

HEARTLAND, INC.
Form 10-Q
November 15, 2010

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, 2010

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

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

Maryland

000-27045

36-4286069

(State or other jurisdiction
of incorporation or
organization)

(Commission File Number)

(I.R.S. Employer Identification
Number)

1005 N. 19th Street
Middlesboro, KY 40965
(Address of principal executive offices) (Zip Code)
606-248-7323
(Registrant's telephone no., including area code)

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

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

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

Large accelerated filer Accelerated filer
Non accelerated filer Smaller reporting company
(Do not check if a
smaller reporting
company)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes
oNo x

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of November 2, 2010, there were 23,308,191 shares of common stock, \$.0001 par value per share, outstanding.

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HEARTLAND, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

HEARTLAND, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

	September 30, 2010 (Unaudited)	December 31, 2009
CURRENT ASSETS		
Cash	\$2,103,545	\$2,404,910
Accounts receivable, net	6,156,793	5,650,002
Accounts receivable - related parties	383,759	137,869
Inventory	3,204,968	4,132,358
Prepaid expenses and other current assets	1,165,790	420,293
Total current assets	13,014,855	12,745,432
PROPERTY, PLANT AND EQUIPMENT, net		
	12,538,099	13,202,327
OTHER ASSETS		
	787,525	311,292
Total assets	\$26,340,479	\$26,259,051

HEARTLAND, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS - continued

LIABILITIES AND STOCKHOLDERS' EQUITY

	September 30, 2010 (Unaudited)	December 31, 2009
CURRENT LIABILITIES		
Accounts payable	\$4,282,156	\$3,506,792
Line of credit and current portion of notes payable	1,952,659	1,974,190
Current portion of notes payable to related parties	128,869	118,869
Other current liabilities	673,861	676,697
Total current liabilities	7,037,545	6,276,548
Notes payable, less current portion	10,508,139	10,759,941
Notes payable to related parties, less current portion	3,115,311	3,208,983
Other long-term liabilities	585,948	632,207
Total liabilities	21,246,943	20,877,679
STOCKHOLDERS' EQUITY		
Preferred stock \$0.001 par value 5,000,000 shares authorized, 0 and 2,370,000 shares issued and outstanding at September 30, 2010 and December 31, 2009, respectively	-	2,370
Additional paid-in capital – preferred stock	-	713,567
Common stock, \$0.001 par value 100,000,000 shares authorized; 23,308,191 and 21,953,306 shares issued and outstanding at September 30, 2010 and December 31, 2009, respectively	23,308	21,953
Additional paid-in capital – common stock	18,278,421	17,439,553
Accumulated deficit	(13,208,193)	(12,796,071)
Net stockholders' equity	5,093,536	5,381,372
Total Liabilities and Stockholders' Equity	\$26,340,479	\$26,259,051

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

HEARTLAND, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

UNAUDITED

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
SALES	\$25,854,331	\$24,499,463	\$73,001,499	\$66,596,763
SALES RELATED PARTIES	283,708	375,304	831,910	795,269
Cost of goods sold	(23,262,170)	(22,204,230)	(66,000,146)	(59,559,303)
Gross profit	2,875,869	2,670,537	7,833,263	7,832,729
OPERATING EXPENSES	2,832,562	2,637,282	8,014,445	7,602,252
NET OPERATING INCOME (LOSS)	43,307	33,255	(181,182)	230,477
Other expenses	(86,437)	(97,224)	(241,425)	(73,226)
Interest expense - related party	(60,651)	(57,743)	(194,984)	(194,784)
LOSS BEFORE INCOME TAXES	(103,781)	(121,712)	(617,591)	(37,533)
Federal and state income taxes				
Income tax benefit (expense), current period	13,860	(25,597)	3,764	(73,152)
Income tax benefit, deferred	17,639	33,228	211,760	88,340
NET LOSS	(72,282)	(114,081)	(402,067)	(22,345)
LESS: Preferred Dividends	-	(14,813)	(20,557)	(44,439)
NET LOSS AVAILABLE TO COMMON STOCKHOLDERS	\$(72,282)	\$(128,894)	\$(422,624)	\$(66,784)
Net loss per share:				
Basic:	\$(0.00)	\$(0.01)	\$(0.02)	\$(0.00)
Diluted:	\$(0.00)	\$(0.01)	\$(0.02)	\$(0.00)
Weighted average shares outstanding				
Basic:	23,295,802	22,296,279	22,651,478	22,011,791
Diluted:	23,295,802	22,296,279	22,651,478	22,011,791

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

HEARTLAND, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

UNAUDITED

	Nine Months Ended September 30,	
	2010	2009
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	\$423,554	\$(498,823)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, plant and equipment	(362,914)	(3,848,133)
Proceeds from disposition of assets	5,000	260,000
NET CASH USED IN INVESTING ACTIVITIES	(357,914)	(3,588,133)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net (payments toward) proceeds from notes payable	(273,333)	3,422,312
Net payments toward notes to related parties	(93,672)	(99,354)
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	(367,005)	3,322,958
DECREASE IN CASH	(301,365)	(763,998)
CASH, BEGINNING OF PERIOD	2,404,910	4,101,692
CASH, END OF PERIOD	\$2,103,545	\$3,337,694
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Interest paid	\$559,717	\$507,990
Interest paid - related party	\$194,984	\$194,784
Income taxes paid	\$10,096	\$73,152
NON CASH INVESTING AND FINANCING ACTIVITIES		
Amortization of deferred compensation as share based compensation	\$75,231	\$75,231
Issuance of common stock for services and settlement	\$40,000	\$315,000
Issuance of common stock in payment of convertible promissory notes & accrued interest	\$-	\$32,490
Issuance of common stock for dividends	\$9,055	\$7,473

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

HEARTLAND, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
SEPTEMBER 30, 2010

NOTE A BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with Regulation S-K promulgated by the Securities and Exchange Commission (“SEC”) and do not include all of the information and notes required by generally accepted accounting principles in the United States for complete financial statements. In the opinion of management, these interim financial statements include all adjustments, which include only normal recurring adjustments, necessary in order to make the financial statements not misleading. The results of operations for such interim periods are not necessarily indicative of results of operations for a full year. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto of the Company and management’s discussion and analysis of financial condition and results of operations included in the Company’s Annual Report for the year ended December 31, 2009 as filed with the Securities and Exchange Commission on Form 10-K.

The balance sheet at December 31, 2009 has been derived from the audited consolidated financial statement of that date, but does not include all of the information and notes required by accounting principles generally accepted in United States of America for complete financial statements.

Certain amounts in 2009 have been reclassified to conform to the 2010 classifications.

NOTE B COMMON STOCK

On January 19, 2010, the Company’s common shares were split two for one in a reverse stock split as disclosed in the Form 8-K filed with the SEC on December 23, 2009. No fractional shares were issued. This stock split had no effect on the number of shares authorized. This transaction has been retroactively applied to the 2009 amounts throughout the financial statements including earnings per share calculations.

During the quarter ended March 31, 2010, the Company originally authorized the issuance of 104,165 shares of common stock and subsequently reduced the shares authorized for issuance by 20,833 shares. The issuance was for Board compensation and was valued at \$0.24 per share.

During the quarter ended June 30, 2010, the Company authorized the issuance of 58,824 shares of common stock. The issuance was for Board compensation and was valued at \$0.34 per share.

During the quarter ended September 30, 2010, the Company authorized the issuance of 27,446 shares of common stock. These common shares were issued based on the stock dividend relating to the preferred shares and were valued on an average price of \$0.33 per share.

NOTE C REFERRED STOCK

The Company began notifying holders of the preferred shares that preferred shares not previously converted into common shares at the option of the shareholder will be converted into common shares through the automatic conversion feature, which occurs three years after the original issuance date. As a result of the reverse stock split of the common shares that took place in January, the conversion rate for the preferred shares is one common stock share for every two preferred shares.

HEARTLAND, INC. AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
 (Unaudited)
 SEPTEMBER 30, 2010

NOTE C REFERRED STOCK (continued)

During the quarter ended March 31, 2010, a total of 610,000 shares of preferred shares were converted into 305,000 common shares through this automatic conversion process. The remaining 1,760,000 shares of preferred shares were converted into 880,000 common shares through the automatic conversion process during the quarter ended June 30, 2010.

Estimated dividends, after converting the shares, are \$13,742 in the quarter ending March 31, 2010 and \$6,815 in the quarter ending June 30, 2010 with all preferred shares having been converted and no further dividends being paid.

The September 30, 2010 balance sheet classifies all preferred shares as common shares consistent with the automatic conversion feature, even though certain preferred shares have not been returned for cancellation and reissuance of common shares.

NOTE D EARNINGS PER SHARE

Basic earnings per share assumes no dilution and is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during each period. Diluted earnings per share reflect, in periods in which they have a dilutive effect, the effect of common shares issuable upon the exercise of stock options and warrants, using the treasury stock method of computing such effects.

NOTE E BUSINESS SEGMENTS

The consolidated financial statements include the accounts of Heartland, Inc. (“Heartland”) and its wholly owned subsidiaries, Mound Technologies, Inc. (“Mound”), Lee Oil Company, Inc. (“Lee Oil”), and Heartland Steel, Inc. (“HS”). All significant intercompany accounts and transactions have been eliminated.

The following tables reflect the Company’s segments at September 30, 2010 and 2009:

Company segments as of and for the period ended September 30, 2010:

	Holding Company (Heartland)	Oil Distributor (Lee Oil)	Steel Fabricator (Mound)	Steel Distributor (HS)	Consolidated
Total Assets	\$2,527,813	\$12,150,048	\$7,803,919	\$3,858,699	\$26,340,479
Three Months					
Revenues	-	22,227,541	3,251,412	659,086	26,138,039
Gross Margins	-	2,345,867	457,154	72,848	2,875,869
(Loss) Income					
Before Income Taxes	(316,388)	263,326	110,932	(161,651)	(103,781)

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Nine Months					
Revenues	-	63,165,999	8,679,515	1,987,895	73,833,409
Gross Margins	-	6,294,998	1,328,110	210,155	7,833,263
(Loss) Income					
Before Income Taxes	(1,066,273)	545,514	446,991	(543,823)	(617,591)

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HEARTLAND, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
SEPTEMBER 30, 2010

NOTE E BUSINESS SEGMENTS (continued)

Company segments as of and for the period ended September 30, 2009:

	Holding Company (Heartland)	Oil Distributor (Lee Oil)	Steel Fabricator (Mound)	Steel Distributor (HS)	Consolidated
Total Assets	\$2,755,369	\$12,846,136	\$7,950,402	\$3,654,203	\$27,206,110
Three Months					
Revenues	-	21,481,262	3,291,515	101,990	24,874,767
Gross Margins	-	2,248,389	373,075	49,073	2,670,537
(Loss) Income					
Before Income Taxes	(401,796)	270,936	134,499	(125,350)	(121,712)
Nine Months					
Revenues	-	57,199,442	9,555,517	637,073	67,392,032
Gross Margins	-	6,143,442	1,615,463	73,824	7,832,729
(Loss) Income					
Before Income Taxes	(1,163,470)	724,289	840,217	(438,568)	(37,533)

The revenues included in the above tables include only the amount from external customers. The revenue from other operating segments has been eliminated. The amounts eliminated for the three and nine month period ended September 30, 2010 would be \$231,915 and \$913,328 respectively. The amounts eliminated from the three and nine month period ended September 30, 2009 would be \$544,345 for both the three and nine month periods.

NOTE F SUBSEQUENT EVENT

On November 1, 2010, the Company entered into and closed a Shares for Debt Agreement (the "Debt Agreement") with Gary Lee (a relative of Terry Lee, the Company's Chief Executive Officer) and Lee Holding Company, L.P. ("Lee Holding Company" and collectively, the "Creditors"). Terry Lee, a director of the Company, owns a minority interest as a limited partner of Lee Holding Company. As of October 1, 2010, the Company was indebted to the Creditors in the aggregate amount of \$3,108,481 (the "Debt"). Pursuant to the Debt Agreement, the Company agreed to issue to the Creditors and the Creditors agreed to accept an aggregate of 11,111,112 of the Company's Common Stock as partial settlement of the Debt. The Company issued 5,555,556 shares of Common Stock to Garry Lee and 5,555,556 shares of Common Stock to Lee Holding Company. Upon signing the Debt Agreement for partial settlement of the Debt, the Company remains indebted to the Creditors in the aggregate amount of \$1,108,481 under the existing promissory notes.

Under the current agreement, the stock is being valued at \$0.18 per share, the agreed upon price. The total current estimated shares to be issued relating to this exchange would be 11,111,112 shares for the reduction in debt of \$2,000,000.

Legal counsel is currently reworking the original loan documents and verifying that the Company is fulfilling and complying with all current loan covenants. We expect to have all the documents in place sometime within the next two weeks.

On October 1, 2010, Lee Oil Company Inc. (the "Subsidiary"), a wholly owned subsidiary of the Company, entered into and closed a Sale of Membership Interest Agreement (the "Sale Agreement") with Terry L. Lee and Lee Holding Company (collectively, the "Sellers"). Pursuant to the Sale Agreement, the Subsidiary acquired and, the Sellers sold, 100% of the ownership interest in Premium Homes, LLC ("Premium"). In consideration for 100% ownership of Premium, the Sellers received an aggregate of \$10,000 cash and an aggregate of 650,000 shares of the Company's common stock, par value \$0.001 (the "Common Stock"). The Company issued 325,000 shares of Common Stock to Terry Lee and 325,000 shares of Common Stock to Lee Holding Company, L.P. ("Lee Holding"). Terry Lee, the Company's Chief Executive Officer and a director of the Company, owns a minority interest as a limited partner of Lee Holding. The Board of Directors of the Company authorized the Sale Agreement. Mr. Lee abstained from voting or participating in negotiating this matter. The cash paid to the Sellers was cash generated from operations. Premium is a limited liability company incorporated in the state of Kentucky engaged in the marketing and sale of mobile homes.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

The following discussion should be read in conjunction with the financial statements included in this Form 10-Q. The following discussion and analysis provides certain information, which the Company's management believes is relevant to an assessment and understanding of the Company's results of operations and financial condition for the quarterly period ended September 30, 2010. The statements contained in this section that are not historical facts are forward-looking statements that involve risks and uncertainties. Such forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as "believes," "expects," "may," "will," "should" or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. From time to time, we or our representatives have made or may make forward-looking statements, orally or in writing. Such forward-looking statements may be included in our various filings with the SEC, or press releases or oral statements made by or with the approval of our authorized executive officers.

These forward-looking statements, such as statements regarding anticipated future revenues, capital expenditures and other statements regarding matters that are not historical facts, involve predictions. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. We do not undertake any obligation to publicly release any revisions to these forward-looking statements or to reflect the occurrence of unanticipated events. Many important factors affect our ability to achieve our objectives, including, among other things, technological and other developments within a given field, intense and evolving competition, the lack of an "established trading market" for our shares, and our ability to obtain additional financing, as well as other risks detailed from time to time in our public disclosure filings with the SEC.

Overview

The Company currently manages its business as three operational segments and files as a consolidated entity. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision makers. The three operational segments we currently report are:

- Mound – Steel Fabrication – Primarily focused on the fabrication of metal products including structural steel, steel stairs and railings, bar joists, metal decks, and other miscellaneous steel products.
- Lee Oil – Oil Distribution – Primarily focused on the wholesale and retail distribution of petroleum products including those sold to the motoring public through our retail locations.
- Heartland Steel – Wholesale Steel – This is a startup segment of the business that we are working to develop into full fledged service center for the distribution of steel products. Construction was completed on the new warehouse and office facility in the fourth quarter of 2009.

Results of Operations

Three and nine months ended September 30, 2010 as compared to the three and nine months ended September 30, 2009

Revenues. Revenues increased for the three months ended September 30, 2010 to \$26,138,039 from \$24,874,767 for the three months ended September 30, 2009. The increase in revenue of \$1,263,272 was primarily a result of price increases in the products being sold. Revenues for the nine months in the current year also increased by \$6,441,377 primarily due to the cost of the products from the same nine month period of the previous year.

Cost of Goods Sold. Cost of Goods Sold increased for three months ended September 30, 2010 to \$23,262,170 from \$22,204,230 for the three months ended September 30, 2009. The increase in the cost of goods sold of \$1,057,940 was primarily a result of price increases in the products being sold. This also resulted in an increase of \$6,440,843 in cost of goods sold in the current year from the nine months of the previous year.

Gross Profit. Gross Profits increased for three months ended September 30, 2010 to \$2,875,869 in comparison to \$2,670,537 for the three months ended September 30, 2009. The Company believes gross profit is a much better reflection of the top line numbers since Revenues and Cost of Goods Sold can vary sharply from one quarter to the next. The gross profit for Lee Oil and HS approximates last year's amounts. Mound had been required to take on some smaller and lower margin jobs, particularly in the first quarter, in order to keep a full workforce in place. As Mound began working on some of the larger and higher margin jobs, we have seen their gross profit to pick back up to the previous year's totals. Gross profit for the nine months ended September 30, 2010 is approximately the same as the nine months ended September 30, 2009.

Expenses. Operating expenses for the three months ended September 30, 2010 increased by \$195,280 from the three months ended September 30, 2009. Operating expenses for the nine months ended September 30, 2010 increased by \$412,193 from the nine months ending September 30, 2009. A good portion of the additional expenses for 2010 can be attributed to depreciation on the building and equipment that was brought on-line with the Heartland Steel startup beginning in the third and fourth quarters of 2009.

Net Loss Before Income Taxes. Net loss before income taxes decreased for three months ended September 30, 2010 by \$17,931 from a loss before income taxes for the nine months ending September 30, 2009 of \$121,712. The net loss before income taxes for the nine months ending September 30, 2010 increased by \$580,058 over the nine months ending September 30, 2009 primarily due to the poor gross profit generated in the first quarter as explained above.

Liquidity and Capital Resources

Our principal sources of liquidity would be cash on hand and the conversion of accounts receivable into cash. We also believe cash provided from operating activities will be a great source of liquidity going forward, but would seek outside financing for any major expansion, betterment project, or possible future acquisitions as these would be considered long term projects.

The Company generated \$423,554 in cash from operating activities during the nine months ended September 30, 2010. The Company used \$357,914 of cash in investing activities and \$367,005 in financing activities for the nine months ended September 30, 2010.

As of September 30, 2010, the Company believes that cash on hand, cash generated by operations, and available bank borrowings will be sufficient to pay trade creditors, operating expenses in the normal course of business, and meet all of its bank and subordinate debt obligations for the next 12 months.

It is our belief that our stock is currently undervalued and that we are better suited to fund current projects through cash provided from operations and financing rather than attempting to sell what we believe to be an undervalued asset and further dilute the securities.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and, as such, are not required to provide the information under this Item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Management assessed the effectiveness of our internal control over financial reporting as of September 30, 2010. In making this assessment, management used the framework set forth in the report entitled Internal Control- Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. The COSO framework summarizes each of the components of a company's internal control system, including (i) the control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication, and (v) monitoring.

Based on its evaluation of our disclosure controls and procedures, our management has concluded that during the period covered by this report, such disclosure controls and procedures were not effective and there is a material weakness in our internal control over financial reporting. A material weakness is a deficiency or a combination of control deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

During the current reporting period, certain elements of the internal control system that may prevent the possibility of a misstatement being prevented or detected on a timely basis were found to be missing. These elements related principally to the segregation of duties and oversight in the financial reporting. Management will continue to monitor the identified material weakness and take the necessary steps to mitigate the possible impact on the Company's financial statements.

The presence of these material weaknesses does not mean that a material misstatement has occurred in our financial statements, but only that our present controls might not be adequate to detect or prevent a material misstatement in a timely manner. Management believes that the material weaknesses set forth above did not have an effect on our financial results.

Changes in Internal Controls over Financial Reporting

There has been no change in our internal control over financial reporting that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to material affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the normal course of our business, we and/or our subsidiaries are named as defendants in suits filed in various state and federal courts. We believe that none of the litigation matters in which we, or any of our subsidiaries, are involved would have a material adverse effect on our consolidated financial condition or operations.

There is no past, pending or, to our knowledge, threatened litigation or administrative action which has or is expected by our management to have a material effect upon our business, financial condition or operations, including any litigation or action involving our officers, directors, or other key personnel.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and, as such, are not required to provide the information under this Item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the quarter ended March 31, 2010, the Company authorized the issuance of 104,165 shares of common stock and subsequently reduced the shares authorized for issuance by 20,833 shares. The stock, valued at \$0.24 per share, was issued as Board compensation.

During the quarter ended June 30, 2010, the Company authorized the issuance of 58,824 shares of common stock. The issuance was for Board compensation and was valued at \$0.34 per share.

During the quarter ended September 30, 2010, the Company authorized the issuance of 27,446 shares of common stock. These common shares were issued based on the stock dividend relating to the preferred shares and was valued on an average price of \$0.33 per share.

On November 1, 2010, the Company entered into and closed a Shares for Debt Agreement (the "Debt Agreement") with Gary Lee and Lee Holding Company, L.P. ("Lee Holding Company" and collectively, the "Creditors"). Terry Lee, the Company's Chief Executive Officer and a director of the Company, owns a minority interest as a limited partner of Lee Holding Company. As of October 1, 2010, the Company was indebted to the Creditors in the aggregate amount of \$3,108,481 (the "Debt"). Pursuant to the Debt Agreement, the Company agreed to issue to the Creditors and the Creditors agreed to accept an aggregate of 11,111,112 of the Company's Common Stock as partial settlement of the Debt. The Company issued 5,555,556 shares of Common Stock to Garry Lee and 5,555,556 shares of Common Stock to Lee Holding Company. Upon signing the Debt Agreement for partial settlement of the Debt, the Company remains indebted to the Creditors in the aggregate amount of \$1,108,481 under the existing promissory notes.

Under the current agreement, the stock is being valued at \$0.18 per share, the agreed upon price. The total current estimated shares to be issued relating to this exchange would be 11,111,112 shares for the reduction in debt of \$2,000,000.

On October 1, 2010, Lee Oil Company Inc. (the "Subsidiary"), a wholly owned subsidiary of the Company, entered into and closed a Sale of Membership Interest Agreement (the "Sale Agreement") with Terry L. Lee and Lee Holding Company (collectively, the "Sellers"). Pursuant to the Sale Agreement, the Subsidiary acquired and, the Sellers sold, 100% of the ownership interest in Premium Homes, LLC ("Premium"). In consideration for 100% ownership of Premium, the Sellers received an aggregate of \$10,000 cash and an aggregate of 650,000 shares of the Company's

common stock, par value \$0.001 (the “Common Stock”). The Company issued 325,000 shares of Common Stock to Terry Lee and 325,000 shares of Common Stock to Lee Holding Company, L.P. (“Lee Holding”). Terry Lee, the Company’s Chief Executive Officer and a director of the Company, owns a minority interest as a limited partner of Lee Holding. The Board of Directors of the Company authorized the Sale Agreement. Mr. Lee abstained from voting or participating in negotiating this matter. The cash paid to the Sellers was cash generated from operations. Premium is a limited liability company incorporated in the state of Kentucky engaged in the marketing and sale of mobile homes.

No other unregistered sales of equity securities have taken place since the second quarter.

The shares of common stock issued in the above transactions were issued to investors in a private placement transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 (the "Securities Act") and/or Rule 506 promulgated under the Securities Act. The directors are accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

REMOVED AND RESERVED

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

NOT APPLICABLE

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

Exhibit 31.1 Certification of Terry L. Lee, Chief Executive Officer & Chairman of the Board

Exhibit 31.2 Certification of Mitchell L Cox, CPA, Chief Financial Officer

Exhibit 32.1 Certification of Terry L. Lee, Chief Executive Officer & Chairman of the Board

Exhibit 32.2 Certification of Mitchell L. Cox, CPA, Chief Financial Officer

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HEARTLAND, INC.
(Registrant)

Date: November 15, 2010

By: /s/ Terry L. Lee
Terry L. Lee
Chief Executive Officer and
Chairman of the Board
(Principal Executive Officer)

Date: November 15, 2010

By: /s/ Mitchell L. Cox, CPA
Mitchell L. Cox
Chief Financial Officer
(Principal Financial
and Accounting Officer)