located in Canada, South America, North Africa and the Middle East.

Gulf of Mexico - The Company has entered into a farm-in agreement with BT Operating Co. wherein the Company will participate in the drilling and completion of four wells in Eugene Island Block 294 and/or Chandeleur Block 14 to earn a 50% working interest in each block prior to December 31, 2009.

The Company has also entered into a farm-in agreement with Mariner Energy, Inc. which grants the Company an assignment of their operating rights down to a depth of 12,800 feet upon the initial commercial completion of the OC sand in East Cameron Block 71. Open Choke Exploration, LLC has a 67% interest in the farm-in agreement and the Company has the remaining 33% interest.

The Company has designated Open Choke as the project Operator who will drill the East Cameron #71-9 well and attempt to complete the OC sand. In the event that this well is not successful, EnDevCo has the right to drill a replacement well to test the OC sand within a reasonable time frame.

Pursuant to a joint participation agreement between EnDevCo and Open Choke, the Company will have access to the production platforms on East Cameron Block 71/72 Field which are equipped with all necessary production facilities and pipelines to support increased oil and gas production resulting from drilling and completing new wells.

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

Upper Magdalena River Region, Colombia - On September 25, 2003, the Company purchased from Harvest Production Company, LLC an option to participate in the acquisition and processing of 101 kilometers of 2D seismic, and a continuing option to participate on a joint venture basis in wells to be drilled after the interpretation of that seismic on their Rio Magdalena Association Contract comprising 58,546 hectares (144,600 acres) situated in the Upper Magdalena River region of Colombia. On June 25, 2005 the Company acquired an option from Harvest Production Company, LLC to purchase 50% of Seller's interest in the assets covered by the September 25, 2003 option, proven undeveloped reserves in the block and Seller's proprietary data previously acquired over the lease acreage described above, in consideration of the Company securing financing for development. This option expires December 31, 2009.

Block XXIV, Peru - Following an extensive bidding process, a consortium including EnDevCo was awarded the exclusive concession to develop the Block XXIV prospect area located in northwest Peru. EnDevCo owns 20% of the consortium. Covering more than 276 thousand acres, the block contains both onshore and offshore prospects. The area is bracketed by recent discoveries to the immediate north (Olympic) and south (Olympic and Petrotech). The primary target horizon for the off shore area is the naturally fractured Amotape formation of Paleozoic age (quartzites, slates, etc.). This target formation boasts similar characteristics to those that have produced oil in the nearby Portachuelo Oilfield and, more recently, the offshore San Pedro discovery. The reinterpretation of well logs using new technology indicates pay in target formation. Northwest Peru has solid infrastructure and substantial power demand, creating a ready-market for gas. For EnDevCo, the region represents an excellent opportunity for an integrated gas-to-power project.

Cleveland County, Oklahoma - On April 13, 2006, the Company acquired a 98.712% working interest with a 70.085% net revenue interest in the West Short Junction Unit and a 100% working interest with a 71% net revenue interest in the Central Short Junction Unit hereinafter referred to as the ("Short Junction Field and/or the Field") located in Oklahoma City, Oklahoma through its subsidiary EnDevCo Eureka, LLC for a purchase price of \$11.5 million. EnDevCo Eureka, LLC is owned 55% by its parent EnDevCo, Inc. and 45% by private investors who are related parties. These investors contributed \$3.0 million in equity to enable EnDevCo to consummate the transaction. EnDevCo Eureka, LLC, managed by EnDevCo personnel, is the Operator for the Field which has an acquisition date of January 01, 2006.

The 12,000 acre fully unitized Field currently consists of 24 oil wells and 2 gas wells, 4 central collection and metering stages and 4 salt water disposal wells. The Field is currently producing 197 barrels of oil equivalent (BOE) per day comprised of 157 barrels of oil and 237 Mcf of gas.

Since acquiring the Field, the Company has methodically performed maintenance activities on all oil wells to include improved chemical and hot oil treatments; new pump jacks, existing pump jack re-alignment, bearing and rod replacement, beam compressor installation and pipeline integrity testing and cleanout. EnDevCo has also installed new pumps, a new water knockout and two new heater treaters for improved oil separation at the central collection and metering stages and terminated the re-injection of water into the Hunton reservoir by re-piping and installing a new salt water disposal well.

The Field purchase included full ownership rights to a field wide gas pipeline and gathering system that offers two independent taps to the interstate gas transmission system.

Short Junction Field was originally developed by Conoco using vertical wells drilled on a 40 acre well spacing, resulting in oil and gas production from 270 active wells within the 12,000 acre leasehold. The Field currently contains 34 unplugged production well bores of which 26 are currently active.

Historically the primary zone of interest has remained the Hunton formation for oil production. However, above the Hunton, the Bartlesville, Prue, Red Fork and Skinner Sandstones along with the Pink Lime zones are present and most are indicated as productive based on well log analysis.

EnDevCo, Inc. and Subsidiaries

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

Current bottom hole pressures recently measured in the Hunton indicate that formation pressure today is essentially the same as when the Field was originally placed on production. This unique characteristic occurs as a result of the fact that Conoco instituted a water flood pressure maintenance program in the early stages of developing the field. As a result of this pressure maintenance, the original gas cap in the Hunton reservoir has never been produced.

EnDevCo plans to implement a 3D seismic program over the leasehold in order to pursue an aggressive horizontal drilling program in the Hunton formation to increase oil and gas production from that reservoir and to develop identified shallow gas sand reservoirs indicated on the subsurface well control.

ENERGY TECHNOLOGY DEVELOPMENT

Development and implementation of new energy technologies will become a key new business focus for the Company. The identification of and early participation in the implementation of these types of technologies opens several avenues for potential revenue generation and profits. In some instances, the technology can be manufactured and sold to end users once the market accepts the technology. In other instances, the technology might provide a unique competitive advantage that can be successfully leveraged by the Company in the acquisition and development of existing energy projects. Initially, the Company will limit its scope of investigation to those technologies that directly compliment the oil and gas, and power industries.

POWER GENERATION

EnDevCo's management team has extensive experience and expertise in the area of power plant development, operations and commercial management. The Company intends to leverage these capabilities by developing integrated gas-to-power and greenfield development projects in markets that create additional value through the gas-power delivery option.

RESULTS OF OPERATIONS

This report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, includes certain forward-looking statements. The forward-looking statements reflect the Company's expectations, objectives and goals with respect to future events and financial performance. They are based on assumptions and estimates, which the Company believes are reasonable. However, actual results could differ materially from anticipated results. Important factors that may impact actual results include, but are not limited to, commodity prices, political developments, market and economic conditions, industry competition, the weather, changes in financial markets and changing legislation and regulations. The forward-looking statements contained in this report are intended to qualify for the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, as amended. The notes to Consolidated Financial Statements sections contain information that is pertinent to the following analysis.

EnDevCo, Inc. and Subsidiaries
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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont)

NINE MONTHS ENDED SEPTEMBER 30, 2008 COMPARED TO THE NINE MONTHS ENDED SEPTEMBER 30, 2007					
Line	Description	Nine Months Ended September 30,		Differences	Percent Change
		2008	2007		
1	Revenues	\$2,713,447	1,261,019	\$1,452,428	115.18%
2	Cost of Revenues	\$1,102,514	1,335,383	(\$232,869)	-17.44%
3	Costs and Expenses	\$1,118,211	\$1,158,052	(\$39,841)	-3.44%
4	General and Administrative Expense	\$676,708	545,035	\$131,673	24.16%
5	Salaries and Wages	\$433,500	594,000	(\$160,500)	-27.02%
6	Shareholder Services	\$8,002	19,017	(\$11,015)	-57.92%
7	Other Income and (Expenses)	(\$4,960,298)	(\$1,842,949)	(\$3,117,349)	169.15%
8	Interest and Other Income	\$336,859	23,313	\$313,546	1344.94%
9	Hedging Loss	(\$1,253,782)	(486,094)	(\$767,688)	157.93%
10	Interest Expense	(\$1,607,415)	(1,380,168)	(\$227,247)	16.47%
11	Round-up shares	(\$2,435,960)	\$0	(\$2,435,960)	

Analysis of Nine Months Comparison

Line 1 - Revenue increased overall \$1,452,428 during 2008. This is due to: 1) increased production attributable to the Company's first side track horizontal well and 2) favorable oil and gas pricing during the period.

Line 2 - Costs of revenues decreased overall \$232,869 during 2008 due to lower lease operating expenses ("LOE") as a result of the Company's shift in focus away from reworking the existing Short Junction vertical wells.

Line 3 - Total costs and expenses decreased overall \$39,841 during 2008. The detail explaining this decrease is shown on lines 4 and 6 below.

Line 4 - This increase of \$131,673 is due to increased consulting fees, including accounting services.

Line 5 - Salaries and wages were lower by \$160,500 as compared to the previous year due to lower salary expense and a write-down of accrued salaries.

Line 6 - This is due to a timing difference.

Line 7 - Total other income and expenses increased overall by \$3,117,349 in expenses during 2008. The detail explaining this increase is shown on lines 8 through 11 below.

Line 8 - There was an increase in other income of \$313,546 primarily due to the settlement of the Basic Energy Services lawsuit and other current liabilities.

Line 9 - The acquisition financing for the Short Junction Field required that certain hedges be put in place during the term of the loan. These hedges are marked to market every reporting period, the outcome of which resulted in increased losses of \$767,688 during 2008 due to the increase in the price of oil.

EnDevCo, Inc. and Subsidiaries
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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont)

Line 10 – Interest expense increased by \$227,247 during 2008 as the greater interest expense associated with the Short Junction Field was partially offset by the reduction of accrued interest as a result of the settlement of various current liabilities.

Line 11 – A one-time charge of \$2,435,960 was taken for shares issued to shareholders following the reverse split of March 10, 2008 to round up each shareholder's position to a full lot.

THREE MONTHS ENDED SEPTEMBER 30, 2008 COMPARED TO THE THREE MONTHS ENDED SEPTEMBER 30, 2007						
Line	Description	Three Months Ended September 30,		Differences	Percent Change	
		2008	2007			
1	Revenues	\$1,019,178	398,281	\$620,897	155.89%	
2	Cost of Revenues	\$298,340	482,777	(\$184,437)	-38.20%	
3	Costs and Expenses	\$275,339	\$327,083	(\$51,744)	-15.82%	
4	General and Administrative Expense	\$260,211	110,066	\$150,145	136.41%	
5	Salaries and Wages	37,500	198,000	(\$160,500)	-81.06%	
6	Shareholder Services	(\$22,373)	19,017	(\$41,390)	-217.64%	
7	Other Income and (Expenses)	\$3,025,799	(\$589,598)	\$3,615,397	-613.20%	
8	Interest and Other Income	\$136,834	5,160	\$131,674	2551.82%	
9	Hedging Loss	\$3,079,649	(119,120)	\$3,198,769	-2685.33%	
10	Interest Expense	(\$190,684)	(475,638)	\$284,954	-59.91%	

Analysis of Three Months Comparison

Line 1 - Revenue increased overall by \$620,897 during the third quarter of 2008 as compared to 2007. This is due to: 1) increased production attributable to the Company's first side track horizontal well and 2) favorable oil and gas pricing during the period.

Line 2 - Costs of revenues decreased overall \$184,437 due to lower LOE as a result of the Company's shift in focus away from reworking the existing Short Junction vertical wells.

Line 3 - Total costs and expenses decreased overall \$51,744 during the third quarter of 2008 as compared to same quarter in 2007. The detail explaining this decrease is shown on lines 4 and 6 below.

Line 4 – This increase of \$150,145 is due to the greater use by the Company of external financial consultants and accounting services during the quarter.

Line 5 – Salaries and wages were lower by \$160,500 as compared to the previous year due to lower salary expense and a write-down of accrued salaries.

Line 6 – This is due to a timing difference.

EnDevCo, Inc. and Subsidiaries
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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont)

Line 7 – Total other income and expenses increased overall by \$3,615,397 in expenses during 2008. The detail explaining this increase is shown on lines 8 through 11 below.

Line 8 – There was an increase in other income of \$131,674 primarily due to the settlement of various current liabilities.

Line 9 – The acquisition financing for the Short Junction Field required that certain hedges be put in place during the term of the loan. These hedges are marked to market every reporting period, the outcome of which resulted in a gain of \$3,198,769 during 2008 due to the decrease in the price of oil.

Line 10 – Interest expense decreased by \$284,954 due to the reduction of accrued interest as a result of the settlement of various current liabilities.

LIQUIDITY AND CAPITAL RESOURCES

Sources and Uses of Cash		Nine Months Ended September 30,	
		<u>2008</u>	<u>2007</u>
Net cash provided by/(used in)			
	Operating activities	\$1,676,770	(441,594)
	Investing activities	(\$5,417,699)	(1,995,094)
	Financing activities	\$3,897,119	1,669,435
Increase/(decrease) in cash and cash equivalents		\$156,190	(\$767,253)
		=====	=====
Cash and cash equivalents		\$157,325	\$296,741
		=====	=====

Cash Flow from Operating Activities

2008

Cash generated by operating activities totaled \$1,676,770 during 2008. Cash used by operating activities during 2007 was \$441,594. Contributing to this difference was a decrease in accounts receivable of \$175,225 and an accounts payable increase of \$1,886,523.

2007

Cash used by operating activities totaled \$441,594 during 2007.

Cash Flow from Investing Activities

2008

As a result of the termination of the farm-out agreement with Alliance Energy Corporation (“AEC”), the Company acquired oil and gas property during 2008 in the amount of \$5,417,699 for the WSJU #109StH well and the Short Junction Field.

2007

The Company purchased oil and gas property during 2007 in the amount of \$1,995,094 for the Short Junction Field.

EnDevCo, Inc. and Subsidiaries
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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont)

Cash Flow from Financing Activities

2008

The Company increased its note payable for the Short Junction Field by \$24,464 and increased related party payables by \$3,872,655.

2007

The Company increased its note payable for the Short Junction Field by \$1,669,435.

Directors and Officers Compensation

The Company currently has nominal cash reserves and cash flow from operations. Until such time as the financial condition of the Company improves, the Company's Directors and Officers have agreed to have their salaries accrued.

In an effort to improve the Company's balance sheet, on September 30, 2008 the Company's employees and Directors were issued restricted shares of common stock as payment in kind for accrued salaries and Director's fees. 683,909 shares were issued at the closing price of the stock on September 30, 2008 (\$2.70 per share) to settle accrued salaries and Director's fees in the amount of \$1,846,556.

Project Development Guidelines

In recognition of the status of current financial resources available to the Company, executive management is committed to identifying and implementing projects that can be primarily project financed. This strategy reduces financial risk to the Company, but necessarily adds additional lead time before projects can be secured and announced to the shareholders.

There are no assurances, however, that the Company will be able to identify and implement financing to develop its projects or that it will be able to generate sufficient revenue growth and improvements in working capital.

The Company intends to raise working capital through the sale of its Common stock. No assurance can be given that funds will be available from any source when needed by the Company or, if available upon terms and conditions reasonably acceptable to the Company.

The Company is exploring debt and equity financing.

ITEM 3. CONTROLS AND PROCEDURES

As required by Rule 13a-15(b), Company's executive management, including the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer, conducted an evaluation as of the end of the period covered by this report, of the effectiveness of the Company's disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report. As required by Rule 13a-15(d), the Company's executive management, including the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer, also conducted an evaluation of the Company's internal control over financial reporting to determine whether any changes occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation, there has been no such change during the period covered by this report.

EnDevCo, Inc. and Subsidiaries
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PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Legal Proceedings for the Quarter ended September 30, 2008:

As of June 1, 2007, the law firm of Phillips & Akers, P.C. ("A&P"), are the attorneys of record for the Company in a case styled: Cause No: 2006-34662; Farzad Askari v. EnDevCo, Inc.

Mr. Askari filed a breach of contract case claiming the Company (the Defendant) had not paid Mr. Askari (the Plaintiff) for work he did as an alleged consultant in 2002 for John W. Adair and Adair International Oil & Gas, Inc. The Company believed that Mr. Askari was never a consultant for the Company and never performed any work for the Company and therefore was not entitled to receive any compensation from the Company.

The case went to trial and the jury's verdict was that Mr. Askari was not entitled to any compensation and that judgment was entered on January 11, 2008. All of Mr. Askari's post trial motions to date have been unsuccessful; however, he has filed notice of appeal.

As of October 10, 2007, the law firm of Looney, Nichols & Johnson, P.L.L.C. ("LN&J"), are the attorneys of record for the Company in a case styled: Cause No: CJ 07 1859 L; Basic Energy Services, LP v. EnDevCo Eureka, LLC. et al.

Basic Energy Services has filed a breach of contract case claiming EnDevCo Eureka, LLC (the Defendant) has not paid for goods and services that are in dispute between the parties. Following a review of all disputed invoices, the Company signed a settlement agreement on July 07, 2008 with the Plaintiff.

As of May 15, 2008, the law firm of Phillips & Akers, P.C. ("A&P") and J. John Hager, are the attorneys of record for the Company in a case styled: Cause No: CIV-08-0395-HE; KAL Drilling Inc. v. EnDevCo Eureka, LLC. et al.

KAL Drilling has filed a breach of contract case claiming EnDevCo Eureka, LLC (the Defendant) has not paid for goods and services that are in dispute between the parties. The Company has denied all of Plaintiff's allegations and filed a counterclaim against the Plaintiff on May 15, 2008 for breach of contract, misrepresentations, fraud, negligence and gross negligence.

The Company is a party to various claims, but is not a party to any other litigation at this time. Although no assurances can be given, the Company believes based on its experience to date, that the ultimate resolution of such items, individually or in the aggregate, would not have a material adverse impact on the Company's financial position or results of operations.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

On April 9, 2008, GasRock delivered to the Company a Notice of Events of Default and Unmatured Events of Default ("Default Notice") under the Credit Agreement. Due to these claimed Events of Default, interest under the Credit Agreement began accruing at the Default Rate of 15% and 100% of EnDevCo's Net Revenues were applied to Debt Service and other Obligations as of April 9, 2008. On April 16, 2008, GasRock delivered to the Company a Notice of Acceleration ("Acceleration Notice") under the Notes due to the continuing claimed Events of Default under the Credit Agreement. The Acceleration Notice declared the amounts due under the Note to be accelerated and due and owing in full as of April 16, 2008.

On July 22, 2008, GasRock, Eureka and Alliance Energy Corporation ("Alliance", and together with Eureka, the "Borrowers"), entered into that certain Limited Forbearance Agreement, pursuant to which GasRock agreed, subject to the terms thereof, to forbear from pursuing remedies under the Credit Agreement and Notes in respect of the Events of Default claimed as of that same date until the earlier of (i) November 15, 2008 and (ii) the date that GasRock gives Eureka notice of any additional payment default under the Credit Agreement. Alliance is controlled by the Company's CEO and is a guarantor of the Eureka Obligations under the Credit Agreement. GasRock is also a lender to Alliance under an Advancing Term Credit Agreement (the "Alliance Credit Agreement", and together with the Credit Agreement, the "Credit Agreements").

EnDevCo, Inc. and Subsidiaries
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The Forbearance, is subject to the following conditions to be fulfilled:

- 1) On or before November 15, 2008, (i) the Borrowers must repay all Obligations (as defined in the Credit Agreements) or (ii) EnDevCo must have entered an agreement for the full or partial sale of the Short Junction Field, the proceeds of which would fully repay the Obligations owing under the Credit Agreements, and such sale shall close and repayment of the Obligations shall be made by December 31, 2008;
- 2) If the Obligations are not repaid by November 15, 2008, EnDevCo must assign a 5.0% net profits interest in the Short Junction Field to GasRock, effective as of November 1, 2008. The form of this assignment and the potential assignments discussed in paragraph 3, below, will be substantially in the form of the Conveyance of Net Profits Overriding Royalty Interests, attached as Exhibit A to the Forbearance Agreement;
- 3) If the Obligations are not repaid by December 15, 2008, EnDevCo must assign an additional 1.0% net profits interest in the Short Junction Field to GasRock, effective as of December 1, 2008, and will assign to GasRock an additional 1.0% net profits interest each subsequent month if the Obligations are not repaid by the 15th of such month;
- 4) EnDevCo shall escrow one 5% net profits interest conveyance and five 1% net profits interest conveyances to ensure it's delivery of any potential obligations under paragraphs 2 and 3, above;
- 5) Any and all Net Proceeds (as defined in the Forbearance Agreement) from any equity issuance, refinancing, or asset sale will be applied first to outstanding fees and expenses of GasRock, second to the accrued and unpaid interest on the Notes, and third to the outstanding principal balances on the Notes; and
- 6) The Borrowers must ensure that its hydrocarbon purchasers make payments relating to any of GasRock's overriding royalty interests in the Short Junction Field directly to GasRock.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8 -K

(a) Exhibits

31.1 Certification by CEO and CFO pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

32.1 Certification by CEO and CFO pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

The following details the events reported in Fiscal 2008 on Form 8-K. Each filing is incorporated herein by reference.

Report Date	Description
10/24/2008	Item 1.01 – Entry into Definitive Material Agreement. Execution of Limited Forbearance Agreement Dated 7/22/2008.

EnDevCo, Inc. and Subsidiaries
September 30, 2008

SIGNATURES

In accordance with the requirements of Section 13 of 15(d) of the Exchange Act, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on November 12, 2008.

ENDEVCO, INC.

CHRIS A. DITTMAR
CHIEF EXECUTIVE OFFICER AND DIRECTOR

RICHARD G. BOYCE
CHIEF OPERATING OFFICER AND DIRECTOR

JOSEPH LESSARD
CHIEF FINANCIAL OFFICER

JOHN A. BRUSH
NON-EXECUTIVE DIRECTOR

FREDERICK CEDOZ
NON-EXECUTIVE DIRECTOR

CHARLES R. CLOSE
NON-EXECUTIVE DIRECTOR

EnDevCo, Inc. and Subsidiaries

September 30, 2008

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) OR 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934

In connection with the Quarterly Report of EnDevCo, Inc. (the "Company") on Form 10Q (the "Report") for the quarter ended September 30, 2008 (the "Reporting Period"), as filed with the Securities Exchange Commission on the date hereof under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned, Chris A. Dittmar, Chief Executive Officer of the Company, certifies pursuant to Rule 13a-14(a) or 15d-14(a) under the Exchange Act that:

1. I have reviewed the Report.
2. Based on my knowledge, the 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 they are made, not misleading with respect to the Reporting Period.
3. Based on my knowledge, the consolidated financial statements and other financial information included in the Report fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of the date and for the periods reported therein.
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) for the Company and internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) for the Company, and we have:
 - (a) designed those disclosure controls and procedures, or caused them to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by other personnel employed by the Company and its subsidiaries, particularly within the Reporting Period;
 - (b) designed those internal controls over financial reporting, or caused them to be designed under our supervision, to provide reasonable assurances 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 Company's disclosure controls and procedures and presented in the Report our conclusions about the effectiveness of those disclosure controls and procedures, as of the end of the Reporting Period based on that evaluation; and
 - (d) disclosed in the Report any change in the Company's internal control over financial reporting that occurred during the last fiscal quarter of the Reporting Period that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

EnDevCo, Inc. and Subsidiaries
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EXHIBIT 31.1 (cont)

5. Based on our most recent evaluation of internal control over financial reporting, the Company's other certifying officer and I have disclosed to the Company's auditors and the audit committee of the Company's board of directors:

(a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company'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 Company's internal control over financial reporting.

CHRIS A. DITTMAR
CHIEF EXECUTIVE OFFICER
November 12, 2008

EnDevCo, Inc. and Subsidiaries
September 30, 2008

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) OR 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934

In connection with the Quarterly Report of EnDevCo, Inc. (the "Company") on Form 10Q (the "Report") for the quarter ended September 30, 2008 (the "Reporting Period"), as filed with the Securities Exchange Commission on the date hereof under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned, Joseph Lessard, Chief Financial Officer of the Company, certifies pursuant to Rule 13a-14(a) or 15d-14(a) under the Exchange Act that:

1. I have reviewed the Report.
2. Based on my knowledge, the 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 they are made, not misleading with respect to the Reporting Period.
3. Based on my knowledge, the consolidated financial statements and other financial information included in the Report fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of the date and for the periods reported therein.
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) for the Company and internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) for the Company, and we have:
 - (a) designed those disclosure controls and procedures, or caused them to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by other personnel employed by the Company and its subsidiaries, particularly within the Reporting Period;
 - (b) designed those internal controls over financial reporting, or caused them to be designed under our supervision, to provide reasonable assurances 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 Company's disclosure controls and procedures and presented in the Report our conclusions about the effectiveness of those disclosure controls and procedures, as of the end of the Reporting Period based on that evaluation; and
 - (d) disclosed in the Report any change in the Company's internal control over financial reporting that occurred during the last fiscal quarter of the Reporting Period that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

EnDevCo, Inc. and Subsidiaries
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EXHIBIT 31.2 (cont)

5. Based on our most recent evaluation of internal control over financial reporting, the Company's other certifying officer and I have disclosed to the Company's auditors and the audit committee of the Company's board of directors:

(a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company'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 Company's internal control over financial reporting.

JOSEPH LESSARD
CHIEF FINANCIAL OFFICER
November 12, 2008

EnDevCo, Inc. and Subsidiaries
September 30, 2008

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(B) OR 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934 AND SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE

In connection with the Quarterly Report of EnDevCo, Inc. (the "Company") on Form 10Q (the "Report") for the quarter ended September 30, 2008, as filed with the Securities Exchange Commission on the date hereof under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned, Chris A. Dittmar, Chief Executive Officer, certifies pursuant to Rule 13a-14(b) or 15d-14(a) under the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the date and for the periods reported therein.

CHRIS A. DITTMAR
CHIEF EXECUTIVE OFFICER
November 12, 2008

EnDevCo, Inc. and Subsidiaries
September 30, 2008

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(B) OR 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934 AND SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE

In connection with the Quarterly Report of EnDevCo, Inc. (the "Company") on Form 10Q (the "Report") for the quarter ended September 30, 2008, as filed with the Securities Exchange Commission on the date hereof under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned, Joseph Lessard, Chief Financial Officer of the Company, certifies pursuant to Rule 13a-14(b) or 15d-14(a) under the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the date and for the periods reported therein.

JOSEPH LESSARD
CHIEF FINANCIAL OFFICER
November 12, 2008