REE INTERNATIONAL INC.

(A Nevada Corporation)

QUARTERLY REPORT

As of September 30, 2011

All information in this information and disclosure Statement has been compiled to fulfill the disclosure requirements of rule 15c2-11 (a) (5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format set forth in the rule.

No Dealer, salesmen or any other person has been authorized to give any information, or to make any representations, not contained herein in connection with the issuer. Such information or representations, if made, must not be relied upon as having been authorized by the issuer, and:

Delivery of this information file does not at any time Imply that the information contained herein is correct as of any time subsequent to the date first written above.

The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.

Date: February 15, 2012

REE International, Inc.

Tom MacKay TM
President

Item 1: The exact name of the Issuer and the address of its principal offices.

A. The exact name of the Issuer and its predecessor, if any:

The exact name of the Issuer is REE International, Inc.

Name Change history:

- Jun-11 Ree International, Inc.
- Dec-07 Guardian Angel Group, Inc.
- Jan-07 Lonestar Group, Inc.
- Mar-06 US Energy Holdings, Inc.

B. The address of the issuer's principal executive offices.

84 Winnimerest Rd.
Chelsea MA 02150
Telephone: (617) 314 6213

Item (2): The exact title and class of securities outstanding.

Security Symbol:	REEI
Cusip Number:	758 109 102
Common Stock:	190,000,000 common shares authorized, par value $.001
Preferred Stock:	10,000,000 preferred shares authorized, par value $.001

The number of shares or total amount of the securities outstanding for each class of securities authorized.

(i)	Period end date	September 30, 2011	December 31, 2010	December 31, 2009
(ii)	# of shares authorized	190,000,000	75,000,000	75,000,000
(iii)	# of shares outstanding	100,576,282	38,065,528	38,065,528
(iv)	freely tradeable shares	40,076,221	38,064,100	38,064,100
(v)	number of beneficial shareholders	86	73	73
(vi)	number of shareholders	86	73	73

Item 3: Financial Information for the issuer's most recent fiscal period.

(i) The interim financial statements are attached at the end of the Quarterly Update.

(ii) The following interim financial statements are attached

- Balance Sheet for September 30, 2011 and December 31, 2010
- Statement of Income for the Quarters ending September 30, 2011 and 2010
- Statement of cash flows for the Period ended September 30, 2011 and 2010
- Statement of changes in stockholders' equity as of September 30, 2011
- Financial Notes as of September 30, 2011

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Item 4: Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation.

- Over the next twelve months issuer plans to pursue the management of operating companies that are engaged in the mining of rare earth oxides.
- In addition to the $100,000 which the issuer has committed and segregated for Mackay Minerals and Metals, LLC, the issues believes that it will require an additional $200,000 to carry out that activity.
- There is no expected purchase or sale of plant and significant equipment other than the commitment to support the ongoing efforts of Mackay Minerals and Metals, LLC. The support will be drawn from the existing advance and may utilize some of the additional $200,000 referred to above.
- Employee levels will fluctuate with the retention of new contracts and potential expansion of Mackay Minerals and Metals, LLC.

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

Ree International, Inc., although not a new company has limited operating history and no history in this new business plan. The Company has retained a number of consultants to participate in the development and implementation of its current business plan. Each consultant has been retained on a piece work basis and therefore the company will only be liable for the out of pocket costs associated with the project.

Administrative costs consist of the normal operating costs associated with a publically traded corporation. Interest on notes payable has been accrued through September 30. Stock based compensation arises from the compensation paid to retain the consultants referred to in the previous paragraph.

C. Off-Balance Sheet Arrangements.

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Item (5): Legal Proceedings

None

Item (6): Default on senior securities

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None

Item (7): Other Information

- *Shares Authorized increased to 190,000,000 from 75,000,000*

- Shares issued: 100,500,018 shares issued to the following:
  1) 60,000,000 shares issued on August 15, 2011 for professional services at $.001 per share
  2) 40,000,000 shares issued as on August 19, 2011 partial settlement of a note payable at $.001 per share
  3) 500,000 shares issued on August 30, 2011 for professional services at $.001 per share

Item 8: Exhibits

- Amended articles on incorporation increasing the authorized shares.

ITEM 9: <u>Issuer's Certification</u>

I, Tom MacKay, certify that:

1, I have reviewed this annual disclosure statement of Ree International Inc..

2, Based upon my knowledge, this disclosure statement does not contain an untrue statement of a material fact of omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement, and

3, Based upon my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement

February 15, 2011

Tom MacKay
President

REE INTERNATIONAL, INC

Balance Sheets

	September 30, 2011	December 31, 2010
ASSETS		
CURRENT ASSETS		
Loan receivable	100,000	-
Total Current Assets	$ 100,000	$ -
FIXED ASSETS		
Total Fixed Assets	$ -	$ -
TOTAL ASSETS	$ 100,000	$ -
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 23,659	$ 5,150
Notes payable	408,414	176,879
Total current liabilities	$ 432,073	$ 182,029
TOTAL LIABILITIES	$ 432,073	$ 182,029
STOCKHOLDERS' DEFICIT:		
Common stock at $0.001 par value: 190,000,000 shares authorized; 100,576,282 shares issued and outstanding at September 30 2011 and 76,264 shares issued and outstanding at December 31, 2010 Preferred stock at $0.001 par value: none issued as at September 30, 2011 and December 31, 2010.	100,576	76
Warrants outstanding	777,357	777,357
Additional paid-in capital	5,271,810	4,412,310
Deficit	(6,481,816)	(5,371,772)
Total Stockholders' Deficit	(332,073)	182,029
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 100,000	$ -

REE INTERNATIONAL, INC

Statements of Operations

	For the Three Months Ended Septmeber 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
REVENUES	$ -	$ -	$ -	$ -
General and administrative costs	18,509		18,509	
Interest	171,535		171,535	
Stock based compensation	920,000		920,000	
OPERATING EXPENSES	1,110,044	-	1,110,044	-
LOSS FROM OPERATIONS	1,110,044	-	1,110,044	-
LOSS BEFORE TAXES	1,110,044	-	1,110,044	-
INCOME TAXES	-	-	-	-
LOSS FOR THE PEROID	1,110,044	$ -	$ 1,110,044	$ -
LOSS PER COMMON SHARE - BASIC AND DILUTED	$ 0.0150	$ -	$ 0.0445	$ -
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING - BASIC AND DILUTED	73,940,403	76,264	24,968,208	76,264

REE INTERNATIONAL, INC.

Statements of Cash Flows

	For the Nine Months Ended September 30, 2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	$ (1,110,044)	$ -
Adjustments to reconcile net loss to net cash		
used in operating activities	-	-
Non cash stock based compensation	920,000	
Interest expense added to note payable	171,535	
(Increase)decrease in current assets		
Accounts receivable	(100,000)	
Increase in current liabilities		
Accounts payable and accrued liabilities	18,509	
NET CASH USED IN OPERATING ACTIVITIES	- $ (100,000)	-
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of test equipment	-	-
NET CASH USED IN INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES	-	-
Increase in notes payable	100,000	
NET CASH PROVIDED BY FINANCING ACTIVITIES	-	-
NET CHANGE IN CASH	-	-
CASH AT BEGINNING OF PERIOD	-	-
CASH AT END OF PERIOD	$ -	$ -

REE INTERNATIONAL, INC.

Statement of Stockholders' Equity (Deficit)

	Common Stock Shares	Common Stock Amount	Additional paid in capital	Warrants	Deficit	Stockholders' Equity
January 1, 2009	76,264	$ 76	$ 4,412,310	$ 777,357	$(5,371,772)	$ (182,029)
	0	-	-	-	-	-
December 31, 2009	76,264	$ 76	$ 4,412,310	$ 777,357	$(5,371,772)	$ (182,029)
	0	-	-	-	-	-
December 31, 2010	76,264	$ 76	$ 4,412,310	$ 777,357	$(5,371,772)	$ (182,029)
	0	-	-	-	-	-
June 30, 2011	76,264	$ 76	$ 4,412,310	$ 777,357	$(5,371,772)	$ (182,029)
common shares issued, on July 7, for professional services	60,000,000	60,000	810,000	-	-	870,000
common shares issued, on August 15, to comply with reverse round up	18	-	-	-	-	-
common shares issued, on August 19, as partial settlement of note payable	40,000,000	40,000	-	-	-	40,000
common shares issued, on August 30, for professional services	500,000	500	49,500	-	-	50,000
net loss for the period					(1,110,044)	(1,110,044)
September 30, 2011	100,576,282	$ 100,576	$ 5,271,810	$ 777,357	$(6,481,816)	$ (332,073)

NOTE 1 - ORGANIZATION AND OPERATIONS

Company History

Ree International, Inc. (formerly Guardian Angel Group, Inc.) was incorporated under the laws of the State of Nevada on April 21, 1999 under the name "Le Gourmet Co, Inc. After a number of name changes and attempts at various business opportunities the company, developed a business plan as a management company and on April 4, 2011, changed its name to Ree International, Inc.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

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Business Condition and Going Concern

Ree International, Inc. although, not a new company has limited operating history and no history in the new ventures contemplated under its new business plan. This situation raises substantial doubt about its ability to continue as a going concern. The Company plans to fund its operations with capital raised from investors and thereafter from the earned fees and profit sharing agreements, now, in various stages of completion. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

While the Company is attempting to prepare its business plan for market and thereby generate revenue, the Company's cash position may not be sufficient to support the Company's operations. Management is experienced in the new business and intends to raise additional funds by way of a public or private offering. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that these efforts will succeed and that the Company will continue as a going concern. The ability of the Company to continue as a going concern is dependent upon the Company's ability to raise capital and to generate sufficient revenues. .

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Due to the limited level of operations, the Company has not had to make material assumptions or estimates other than the assumption that the Company is a going concern.

Cash equivalents

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

Fair value of financial instruments

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties. The carrying amounts of financial assets and liabilities, such as cash, prepaid expenses and accrued expenses, approximate their fair values because of the short maturity of these instruments and market rates of interest.

Income taxes

The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109 *"Accounting for Income Taxes"* ("SFAS No. 109"). Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

Net loss per common share

Basic loss per common share is computed by dividing loss by the weighted average number of shares of common stock outstanding during each period. Diluted net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period. There were no potentially dilutive common shares outstanding as of January 31, 2009 or 2008.

Recently issued accounting pronouncements

In June 2003, the United States Securities and Exchange Commission ("SEC") adopted final rules under Section 404 of the Sarbanes-Oxley Act of 2002 ("Section 404") , as amended by SEC Release No. 33-8934 on June 26, 2008. Commencing with its annual report for the fiscal year ending July 31, 2010, the Company will be required to include a report of management on our internal control over financial reporting. The internal control report must include a statement

- of management's responsibility for establishing and maintaining adequate internal control over our financial reporting;

- of management's assessment of the effectiveness of our internal control over financial reporting as of yearend;

- of the framework used by management to evaluate the effectiveness of our internal control over financial reporting; and

- our independent accounting firm has issued an attestation report on management's assessment of our internal control over financial reporting, which report is also required to be filed.

Furthermore, in the following year, it is required to file the auditor's attestation report separately on the Company's internal control over financial reporting on whether it believes that the Company has maintained, in all material respects, effective internal control over financial reporting.

In December 2007, the FASB issued FASB Statement No. 141 (Revised 2007) *"Business Combinations"* ("SFAS No. 141(R)"), which requires the Company to record fair value estimates of contingent consideration and certain other potential liabilities during the original purchase price allocation, expense acquisition costs as incurred and does not permit certain restructuring activities previously allowed under Emerging Issues Task Force Issue No. 95-3 to be recorded as a component of purchase accounting. SFAS No. 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008, except for the presentation and disclosure requirements, which shall be applied retrospectively for all periods presented. The Company has not determined the effect that the adoption of SFAS No. 141(R) will have on the financial results of the Company.

In December 2007, the FASB issued FASB Statement No. 160 *"Noncontrolling Interests in Financial Statements - an amendment of ARB No. 51"* ("SFAS No. 160"), which causes noncontrolling interests in subsidiaries to be included in the equity section of the balance sheet. SFAS No. 160 applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008, except or the presentation and disclosure requirements, which shall be applied retrospectively for all periods presented. The Company has not determined the effect that the adoption of SFAS No. 160 will have on the financial results of the Company.

In March 2008, the FASB issued FASB Statement No. 161 *"Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133"* ("SFAS No. 161"), which changes the disclosure requirements for derivative instruments and hedging activities. Pursuant to SFAS No.161, Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008 with early application encouraged. SFAS No. 161 encourages but does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In years after initial adoption, this Statement requires comparative disclosures only for periods subsequent to initial adoption. The Company does not expect the adoption of SFAS No. 161 to have a material impact on the financial results of the Company.

Management does not believe that any other issued, but not yet effective accounting pronouncements, if adopted, would have had a material effect on the accompanying financial statements.

NOTE 3 - DEVELOPMENT OF BUSINESS PLAN

The Company has retained a number of consultants to participate in the development and implementation of its current business plan. Each consultant has been retained on a piece work basis and therefore the company will only be liable for the out of pocket costs associated with the project.

NOTE 4 - EQUITY TRANSACTIONS

No new equity securities were issued during the period January 1, 2009 through June 30, 2011.

On May 12, 2011 the company completed a 1 for 500 common share reverse split.

On July 11, 2011 the company amended its Articles to increase its authorized capital structure to 190,000,000 common shares and 10,000,000 preferred shares all with a par value of $.001.

On July 7, 2011 and August 30, 2011 the company issued 60,000,000 and 500,000 shares respectively, valued at $0.001 per share, for consulting services.

NOTE 5 – INCOME TAXES

Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable on the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities. The company has had no operations during this reporting period and therefore no tax calculation has been employed at this time.

NOTE 6- WARRANTS AND OPTIONS

On December 4, 2003, the Company issued one warrant to a consultant to purchase 3,000,000 shares of the Company's $0.001 par value common stock. The warrant exercise price is $0.50 per share of common stock and substantially all warrants will expire on or before October 31, 2013. The warrant has been determined to have a market value of $777,357 using the Black- Scholes option pricing model with a market value per common share of $0.50, a risk free rate of return of 4.41%, an exercise period of ten years and a volatility of 80% and was discounted for the lack of marketability.

During the two years ended December 31, 2010 and the nine months ended September 30, 2011, no warrants have been exercised.