

HEARTLAND, INC.  
Form 10KSB/A  
March 20, 2007  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-KSB/A

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

FOR FISCAL YEAR ENDED DECEMBER 31, 2005

## HEARTLAND, INC.

(Name of small business issuer in its charter)

**Maryland**

(State or other jurisdiction)

**36-4286069**

(I.R.S. Employer Identification Number)

of incorporation or organization)

**982A Airport Road  
Destin, Florida 32541**

(Address of principal executive offices) (Zip Code)

**850.837.0025**

(Issuer's telephone no.)

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

Securities registered pursuant to Section 12(g) of the Exchange Act: Common Stock, \$.001 par value

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Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B not contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

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

Issuer's revenues for its most recent fiscal year ended December 31, 2005 were: \$40,674,679

The aggregate market value of the Registrant's voting common stock held by non-affiliates of the registrant as of March 20, 2007, was approximately: \$7,291,636 at \$0.29 price per share. Number of shares of the registrant's common stock outstanding as of March 20, 2007 was: 36,321,104.

HEARTLAND INC.

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## **PART I**

### **ITEM 1 DESCRIPTION OF BUSINESS**

#### **INTRODUCTION**

**FORWARD-LOOKING STATEMENTS.** This annual report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties. In addition, the Company (Heartland, Inc., a Maryland corporation), may from time to time make oral forward-looking statements. Actual results are uncertain and may be impacted by many factors. In particular, certain risks and uncertainties that may impact the accuracy of the forward-looking statements with respect to revenues, expenses and operating results include without limitation; cycles of customer orders, general economic and competitive conditions and changing customer trends, technological advances and the number and timing of new product introductions, shipments of products and components from foreign suppliers, and changes in the mix of products ordered by customers. As a result, the actual results may differ materially from those projected in the forward-looking statements.

Because of these and other factors that may affect the Company's operating results, past financial performance should not be considered an indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods.

#### **(A) THE COMPANY**

The Company was incorporated in the State of Maryland on April 6, 1999 as Origin Investment Group, Inc. ( Origin ). On December 27, 2001, the Company went through a reverse merger with International Wireless, Inc. Thereafter on January 2, 2002, the Company changed its name from Origin to International Wireless, Inc. On November 15, 2003, the Company went through a reverse merger with PMI Wireless, Inc. Thereafter in May 2004, the Company changed its name from International Wireless, Inc. to our current name, Heartland Inc.

The Company was originally formed as a non-diversified closed-end management investment company, as those terms are used in the Investment Company Act of 1940 ( 1940 Act ). The Company at that time elected to be regulated as a business development company under the 1940 Act. In December 7, 2001 the Company's shareholders voted on withdrawing the Company from being regulated as a business development company and thereby no longer be subject to the 1940 Act.

Unless the context indicates otherwise, the terms Company, Corporate , Heartland, and we refer to Heartland, Inc. and its subsidiaries. Our executive offices are located at 982A Airport Road, Destin, Florida 32541, telephone number (850) 837-0025. Our Internet address is [www.heartlandholdingsinc.com](http://www.heartlandholdingsinc.com) for the corporate information. Additionally, the following divisions of the company currently maintain Internet addresses: 1) Evans Columbus, [www.evanscolumbusllc.com](http://www.evanscolumbusllc.com), 2) Monarch Homes, [www.monarchhomesmn.com](http://www.monarchhomesmn.com), 3) Karkela [www.karkela.com](http://www.karkela.com) and 4) Mound Technologies [www.moundtechnologies.com](http://www.moundtechnologies.com). The information contained on our web site(s) or connected to our web site is not incorporated by reference into this Annual Report on Form 10-KSB and should not be considered part of this report.

We classify our operations into four reportable segments: steel fabrication, construction and property management, manufacturing, and agriculture (currently idle but available for future use). A fifth segment called other consists of corporate functions. Sales of our segments accounted for the following approximate percentages of our consolidated sales for fiscal years 2004: Steel Fabrication, 14.78 percent; Construction and Property Management, 69.38 percent; Manufacturing 15.84 percent, Agriculture 0 percent and Other, 0 percent.

We emphasize quality and innovation in our services, products, manufacturing, and marketing. We strive to provide well-built, dependable products supported by our service network. We have committed funding for engineering and research in order to improve existing products and develop new products. Through these efforts, we seek to be responsive to trends that may affect our target markets now and in the future.

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**(B) BUSINESS DEVELOPMENT**

From December 27, 2001 through June 2003, the Company attempted to develop its bar code technology and bring it to market. To that extent, the Company moved its operations to Woburn, Massachusetts, hired numerous computer programmers, developers and sales people in addition to support staff. Due to the Company's inability to raise sufficient capital, the Company was unable to pay current operating expenses and by June, 2003 shut down its operations entirely.

On August 29, 2003, a change in control of the Company occurred in conjunction with naming Attorney Jerry Gruenbaum of First Union Venture Group, LLC as attorney of record for the purpose of overseeing the proper disposition of the Company and its remaining assets and liabilities by any means appropriate, including settling any and all liabilities to the U.S. Internal Revenue Service and the Commonwealth of Massachusetts' Attorney General's office for unpaid wages.

In conjunction with naming Attorney Jerry Gruenbaum of First Union Venture Group, LLC as attorney of record for the purpose of overseeing the proper disposition of the Company and its remaining assets and liabilities, the Company issued First Union Venture Group, LLC, a Nevada Limited Liability Company, Thirty Million (30,000,000) newly issued common shares as consideration for their services. In addition, the Company canceled any and all outstanding options, warrants, and/or debentures not exercised to date. The Company further nullified any and all salaries, bonuses, and benefits including severance pay and accrued salaries to Stanley A. Young and Michael Dewar.

On November 12, 2003, the Company approved the spin-off of the two subsidiaries of the Company and any and all remaining assets of the Company, including any intellectual property, to enable the Company to pursue a suitable merger candidate. In addition, the Company approved a 30 to 1 reverse split of all existing outstanding common shares of the Company. Following the 30 to 1 reverse split, the Company had 1,857,137 shares of common stock outstanding.

On November 15, 2003, a change in control of the Company occurred when the Company went through a reverse merger with PMI Wireless, Inc., a Delaware corporation with corporate headquarters located in Cordova, Tennessee. The acquisition, took place on December 1, 2003 for the aggregate consideration of fifty thousand dollars (\$50,000) which was paid to the U.S. Internal Revenue Service for the Company's prior obligations, plus assumption of the Company's existing debts, for 9,938,466 newly issued common shares of the Company. Under the said reverse merger, the former Shareholders of PMI Wireless ended up owning an 84.26% interest in the Company.

On December 10, 2003, the Company entered into an Acquisition Agreement to acquire 100% of Mound Technologies, Inc. ( Mound ), a Nevada corporation with its corporate headquarters located in Springboro, Ohio. The acquisition was a stock for stock exchange in which the Company acquired all of the issued and outstanding common stock of Mound in exchange for 1,256,000 newly issued shares of its common stock. As a result of this transaction, Mound became a wholly owned subsidiary of the Company.

In May 2004, the Company changed its name from International Wireless, Inc. to our current name, Heartland, Inc.

On December 27, 2004, the Company entered into an Acquisition Agreement to acquire 100% of Monarch Homes, Inc. ( Monarch ), a Minnesota corporation with its corporate headquarters located in Ramsey, MN for \$5,000,000. The acquisition price was made up of:

\* \$100,000 at closing,

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- \* a promissory note of \$1,900,000 payable on or before February 15, 2005 which, if not paid by that date, interest shall be due from then to actual payment at 8%, simple interest, compounded annually, and
- \* six hundred sixty-seven thousand (667,000) restricted newly issued shares of the Company's common stock provided at closing.

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On December 30, 2004, the Company entered into an Acquisition Agreement to acquire 100% of Evans Columbus, LLS ( Evans ), an Ohio corporation with its corporate headquarters located in Blacklick, OH for \$3,005,000. The acquisition price was paid as follows:

- \* \$5,000 at closing, and
- \* 600,000 restricted newly issued shares of the Company s common stock provided at closing.

In the event the common stock of the Company was not trading at a minimum of \$5.00 as of December 30, 2005, the Company was required to compensate the original Evans shareholders for the difference in additional stock. The Company has since rescinded this agreement and no longer owns Evans.

On December 31, 2004, the Company entered into an Acquisition Agreement to acquire 100% of Karkela Construction, Inc., a Minnesota corporation with its corporate headquarters located in St. Louis Park, MN for \$3,000,000. The acquisition price consisted of the following:

- \* \$100,000 at closing,
  - \* a short term promissory note payable of \$50,000 on or before January 31, 2005,
- a promissory note of \$1,305,000 payable on or before March 31, 2005 which, if not paid by that date, interest is due from December 31, 2004 to actual payment at 8%, simple interest, compounded annually and
- \* 500,000 restricted newly issued shares of the Company s common stock provided at closing.

In the event the common stock of the Company was not trading at a minimum of \$4.00 as of December 31, 2005, the Company was required to compensate the original Karkela shareholders for the difference in additional stock. As a result of the aforementioned, the Company issued the former Karkela shareholders 262,500 shares of common stock on March 20, 2006. Karkela is a wholly owned subsidiary of the Company. To date January 18, 2007, the promissory note has not been paid and interest continues to accrue.

On June 21, 2006, the Company agreed to accept rescissions of the December, 2004 acquisition agreements from Evans Columbus, LLC effective March 31, 2006 and from Monarch Homes, Inc. effective June 1, 2006.

On July 29, 2005, the Company entered into a binding Stock Purchase Agreement with Steven Persinger, an individual, to acquire all the issued and outstanding shares of common stock of Persinger Equipment, Inc., a Minnesota corporation ( Persinger ) for \$4,735,000. The Company has abandoned its plans to acquire Persinger on January 18, 2007.

On September 12, 2005, the Company entered into a binding Agreement for Purchase and Sale of Shares with Calvin E. Bergman, Lynn E. Bergman, Jerry L. Bergman, Barbara A. Vance and Marvin Bergman, individually, to acquire all the issued and outstanding shares of common stock of Ney Oil Company, an Ohio corporation ( Ney Oil Company ) for \$5,000,000. The Company has abandoned its plans to acquire Ney Oil Company on January 18, 2007.

On September 12, 2005, the Company entered into a Letter of Intent with Terry Robbins, President of Ohio Valley Lumber, to acquire all the issued and outstanding shares of common stock of NKR, Inc, d.b.a. Ohio Valley Lumber, a Delaware corporation ( NKR ) for \$8,000,000.00. The Company has abandoned its plans to acquire NKR, Inc. on February 26, 2007.



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On September 21, 2005, the Company entered into a binding Acquisition Agreement with Terry L. Lee and Gary D. Lee, individually, to acquire all the issued and outstanding shares of common stock of Lee Oil Company, Inc., a Virginia corporation, Lee Enterprises, Inc., a Kentucky corporation and Lee's Food Marts LLC, a Tennessee Limited Liability Company, (collectively hereinafter "Lee Oil Company") for \$6,000,000.00. The Company is currently renegotiating the final terms of the acquisition agreement.

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On September 26, 2005, the Company entered into a binding Acquisition Agreement with Robert Daniel, Karol K. Hart-Bendure, M. Lucille Daniel, and Joe M. Daniel, individually, to acquire all the issued and outstanding shares of common stock of Schultz Oil Company, Inc., an Ohio Corporation ( Schultz Oil Company ) for \$3,500,000 consisting of \$1,500,000 in cash at closing and 1,000,000 of common stock. In the event the common stock of the Company does not have a value of at least \$2.00 as of September 26, 2007, the Company is required to compensate the shareholders for the difference with the issuance of additional shares. The Company abandoned its plans to acquire Schultz Oil Company on January 18, 2007.

### **Subsequent Events**

On June 21, 2006, the Company agreed to accept rescissions of the December, 2004 acquisition agreements from Evans Columbus, LLC effective March 31, 2006 and from Monarch Homes, Inc. effective June 1, 2006.

On January 18, 2007, the Company abandoned its intent to acquire Persinger Equipment, Inc., Ney Oil Company and Schultz Oil Company.

On February 26, 2007 the Company abandoned its intent to acquire NKR, Inc, d.b.a. Ohio Valley Lumber.

### **(C) BUSINESS**

Our mission is to become a leading diversified company with business interests in well established industries. We plan to successfully grow our revenues by acquiring companies with historically profitable results, strong balance sheets, high profit margins, and solid management teams in place. By providing access to financial markets, expanded marketing opportunities and operating expense efficiencies, we hope to become the facilitator for future growth and higher long-term profits. In the process, we hope to develop new synergies among the acquired companies, which should allow for greater cost effectiveness and efficiencies, thus further enhancing each individual company's strengths. To date, we have completed acquisitions in the steel fabrication, residential and commercial construction, and steel drum manufacturing industries. Additionally, we have identified acquisition opportunities in gasoline distribution, lumber manufacturing, and equipment distribution.

We are headquartered in Plymouth, MN and currently trade on the OTC Bulletin Board under the symbol HTLJ.OB. Including the senior management team, we currently employs 101 people.

Currently, we operate two major subsidiaries in the following segments:

Mound Technologies, Inc. of Springboro, OH acquired in December 2003 (Steel Fabrication)

Karkela Construction, Inc. of St. Louis Park, MN, acquired in December of 2004 (Construction and Property Management).

### **STEEL FABRICATION**

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Mound Technologies, Inc. ( Mound ) was incorporated in the state of Nevada in November of 2002, with its corporate offices located in Springboro, Ohio. This business includes a Steel Fabrication ( Steel Fabrication ), a Property Management Division ( Property Management ) and a wholly owned subsidiary, Freedom Products of Ohio ( Freedom ).

The Steel Fabrication Division and Property Management Division are both located in Springboro, Ohio. The Steel Fabrication Division is a full service structural and miscellaneous steel fabricator. It also manufactures steel stairs and railings, both industrial and architectural quality. The present capacity of the facility is approximately 6,000 tons per year of structural and miscellaneous steel. This division had been previously known as Mound Steel Corporation, which was started at the same location in 1964.

The Steel Fabrication Division is focused on the fabrication of metal products. This Division produces structural steel, miscellaneous metals, steel stairs, railings, bar joists, metal decks and the erection thereof. This Division produced gross sales of approximately \$7.4 million in 2004. In the steel products segment, steel joists and joist girders, and steel deck are sold to general contractors and fabricators throughout the United States. Substantially all work is to order and no unsold inventories of finished products are maintained. All sales contracts are firm fixed-price contracts and are normally competitively bid against other suppliers. Cold finished steel and steel fasteners are manufactured in standard sizes and inventories are maintained.

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This division's customers are typically U.S. based companies that require large structural steel fabrication, with needs such as building additions, new non-residential construction, etc. Customers are typically located within a one-day drive from the Company's facilities. The Company is able to reach 70% of the U.S. population, yielding a significant potential customer base. Marketing of the Division's products is done by advertising in industry directories, word-of-mouth from existing customers, and by the dedicated efforts of in-house sales staff monitoring business developments opportunities within the Company's region. Large clients typically work with the Company on a continual basis for all their fabricated metal needs.

Competition overall in the U.S. steel fabrication industry has been reduced by approximately 50% over the last few years due to economic conditions leading to the lack of sustained work. The number of regional competitors has gone down from ten (10) to three (3) over the past five years. Larger substantial work projects have declined dramatically with the downturn in the economy. Given the geographical operating territory of the Company, foreign competition is not a major factor. In addition to competition, steel pricing represents another significant challenge. The cost of steel, our highest input cost, has seen significant increases in recent years. The Company will manage this challenge by stockpiling the most common steel component products and incorporating price increases in job pricing as deemed appropriate.

### **Competition and Other Factors**

We are subject to a wide variety of federal, state, and international environmental laws, rules, and regulations. These laws, rules, and regulations may affect the way we conduct our operations, and failure to comply with these regulations could lead to fines and other penalties.

Competition within the steel industry, both in the United States and globally, is intense and expected to remain so. Mound competes with large U.S. competitors such as United States Steel Corporation, Nucor Corporation, AK Steel Holding Corporation, Ispat Inland Inc. and IPSCO Inc along with a number of local suppliers. The steel market in the United States is also served by a number of non-U.S. sources and U.S. supply is subject to changes in worldwide demand and currency fluctuations, among other factors.

More than 35 U.S. companies in the steel industry have declared bankruptcy since 1997 and have either ceased production or more often continued to operate after being acquired or reorganized. In addition, many non-U.S. steel producers are owned and subsidized by their governments and their decisions with respect to production and sales may be influenced by political and economic policy considerations rather than by prevailing market conditions. The steel industry is highly cyclical in nature and subject to significant fluctuations in demand as a result of macroeconomic changes in global economies, including those resulting from currency volatility. The global steel industry is also generally characterized by overcapacity, which can result in downward pressure on steel prices and gross margins.

Mound competes with other flat-rolled steel producers (both integrated steel mills and mini-mills) and producers of plastics, aluminum, ceramics, carbon fiber, concrete, glass, plastic and wood that can be used in lieu of flat-rolled steels in manufactured products. Mini-mills generally offer a narrower range of products than integrated steel mills but can have some cost advantages as a result of their different production processes.

Price, quality, delivery and service are the primary competitive factors in all markets that Mound serves and vary in relative importance according to the product category and specific customer.

In some areas of our business, we are primarily an assembler, while in others we serve as a fully integrated manufacturer. We have strategically identified specific core manufacturing competencies for vertical integration and have chosen outside vendors to provide other products and services. We design component parts in cooperation with our vendors, contract with them for the development of tooling, and then enter into agreements with these vendors to purchase component parts manufactured using the tooling. Operations are also designed to be flexible enough

to accommodate product design changes required to respond to market demand.

**Raw Materials**

Mound's business depends on continued access to reliable supplies of various raw materials. Mound believes there will be adequate sources of its principal raw materials to meet its near term needs, although probably at higher prices than in the past.

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## UNFAIR TRADE PRACTICES AND TRADE REMEDIES

Under international agreement and U.S. law, remedies are available to domestic industries where imports are dumped or subsidized and such imports cause material injury to a domestic industry. Dumping involves selling for export a product at a price lower than the same or similar product is sold in the home market of the exporter or where the export prices are lower than a value that typically must be at or above the full cost of production. Subsidies from governments (including, among other things, grants and loans at artificially low interest rates) under certain circumstances are similarly actionable. The remedy available is an antidumping duty order or suspension agreement where injurious dumping is found and a countervailing duty order or suspension agreement where injurious subsidization is found. When dumping or subsidies continue after the issuance of an order, a duty equal to the amount of dumping or subsidization is imposed on the importer of the product. Such orders and suspension agreements do not prevent the importation of product, but rather require either that the product be priced at an un-dumped level or without the benefit of subsidies or that the importer pay the difference between such undumped or unsubsidized price and the actual price to the U.S. government as a duty.

## SECTION 201 TARIFFS

On March 20, 2002, in response to an investigation initiated by the office of the President of the United States under Section 201 of the Trade Act of 1974, the President of the United States imposed a remedy to address the serious injury to the domestic steel industry that was found. The remedy was an additional tariff on specific products up to 30% (as low as 9%) in the first year and subject to reductions each year. The remedy provided was potentially for three years and a day, subject to an interim review after 18 months as to continued need. On December 4, 2003 by Proclamation 7741, the President of the United States terminated the import relief provided under this law pursuant to Section 204(b) (1) (A) of the Trade Act of 1974 on the basis that the effectiveness of the action taken under Section 203 has been impaired by changed economic circumstances based upon a report from the U.S. International Trade Commission and the advice from the Secretary of Commerce and the Secretary of Labor. Thus, no relief under this law was provided to domestic producers during 2004.

## ENVIRONMENTAL MATTERS

Mound's operations are subject to a broad range of laws and regulations relating to the protection of human health and the environment. Mound expects to expend in the future, substantial amounts to achieve or maintain ongoing compliance with U.S. federal, state, and local laws and regulations, including the Resource Conservation and Recovery Act (RCRA), the Clean Air Act, and the Clean Water Act. These environmental expenditures are not projected to have a material adverse effect on Mound's financial position or on Mound's competitive position with respect to other similarly situated U.S. steelmakers subject to the same environmental requirements.

## CONSTRUCTION

### a) **Karkala Construction, Inc.**

Karkala Construction, Inc. ( Karkela ) was acquired in December 2004 and is located in St. Louis Park, MN. Karkela was acquired in December 2004 and is a general contractor in the greater St. Paul and Minneapolis, Minnesota area specializing in commercial, industrial, hospitality or multi-family space. More specifically, Karkela is a designer and builder of custom office buildings for medical, financial and other service type businesses. Karkela was originally founded in 1983 and incorporated in 1990. During fiscal year 2005, Karkela had revenues of approximately \$8.6 million. It is the intent of Heartland to expand that territory to include those geographies where the company can benefit from its reputation.



## **Competition and Other Factors**

The conventional construction industry is essentially a local business and is highly competitive. Karkela competes in a market with numerous other homebuilders and general construction companies, including national, regional and local builders. The industry's top six competitors based on revenues for their most recent fiscal year-end are as follows: Beazer Homes USA, Inc., D. R. Horton, Inc., KB Homes, Lennar Corporation, Pulte Homes, Inc. and The Ryland Group, Inc. The main competitive factors affecting Karkela's operations are location, price, availability of mortgage financing for customers, construction costs, design and quality of homes, customer service, marketing expertise, availability of land, price of land and reputation. We believe that Karkela competes effectively by building high quality units, maintaining geographic diversity, responding to the specific demands of each market and managing the operations at a local level.

The construction industry is affected by changes in national and local economic conditions, job growth, long-term and short-term interest rates, consumer confidence, governmental policies, zoning restrictions and, to a lesser extent, changes in property taxes, energy costs, federal income tax laws, federal mortgage financing programs and various demographic factors. The political and economic environments affect both the demand for construction and the subsequent cost of financing. Unexpected climatic conditions, such as unusually heavy or prolonged rain or snow, may affect operations in certain areas.

The construction industry is subject to extensive regulations. The Company and its subcontractors must comply with various federal, state and local laws and regulations, including worker health and safety, zoning, building standards, erosion and storm water pollution control, advertising, consumer credit rules and regulations, and the extensive and changing federal, state and local laws, regulations and ordinances governing the protection of the environment, including the protection of endangered species. The Company is also subject to other rules and regulations in connection with its manufacturing and sales activities, including requirements as to incorporate building materials and building designs. All of these regulatory requirements are applicable to all construction companies, and, to date, compliance with these requirements has not had a material impact on the operation. We believe that the Company is in material compliance with these requirements.

We purchase materials, services and land from numerous sources (primarily local vendors), and believe that we can deal effectively with the challenges we may experience relating to the supply or availability of materials, services and land.

## **GENERAL**

The Company's mission is to become a leading diversified company with business interests in well established industries.

In addition to the risks identified above the Company also faces risks of its own. The Company is reliant upon identifying, contracting and financing each acquisition it identifies. Since the Company is in its early stages, it may not be able to obtain the necessary funding to continue its growth plan. Additionally, the potential synergies identified with each of the acquisitions may not materialize to the extent, if at all, as initially identified.

## **Employees**

As of March 20, 2007, we employed 68 employees. From time to time, we also retain consultants, independent contractors, and temporary and part-time workers.



We believe our relationship with our current employees is good. Our employees are not represented by a labor union. Our success is dependent, in part, upon our ability to attract and retain qualified management technical personnel and subcontractors. Competition for these personnel is intense, and we will be adversely affected if we are unable to attract key employees. We presently do not have a stock option plan for key employees and consultants.

**Customers**

Overall, our management believes that long-term we are not dependent on a single customer for any of the segments results. While the loss of any substantial customer could have a material short-term impact on a segment, we believe that our diverse distribution channels and customer base should reduce the long-term impact of any such loss.

**ITEM 2 DESCRIPTION OF PROPERTY**

The following properties are used in the operation of our business:

Our principal executive and administrative offices are located at 25 Mound Park Drive South, Springboro, Ohio 45066. Our phone number is (763) 557.2900. We lease approximately 39,000 square feet on a month to month lease for \$8,500 per month from a major shareholder of our company. The facilities include 34,000 square feet which is used for manufacturing and 5,000 square feet for office space. The space is used by Mound as well.

This space is not sufficient for us as we add employees to the corporate staff. In light of this the corporation will evaluate its office needs and determine the best option as we continue to grow.

In Springboro, Ohio we lease approximately 39,000 square feet on a month to month lease for \$8,500 per month from a major shareholder of our company. The facilities include 34,000 square feet which is used for manufacturing and 5,000 square feet for office space. The space is used by Mound.

In St. Louis Park, Minnesota we lease approximately 6,975 square feet on a 63 month lease beginning January 1, 2005. The facilities are used as offices for our Karkela employees. The lessor is Larry Karkela, the President of the Karkela subsidiary. The lease required an initial security deposit of \$5,356. We pay our proportionate share of utilities and real estate tax based upon our percentage of occupancy which is 60.1%. The lease requires payments of:

<b>Months</b>	<b>Monthly Payment</b>
1-12	\$ 3,272
13-24	\$ 3,403
25-36	\$ 3,573
37-48	\$ 3,752
49-60	\$ 3,938
61-63	\$ 4,136

**ITEM 3            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.

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

None.

**PART II****ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock has been quoted on the OTC Bulletin Board since August 2002. Our symbol is "HTLJ". For the periods indicated, the following table sets forth the high and low bid prices per share of common stock. These prices represent inter-dealer quotations without retail markup, markdown, or commission and may not necessarily represent actual transactions.

	<b>HIGH</b>	<b>LOW</b>
<b>FISCAL YEAR ENDED DECEMBER 31, 2006</b>		
First Quarter	0.82	0.33
Second Quarter	0.50	0.50
Third Quarter	0.25	0.25
Fourth Quarter	0.40	0.40
<b>FISCAL YEAR ENDED DECEMBER 31, 2005</b>		
First Quarter	1.00	0.30
Second Quarter	0.90	0.90
Third Quarter	0.65	0.65
Fourth Quarter	1.60	1.60
<b>FISCAL YEAR ENDED DECEMBER 31, 2004</b>		
First Quarter	1.00	0.70
Second Quarter	1.00	0.70
Third Quarter	1.00	0.70
Fourth Quarter	1.60	1.60

As of March 20, 2007, there were 36,321,104 shares of common stock outstanding.

As of March 20, 2007, there were approximately 759 stockholders of record of our common stock. This does not reflect those shares held beneficially or those shares held in "street" name.

We did not pay cash dividends in the past, nor do we expect to pay cash dividends for the foreseeable future. We anticipate that earnings, if any, will be retained for the development of our business.

**Preferred Stock**

The Company has 5,000,000 of preferred stock authorized with a par value of \$.001. None of these securities are issue or outstanding.

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**Transfer Agent**

The Company's transfer agent and registrar of the common stock is Securities Transfer Corporation, 2591 Dallas Parkway, Suite 102, Frisco, Texas 75034

**Warrants**

The Company has no Warrants outstanding as of this date.

**Options**

The Company has no Stock Option Plan as of this date.

**Penny Stock Considerations**

Because our shares trade at less than \$5.00 per share, they are penny stocks as that term is generally defined in the Securities Exchange Act of 1934 to mean equity securities with a price of less than \$5.00. Our shares thus will be subject to rules that impose sales practice and disclosure requirements on broker-dealers who engage in certain transactions involving a penny stock.

Under the penny stock regulations, a broker-dealer selling a penny stock to anyone other than an established customer or accredited investor must make a special suitability determination regarding the purchaser and must receive the purchaser's written consent to the transaction prior to the sale, unless the broker-dealer is otherwise exempt. Generally, an individual with a net worth in excess of \$1,000,000 or annual income exceeding \$100,000 individually or \$300,000 together with his or her spouse is considered an accredited investor. In addition, under the penny stock regulations the broker-dealer is required to:

- \* Deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the Securities and Exchange Commissions relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt;
- \* Disclose commissions payable to the broker-dealer and our registered representatives and current bid and offer quotations for the securities;
- \* Send monthly statements disclosing recent price information pertaining to the penny stock held in a customer's account, the account's value and information regarding the limited market in penny stocks; and
- \* Make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction, prior to conducting any penny stock transaction in the customer's account.

Because of these regulations, broker-dealers may encounter difficulties in their attempt to sell shares of our common stock, which may affect the ability of selling shareholders or other holders to sell their shares in the secondary market and have the effect of reducing the level of trading activity in the secondary market. These additional sales practice and disclosure requirements could impede the sale of our securities, if our securities become publicly traded. In addition, the liquidity for our securities may be decreased, with a corresponding decrease in the price of our securities. Our shares in all probability will be subject to such penny stock rules and our shareholders will, in all likelihood, find it difficult to sell their securities.

**Dividends**

We do not anticipate paying dividends in the foreseeable future. We plan to retain any future earnings for use in our business. Any decisions as to future payments of dividends will depend on our earnings and financial position and such other facts as the Board of Directors deems relevant.

**Recent Sales of Unregistered Securities**

The following is information for all securities that the Company sold during the fiscal year ended December 31, 2005.

On January 10, 2005, the Company granted 1,500,000 shares to Trent Sommerville, its Chief Executive Officer.

On April 12, 2005 the company issued 300,000 shares to Jeffrey Brandeis, its former president, as a complete settlement of an employment contract dispute.

On April 29, 2005 the company issued 7,500 shares to Gerald Aaron for consulting fees.

On April 29, 2005 the company issued 200,000 shares to Ross Haugen for consulting fees.

On April 29, 2005 the company sold 150,000 shares to an investor in a private placement.

On April 29, 2005 the company sold 25,000 shares to an investor in a private placement.

On April 29, 2005 the company issued 100,000 shares to International Monetary Resources for consulting fees.

On May 25, 2005 the company issued 15,000 shares to Smallcapinvoice.com for consulting fees.

On May 27, 2005 the company issued 216,670 shares to John E. Gracik for consulting fees.

On May 27, 2005 the company issued 9,600 shares to Steven Gracik for consulting fees.

On May 27, 2005 the company issued 15,000 shares to Nicholas T. Pappas for consulting fees.

On May 27, 2005 the company issued 20,000 shares to David Yeomans for consulting fees.



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On May 31, 2005 the company issued 60,000 shares to investors for conversion of promissory notes.

On June 6, 2005 the company issued 60,000 shares to First Equity Group, Inc. for consulting fees.

On June 14, 2005 the company sold 25,000 shares to an investor in a private placement.

On June 30, 2005 the company issued 27,500 shares to John E. Gracik for consulting fees.

On July 14, 2005 the company issued 75,000 shares to Graham Paxton in settlement of a judgment.

On July 18, 2005 the company issued 100,000 shares to Steve Persinger as a deposit on the acquisition of Persinger Equipment, Inc.

On August 19, 2005 the company issued 22,000 shares to John Gracik for consulting fees.

On August 31, 2005 the company issued 154,564 shares to Barbara Young, Young Technology Fund I and Young Technology Fund II in settlement of a dispute.

On September 23, 2005 the company issued 180,000 shares to Ross Haugen for consulting fees.

On September 27, 2005 the company issued 10,000 shares to Dolores Dear for consulting fees.

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During the Quarter ending March 31, 2005, the Company entered into several convertible note payable agreements. The notes bear interest at the rate of 10% per year and are due and payable one year from the date executed at which time the notes, at the option of the note holder, can be converted into 573,200 shares of common stock of which 561,300 will be converted at \$1.00 per share and 11,900 will be converted at \$0.50 per share.

During the months of April and May, 2005, the company entered into several convertible note payable agreements for a total value of \$44,726. The notes bear interest at 10% per year and are due one year from the date executed, at which time the notes, at the option of the note holder, can be converted into 44,726 restricted newly issued shares of common stock converted at \$1.00 per share.

On September 25, 2006 the company issued 1,290,519 shares to Entrust CAMA for the benefit of 46 pension trust accounts of various shareholders for converting outstanding notes plus interest at \$0.50 per share.

In October 2006 the company issued 910,000 shares to 8 individuals in a private placement.

On October 16, 2006 the company issued a total of 4,688,074 new shares, 100,000 shares to Thomas G. Siefert for consulting fees, 250,000 shares to John Zavarol for consulting fees, 22,422 shares to Nancy Howard for consulting services, 40,000 shares to Arnold Rettig for consulting services, 200,000 shares to Trent Sommerville as executive compensation, 1,000,000 shares to Robert L. Cox as executive compensation which share were placed on stop trading notice with the transfer agent on March 13, 2007 for cause, 200,000 shares to Jerry Gruenbaum as executive compensation and 2,622,117 shares to 83 individuals for converting outstanding notes plus interest at \$0.50 per share.

In November 2006 the company issued 1,430,000 shares to 8 individuals in a private placement.

On December 28, 2006 the company issued a total of 120,000 new shares to three employees of Mound Technologies, Inc., the company's subsidiary, 40,000 each to John Barger, Shelia Campbell and Darrel Bandy.

In January 2007 the company issued 145,000 shares to 4 individuals in a private placement.

In February 2007 the company issued 1,348,636 shares to 12 individuals in a private placement and issued 200,000 shares to BullMarketMadness.com; 40,000 to the law firm of Sichenzia Ross Friedman Ference LLP; and 40,000 shares to smallcapvoice.com for services rendered to the company; and issued 250,000 shares to board member Trent Sommerville; 200,000 shares to board member Jerry Gruenbaum and 200,000 shares to board member Kenneth B. Farris as compensation.

We relied upon Section 4(2) of the Securities Act of 1933, as amended for the above issuances. We believed that Section 4(2) was available because:

- \* None of these issuances involved underwriters, underwriting discounts or commissions;
- \* We placed restrictive legends on all certificates issued;

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- \* No sales were made by general solicitation or advertising;
- \* Sales were made only to accredited investors or investors who were sophisticated enough to evaluate the risks of the investment.

In connection with the above transactions, although some of the investors may have also been accredited, we provided the following to all investors:

- \* Access to all our books and records.
- \* Access to all material contracts and documents relating to our operations.
- \* The opportunity to obtain any additional information, to the extent we possessed such information, necessary to verify the accuracy of the information to which the investors were given access.

**ITEM 6 MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS**

**Overview**

The following discussion should be read in conjunction with the financial statements for the period ended December 31, 2005 included with this Form 10-KSB.

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 year ended December 31, 2005. This discussion and analysis should be read in conjunction with the Company's financial statements and related footnotes.

The statements contained in this section that are not historical facts are forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) 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 its objectives, including, among other things, technological and other developments in the Internet 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.

The Company was incorporated in the State of Maryland on April 6, 1999 as Origin Investment Group, Inc. ( Origin ). On December 27, 2001, the Company went through a reverse merger with International Wireless, Inc. Thereafter on January 2, 2002, the Company changed its name from Origin to International Wireless, Inc. On November 15, 2003, the Company went through a reverse merger with PMI Wireless, Inc. Thereafter in May 2004, the Company changed its name from International Wireless, Inc. to our current name, Heartland Inc.

The Company was originally formed as a non-diversified closed-end management investment company, as those terms are used in the Investment Company Act of 1940 ( 1940 Act ). The Company at that time elected to be regulated as a business development company under the 1940 Act. In December 7, 2001 the Company's shareholders voted on withdrawing the Company from being regulated as a business development company and thereby no longer be subject to the 1940 Act.

The Company's original investment strategy when it was regulated as a business development company under the 1940 Act was to invest in a diverse portfolio of private companies that could be used to build an Internet infrastructure by offering hardware, software and/or services which enhance the use of the Internet. Prior to its reverse merger with International Wireless, the Company identified two eligible portfolio companies within which they entered into agreements to acquire interests within such companies and to further invest capital in these companies to further develop their business. However, on each occasion and prior to each closing, the Company was either unable to raise sufficient capital to consummate the transaction or discovered information which modified its understanding of the eligible portfolio company's financial status to such an extent where it was unadvisable for it to continue and consummate the transaction.

From December 27, 2001 through June 2003, the Company attempted to develop its bar code technology and bring it to market. To that extent, the Company moved its operations to Woburn, Massachusetts, hired numerous computer programmers, developers and sales people in addition to support staff. Due to the Company's inability to raise sufficient capital, the Company was unable to pay current operating expenses and by June, 2003 shut down its operations entirely.

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On August 29, 2003, a change in control of the Company occurred in conjunction with naming Attorney Jerry Gruenbaum of First Union Venture Group, LLC as attorney of record for the purpose of overseeing the proper disposition of the Company and its remaining assets and liabilities by any means appropriate, including settling any and all liabilities to the U.S. Internal Revenue Service and the Commonwealth of Massachusetts Attorney General's office for unpaid wages.

In conjunction with naming Attorney Jerry Gruenbaum of First Union Venture Group, LLC as attorney of record for the purpose of overseeing the proper disposition of the Company and its remaining assets and liabilities, the Company issued First Union Venture Group, LLC, a Nevada Limited Liability Company, Thirty Million (30,000,000) newly issued common shares as consideration for their services. In addition, the Company canceled any and all outstanding options, warrants, and/or debentures not exercised to date. The Company further nullified any and all salaries, bonuses, and benefits including severance pay and accrued salaries to Stanley A. Young and Michael Dewar.

On November 12, 2003, the Company approved the spin-off of the two subsidiaries of the Company and any and all remaining assets of the Company, including any intellectual property, to enable the Company to pursue a suitable merger candidate. In addition, the Company approved a 30 to 1 reverse split of all existing outstanding common shares of the Company. Following the 30 to 1 reverse split, the Company had 1,857,137 shares of common stock outstanding.

On November 15, 2003, a change in control of the Company occurred when the Company went through a reverse merger with PMI Wireless, Inc., a Delaware corporation with corporate headquarters located in Cordova, Tennessee. The acquisition, took place on December 1, 2003 for the aggregate consideration of fifty thousand dollars (\$50,000) which was paid to the U.S. Internal Revenue Service for the Company's prior obligations, plus assumption of the Company's existing debts, for 9,938,466 newly issued common shares of the Company. Under the said reverse merger, the former Shareholders of PMI Wireless ended up owning an 84.26% interest in the Company.

On December 10, 2003, the Company entered into an Acquisition Agreement to acquire 100% of Mound Technologies, Inc. ( Mound ), a Nevada corporation with its corporate headquarters located in Springboro, Ohio. The acquisition was a stock for stock exchange in which the Company acquired all of the issued and outstanding common stock of Mound in exchange for 1,256,000 newly issued shares of its common stock. As a result of this transaction, Mound became a wholly owned subsidiary of the Company.

In May 2004, the Company changed its name from International Wireless, Inc. to our current name, Heartland, Inc.

On December 27, 2004, the Company entered into an Acquisition Agreement to acquire 100% of Monarch Homes, Inc. ( Monarch ), a Minnesota corporation with its corporate headquarters located in Ramsey, MN for \$5,000,000. On June 21, 2006, the Company agreed to accept rescissions of the December, 2004 acquisition agreements from Monarch Homes, Inc. effective June 1, 2006.

On December 30, 2004, the Company entered into an Acquisition Agreement to acquire 100% of Evans Columbus, LLS ( Evans ), an Ohio corporation with its corporate headquarters located in Blacklick, OH for \$3,005,000. On June 21, 2006, the Company agreed to accept rescissions of the December, 2004 acquisition agreements from Evans Columbus, LLC effective March 31, 2006.

On December 31, 2004, the Company entered into an Acquisition Agreement to acquire 100% of Karkela Construction, Inc., a Minnesota corporation with its corporate headquarters located in St. Louis Park, MN for \$3,000,000. The acquisition price consisted of the following:

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- \* \$100,000 at closing,
- \* a short term promissory note payable of \$50,000 on or before January 31, 2005,
- \* a promissory note of \$1,305,000 payable on or before March 31, 2005 which, if not paid by that date, interest is due from December 31, 2004 to actual payment at 8%, simple interest, compounded annually and
- \* 500,000 restricted newly issued shares of the Company's common stock provided at closing.

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In the event the common stock of the Company is not trading at a minimum of \$4.00 as of December 31, 2005, the Company was required to compensate the original Karkela shareholders for the difference in additional stock. As a result of the aforementioned, the Company issued the former Karkela shareholders 262,500 shares of common stock on March 20, 2006. Karkela is a wholly owned subsidiary of the Company. To date January 18, 2007, the promissory note has not been paid and interest continues to accrue.

On July 29, 2005, the Company entered into a binding Stock Purchase Agreement with Steven Persinger, an individual, to acquire all the issued and outstanding shares of common stock of Persinger Equipment, Inc., a Minnesota corporation ( Persinger ) for \$4,735,000. On January 18, 2007 the Company abandoned its plans to acquire Persinger.

On September 12, 2005, the Company entered into a binding Agreement for Purchase and Sale of Shares with Calvin E. Bergman, Lynn E. Bergman, Jerry L. Bergman, Barbara A. Vance and Marvin Bergman, individually, to acquire all the issued and outstanding shares of common stock of Ney Oil Company, an Ohio corporation ( Ney Oil Company ) for \$5,000,000. On January 18, 2007 the Company abandoned its plans to acquire Ney Oil Company.

On September 12, 2005, the Company entered into a Letter of Intent with Terry Robbins, President of Ohio Valley Lumber, to acquire all the issued and outstanding shares of common stock of NKR, Inc, d.b.a. Ohio Valley Lumber, a Delaware corporation ( NKR ) for \$8,000,000.00. The Company has abandoned its plans to acquire NKR, Inc. on February 26, 2007.

On September 21, 2005, the Company entered into a binding Acquisition Agreement with Terry L. Lee and Gary D. Lee, individually, to acquire all the issued and outstanding shares of common stock of Lee Oil Company, Inc., a Virginia corporation, Lee Enterprises, Inc., a Kentucky corporation and Lee s Food Marts LLC, a Tennessee Limited Liability Company, (collectively hereinafter "Lee Oil Company") for \$6,000,000.00. The Company is currently renegotiating the final terms of the acquisition agreement.

On September 26, 2005, the Company entered into a binding Acquisition Agreement with Robert Daniel, Karol K. Hart-Bendure, M. Lucille Daniel, and Joe M. Daniel, individually, to acquire all the issued and outstanding shares of common stock of Schultz Oil Company, Inc., an Ohio Corporation ( Schultz Oil Company ) for \$3,500,000 consisting of \$1,500,000 in cash at closing and 1,000,000 of common stock. On January 18, 2007 the Company abandoned its plans to acquire Schultz Oil Company.

### **Subsequent Events**

On June 21, 2006, the Company agreed to accept rescissions of the December, 2004 acquisition agreements from Evans Columbus, LLC effective March 31, 2006 and from Monarch Homes, Inc. effective June 1, 2006.

On January 18, 2007, the Company abandoned its intent to acquire Persinger Equipment, Inc., Ney Oil Company and Schultz Oil Company.

On February 26, 2007 the Company abandoned its intent to acquire NKR, Inc, d.b.a. Ohio Valley Lumber.

### **RESULTS OF OPERATIONS FOR THE FISCAL YEARS ENDED DECEMBER 31, 2005 AND 2004**



**OVERVIEW**

Heartland, Inc. is an operating conglomerate with operations in steel fabrication, manufacturing, and construction. Total restated consolidated revenues for the year ended December 31, 2005 was \$40,674,679 versus \$7,389,064 for the year ended December 31, 2004. The Company incurred operating expenses of \$53,771,778 for the year ended December 31, 2005 and \$8,299,416 for the year ended December 31, 2004.

In fiscal year ended December 31, 2005 the company incurred a net loss of (\$13,535,089) or a loss of \$0.64 per share compared to a net loss of \$ (764,878) or a loss of \$(0.06) per share in fiscal year ended December 31, 2004. The primary factor contributing to the net earnings decrease were from a \$7,719,000 adjustments made to the value of securities issued in connection with 2004 acquisitions.

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	<b>12-31-2005</b>		<b>12-31-2004</b>
	<b>Restated</b>		
Net sales	\$ 40,674,679		\$ 7,389,064
Cost and expenses			
Cost of good sold	35,893,392		6,493,641
Selling, general and administrative expense	9,392,428		1,747,439
Adjustment of value of securities issued in connection with 2004 acquisitions	7,719,000		
Loss on impairment of other intangible assets	500,987		
Depreciation and amortization	265,971		58,336
<b>Total Costs and Expenses</b>	<b>53,771,778</b>		<b>8,299,416</b>
Net Operating Loss	(13,097,099	)	(910,352
Net Other Income (Expenses)	(661,062	)	145,474
Loss Before Income Taxes	(13,758,161	)	(764,878
Federal and State Income Tax Benefit	223,072		---
Net Loss	\$ (13,535,089	)	\$ (764,878

**SALES**

Sales increased in fiscal year ended December 31, 2005 by 550% to \$40,674,679 from \$7,389,064 in fiscal year ended December 31, 2004 due to the acquisitions in late December 2004 of Evans Columbus, Karkela Construction and Monarch Homes.

**INCOME BEFORE INCOME TAXES AND EXTRAORDINARY ITEM**

Pre-tax loss was (\$13,535,089) in fiscal year ended December 31, 2005 and (\$764,878) in fiscal year ended December 31, 2004, reflecting the acquisitions of Evans Columbus, Karkela Construction and Monarch Homes which occurred in the final month of fiscal year ended December 31, 2004 and the \$7,719,000 adjustment made to the value of securities issued in connection with the 2004 acquisitions..

**INTEREST EXPENSE**

Interest expense was \$796,825 during the fiscal year ended December 31, 2005 as compared to \$61,214 in fiscal year ended December 31, 2004.

**LIQUIDITY AND CAPITAL RESOURCES**

As presented in the Consolidated Statement of Cash Flows, net cash used in operating activities was \$3,023,072 in fiscal 2005. The significant changes in working capital were a \$7,719,000 adjustment to the value of securities issued in connection with 2004 acquisitions, a \$1,652,985 stock based compensation, a \$1,315,787 increase in inventory, and a \$1,951,560 increase in accounts payable. Working capital requirements are not anticipated to increase substantially in fiscal 2006.

The level of capital expenditures is expected to increase moderately in fiscal 2006, and the source of funds for such expenditures is expected to be cash from operations.

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At December 31, 2005 the Company's total debt was \$25,743,379 as compared to \$15,903,722 at December 31, 2004. The Company believes that its funding sources are adequate for its anticipated requirements.

Shareholders' equity was (\$3,827,206) at December 31, 2005 compared to \$6,809,901 at December 31, 2004. The decrease is due to increase in net loss.

Our businesses are seasonally working capital intensive and require funding for purchases of raw materials used in production, replacement parts inventory, capital expenditures, expansion and upgrading of existing facilities, as well as for financing receivables from customers. We believe that cash generated from operations, together with our bank credit lines, and cash on hand, will provide us with a majority of our liquidity to meet our operating requirements. We believe that the combination of funds available through future anticipated financing arrangements, as discussed below, coupled with forecasted cash flows, will be sufficient to provide the necessary capital resources for our anticipated working capital, capital expenditures, and debt repayments for at least the next twelve months.

We are seeking to raise up to \$2 million of additional capital from private investors and institutional money managers in the next few months, but there can be no assurance that we will be successful in doing so. If we are not successful in raising any of this additional capital, our current cash resources may not be sufficient to fund our current operations.

We may experience problems, delays, expenses, and difficulties sometimes encountered by an enterprise in our stage of development, many of which are beyond our control. For potential acquisitions, these include, but are not limited to, unanticipated problems relating to the identifying partner(s), obtaining financing, culminating the identified partner due to a number of possibilities (prices, dates, terms, etc). Due to limited experience in operating the combined entities for the Company, we may experience production and marketing problems, incur additional costs and expenses that may exceed current estimates, and competition.

Our businesses are seasonally working capital intensive and require funding for purchases of raw materials used in production, replacement parts inventory, capital expenditures, expansion and upgrading of existing facilities, as well as for financing receivables from customers. During the year ended December 31, 2004, the Company has not engaged in:

- \* Material off-balance sheet activities, including the use of structured finance or special purpose entities;
- \* Trading activities in non-exchange traded contracts; or
- \* Transactions with persons or entities that benefit from their non-independent relationship with the Company.

### **Inflation**

We are subject to the effects of inflation and changing prices. As previously mentioned, we experienced rising prices for steel and other commodities during fiscal 2005 that had a negative impact on our gross margins and net earnings. In fiscal 2006, we expect average prices of steel and other commodities to be higher than the average prices paid in fiscal 2005. We will attempt to mitigate the impact of these anticipated increases in steel and other commodity prices and other inflationary pressures by actively pursuing internal cost reduction efforts and introducing price increases.

### **Critical Accounting Policies and Estimates**

In preparing our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, we must make decisions that impact the reported amounts of assets, liabilities, revenues and expenses, and related disclosures. Such decisions include the selection of the appropriate accounting principles to be applied and the assumptions on which to base accounting estimates. In reaching such decisions, we apply judgments based on our understanding and analysis of the relevant circumstances, historical experience, and actuarial valuations. Actual amounts could differ from those estimated at the time the consolidated financial statements are prepared.

Our significant accounting policies are described in Note A to the consolidated financial statements. Some of those significant accounting policies require us to make difficult subjective or complex judgments or estimates. An accounting estimate is considered to be critical if it meets both of the following criteria: (i) the estimate requires assumptions about matters that are highly uncertain at the time the accounting estimate is made, and (ii) different estimates that reasonably could have been used, or changes in the estimate that are reasonably likely to occur from period to period, would have a material impact on the presentation of our financial condition, changes in financial condition or results of operations.

Accounts Receivable Valuation. We value accounts receivable, net of an allowance for doubtful accounts. Each quarter, we estimate our ability to collect outstanding receivables that provides a basis for an allowance estimate for doubtful accounts. In doing so, we evaluate the age of our receivables, past collection history, current financial conditions of key customers, and economic conditions. Based on this evaluation, we establish a reserve for specific accounts receivable that we believe are uncollectible, as well as an estimate of uncollectible receivables not specifically known. A deterioration in the financial condition of any key customer or a significant slow down in the economy could have a material negative impact on our ability to collect a portion or all of the accounts and notes receivable. We believe that an analysis of historical trends and our current knowledge of potential collection problems provide us with sufficient information to establish a reasonable estimate for an allowance for doubtful accounts. However, since we cannot predict with certainty future changes in the financial stability of our customers, our actual future losses from uncollectible accounts may differ from our estimates. In the event we determined that a smaller or larger uncollectible accounts reserve is appropriate we would record a credit or charge to selling, general, and administrative expense in the period that we made such a determination.

**ITEM 7. FINANCIAL STATEMENTS (RESTATED)**

HEARTLAND, INC. AND SUBSIDIARIES

AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED

DECEMBER 31, 2005 (RESTATED) and 2004

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**MEYLER & COMPANY, LLC**

**CERTIFIED PUBLIC ACCOUNTANTS**

**ONE ARIN PARK**

**1715 HIGHWAY 35**

**MIDDLETOWN, NJ 07748**

Report of Independent Registered Public Accounting Firm

To the Board of Directors

Heartland, Inc.

Plymouth, MN

We have audited the accompanying consolidated balance sheets of Heartland, Inc. and subsidiaries as of December 31, 2005 (restated) and 2004 and the related consolidated statements of operations, stockholders' equity (deficit) and cash flows (2005 restated) for each of the two years in the period ended December 31, 2005. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting.

Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting.

Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2005 (restated) and 2004, and the results of its operations and its cash flows (2005 restated) for each of the two years in the period ended December 31, 2005 (2005 restated) in conformity with U.S. generally accepted accounting principles.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note A to the consolidated financial statements, the Company has negative working capital of \$4,615,799, an accumulated deficit of \$19,904,853, and there are existing uncertain conditions which the Company faces relative to its obtaining capital in the equity markets.

These conditions raise substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note A. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

See also Note S as to Restatements of Financial Statements of amounts previously reported.

/s/ Meyler & Company, LLC

Middletown, NJ

May 19, 2006

(Except as to Notes C, F,G, I, J, L, M, O, P, Q, R,

S(2), S(3), T(2) and U as to which the date is

July 25, 2006 and Notes A (Going Concern), P

And V, and Notes D, I and M (for Mundus) for which

the date is January 8, 2007 and Notes T(3) and T(4)

for which the date is February 26, 2007)

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## HEARTLAND, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

	<b>December 31, 2005 (Restated)</b>	<b>2004</b>
<b>CURRENT ASSETS</b>		
Cash	\$678,604	\$603,451
Accounts receivable net of allowance for doubtful accounts of \$219,663 and \$684,829, respectively	4,070,243	3,450,970
Costs in excess of billings on uncompleted contracts	332,396	187,621
Inventory	10,291,051	4,508,212
Prepaid expenses and other	201,882	112,207
Total Current Assets	15,574,176	8,862,461
PROPERTY, PLANT AND EQUIPMENT, net of accumulated depreciation of \$923,361 and \$821,306, respectively	3,383,552	5,403,107
<b>OTHER ASSETS</b>		
Advances to related party		202,965
Goodwill	1,429,787	7,217,268
Other intangible assets	774,774	520,000
Investment in joint ventures	401,654	424,417
Acquisition deposits	50,000	
Land Deposits	221,800	
Other Assets	80,430	85,405
	2,958,445	8,450,055
Total Assets	\$21,916,173	\$22,715,623

See accompanying notes to financial statements.

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## HEARTLAND, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS (CONTINUED)

## LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)

	December 31, 2005 (Restated)	2004
<b>CURRENT LIABILITIES</b>		
Bank lines of credit	\$ 1,351,423	\$ 810,989
Notes payable - land purchases	5,740,160	1,965,698
Convertible promissory notes payable	2,274,000	1,322,050
Current portion of notes payable	148,247	122,137
Current portion of capitalized lease obligations	121,934	115,423
Current portion of notes payable to related parties	66,787	
Accounts payable	4,763,725	2,908,555
Acquisition notes payable to related parties	3,250,000	3,300,000
Obligations to related parties	20,000	670,907
Accrued interest	669,342	18,886
Accrued payroll taxes	602,201	693,630
Accrued expenses	483,512	572,248
Billings in excess of costs on uncompleted contracts	521,952	153,379
Customer deposits	12,770	21,068
Deferred income taxes	163,922	371,877
Total Current Liabilities	20,189,975	13,046,847
<b>LONG-TERM OBLIGATIONS</b>		
Notes payable, less current portion	2,035,076	2,136,478
Capitalized lease obligations, less current portion	148,072	269,100
Notes payable to related parties, less current portion	545,158	
Notes payable to an individual		150,000
Non-controlling interest of variable interest entities	2,825,098	267,171
Deferred income taxes		36,126
Total Long Term Liabilities	5,553,404	2,858,875
<b>STOCKHOLDERS EQUITY (DEFICIT)</b>		
Preferred stock \$0.001 par value 5,000,000 shares authorized, none issued and outstanding		
Common stock, \$0.001 par value 100,000,000 shares authorized; issued and outstanding 23,746,024 and 18,244,801 shares at December 31, 2005 and 2004, respectively		
	23,746	18,244
Additional paid-in capital	16,053,901	13,161,421
Accumulated deficit	(19,904,853)	(6,369,764)
Total Stockholders Equity (Deficit)	(3,827,206)	(6,809,901)
Total Liabilities and Stockholders Equity (Deficit)	\$ 21,916,173	\$ 22,715,623

See accompanying notes to financial statements.

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## HEARTLAND, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

	<b>For the Year Ended December 31,</b>	
	<b>2005</b>	<b>2004</b>
	(Restated)	
REVENUE - SALES	\$40,674,679	\$ 7,389,064
<b>COSTS AND EXPENSES</b>		
Cost of goods sold	35,893,392	6,493,641
Selling, general and administrative expenses	9,392,428	1,747,439
Adjustment of value of securities issued in connection with 2004 acquisitions	7,719,000	
Loss on impairment of other intangible assets	500,987	
Depreciation and amortization	265,971	58,336
Total Costs and Expenses	53,771,778	8,299,416
NET OPERATING LOSS	(13,097,099)	(910,352)
<b>OTHER INCOME (EXPENSE)</b>		
Rental income	101,204	197,806
Other income	39,920	11,371
Income from joint ventures	95,273	
Loss on disposal of equipment	(100,634)	(2,489)
Interest expense	(796,825)	(61,214)
Total Other Income (Expense)	(661,062)	145,474
LOSS BEFORE INCOME TAXES	(13,758,161)	(764,878)
FEDERAL AND STATE INCOME TAX BENEFIT	223,072	
NET LOSS	\$(13,535,089)	\$(764,878)
<b>NET LOSS PER COMMON SHARE</b>		
Basic and fully diluted	\$(0.64)	\$(.06)
<b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING</b>		
Basic	21,158,951	13,744,692

See accompanying notes to financial statements.

## HEARTLAND, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF CASH FLOWS

	<b>For the Year Ended December 31</b>	
	<b>2005</b>	<b>2004</b>
	(Restated)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$(13,535,089	) \$(764,878
Adjustments to reconcile net loss to cash flows used in operating activities:		
Stock based compensation	1,652,985	63,787
Income from investments in joint ventures	(95,273	)
Adjustment of value of securities issued in connection with 2004 acquisitions	7,719,000	
Loss on disposal of property, plant and equipment	100,634	2,489
Depreciation and amortization	265,971	58,336
Provision for loss on impairment of other intangible assets	500,987	
Changes in assets and liabilities:		
Increase in accounts receivable	(619,273	) (243,757
Increase in costs in excess of billings on uncompleted contracts	(144,775	) (113,724
(Increase) decrease in inventory	(1,315,787	) 109,895
Increase in prepaids and other	(81,655	) (3,970
Increase in land deposits	(221,800	)
Decrease (increase) in other assets	4,975	(3,020
Increase (decrease) in accounts payable	1,951,560	(495,644
(Decrease) increase in accrued payroll taxes	(91,429	) 95,172
Increase in accrued interest	652,532	18,886
Increase in accrued expenses	117,171	45,085
Increase (decrease) in billings in excess of costs on uncompleted contracts	368,573	(147,565
Decrease in customer deposits	(8,298	)
(Decrease) increase in deferred income taxes	(244,081	) 36,126
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(3,023,072</b>	<b>) (1,342,782</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from disposition of property, plant and equipment	21,000	7,450
Payments for property, plant and equipment	(143,402	)
Cash paid for acquisition of subsidiaries		(205,000
Proceeds from advances to related parties	202,965	
Proceeds from distribution from investments in joint ventures	123,036	
Cash paid for investment in joint ventures	(5,000	)
Cash paid for security deposits		(10,520
<b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<b>198,599</b>	<b>(208,070</b>

See accompanying notes to financial statements.



## HEARTLAND, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

	<b>For the Year Ended December 31</b>	
	<b>2005</b>	<b>2004</b>
	(Restated)	
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Cash received in acquisition of subsidiaries		458,433
Cash recorded in consolidation of variable interest entities	4,364	142,806
Proceeds from issuance of promissory convertible		
notes payable	1,031,950	1,312,050
Payment on acquisition notes payable to related parties	(50,000	)
Payments on capitalized leases	(114,517	)
Increase in bank lines of credit	540,434	
Payments on notes payable	(121,147	) (46,241
Payments on notes payable - land purchases	(695,610	)
Payments on notes payable to related parties	(64,869	)
Increase in non-controlling interest of variable interest		
entities	1,539,798	
Payments on obligations to related parties	(206,508	) (62,668
Proceeds from issuance of common stock	1,035,731	345,000
<b>NET CASH FLOWS PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>	<b>2,899,626</b>	<b>2,149,380</b>
<b>INCREASE IN CASH</b>	<b>75,153</b>	<b>598,528</b>
<b>CASH, BEGINNING OF PERIOD</b>	<b>603,451</b>	<b>4,923</b>
<b>CASH, END OF PERIOD</b>	<b>\$678,604</b>	<b>\$ 603,451</b>

See accompanying notes to financial statements.

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## HEARTLAND, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

	<b>For the Year Ended December 31,</b>	
	<b>2005</b>	<b>2004</b>
	<b>(Restated)</b>	
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
Interest paid	\$409,743	\$ 42,328
Taxes paid	76,930	
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Land acquired by:		
Note payable	4,470,072	
Issuance of common stock		94,000
Property, Plant and equipment acquired with notes payable	45,855	211,094
Disposal of property, plant and equipment with related note payable	150,000	
Issuance of common stock in payment of obligation to related party		15,000
Issuance of common stock as stock based compensation	1,652,985	63,787
Issuance of common stock for acquisition deposit	50,000	
Issuance of common stock in payment of accounts payable	77,190	
Issuance of common stock in payment of convertible promissory notes payable	80,000	
Issuance of common stock in payment of accrued interest	2,076	
Obligations to related parties reclassified to notes payable to related parties on signing of note	470,907	
Accrued interest reclassified to notes payable to related parties	205,907	
Other intangible asset, technology rights, acquired with the issuance of Mondus common stock (non-controlling interest)	1,016,073	
Satisfaction of accounts payable on behalf of the Company with obligation to related parties	20,000	
Assets acquired and liabilities assumed in acquisition of subsidiaries:		
Cash		458,433
Accounts receivable		2,084,011
Costs in excess of billings on uncompleted contracts		73,897
Inventory		3,998,915
Prepays and other		108,237
Property, plant and equipment		2,071,094
Advance to related party		281,122
Goodwill		7,217,268
Other intangible assets		520,000
Investment in joint ventures		424,417
Security deposits		7,623
Line of credit		(810,989 )
Notes payable		(2,012,205 )
Obligation under capital lease		(384,523 )
Accounts payable		(1,431,033 )
Acquisition notes payable		(3,300,000 )
Obligations to related parties		(205,095 )

See accompanying notes to financial statements.



**HEARTLAND, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)**

**NON-CASH INVESTING AND FINANCING ACTIVITIES (CONTINUED)**

Assets acquired and liabilities assumed in acquisition of subsidiaries (Continued):

Accrued expenses		(228,790	)
Billings in excess of costs on uncompleted contracts		(144,437	)
Customer deposits		(21,068	)
Deferred income taxes		(371,877	)
Issuance of common stock		(8,335,000	)
Assets and liabilities assumed in consolidation of variable interest entities:			
Cash	4,364	142,806	
Prepaid expenses and other	5,000		
Property, plant and equipment, net		1,907,692	
Other assets		63,242	
Convertible promissory notes payable		(10,000	)
Notes payable		(1,672,169	)
Accounts payable	(800	)	(86,243
Advances from related party	(6,508	)	(78,157
Non-controlling interest in variable interest entities	(2,056	)	(267,171

See accompanying notes to financial statements.

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**HEARTLAND, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)**

For the Year Ended December 31, 2005 (Restated) and 2004

	<b>Capital Stock Shares</b>	<b>Capital</b>	<b>Additional Paid - In Capital</b>	<b>Accumulated Deficit</b>	<b>Total</b>
Balance, December 31, 2003	13,077,758	13,077	4,313,801	(5,604,886 )	(1,278,008 )
Correction of shares issued in reverse merger	703,082	703	(703 )		
Shares issued for services rendered at \$0.05 per share	1,105,730	1,106	54,181		55,287
Shares issued in connection with lawsuit settlement	170,000	170	8,330		8,500
Shares issued for cash at a price ranging from \$0.16 to \$1.00	1,204,396	1,204	343,796		345,000
Shares issued to acquire property at \$0.47 per share	200,000	200	93,800		94,000
Shares issued to settle loan @ \$0.89 per share	16,835	17	14,983		15,000
Issuance of common stock in connection with acquisitions at \$5.00 per share	1,267,000	1,267	6,333,733		6,335,000
Issuance of common stock in connection with acquisitions at \$4.00 per share	500,000	500	1,999,500		2,000,000
Net loss for the year ended December 31, 2004				(764,878 )	(764,878 )
Balance, December 31, 2004	18,244,801	\$ 18,244	\$ 13,161,421	\$(6,369,764 )	\$( 6,809,901 )
Issuance of common stock to Executive Officer at \$0.46 per share	1,500,000	1,500	688,500		690,000
Issuance of common stock for cash at \$0.50 to \$1.00 per share	1,696,236	1,696	1,034,035		1,035,731
Issuance of common stock for conversion of convertible notes at \$0.50 and \$1.00 per share	100,000	100	79,900		80,000

See accompanying notes to financial statements



## HEARTLAND, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)

For the Year Ended December 31, 2005 (Restated) and 2004

	Capital Stock Shares	Capital	Additional Paid - In Capital	Accumulated Deficit	Total
Issuance of common stock for settlement of accounts payable obligation at \$1.03 per share	75,000	75	77,115		77,190
Issuance of common stock for services rendered to the Company at \$0.50 to \$1.00 per share	875,770	876	650,452		651,328
Issuance of common stock for deposit on potential acquisition at \$0.50 per share	100,000	100	49,900		50,000
Issuance of common stock as contingent consideration for 2004 acquisitions at par	683,000	683	(683 )		
Issuance of common stock to settle various legal disputes at \$0.50 to \$1.00 per share	467,064	467	311,190		311,657
Issuance of common stock for interest payments at \$0.50	4,153	5	2,071		2,076
Net loss for year ended December 31, 2005				(13,535,089 )	(13,535,089 )
Balance, December 31, 2005	23,746,024	\$ 23,746	\$ 16,053,901	\$ (19,904,853 )	\$ (3,827,206 )

See accompanying notes to financial statements.

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE A - PRINCIPLES OF CONSOLIDATION AND NATURE OF BUSINESS**

The consolidated financial statements include the accounts of Heartland, Inc. (formerly International Wireless, Inc.) ( Heartland ) and its wholly owned subsidiaries, Mound Technologies, Inc. ( Mound ) a steel fabricator acquired in December, 2003, Evans Columbus, LLC ( Evans ) a steel drum manufacturer, Monarch Homes, Inc. ( Monarch ) a residential home builder and Karkela Construction, Inc. ( Karkela ) a commercial construction contractor, all of which were acquired in December, 2004. As indicated in Note D, the consolidated financial statements also include the accounts of three entities deemed to be Variable Interest Entities ( VIEs ), PAR Investments, LLC, which owns the land and building rented to Evans Columbus as its headquarters, Mundus Environmental Products, Inc. and Wyncrest Group, Inc., Investment Companies.

**Merger and Reverse Merger**

On December 1, 2003, PMI Wireless, Inc., a private company, in a change of control, acquired 9,938,466 shares of International Wireless, Inc. common stock for \$71,000 cash and the assumption of the Company's liabilities, thereby obtaining control of the company. Simultaneously, the Company authorized a 30 for 1 reverse split. Subsequent to this split, PMI Wireless, Inc. controlled 84% of the outstanding common stock of the Company.

On December 15, 2003, the Company reverse merged with Mound through the issuance of 1,256,000 shares of its common stock in exchange for all of the issued and outstanding shares of Mound. Prior to the merger, International Wireless, Inc. was a non-operating shell corporation. Pursuant to Securities and Exchange Commission rules, the merger of a private operating company (Mound) into a non-operating public shell corporation with nominal net assets (International Wireless, Inc.) is considered a capital transaction. Accordingly, for accounting purposes, the merger has been treated as a reverse merger of Mound with the Company and a recapitalization of the Company.

**Going Concern Uncertainty and Management's Plans**

As reflected in the accompanying financial statements, the Company has current liabilities of \$4,615,799 in excess of current assets resulting in negative working capital and an accumulated deficit of \$19,904,853. Management is presently seeking to raise permanent equity capital in the capital markets or some form of long-term debt instrument to eliminate the negative working capital. Additionally, the Company is seeking to acquire additional profitable companies. Failure to raise equity capital or secure some other form of long-term debt arrangement will cause the Company to further increase its negative working capital deficit. However, there are no assurances that the Company will succeed in the obtaining of equity financing or some form of long-term debt instrument.

**NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**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.

**Net Loss Per Common Share**

The Company computes per share amounts in accordance with Statement of Financial Accounting Standards ( SFAS ) No. 128, Earnings per Share . SFAS No. 128 requires presentation of basic and diluted EPS. Basic EPS is computed by dividing the income (loss) available to Common Stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS is based on the weighted-average number of shares of Common Stock and Common Stock equivalents outstanding during the periods.

**Business Combinations**

The Company follows the purchase method of accounting for business combinations in accordance with SFAS No. 141 Business Combinations . Under SFAS No. 141, we record as our cost the estimated fair value of the acquired assets less liabilities assumed. Any difference between the cost of an acquired company and the sum of the fair values of tangible and intangible assets less liabilities is recorded as Goodwill. The operations of the acquired company from the date of acquisition are included in the financial statements.

**Goodwill and Other Intangible Assets**

The Company follows SFAS No. 142 Goodwill and Other Intangible Assets in assessing Goodwill for impairment. The Company performs an impairment review, at least annually, for our reporting unit with assigned goodwill using a fair value approach, whenever events or changes in circumstances indicate that the goodwill asset may not be fully recoverable. Reporting units may be operating segments, or one level below an operating segment, referred to as a component. Under the fair value approach, whenever the carrying value of the reporting unit, including the goodwill asset, exceeds the fair value of the reporting unit (generally based on the reporting unit 's future estimated discounted cash flows), then the goodwill asset may be impaired and the Company is required to compare the implied fair value of the reporting units goodwill with the carrying amount of the reporting unit 's goodwill. If the carrying amount of the reporting unit 's goodwill is greater than the implied fair value of the reporting unit 's goodwill an impairment loss must be recognized for the excess.

**Property, Plant and Equipment and Depreciation**

Property, plant and equipment is stated at cost and is depreciated using the straight line method over the estimated useful lives of the respective assets. Routine maintenance, repairs and replacement costs are expensed as incurred and improvements that extend the useful life of the assets are capitalized. When property, plant and equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is recognized in operations.

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Stock-Based Compensation**

SFAS No. 123, Accounting for Stock-Based Compensation prescribes accounting and reporting standards for all stock-based compensation plans, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights. SFAS No. 123 requires employee compensation expense to be recorded (1) using the fair value method or (2) using the intrinsic value method as prescribed by accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees ( APB 25 ) and related interpretations with pro forma disclosure of what net income and earnings per share would have been if the Company adopted the fair value method. The Company accounts for employee stock based compensation in accordance with the provisions of APB 25. For non-employee options and warrants, the company uses the fair value method as prescribed in SFAS 123.

The Company accounts for stock issued for services using the fair value method. In accordance with the Emerging Issues Task Force ( EITF ) 96-18, the measurement date of shares issued for service is the date at which the counterparty s performance is complete.

**Accounts Receivable**

Accounts receivable represent amounts due from customers and are recorded at invoiced amounts, net of allowances and do not bear interest.

**Allowance for Doubtful Accounts**

It is the company s policy to provide an allowance for doubtful accounts when it believes there is a potential for non-collectibility.

**Inventories**

Inventories are stated at the lower of cost or market value. Cost is determined using the first-in, first-out (FIFO) method.

**Fair Values of Financial Instruments**

The Company uses financial instruments in the normal course of business. The carrying values of cash, accounts receivable, advance receivable, prepaid expenses, bank lines of credit, accounts payable, notes payable, convertible promissory note, accrued expenses and customer deposits approximate their fair value due to the short-term maturities of these assets and liabilities. The carrying values of notes payable and loans payable approximate their fair value based upon management's estimates using the best available information.

**Investments in Joint Ventures**

Investments in joint ventures represent two real estate joint ventures of one of the Company's subsidiaries. In accordance with FIN 46, the Company has determined that it is not the primary beneficiary of these joint ventures and thus has not consolidated them. The Company utilizes the equity method to account for the joint ventures and includes its proportionate share of their income in the Statement of Operations.

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Revenue Recognition**

The Company recognizes revenue on the sale of homes at the time of the closing and transfer of title to the property.

The Company recognizes revenue when the product is manufactured and shipped. Revenues from fixed-price and modified fixed-price construction contracts are recognized on the percentage-of-completion method, measured by the percentage of total cost incurred to date to estimated total cost for each contract. This method is used because management considers expended total cost to be the best available measure of progress on these contracts. Revenues from cost-plus-fee contracts are recognized on the basis of costs incurred during the period plus the fee earned, measured by the cost-to-cost method.

Contracts to manage, supervise, or coordinate the construction activity of others are recognized only to the extent of the fee revenue. The revenue earned in a period is based on the ratio of total cost incurred to the total estimated total cost required by the contract.

Contract costs include all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs, and depreciation costs. Selling, general, and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability, including those arising from contract penalty provisions, and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revisions are determined. Profit incentives are included in revenues when their realization is reasonably assured. An amount equal to contract costs attributable to claims is included in revenues when realization is probable and the amount can be reliably estimated.

The asset, Costs in excess of billings on uncompleted contracts, represents revenues recognized in excess of amounts billed. The liability, Billings in excess of costs on uncompleted contracts, represents billings in excess of revenues recognized.

**Impairment of Long-Lived Assets**

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized

is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets.

**Recent Accounting Pronouncements**

In November 2004, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards No. 151 (SFAS 151), Inventory Costs. SFAS 151 amends the guidance in APB No. 43, Chapter 4, Inventory Pricing, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). SFAS 151 requires that those items be recognized as current period charges regardless of whether they meet the criteria of so abnormal. In addition, SFAS 151 requires that allocation of fixed production overheads to the costs of

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Recent Accounting Pronouncements (Continued)**

conversion be based on the normal capacity of the production facilities. SFAS 151 is effective for financial statements issued for fiscal years beginning after June 15, 2005. The adoption of SFAS 151 is not expected to have a material effect on the Company's financial position or results of operations.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 153 (SFAS 153), Exchanges of Non-monetary Assets. SFAS 153 amends the guidance in APB No. 29, Accounting for Non-monetary Assets. APB No.29 was based on the principle that exchanges of non-monetary assets should be measured on the fair value of the assets exchanged. SFAS 153 amends APB No. 29 to eliminate the exception for non-monetary exchanges of similar productive assets and replaces it with a general exception for exchanges of non-monetary assets that do not have commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. SFAS 151 is effective for financial statements issued for fiscal years beginning after June 15, 2005. The adoption of SFAS 153 is not expected to have a material effect on the Company's financial position or results of operations.

In December 2004, the FASB revised Statement of Financial Accounting Standards No. 123 (SFAS 123(R)), Accounting for Stock-Based Compensation. The SFAS 123(R) revision established standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services and focuses primarily on accounting for transactions in which an entity obtains employee services in share-

based payment transactions. It does not change the accounting guidance for share-based payment transactions with parties other than employees. For public entities that file as small business issuers, the revisions to SFAS 123(R) are effective as of the beginning of the first interim or annual reporting period that begins after December 15, 2005. The adoption of SFAS 123(R) is not expected to have a material effect on the Company's financial position or results of operations.

In May 2005, the FASB issued SFAS no. 154, Accounting Changes and Error Corrections ( SFAS No. 154 ) which replaces APB Opinion No. 20, Accounting Changes and SFAS No. 3, Reporting Accounting Changes in Interim Financial Statements-An Amendment of ABP Opinion No. 28. SFAS No. 154 provides guidance on the accounting for and reporting of accounting changes and error corrections. Specifically, this statement requires retrospective application of the direct effect for a voluntary change in accounting principle to prior periods' financial statements, if it is practical to do so. SFAS No. 154 also strictly defines the term restatement to mean the correction of an error revising previously issued financial statements. Although, SFAS No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005, the Company has adopted this SFAS in the current year.

**NOTE C - ACQUISITIONS**

**2004**

On December 27, 2004, the Company acquired 100% of Monarch Homes Inc. ( Monarch ). The acquisition price consisted of 1) \$100,000 in cash, 2) a promissory note of \$1,900,000 payable on or before February 15, 2005 which, if not paid by that date will include interest at 8% to payment date, and 3) 667,000 restricted shares of the Company s common stock. The original agreement indicated that

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**HEARTLAND, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE C - ACQUISITIONS (CONTINUED)**

should the common stock of the Company not be trading at a minimum of \$5 per share as of December 31, 2005, the Company must compensate the seller for the difference in additional shares of common stock. On December 30, 2005, the agreement was amended to require issuance of an additional 333,000 restricted shares of common stock. See Note T - Subsequent Events as to the status of this agreement at July 25, 2006.

On December 30, 2004, the Company acquired 100% of Evans Columbus, LLC ( Evans ). The acquisition price consisted of 1) \$5,000 in cash, and 2) 600,000 restricted shares of the Company s common stock. The original agreement indicated that should the common stock not be trading at a minimum of \$5 per share as of December 30, 2005, the Company must compensate the seller for the difference in additional shares of common stock. See Note T - Subsequent Events as to the status of this agreement at July 25, 2006.

On December 31, 2004, the Company acquired 100% of Karkela Construction, Inc. ( Karkela ). The acquisition price consisted of 1) \$100,000 in cash, 2) a promissory note payable of \$50,000 due on or before January 31, 2005, 3) a promissory note of \$1,350,000 payable on or before March 31, 2005 which if not paid by that date, will include interest from December 31, 2004 at 8% to payment date, and 4) 500,000 restricted shares of the Company s common stock. The original agreement indicated that should the common stock of the Company not be trading at a minimum of \$4 per share as of December 31, 2005, the company must compensate the seller for the difference in additional shares of common stock. On December 31, 2005, the agreement was modified to require an additional cash payment of \$55,000 and issuance of an additional 350,000 restricted shares of common stock.

The allocation of the purchase price (restated) for these acquisitions was as follows:

	<b>Monarch</b>	<b>Evans</b>	<b>Karkela</b>
Cash payment	\$ 100,000	\$ 5,000	\$ 100,000
Promissory notes	\$ 1,900,000		\$ 1,400,000
Common stock shares	667,000	600,000	500,000
Value per share	\$ 5.00	\$ 5.00	\$ 4.00
Total Common Stock	3,335,000	3,000,000	2,000,000
Total Purchase Price	\$ 5,335,000	\$ 3,005,000	\$ 3,500,000

Fair value of net assets acquired:

Cash	\$ 150,996	\$ 114,016	\$ 193,421
Loan receivable	202,965	78,157	
Accounts receivable		637,060	1,446,951
Costs in excess of billings			73,897
Inventory	3,843,570	579,762	
Property, plant and equipment	160,834	2,080,605	34,655
Other assets		39,446	76,414

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Liabilities assumed	(2,556,762	)	(1,622,027	)	(1,431,228	)
Customer lists			257,500		22,500	
Tradenname	240,000					
Goodwill	3,293,397		840,481		3,083,390	
	\$5,335,000		\$ 3,005,000		\$ 3,500,000	

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## HEARTLAND, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2005 (Restated)

## NOTE C - ACQUISITIONS (CONTINUED)

Condensed Financial Information at December 31, 2004 and for the year then ended, for the 2004 acquisitions is as follows:

	<b>Monarch</b>	<b>Evans</b>	<b>Karkela</b>
Sales	\$22,913,341	\$ 7,921,792	\$ 11,778,559
Total costs and expenses	21,987,553	7,878,659	11,513,495
Net operating income	925,788	43,133	265,064
Other income (expenses)	(45,349	) (59,155	) (1,230
Income (loss) before taxes	880,439	(16,022	) 263,834
Provision for Federal and State income taxes	328,240		116,923
Net Income (loss):	\$552,199	\$ (16,022	) \$ 146,911
Total current assets	\$ 3,994,566	\$ 1,368,017	\$ 1,785,327
Property, plant and equipment, net	160,834	388,734	34,655
Other assets	202,965	80,424	5,356
Total Assets	\$ 4,358,365	\$ 1,837,175	\$ 1,825,338
Total current liabilities	\$ 2,556,762	\$ 1,315,720	\$ 1,431,228
Total long-term liabilities		306,307	
Stockholders' Equity			
Common stock	10,000		1,000
Accumulated earnings	1,791,603	215,148	393,110
Total Stockholders' Equity	1,801,603	215,148	394,110
Total Liabilities and Stockholders' Equity	\$ 4,358,365	\$ 1,837,175	\$ 1,825,338

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## HEARTLAND, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2005 (Restated)

## NOTE C - ACQUISITIONS (CONTINUED)

Condensed pro forma consolidating statements of operations for the 2004 acquisitions are as follows:

	Evans		PAR			Eliminating Adjustments	Consolidated
	Heartland	Columbus	Karkela	Monarch	Investments (VIE)		
Sales	\$ 7,389,064	\$ 7,921,792	\$ 11,778,559	\$ 22,913,341			\$ 50,002,756
Total costs and expenses	8,299,416	7,878,659	11,513,495	21,987,553	\$ 54,335	\$ (240,000 )	49,493,458
Net operating income (loss)	(910,352 )	43,133	265,064	925,788	(54,335 )	240,000	509,298
Other income (expense)	145,474	(59,155 )	(1,230 )	(45,349 )	133,203	(240,000 )	(67,057 )
Income (loss) before taxes	(764,878 )	(16,022 )	263,834	880,439	78,868	0	442,241
Deferred Federal and State income taxes			116,923	328,240			445,163
Net income (loss)	\$ (764,878 )	\$ (16,022 )	\$ 146,911	\$ 552,199	\$ 78,868	\$ 0	\$ (2,922 )

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE C - ACQUISITIONS (CONTINUED)**

**2005**

During the year ended December 31, 2005, the Company announced the following proposed acquisitions, none of which has been consummated to date:

On July 29, 2005, the Company entered into a binding stock purchase agreement to acquire Persinger Equipment, Inc. ( Persinger ) for \$4,735,000 payable 1) \$2,000,000 in cash before February 1, 2006 or the agreement becomes null and void 2) \$2,735,000 in cash or 911,667 non-restricted shares of common stock at the Company's option at closing. Should the common stock not be trading at a minimum of \$3 per share twelve months after closing, the Company must compensate the seller for the difference in additional shares of common stock. Under the terms of the agreement, the Company is to deposit 100,000 restricted shares of common stock to be retained by Persinger should the Company default on the agreement. The agreement further calls for a 5 year employment agreement with Steven Persinger for a base salary of \$120,000 per year. The agreement is presently in default. See Note T(3)

On September 12, 2005, the Company entered into a binding agreement to acquire Ney Oil Company for \$5,000,000 payable 1) \$3,000,000 in cash 2) 1,333,000 shares of common stock to be valued at not less than \$2,000,000, three business days prior to closing or the number shall be increased accordingly. See Note T(3).

On September 12, 2005, the Company entered into a letter of intent to acquire NKR, Inc. doing business as Ohio Valley Lumber payable 1) \$4,000,000 in cash, 2) 2,000,000 shares of common stock, 3) an infusion of \$2,000,000 into the Company to reduce debt. See Note T(4).

On September 21, 2005 the Company entered into a binding agreement to acquire Lee Oil Company for \$6,000,000 payable 1) \$5,000,000 in cash 2) \$1,000,000 in common stock valued at the closing date but not less than 1,000,000 common shares. The Company is currently renegotiating the final terms of the acquisition agreement.

On September 26, 2005, the Company entered into a binding acquisition agreement to acquire Schultz Oil Company, Inc. for \$3,500,000 payable 1) \$1,500,000 in cash 2) 1,000,000 shares of common stock which shall have a value of at least \$2 per share at the end of 2 years or the Company will pay the difference. See Note T(3)



**HEARTLAND, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE C - ACQUISITIONS (CONTINUED)**

Condensed unaudited Financial Information at December 31, 2005 and for the year then ended for these contemplated acquisitions is as follows:

			Ohio		
			Valley	Ney	Lee
	Persinger (November 2005)	Schultz	Lumber	Oil	Oil
Total current assets	\$ 2,804,940	\$ 1,185,690	\$ 6,421,756	\$ 2,850,748	\$ 5,878,247
Property plant and equipment, net	38,718	646,573	4,928,787	2,794,917	5,347,498
Other assets	212,737	329,811	1,685,815	554,362	44,467
Total Assets	\$ 3,056,395	\$ 2,162,074	\$ 13,036,358	\$ 6,200,027	\$ 11,270,212
Total Current Liabilities	\$ 1,896,118	\$ 722,763	\$ 7,107,710	\$ 2,287,674	\$ 2,743,822
Total Long-Term Liabilities	361,930	1,062,114	3,655,382	1,889,873	4,819,059
Stockholders' equity					
Common stock	40,000	22,831	1,933	120,000	1,000
Additional paid-in capital	105,000		1,577,627		57,708
Treasury stock	(600,000 )				
Accumulated earnings	1,253,347	354,366	693,706	1,902,480	3,648,623
Total Stockholders' Equity	798,347	377,197	2,273,266	2,022,480	3,707,331
Total Liabilities and Stockholders' Equity	\$3,056,395	\$ 2,162,074	\$ 13,036,358	\$ 6,200,027	\$ 11,270,212
Sales	\$ 11,988,474	\$ 17,268,691	\$ 14,298,809	\$ 54,480,538	\$ 79,092,224
Total costs and expenses	11,850,756	17,144,723	13,478,620	54,410,701	78,357,415
Net operating income	137,718	123,968	820,189	69,837	734,809
Other income (expenses)	38,151	(64,601 )	(521,354 )	293,284	(15,784 )
Income before taxes	175,869	59,367	298,835	363,121	719,025
Federal and State income taxes	64,557		54,384	21,000	129,355
Net income	\$ 111,312	\$ 59,367	\$ 244,451	\$ 342,121	\$ 589,670

**NOTE D - VARIABLE INTEREST ENTITIES**

In January 2003, the FASB issued FIN 46 and in December 2003, it issued a revised interpretation of FIN 46 (FIN 46-R), which supersedes FIN 46 and clarifies and expands current accounting guidance for determining whether certain entities should be consolidated in the Company's consolidated financial statements. An entity is subject to FIN 46 and is called a Variable Interest Entity (VIE) if it has (1) equity that is insufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, or (2) equity investors that cannot make significant decisions about the entity's operations, or that do not absorb the expected losses or receive the expected

returns of the entity. A VIE is consolidated by its primary beneficiary, which is the party that has a majority of the expected losses or a majority of the expected residual returns of the VIE, or both.

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**HEARTLAND, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE D - VARIABLE INTEREST ENTITIES (CONTINUED)**

The Company has concluded that three entities, Mundus Environmental Products, Inc. ( Mundus ), Wyncrest Group, Inc. ( Wyncrest ) and PAR Investments, LLC are deemed to be VIEs under FIN 46 and that the Company is the primary beneficiary of each of these three entities. Accordingly, they have been consolidated in the financial statements for 2005 and 2004.

Mundus, consolidated in 2005, had assets of \$516,170, liabilities of \$36,115 and an accumulated deficit of \$4,186,891 at January 31, 2006 and a net loss of \$2,107,872 for the year then ended. Wyncrest has assets of \$44,840 and \$19,291, liabilities of \$708,043 and \$356,743 and an accumulated deficit of \$834,058 and \$508,307 at December 31, 2005 and 2004 and net losses of \$325,751 and \$361,209 for the years then ended, respectively. These companies, which are in the investment business, had no revenues during these years. Expenses consisted primarily of compensation and consulting expense paid to related parties and professional fees. Par Investments, LLC., a real estate holding company had assets of \$2,003,385 and \$1,993,740, liabilities of \$1,711,750 and \$1,750,326 and equity of \$291,635 and \$243,414 at December 31, 2005 and 2004 and net income of \$78,221 and \$78,868 for the years then ended, respectively.

**NOTE E - INVENTORY**

Inventory consists of the following at December 31,

	<b>2005</b>	<b>2004</b>
Raw material	\$ 1,155,336	\$ 959,692
Work in process - manufacturing	135,539	125,658
Work in process - home construction	2,464,384	1,108,892
Land held for development	6,530,942	2,310,260
Finished goods	4,850	3,710
	<b>\$ 10,291,051</b>	<b>\$ 4,508,212</b>

**NOTE F - PROPERTY, PLANT, AND EQUIPMENT**

Property, plant, and equipment consists of the following at December 31,

	<b>2005</b>	<b>2004</b>	<b>Years of Average Useful Life</b>
Land	\$ 473,400	\$ 717,400	
Leasehold improvements	87,715	44,724	5

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Buildings	2,362,600	2,362,600	30
Furniture and fixtures	172,149	198,022	10
Machinery and equipment	433,237	473,735	10-15
Equipment held under capital lease	422,852	2,096,871	3-10
Automotive equipment	360,960	331,061	7
	4,312,913	6,224,413	
Less: accumulated depreciation	929,361	821,306	
	\$ 3,383,552	\$ 5,403,107	

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE G BANK LINES OF CREDIT**

A Company subsidiary has a \$2,000,000 revolving line of credit with a bank through July 2006 of which \$939,011 is available at December 31, 2005. The line bears interest at 1.85% plus the London InterBank Offered Rate ( LIBOR ). The interest rate on the note was 6.94% at December 31, 2005. The line is limited to 80% of eligible accounts receivable plus 50% of eligible inventory. The line is collateralized by substantially all of the subsidiary s assets and a \$1,500,000 life insurance policy on the life of a stockholder and has certain financial covenants.. At December 31, 2005 and 2004, the Company had outstanding balances due of \$1,051,423 and \$810,989, respectively, on this line.

A Company subsidiary has a \$300,000 line of credit with a bank through July 2006 of which there is no amount available at December 31, 2005. The line bears interest at prime plus 0.75%, is collateralized by all of the assets of the subsidiary and has certain financial covenants. The prime rate at December 31, 2005 was 7.25%. At December 31, 2005, the Company had an outstanding balance of \$300,000.

A Company subsidiary has a \$300,000 line of credit with a bank through June 2006 of which \$300,000 is available at December 31, 2005. The line bears interest at prime as published by the Wall Street Journal. The prime rate at December 31, 2005 was 7.25%. The line is limited to 75% of eligible accounts receivable less billings in excess of cost, has certain financial covenants and is guaranteed by a stockholder of the Company. No amounts were due on this line at December 31, 2005 and 2004.

**NOTE H - NOTES PAYABLE - LAND PURCHASES**

The Monarch Homes, Inc. subsidiary acquires improved building lots for future home construction. The purchases are financed through two financial institutions - Contractors Capital Corporation and Premier Funding of Minnesota, or by developers. The Company s outstanding indebtedness aggregated \$5,740,160 and \$1,965,698 at December 31, 2005 and 2004, respectively. The loans are secured by the land. See Note E - Inventory - land held for development. The notes bear interest at a rate of 1% - 2% over prime and are repayable at the time the constructed homes are sold.

**NOTE I - CONVERTIBLE PROMISSORY NOTES PAYABLE**

Convertible promissory notes payable amount to \$2,274,000 and \$1,322,050, respectively as follows:

The Company issued \$734,150 and \$1,026,550 in convertible promissory notes payable to various individuals and organizations in 2005 and 2004, respectively. In 2005, the Company converted \$80,000 of convertible promissory notes into 100,000 shares of common stock. The notes

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are unsecured, due within 1 year from date of issue, and bear interest at the rate of 10%. The notes can be converted into common stock of the Company, generally at \$0.50 per share. The amount due at December 31, 2005 and 2004 amount to \$1,680,700 and \$1,026,550, respectively. At December 31, 2005, the Company was in default on these convertible notes. Subsequent to December 31, 2005, \$1,196,844 in notes and accrued interest were converted into 2,393,686 shares of the Company.

Wyncrest issued \$284,300 and \$295,500 in convertible promissory notes payable to various individuals and organizations in 2005 and 2004, respectively. The notes are unsecured, due within 1 year from date of issue, bear interest at the rate of 10% and can be converted into common stock of Wyncrest at \$0.50 per share. The amount due at December 31, 2005 and 2004 amount to \$579,800 and \$295,500, respectively. Wyncrest is in default on these notes payable.

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**HEARTLAND, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE I - CONVERTIBLE PROMISSORY NOTES PAYABLE (CONTINUED)**

Mundus issued \$13,500 in convertible promissory notes payable to two individuals in 2005. The notes are unsecured, due within 1 year from date of issue, bear interest at the rate of 10% and can be converted into common stock of Mundus at \$1.00 per share. The amount due at December 31, 2005 amounts to \$13,500.

**NOTE J - NOTES PAYABLE**

Notes payable consist of the following at December 31.

	<b>2005</b>	<b>2004</b>
Note payable to bank due December 2009, payable in 59 monthly principal installments of \$775 plus interest at prime (5.25% at December 31, 2004). The note is collateralized by substantially all of the subsidiary's assets and a \$1,500,000 life insurance policy on a Company stockholder. The loan which is with one of the Company's subsidiaries is in default as the agreement does not allow for a change in ownership without the bank's approval.	\$ 45,060	\$46,507
Notes payable to banks due February 2010 and March 2010, payable in 72 monthly installments of \$734 and \$284 including interest at 6.18% and 6.27%, respectively. The notes are collateralized by transportation equipment.	45,555	54,645
Mortgage notes payable to a bank due March 2017 and May 2017, payable in 180 monthly installments of \$2,260 and \$2,739 including interest at 7.50% and 7.25%, respectively. The notes are collateralized by buildings.	459,115	485,294
Mortgage note payable to a bank due November 2012, in 120 monthly installments of principal of \$4,166 and a balloon payment of principal of \$504,246, plus interest at LIBO plus 2.20%. The note is collateralized by the land and building of a subsidiary.	845,858	895,850
Note payable to Community Capital Development Corporation due December 2003, payable in 240 monthly installments of \$6,311 including servicing fees, and interest at 5.17%. The note is guaranteed by Ron Evans.	749,522	776,319
Note payable to a finance company due June 2008, payable in 36 monthly installments of \$1,274 bearing no interest. The note is collateralized by transportation equipment.	38,213	
	2,183,323	2,258,615
Less: current portion	(148,247 )	(122,137 )
Long-term portion	\$ 2,035,076	\$2,136,478



**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE J - NOTES PAYABLE (CONTINUED)**

At December 31, 2005, minimum future principal payments over the next five years and in the aggregate are as follows:

Year	Amount
2006	\$ 148,247
2007	142,790
2008	141,602
2009	137,715
2010	123,345
Thereafter	1,489,624
Total	\$ 2,183,323

**NOTE K - NOTE PAYABLE TO AN INDIVIDUAL**

In June 2004, an individual contributed four parcels of land to the Company in exchange for 200,000 shares of the Company's common stock and the assumption of a note in the amount of \$150,000. During 2005, the Company returned the land to the individual and the individual assumed the \$150,000 note on the land. The note was non-interest bearing and had no specific repayment date.

**NOTE L - CAPITAL LEASE OBLIGATION**

A subsidiary of the Company entered into a sale/leaseback arrangement with a bank in November 2004 on all of its property and equipment. The arrangement is for 36 monthly payments of \$11,141 each including interest at an effective rate of 5.5% with a final payment of \$40,500 due November 2007.

	<b>2005</b>	<b>2004</b>
Total minimum lease payments	\$ 286,508	\$ 419,294
Less: amount representing interest	16,502	34,771
Net minimum lease payments	270,006	384,523
Less: current maturities	121,934	115,423
Long-term portion	148,072	\$ 269,100

Minimum future lease payments as of December 31, 2005 were as follows:

Year	Amount
2006	\$ 133,691
2007	152,817
Total	\$ 286,508

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE M - RELATED PARTY TRANSACTIONS**

**Advances to Related Party**

At December 31, 2004, Monarch Homes, Inc. has a loan receivable from a joint venture partnership in the amount of \$202,965 in which Monarch's former owner has a one third interest. The loan was repaid in 2005. The joint venture was created to construct a restaurant.

**Obligations to Related Parties**

In connection with the acquisition of Mound Technologies, Inc. in December 2003, the Company assumed a loan of \$470,907 payable to the former stockholder who currently is a significant stockholder of the Company. The obligation was converted into a note payable during 2005.

In connection with the acquisition of Karkela Construction, Inc., the former principal stockholder of Karkela declared a \$200,000 dividend prior to the effective date of the acquisition, which was paid in January 2005.

In connection with the inclusion of Mundus in April 2005, the Company assumed a loan of \$6,508 payable to an officer of Mundus. The loan was satisfied in 2005.

In 2005, Twin Hills Collectibles, LLC, an affiliated company of Mundus, paid \$20,000 of liabilities on behalf of Mundus. See Note T(1).

**Notes Payable to Related Parties**

	<b>2005</b>
During 2005, obligations to related party and accrued rent in the amounts of \$45,907 and \$205,907, respectively were converted to a note payable. The note is payable in 120 monthly installments in the amount of \$2,796 and bears interest at the rate of 6.00%	\$ 246,549
During 2005, obligations to related party in the amount of \$425,000 was converted to a note payable. The note is payable in 90 monthly installments in the amount of \$4,152 and is non-interest bearing.	365,396
Total	611,945

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Less: current maturities	66,787
Long-term portion	\$ 545,158

During 2005

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE M - RELATED PARTY TRANSACTIONS (CONTINUED)**

At December 31, 2005, minimum future principal payments over the next five years and in the aggregate are as follows:

Year	Amount
2006	\$ 66,787
2007	70,153
2008	71,406
2009	72,737
2010	74,150
Thereafter	256,712
Total	\$ 611,945

**Transactions With Related Parties**

Monarch Homes, Inc. sold a home to its President for \$135,000.

Compensation and consulting fees totaling \$1,573,998 and \$86,900 during the years ended December 31, 2005 and 2004, respectively, were paid to officers and major shareholders from Mundus, and Wyncrest (Consolidated VIEs, see Note D).

**NOTE N - STOCKHOLDERS EQUITY (DEFICIT)**

During the year 2004, the Company realized that the number of shares issued in connection with the reverse merger had to be adjusted. Accordingly, in 2004, 703,082 shares were issued to adjust the issuance of the reverse merger shares.

During the year 2004, the Company issued 1,105,730 shares of its common stock to individuals for services rendered. The shares were valued at \$0.05 per share. Accordingly, stock based compensation in the amount of \$55,287 was recorded.

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In 2004, the Company settled an outstanding law suit by issuing 170,000 shares of its common stock valued at \$0.05 per share. Accordingly, stock based compensation of \$8,500 was recorded.

During the year 2004 at various dates, the Company issued 1,204,396 shares of its common stock for cash. The shares were issued at various prices ranging from \$0.16 per share to \$1.00 per share. The total consideration received aggregated \$345,000.

During 2004, the Company acquired four parcels of land having an appraised value of approximately \$600,000 for the issuance of 200,000 shares of its common stock and the assumption of debt aggregating \$150,000. The shares were valued at \$0.47 per share.

In December 2004, the Company completed an acquisition. Part of the acquisition cost was the issuance of 500,000 shares of its common stock valued at \$4.00 per share or a consideration of \$2,000,000.

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE N - STOCKHOLDERS EQUITY (DEFICIT) (CONTINUED)**

In December 2004, the Company completed two acquisitions. Part of the acquisition cost was the issuance of 1,267,000 shares of its common stock valued at \$5.00 per share or a consideration of \$6,335,000.

In 2004, the Company settled an outstanding indebtedness of \$15,000 by issuing 16,835 shares of its common stock valued at \$0.89 per share.

In January 2005, the company approved the issuance of 1,500,000 shares of common stock to its President and Chief Executive Officer. The shares were valued at \$0.46 per share. Accordingly, stock based compensation in the amount of \$690,000 was recorded.

At various times during 2005, the Company sold 1,696,236 shares of its common stock under private placement arrangements at prices ranging from \$0.50 to \$1.00 per share, realizing \$1,035,733.

During the year, convertible promissory note holders converted \$80,000 of notes to common stock. The Company issued 100,000 shares of its common stock relating to the conversion at prices of \$0.50 and \$1.00.

In June 2005, the Company settled an old outstanding obligation in the amount of \$77,190 for the issuance of 75,000 shares of its common stock.

In July 2005, the Company issued 100,000 shares of its common stock as a down payment on the potential acquisition of Persinger. The shares were valued at \$0.50 per share. Accordingly, \$50,000 was recorded as an acquisition deposit.

At various times during 2005, the Company issued 875,770 shares of its common stock to individuals for services rendered to the Company and approved by the Board of Directors. The shares were valued at prices ranging from \$0.50 to \$1.00 per share. Accordingly, stock based compensation in the amount of \$651,328 was recorded.

In December 2005, the Company issued 683,000 shares of its common stock to settle the contingent stock issuances relating to the December 2004 acquisitions (See Note C). These shares were valued at par value with a corresponding decrease to additional paid-in capital.

At various times during 2005, the Company issued 467,064 shares of its common stock to settle legal disputes against the Company. The shares were valued at \$0.50 per share. Accordingly, stock based compensation in the amount of \$311,657 was recorded.

The Company issued 4,153 shares at \$0.50 per share as payment of \$2,076 for interest relating to the conversion of its convertible promissory notes.

**NOTE O - INCOME TAXES**

The Company has elected as at December 31, 2005, to file a consolidated Federal income tax return. The carryforward losses available to the Company are losses incurred in the parent corporation, Heartland, Inc., and any losses from its wholly owned subsidiaries resulting subsequent to the respective acquisition dates. The loss carryforwards aggregate approximately \$4,134,000 to offset future tax liabilities of which \$450,000 expires in 2019 and \$3,684,000 expires in 2020.

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**HEARTLAND, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE O - INCOME TAXES (CONTINUED)**

The Federal and State income tax benefit was as follows:

	<b>2005</b>	<b>2004</b>
Current:		
Federal	\$ 13,836	
State	7,173	
Total Current Expense	21,009	
Deferred:		
Federal	(200,308	)
State	(43,773	)
Total Deferred Benefit:	(244,081	)
Federal and State income tax benefit	\$(223,072	) \$

Temporary differences which give rise to deferred taxes are summarized as follows for the years ended December 31, 2005 and 2004:

	<b>2005</b>	<b>2004</b>
Timing difference relating to the payment of taxes due to differences in tax and financial reporting fiscal year ends	\$ 163,922	\$ 408,003
Net operating loss and other carry forwards	1,654,000	135,000
Valuation allowance	(1,654,000	) (135,000
Net deferred tax liability	163,922	408,003
Less: current portion	163,922	371,877
Long term portion:	\$	\$ 36,126

The parent company has recorded a full valuation allowance to reflect the estimated amount of deferred tax assets that may not be realized since the generation of future taxable income is not assured beyond a reasonable doubt. The valuation allowance increased in the amount of \$1,519,000 and \$135,000 for the years ended December 31, 2005 and 2004, respectively.

There is no difference between the effective income tax rates for deferred income taxes and the statutory Federal income tax rate.

**NOTE P - OPERATING SEGMENTS**

The Company presently organizes its business units into three reportable segments: steel fabrication, manufacturing and construction, and property management. The steel fabrication segment focuses on the fabrication of metal products. The manufacturing segment manufactures steel drums and also manufactures products for the heavy machinery industry. The construction and property management segment builds custom residential homes in the State of Minnesota and functions as a general contractor in the greater St. Paul and Minneapolis, Minnesota area. It also owns and manages industrial property in Ohio.

The Company's reportable business segments are strategic business units that offer different products and services. Each segment is managed separately because they require different technologies and market to different classes of customers.

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## HEARTLAND, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2005 (Restated)

## NOTE P - OPERATING SEGMENTS (CONTINUED)

Year ended December 31, 2005:	Reportable Segments				Construction and Property	
	Parent Company	VIE	Steel Fabrication	Manufacturing	Management	Total
REVENUES (there are no inter-segment revenues)			\$ 7,764,997	\$ 9,384,192	\$ 23,525,490	\$ 40,674,679
NET INCOME (LOSS)	\$(3,828,741 )	\$(2,595,402 )	608,956	(2,359,569 )	(5,360,333 )	(13,535,089 )
Total Assets	82,504	2,564,395	2,718,196	2,298,523	14,252,555	21,916,173
OTHER SIGNIFICANT ITEMS						
Depreciation and amortization expense	398		33,407	95,632	89,140	265,971
Loss on impairment of other Intangible Assets		500,987				500,987
Interest expense	483,707	176,432	6,661	67,999	61,712	796,511
Expenditures for assets	3,938	45,855	10,000	74,234	65,230	199,257

Year ended December 31, 2004:	Reportable Segments				Construction and Property	
	Parent Company	VIE	Steel Fabrication	Manufacturing	Management	Total
REVENUES (there are no inter-segment revenues)			\$ 7,386,678	\$ 2,386		\$ 7,389,064
NET INCOME (LOSS)	\$(476,129 )	\$(361,209 )	112,448	(102,076 )	\$ 62,088	(764,878 )
Total Assets	380,594	1,996,031	1,678,483	5,038,805	13,621,710	22,715,623
OTHER SIGNIFICANT ITEMS						
Depreciation expense			21,729	17,053	19,554	58,336
Interest expense	18,886		5,256		37,072	61,214
Expenditures for assets			56,776			56,776

## NOTE Q - COMMITMENTS AND CONTINGENCIES

Leases

The Company leases its corporate office space in Plymouth, Minnesota pursuant to a four year lease which expires on December 31, 2009. The lease calls for monthly payments of \$2,261 in 2006, \$2,304 in 2007, \$2,347 in 2008 and \$2,389 in 2009. In addition, the Company is responsible for its pro-rata share of real estate taxes and operating expenses.

The Company leases the Mound Facilities from a stockholder of the Company. The lease calls for monthly payments of \$16,250 and expires August 31, 2010.

The Company leases the Karkela Facilities from a stockholder of the Company. The lease calls for monthly payments of \$3,403 in 2006 with annual increases of 5% in the monthly payments. The lease expires March 31, 2010. The company is also responsible for its pro-rate share of real estate taxes, and repairs and maintenance.

The Company leases the Monarch Facilities from a stockholder of the Company on a monthly basis. The Company currently pays \$7,000 per month rent.

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE Q - COMMITMENTS AND CONTINGENCIES (CONTINUED)**

**Leases (Continued)**

Minimum Future lease payments under the leases are as follows:

For the

Years Ended	Unrelated	Related Party
December 31,		
2006	\$ 27,136	\$ 235,836
2007	27,648	237,876
2008	28,160	240,024
2009	28,672	242,268
2010	142,408	142,408
Total	\$ 254,024	\$ 1,098,412

Rent expense amounted to \$349,706 and \$282,782 for the years ended December 31, 2005 and 2004, of which \$323,082 and \$282,782, respectively, were to related parties.

**Issuance of Common Stock**

As indicated in Note C - Acquisitions, the Company is liable for additional shares of the Company's common stock if the common stock is not trading at minimum share prices at specified dates in the future.

**Purchase Commitments**

Monarch Homes has 3 refundable land deposits in VIEs for \$221,800. The Company is not the primary beneficiary as the deposits are refundable. The Company has future purchase commitments of \$2,326,500 related to these deposits.

**NOTE R - CONCENTRATION OF CREDIT RISK**

Cash accounts are generally held in FDIC insured banks. Five of the Company's cash accounts in four banks exceed the FDIC insured limit of \$100,000. At December 31, 2005, the Company had \$312,296, \$286,877, \$163,187, \$131,106 and \$113,464 in these accounts.

Revenues from Monarch and Karkela are concentrated in the state of Minnesota.

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**HEARTLAND, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE S - RESTATEMENTS**

**2004**

- (1) The consolidated statement of operations for the year ended December 31, 2004 was restated in an amended filing dated July 10, 2006 to eliminate sales and expenses for the three acquisitions referred to in Note C showing instead this information separately in Note C.

The Balance Sheet at December 31, 2004 was restated in an amended filing dated July 10, 2006 to reflect the additional contingent shares that would be required to be issued at December 31, 2005 should the shares issued at December 31, 2004 not reach minimum trading values at that date. (See Note C). The effect of this was to increase paid-in capital and goodwill by \$7,504,510 at December 31, 2004.

- (2) The Balance Sheet at December 31, 2004 was restated in an amended filing dated July 10, 2006 to reflect the assets and liabilities of PAR Investments, LLC. The effect of this was to increase assets and liabilities in the amount of \$1,931,740.

The Financial Statements for 2004 were restated in an amended filing dated July 10, 2006 to reflect the accounts of Wyncrest for the year ended December 31, 2004. The effect of this was to increase assets by \$19,291, liabilities by \$380,500, and accumulated deficit and selling, general and administrative expenses by \$361,209.

**2005**

- (3) The assets at December 31, 2005 have been restated to reflect their proper classification, to reverse an impairment in intangible assets, increase acquisition deposits to properly reflect the cost per share on the date issued, adjust the investment in joint ventures by recording the income earned and net distributions received, and to properly account for the assets of Mundus which increased from \$12,866 to \$512,170, primarily resulting from an increase in intangible assets. The effect of these changes was to increase assets in the amount of \$908,540.

The liabilities at December 31, 2005 have been restated to reflect their proper classification, to reduce accrued interest on convertible promissory notes and acquisition notes payable, properly account for the liabilities of Mundus which decreased from \$142,425 to \$36,115, primarily resulting from a decrease in convertible promissory notes payable, and properly reflect non-controlling interest in VIE s. The effect of these changes was to increase liabilities in the amount of \$2,315,215.

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Additional paid-in capital and accumulated deficit at December 31, 2005 increased by \$41,000 and \$2,246,864, respectively, resulting from the above changes.

Income and expenses for the year ended December 31, 2005 have been restated to reflect their proper classification and to account for the changes in assets and liabilities indicated above. The effect of these changes was to increase the net loss by \$1,196,304.

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## HEARTLAND, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2005 (Restated)

## NOTE T - SUBSEQUENT EVENTS

- (1) On March 20, 2006, Mundus Environmental Products, Inc. ( Mundus ), a consolidated VIE ( Twin Hills ) (See Note D) entered into an agreement to acquire Twin Hills Acquisitions and Twin Hills Collectibles, companies engaged in the business of NASCAR Collectibles, in exchange for 1,333,000 newly issued shares of Mundus and a non-interest bearing promissory note for \$75,000 payable within two years. If the common stock of Mundus is not selling for at least \$2.50, 30 days prior to the expiration of the two year period, the Company is required to repurchase up to 100% of 1,000,000 of the shares. At January 31, 2006 Twin Hills had current assets of \$1,708,031, total assets of \$2,028,849, current liabilities of \$1,863,770, total liabilities of \$1,866,327 and retained earnings of \$296,616. Unaudited operating results for the year ended January 31, 2006 reflected a loss of \$233,698.
- (2) On June 21, 2006, the Company agreed to accept rescissions of the December 2004 acquisition agreements from Evans Columbus, LLC effective March 31, 2006 and from Monarch Homes, Inc. effective June 1, 2006.

Condensed consolidated pro-forma financial information excluding Evans, PAR and Monarch at December 31, 2005 is as follows:

	<b>2004</b>	
	(Restated)	
Sales	\$ 16,392,662	
Total costs and expenses	21,767,188	
Net operating loss	(5,374,526	)
Other expense	(674,389	)
Loss before income taxes	(6,048,915	)
Federal and State income tax benefit	58,754	
Net loss	\$(5,990,161	)
Total current assets	\$4,428,765	
Property, plant and equipment, net	963,537	
Other assets	1,380,974	
Total Assets	\$6,773,276	
Total current liabilities	\$8,223,274	
Total long-term liabilities	1,167,280	
Stockholders' deficit:		
Common stock	22,146	
Additional paid-in capital	9,720,501	
Accumulated deficit	(12,359,925	)
Total stockholders' deficit	(2,617,278	)
Total liabilities and stockholders' deficit	\$6,773,276	

- (3) On January 10, 2007, the Company abandoned its intent to acquire Persinger Equipment, Inc. Ney Oil Company and Schulz Oil Company. See Note C, 2005.
- (4) On February 26, 2007, the Company notified NKR, Inc. that the Letter of Intent to acquire NKR, Inc. entered into on September 12, 2005, has been terminated. See Note C, 2005.

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**HEARTLAND, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 (Restated)

**NOTE U - RECLASSIFICATIONS**

Certain amounts in the 2004 Financial Statements have been reclassified to conform to the presentation used in the 2005 Financial Statements.

**NOTE V OTHER INTANGIBLE ASSETS/IMPAIRMENT**

Other intangible assets consist of the following at December 31,

	<b>2005</b>	<b>2004</b>
Customer list	\$ 280,000	\$ 280,000
Tradenname	240,000	240,000
Technology rights	1,016,073	
Total	1,536,073	520,000
Accumulated amortization and impairment loss	(761,299	)
Net other intangible assets	\$ 774,774	\$ 520,000

Under SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, a long-lived asset group shall be tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. An impairment loss in the amount of \$257,500 was recorded on the customer list of Evans Columbus, LLC as a result of the fair market value of the shares issued in the acquisition of Evans being substantially less than the stated target price in the original purchase agreement dated December 30, 2004. An additional impairment loss in the amount of \$500,987 was recorded on the technology rights acquired by Mundus based on an independent valuation. A total impairment loss in the amount of \$758,487 was recognized in the year ended December 31, 2005.

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**ITEM CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL**

**8. DISCLOSURE**

There have been no disagreements between the Company and Meyler & Company, LLC ( MC ) in connection with any services provided to us by them for the periods of their engagement on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

No accountant s report on the financial statements for the past two years contained an adverse opinion or a disclaimer of opinion or was qualified or modified as to uncertainty, audit scope or accounting principles, except such reports did contain a going concern qualification; such financial statements did not contain any adjustments for uncertainties stated therein. In addition, MC did not advise the Company with regard to any of the following:

1. That information has come to their attention, which made them unwilling to rely on management s representations, or unwilling to be associated with the financial statements prepared by management; or

2. That the scope of the audit should be expanded significantly, or information has come to the accountant s attention that the accountant has concluded will, or if further investigated might, materially impact the fairness or reliability of a previously issued audit report or the underlying financial statements, except as indicated in the accompanying restated statements or the financial statements issued or to be issued covering the fiscal periods subsequent to the date of the most recent audited financial statements, and the issue was not resolved to the accountant s satisfaction prior to its resignation or dismissal. During the most recent two fiscal years and during any subsequent interim periods preceding the date of each engagement, we have not consulted MC regarding any matter requiring disclosure under Regulation S-K, Item 304(a)(2).

**Item 8A. Controls and Procedures**

Management after reviewing comments raised by the Securities and Exchange Commission in March 2006 with respect to its financial reporting and the related adequacy of the Company s disclosure controls and procedures, has determined that its disclosure controls and procedures were not effective as of December 31, 2004 and 2005 and there were material deficiencies in its disclosure controls and procedures. A material weakness is a reportable condition in which the design or operation of one or more of the specific control components has a defect or defects that could have a material adverse effect on our ability to record, process, summarize and report financial data in the financial statements in a timely manner. These material weaknesses are: (1) limited resources and manpower in the preparation and review of the financial statements in a timely manner, and (2) inadequacy of the financial review process as it pertains to various account analyses. While we believe that we have adequate policies, we believe that our implementation of those policies should be improved. We are re-evaluating these various factors and are implementing additional procedures to alleviate these weaknesses. The impacts of the above conditions were relevant to the years ended December 31, 2004 and 2005.

In order to alleviate such weaknesses, management intends to:

- \* establish an audit committee and appoint additional directors with accounting expertise;
- \* subscribe to accounting journals and have the Company s accounting personnel attend accounting seminars; and

engage additional accounting personnel to assist in the preparation of the Company s financial statements.

**Item 8B. Other Information**

None.

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**PART III****ITEM 8. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS: COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT**

The directors and officers of our Company and its subsidiaries, are set forth below. The directors held office for their respective term and until their successors were duly elected and qualified. Vacancies in the existing Board were filled by a majority vote of the remaining directors. The officers serve at the will of the Board of Directors.

<b>Name</b>	<b>Age</b>	<b>With Company Since</b>	<b>Director/Position</b>
Trent Sommerville	39	12/2003	Chief Executive Officer, Chairman of the Board, and Director
Thomas C. Miller	51	12/2003	Chief Operating Officer  And Director
Jerry Gruenbaum	51	01/2001	Chief Financial Officer,  Secretary, General Counsel  and Director
Kenneth B. Farris	46	01/2004	Director

**MR. TRENT SOMMERVILLE - CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF THE BOARD**

Mr. Sommerville was elected as Director, Chairman of the Board in December 1, 2003. Mr. Sommerville has been appointed as our Chief Executive Officer and served in that capacity from December 1, 2003 until November 28, 2006 when Robert L. Cox was appointed to serve in that capacity. Mr. Sommerville attended Perkingston College. Mr. Sommerville worked at Anjet where he obtained NASD Series 22 and Series 63 licenses. Following his experience there, Mr. Sommerville started IGE Capital where he has been actively involved in many venture capital opportunities including FYBX Corporation, Cyber Operations, Way Cool 3D, and PMI Wireless.

**MR. THOMAS C. MILLER - CHIEF OPERATING OFFICER AND DIRECTOR**

Mr. Miller has been with the Registrant since 2003 when it acquired Mound Technologies, Inc. Mr. Miller was elected to the Board of Directors on May 23, 2006, and as its Chief Operating Office on September 27, 2006. From May 23, 2006 to September 27, 2006, Mr. Miller acted as the Registrant's Chief Executive Officer. Mr. Miller graduated from Ohio State University with a Bachelor of Science degree in Civil Engineering in 1978 and continued his education at the University of Dayton where he received a Master of Business Administration degree in 1983. He is a registered engineer in the state of Ohio. Mr. Miller started on the shop floor at Mound Steel Corporation as a welder. He spent time working in the engineering and sales department before becoming Vice President of Sales and Quality in 1986. He became President of Mound Steel Corporation in 1990. The additional title of Chief Executive was added to his responsibilities in 2001. In November of 2002, Mr. Miller became

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Chief Executive officer of Mound Technologies, Inc. In 1988 he was elected to the Lebanon City Council. He was re-elected in 1992 and served as Vice Mayor during that time period. Mr. Miller has served on various local boards including the Middletown Regional Hospital Foundation, Dan Beard Council of Boy Scouts of America, and the Warren County Business Advisory Council. In addition to his new position as President and Chief Executive Officer of the Registrant, Mr. Miller will continue as President of the Registrant's subsidiary Mound Technologies, Inc.

**JERRY GRUENBAUM CHIEF FINANCIAL OFFICER, CORPORATE SECRETARY, GENERAL COUNSEL AND DIRECTOR**

Mr. Gruenbaum is our Corporate Secretary, Chief Financial Officer, General Counsel, and member of our Board of Directors. He was appointed as our Corporate Secretary and General Counsel in December 2001 and was elected to our board on November 12, 2003. He has been admitted to practice law since 1979 and is a licensed attorney in various states including the State of Connecticut where he maintains his practice as a member of SEC Attorneys, LLC, specializing in Securities Law, Hedge Funds, Mergers and Acquisitions, Corporate Law, Tax Law, International Law and Franchise Law. He is the CEO of a licensed brokerage firm in Westport, Connecticut where he maintains a Series 4, 7, 24, 27, 53, 63 and 65 licenses. He is a former President and Chairman of the Board of Directors of a multinational publicly-traded company with operations in Hong Kong and the Netherlands. He previously worked for the tax departments for Peat Marwick Mitchell & Co. (now KPMG Peat Marwick LLP) and Arthur Anderson & Co. He has served as Compliance Director for CIGNA Securities, a division of CIGNA Insurance. He has lectured and taught at various Universities throughout the United States in the areas of Industrial and financial Accounting, taxation, business law, and investments. Attorney Gruenbaum graduated with a B.S. degree from Brooklyn College - C.U.N.Y. Brooklyn, New York; has a M.S. degree in Accounting from Northeastern University Graduate School of Professional Accounting, Boston, Massachusetts; has a J.D. degree from Western New England College School of Law, Springfield, Massachusetts; and an LL.M. in Tax Law from the University of Miami School of Law, Coral Gables, Florida.

**DR. KENNETH B. FARRIS DIRECTOR**

Dr. Farris was appointed a director of our Company on January 8, 2004. Dr. Farris, a resident of New Orleans, Louisiana is a graduate of Tulane University's School of Medicine where he received his MD and MPH degrees in 1975. He is a graduate of Carnegie-Mellon University where he received his BS degree in 1971. Dr. Farris is board certified in Pathology. He has been teaching at Tulane University School of Medicine since 1975 where he has received numerous awards for outstanding teaching. Since 1991 he has held the position of Clinical Associate Professor, Department of Pathology and Clinical Associate Professor Department of Pediatrics. In addition, Dr. Farris holds the position of Director of Pathology at West Jefferson Medical Center in Marrero, Louisiana, and Medical Director, Laboratory at Pendleton Memorial Methodist Hospital. Dr. Farris is a member of various medical societies and has published extensively. Among his many accomplishments in his field, as of 1982 he holds the position of Laboratory Accreditation Program Inspector for the College of American Pathologists. He is a founding member and past President of the Greater New Orleans Pathology Society. He is currently a Delegate to the House of Delegates to the American Medical Association. He has held various positions including past President, Speaker to the House of Delegates, member of the Board of Governors and a current Delegate to the House of Delegates to the Louisiana State Medical Society. He has held the position of President, Vice President, Secretary and Treasurer for the Tulane Medical Alumni Association. He is a former Drug Control Crew Chief to the United States Olympic Committee.

Our bylaws currently provide for a board of directors comprised of such number as is determined by the Board.

**FAMILY RELATIONSHIPS**

None.

**BOARD COMMITTEES**

We currently have no compensation committee, audit committee or other board committee performing equivalent functions. Currently, all members of our board of directors participate in all discussions concerning the company.

**LEGAL PROCEEDINGS**

No officer, director, or persons nominated for such positions, promoter or significant employee has been involved in legal proceedings that would be material to an evaluation of our management.

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**Compliance with Section 16(a) of the Exchange Act**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers, and persons who own more than 10 percent of our Common Stock, to file with the SEC the initial reports of ownership and reports of changes in ownership of common stock. Officers, directors and greater than 10 percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Specific due dates for such reports have been established by the Commission and we are required to disclose any failure to file reports. Except as otherwise set forth herein, based solely on review of the copies of such forms furnished to us, or written representations that no reports were required, we believe that to date all required forms have been filed, and that there was no failure to comply with Section 16(a) filing requirements applicable to our officers, directors and ten percent stockholders.

**CODE OF ETHICS**

Because we are an early stage company with limited resources, we have not yet adopted a "code of ethics", as defined by the SEC, that applies to the Company's Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller and persons performing similar functions. We are in the process of drafting and adopting a Code of Ethics.

**ITEM 10. EXECUTIVE COMPENSATION**

The following table provides summary information for the years 2003, 2004 and 2005 concerning cash and non-cash compensation paid or accrued by us to or on behalf of the president and the only other employee(s) to receive compensation in excess of \$100,000.

**SUMMARY COMPENSATION TABLE**

<b>Name/ Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Stock</b>	<b>Other</b>	<b>Total</b>
Trent Sommerville Chairman and CEO	2005	\$ 205,000	\$ 0	\$ 690,000	\$ 0	\$ 895,000
	2004	\$ 164,976	\$ 0	\$ 0	\$ 0	\$ 164,976
	2003	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Jerry Gruenbaum CFO and Secretary	2005	\$ 25,000	\$ 0	\$	\$ 0	\$ 25,000
	2004	\$ 109,500	\$ 0	\$ 25,000	\$ 0	\$ 134,500
	2003	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Thomas C. Miller COO and Director	2005	71,220				
	2004	71,220				
	2003	71,220				

**COMPENSATION AGREEMENTS**

The Company has no employment agreement with employees and officers of the company as of this date.



No other annual compensation, including a bonus or other form of compensation; and no long-term compensation, including restricted stock awards, securities underlying options, LTIP payouts, or other form of compensation, were paid to these individuals during this period.

**BOARD COMPENSATION**

Members of our Board of Directors do not receive cash compensation for their services as Directors, although some Directors are reimbursed for reasonable expenses incurred in attending Board or committee meetings. All corporate actions are conducted by unanimous written consent of the Board of Directors.

**STOCK OPTION PLAN**

The Company has no Stock Option Plan as of this date.

**WARRANTS**

The Company has no Warrants outstanding as of this date.

**ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth as of August 18, 2006, information with respect to the beneficial ownership of the Company's Common Stock by (i) each person known by the Company to own beneficially 5% or more of such stock, (ii) each Director of the Company who owns any Common Stock, and (iii) all Directors and Officers as a group, together with their percentage of beneficial holdings of the outstanding shares.

The information presented below regarding beneficial ownership of our voting securities has been presented in accordance with the rules of the Securities and Exchange Commission and is not necessarily indicative of ownership for any other purpose. Under these rules, a person is deemed to be a "beneficial owner" of a security if that person has or shares the power to vote or direct the voting of the security or the power to dispose or direct the disposition of the security. A person is deemed to own beneficially any security as to which such person has the right to acquire sole or shared voting or investment power within 60 days through the conversion or exercise of any convertible security, warrant, option or other right. More than one person may be deemed to be a beneficial owner of the same securities. The percentage of beneficial ownership by any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power within 60 days, by the sum of the number of shares outstanding as of such date plus the number of shares as to which such person has the right to acquire voting or investment power within 60 days. Consequently, the denominator used for calculating such percentage may be different for each beneficial owner. Except as otherwise indicated below and under applicable community property laws, we believe that the beneficial owners of our common stock listed below have sole voting and investment power with respect to the shares shown.

**SECURITY OWNERSHIP OF BENEFICIAL OWNERS (1):**

<b>Title of Class</b>	<b>Name</b>	<b>Shares</b>	<b>Percent</b>
Common Stock	John E. Gracik	1,763,696	4.86%
	John Zavoral	1,125,000	3.10%
	First Union Venture Group, LLC	1,900,000(2)	5.23%

**SECURITY OWNERSHIP OF MANAGEMENT:**

<b>Title of Class</b>	<b>Name</b>	<b>Shares</b>	<b>Percent</b>
Common Stock	Trent Sommerville	4,840,100	13.33%
	Jerry Gruenbaum	1,400,000(3)	3.85%
	Kenneth B. Farris	563,636	1.55%
	Thomas Miller	1,200,000	3.30%
All Directors and Executive Officers as a group (5 persons)		8,003,736	22.04%



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- (1) These tables are based upon 36,321,104 shares outstanding as of March 20, 2007 and information derived from our stock records. Unless otherwise indicated in the footnotes to these tables and subject to community property laws where applicable, we believe unless otherwise noted that each of the shareholders named in this table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares which such person has the right to acquire within 60 days as of March 20, 2007. For purposes of computing the percentage of outstanding shares held by each person or group of persons named above on March 20, 2007 any security which such person or group of persons has the right to acquire within 60 days after such date is deemed to be outstanding for the purpose of computing the percentage ownership for such person or persons, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.
- (2) First Union Venture Group, LLC is owned one half by Atty. Jerry Gruenbaum, Secretary, General Counsel and Director of the Company and one half by another individual who is not related to Atty. Gruenbaum or under his control. In addition Jerry Gruenbaum owns 900,000 shares in his own name.
- (3) Jerry Gruenbaum holds 500,000 shares as a result of a 50% interest in First Union Venture Group, LLC. and 900,000 directly in his own name.

### **ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.**

No director, executive officer or nominee for election as a director of our company, and no owner of five percent or more of our outstanding shares or any member of their immediate family has entered into or proposed any transaction in which the amount involved exceeds \$60,000 except as set forth below.

Our management is involved in other business activities and may, in the future become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between our business and their other business interests. We have not and do not intend in the future to formulate a policy for the resolution of such conflicts.

In Springboro, Ohio we lease approximately 39,000 square feet on a month to month lease for \$8,500 per month from a major shareholder of our company. The facilities include 34,000 square feet which is used for manufacturing and 5,000 square feet for office space. The space is used by Mound.

In Columbus, Ohio we lease approximately 70,000 square feet on a five (5) year term from January 1, 2002 through December 31, 2007 for \$20,000 per month from Par Investments, a company related to the president of Evans. The facilities include approximately 67,000 square feet for manufacturing and 3,000 square feet for offices. The space is used by Evans.

In Ramsey, Minnesota we lease approximately 3,000 square feet on a month to month lease for \$7,000 per month from Brad Fritch, the President of Monarch. The facilities include approximately 1,800 square feet of office space and 1,200 square feet for storage. The space is used by Monarch.

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In St. Louis Park, Minnesota we lease approximately 6,975 square feet on a 63 month lease beginning January 1, 2005. The facilities are used as offices for our Karkela employees. The lessor is Larry Karkela, the President of the Karkela subsidiary. The lease required an initial security deposit of \$5,356. We pay our proportionate share of utilities and real estate tax based upon our percentage of occupancy which is 60.1%.

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**ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K**

Exhibit Number	Document Description
3.1	Certificate of Incorporation of Origin Investment Group, Inc. as filed with the Maryland Secretary of State on April 6, 1999, incorporated by reference to the Company's Registration Statement on Form 10-KSB filed with the Securities and Exchange Commission on August 16, 1999.
3.2	Amended Certificate of Incorporation of International Wireless, Inc. as filed with the Maryland Secretary of State on June 12, 2003, incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 12, 2003.
3.3	Amended Certificate of Incorporation of International Wireless, Inc. to change name to Heartland, Inc. as filed with the Maryland Secretary of State on June 12, 2003, incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 15, 2004.
3.4	Bylaws of Origin Investment Group, Inc., incorporated by reference to the Company's Registration Statement on Form 10-SB filed with the Securities and Exchange Commission on August 16, 1999.
10.1	Acquisition Agreement between Evans Columbus, LLS ( Evans ) and Heartland to acquire Evans dated December 30, 2004, incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 4, 2005.
10.2	Acquisition Agreement between Karkela Construction, Inc. ( Karkela ) and Heartland to acquire Karkela dated December 31, 2004, incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 6, 2005.
10.3	Acquisition Agreement between Monarch Homes, Inc. ( Monarch ) and Heartland to acquire Monarch dated December 30, 2004, incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 4, 2005.
10.4	Acquisition Agreement between Persinger's Equipment, Inc. ( Persinger ) and Heartland to acquire Persinger dated July 14, 2005, incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2005.
10.5	Acquisition Agreement between Lee Oil Company, Inc. ( Lee Oil ) and Heartland to acquire Lee Oil dated August 3, 2005, incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 22, 2005.
10.6	Acquisition Agreement between Ney Oil Company ( Ney Oil ) and Heartland to acquire Persinger dated September 12, 2005, incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 22, 2005.
10.7	Acquisition Agreement between Shultz Oil Company, Inc. ( Schultz ) and Heartland to acquire Schultz dated September 21, 2005, incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 27, 2005.

10.8 Letter of Intent between NKR, Inc. d.b.a. Ohio Valley Lumber ( Ohio Valley Lumber ) and Heartland to acquire Ohio Valley Lumber dated September 12, 2005, incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 27, 2005.

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- 31.1 Certification of Chief Executive Officer and the Principal Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act.
- 32.1 Certification of Chief Executive Officer and the Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth fees billed to us by our auditors during the fiscal years ended December 31, 2004 and December 31, 2003 for: (i) services rendered for the audit of our annual financial statements and the review of our quarterly financial statements, (ii) services by our auditor that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as Audit Fees, (iii) services rendered in connection with tax compliance, tax advice and tax planning, and (iv) all other fees for services rendered.

#### (i) Audit Fees

FIRM	FISCAL YEAR 2005	FISCAL YEAR 2004
Meyler & Company, LLC	\$190,000	\$ 100,000

#### (ii) Audit Related Fees

None

#### (iii) Tax Fees

None

#### (iv) All Other Fees

None

#### TOTAL FEES



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<b>FIRM</b>	<b>FISCAL YEAR 2005</b>	<b>FISCAL YEAR 2004</b>
Meyler & Company, LLC	\$190,000.00	\$ 100,000.00

**AUDITFEES.** Consists of fees billed for professional services rendered for the audit of our consolidated financial statements and review of the interim consolidated financial statements included in quarterly reports and services that are normally provided in connection with statutory and regulatory filings or engagements.

**AUDIT-RELATED FEES.** Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under Audit Fees. There were no Audit-Related services provided in fiscal 2004 or 2003.

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TAX FEES. Consists of fees billed for professional services for tax compliance, tax advice and tax planning.

ALL OTHER FEES. Consists of fees for products and services other than the services reported above.

**POLICY ON AUDIT COMMITTEE PRE-APPROVAL OF AUDIT AND PERMISSIBLE NON-AUDIT SERVICES OF INDEPENDENT AUDITORS**

The Company currently does not have a designated Audit Committee, and accordingly, the Company's Board of Directors' policy is to pre-approve all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, and tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent auditors and management are required to periodically report to the Company's Board of Directors regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. The Board of Directors may also pre-approve particular services on a case-by-case basis.

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

HEARTLAND INC.

(Registrant)

Date: March 20, 2007  
Trent Sommerville

By: /s/ Trent Sommerville

Chief Executive Officer

And Chairman of the Board of Directors

Date: March 20, 2007  
Jerry Gruenbaum

By: /s/ Jerry Gruenbaum

Chief Financial Officer

And Member of the Board of Directors

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

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<b>SIGNATURE</b>	<b>NAME</b>	<b>TITLE</b>	<b>DATE</b>
<u>/s/ Trent Sommerville</u>	Trent Sommerville	Chief Executive Officer, Chairman & Director	March 20, 2007
<u>/s/ Jerry Gruenbaum</u>	Jerry Gruenbaum	Chief Financial Officer, Secretary & Director	March 20, 2007
<u>/s/ Thomas C. Miller</u>	Thomas C. Miller	Chief Operating Officer & Director	March 20, 2007
<u>/s/ Kenneth B. Farris</u>	Kenneth B. Farris	Director	March 20, 2007