

# Hire International, Inc.

*Formerly: Talent Alliance, Inc.*

And Subsidiaries

## 2010 3<sup>rd</sup> Quarter Interim Report

Unaudited Consolidated Comparative  
Financial Statements

And

Management Discussion and Analysis

For the Period Ending

September 30, 2010

# Hire International, Inc.

*Formerly: Talent Alliance, Inc.*

And Subsidiaries

Unaudited Consolidated Comparative

Interim Financial Statements

September 30, 2010

500 N. Capital of Texas Hwy

Bldg 3, 2<sup>nd</sup> Floor

Austin, Texas 78746

(512) 879-1590

433532 108

(CUSIP)

Trading Symbol: TLAN.PK

Certification

The accompanying unaudited consolidated interim financial statements of Hire International, Inc and subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial statements. They do not include all information and footnotes required by generally accepted accounting principles. In the opinion of management, the accompanying financial statements, and the notes thereto, represent a fair presentation of the financial position and results of the Company at September 30, 2010 and the results of operations for the 3 month period ending September 30, 2010. The consolidated financial statements notes thereto should be read in conjunction with these financial statements, accordingly these financial statements were not designed to be used without such notes.

/s/ Jeremy Stobie

Chief Executive Officer and Chief Financial Officer

November 15, 2010

**HIRE INTERNATIONAL, INC. (Parent & Subsidiaries)**  
**FORMERLY TALENT ALLIANCE, INC.**

**COMPARATIVE CONSOLIDATED BALANCE SHEET**  
**SEPTEMBER 30, 2010 AND SEPTEMBER 30, 2009**

*Unaudited*

**ASSETS**

CURRENT ASSETS:

Cash and Marketable Securities	\$ 7,248	\$ 7,370
Accounts receivable, net of allowances	286,001	442,900
Other current assets	2,000	2,541
Total current assets	<u>295,249</u>	<u>452,810</u>

PROPERTY AND EQUIPMENT, net 9,574 27,504

INTANGIBLE ASSETS, net 334,898 378,083

GOODWILL 1,350,926 1,350,926

DEPOSITS - 5,123

OTHER ASSETS 564,884 63,526

TOTAL ASSETS \$ 2,555,531 \$ 2,277,973

**LIABILITIES**

CURRENT LIABILITIES:

Accounts payable	\$ 55,591	\$ 196,609
Accrued liabilities	12,675	4,511
Other current liabilities	22,511	179,849
Total current liabilities	<u>90,777</u>	<u>380,969</u>

LONG-TERM LIABILITIES:

Bank debt	590,408	650,450
Notes Payable, Stockholders	367,449	164,390
Notes Payable, Stockholders (Convertible)	163,815	505,618
Other liabilities	29,302	-
Total Long-term liabilities	<u>1,150,975</u>	<u>1,320,458</u>

TOTAL LIABILITIES 1,241,752 1,701,428

**STOCKHOLDERS' EQUITY** 1,313,779 576,546

TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY \$ 2,555,531 \$ 2,277,973

The accompanying notes are an integral part of these unaudited statements

**HIRE INTERNATIONAL, INC. (Parent & Subsidiaries)**  
**FORMERLY TALENT ALLIANCE, INC.**

**CONSOLIDATED COMPARATIVE STATEMENT OF OPERATIONS**  
**FOR THE QUARTER ENDED SEPTEMBER 30, 2010 AND SEPTEMBER 30, 2009**

*Unaudited*

	<b>The Quarter Ended September 30, 2010</b>	<b>The Quarter Ended September 30, 2009</b>
<b>REVENUES:</b>		
Employee Leasing	\$ 1,043,036	\$ 2,136,146
Direct Placement	105,521	101,036
Contingent Staffing	89,486	80,259
China Operations	1,855	7,500
Other revenues	2,400	3,963
Total net revenues	<u>1,242,298.14</u>	<u>2,328,904.18</u>
<b>COST OF REVENUES:</b>		
Payroll and Employee Leasing	1,033,834	2,043,534
Placement Fees - 1099	80,330	(17,115)
Other Costs of Revenue	-	118,883
Total cost of revenues	<u>1,114,163</u>	<u>2,145,302</u>
Gross profit	128,135	183,602
SELLING, GENERAL AND ADMINISTRATIVE	<u>106,602</u>	<u>224,182</u>
INCOME FROM OPERATIONS	21,533	(40,579)
<b>OTHER INCOME (EXPENSES)</b>		
Interest income	-	-
Interest expense	(6,876)	(22,746)
Depreciation	(2,718)	(2,455)
Amortization Expense (Software and Intangibles)	(27,034)	(16,147)
Bad Debts	-	-
Other income (expense)	-	-
Total other income (expense)	<u>(36,628)</u>	<u>(41,348)</u>
INCOME BEFORE INCOME TAXES	(15,095)	(81,928)
INCOME TAXES	-	-
NET INCOME	<u>\$ (15,095)</u>	<u>\$ (81,928)</u>
<b>Basic and Diluted Income or (Loss) Per Common Share</b>		
Continuing Operations - Basic	(0.00004)	(0.00061)
Continuing Operations - Diluted (Conversion of Pref. to Common)	(0.00003)	(0.00054)

The accompanying notes are an integral part of these unaudited statements

**HIRE INTERNATIONAL, INC. (Parent & Subsidiaries)**  
**FORMERLY TALENT ALLIANCE, INC.**

**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**  
**FOR THE QUARTER ENDED SEPTEMBER 30, 2010**  
*Unaudited*

	Common Stock			Preferred Stock			Other Comprehensive Income	Treasury Stock	Retained Earnings	Total
	Shares	Amount	Additional Paid in Capital	Shares	Amount	Additional Paid in Capital				
Balance June 30, 2010	328,265,183	\$ 413,797	\$ 621,415	10,000,000	\$ 10,000	\$ -	\$ -	\$ -	\$ (306,338)	\$ 738,874
Foreign exchange gains (losses)	-	\$ -	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Translation adjustment	-	\$ -	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Treasury stock transaction	100,000,000	\$ 100,000	\$ 490,000	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 590,000
Stock-based compensation	-	\$ -	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net income	-	\$ -	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ (15,095)	\$ (15,095)
Balance September 30, 2010	<u>428,265,183</u>	<u>\$ 413,797</u>	<u>\$ 621,415</u>	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (321,433)</u>	<u>\$ 723,779</u>

**COMMON STOCK:**

Par value = \$.001

Number of Common Shares:

<i>Total Shares Authorized</i>	500,000,000
<i>Total Shares Issued</i>	428,265,183
<i>Total Shares Unissued</i>	171,734,817
<i>Total Shares in Treasury</i>	-
<i>Total Shares Outstanding</i>	428,265,183

**PREFERRED STOCK:**

Par value = \$.001

Number of Preferred Shares:

<i>Total Shares Authorized</i>	30,000,000
<i>Total Shares Issued</i>	10,000,000
<i>Total Shares Unissued</i>	20,000,000
<i>Total Shares in Treasury</i>	-
<i>Total Shares Outstanding</i>	10,000,000

Preferred Stock May Convert to Common at a Ratio of 2.75:1

**FULLY DILUTED FOR PREFERRED CONVERSION (ii)**

Common Stock - Fully Diluted 455,765,183.00

The accompanying notes are an integral part of these unaudited statements

**HIRE INTERNATIONAL, INC. (Parent & Subsidiaries)**  
**FORMERLY TALENT ALLIANCE, INC.**

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**QUARTER ENDED SEPTEMBER 30, 2010**  
*Unaudited*

<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>	
Net income	\$ (15,095)
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	29,752
Bad debt	-
Forgiveness of stockholder debt	-
Other	-
Changes in operating assets and liabilities that provided (used) cash:	
Accounts receivable, net of allowances	-
Other assets	500,000
Stock Issuance for other assets	(500,000)
Accounts payable	(9,639)
Accrued liabilities	1,385
Other current liabilities	(7,721)
Net cash provided by operating activities	<u>(1,319)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>	
Property additions	-
Intangible additions	-
Net cash used in investing activities	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>	
Proceeds (Payments) on bank lines	-
Proceeds (Payments) on notes payable	(44,954)
Debt Conversions to Stock	82,526
Proceeds (Payments) on stockholder loans	(33,553)
Net cash used in financing activities	<u>4,019</u>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<u><u>2,701</u></u>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	4,547
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<u><u>\$ 7,248</u></u>

The accompanying notes are an integral part of these unaudited statements

Hire International, Inc. – TLAN.PK

Notes to Consolidated Financial Statements

(All figures stated in United States Dollars)

Operations:

Hire International, Inc. “The Company” is a global provider of HR Solutions in the United States and The People’s Republic of China. The Company offers direct placement recruiting in a variety of fields, contingent staffing, employee benefits management, employee leasing and the deployment of proprietary HR technology solutions. These solutions include an enterprise vendor management platform and the TalentExchange, which is primarily deployed in the People’s Republic of China “China” and the United States of America.

## 1. Significant accounting policies:

### Basis of presentation:

The accompanying consolidated financial statements of Hire International, Inc. as of September 30, 2010 and September 30, 2009, respectively, are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America.

***Management has elected to omit certain notes to the financial statements including, but not limited to a presentation of fixed assets, leases, commitments and contingencies, intangible assets and contingent guarantees and detailed notes on shareholder transactions.***

### Cash Equivalents

For the purposes of the balance sheet and statement of cash flows, the Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents. Cash balances as of September 30, 2010 were \$7,248.

### Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the bases of certain assets and liabilities for financing and tax reporting. The deferred taxes represent the future tax return consequences of those differences, which will either be deductible or taxable when the assets and liabilities are recovered and or settled.

For the period ending September 30, 2010 no provision for Federal Income Taxes was made as the Company experienced a net GAAP and net taxable loss.

### Intangible Assets

Intangible assets subject to amortization include loan closing costs, legal acquisition costs, and software development costs. These costs are being amortized at their expected useful lives. The total amortization of these intangibles for the period ending September 30, 2010 was \$27,034. Total intangible assets, net of accumulated amortization, as of September 30, 2010 was \$334,898.

### Revenue Recognition

The Company primarily recognizes revenue from services under either fixed fee arrangements or contingent fee arrangement (for recruiting services). The revenue is recognized when invoiced to the Client and earned.

### Trade Accounts Receivable

Trade accounts receivable are reported at the amount management expects to collect from outstanding balances. Differences between the amount due and the amount management expects to collect are reported in the result of operations of the year in which those differences are determined, with an offsetting entry to a valuation allowance for trade accounts receivable. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to trade accounts receivable.

### Advertising

The Company expenses advertising costs as incurred.

### Revolving Line of Credit

The Company had a revolving line of credit in the amount of \$350,00.00 with Wachovia Bank (which is now Wells Fargo) which was restructured into a fully amortizing 4 year loan late in 2009. This short period amortization puts additional pressure on the Company to pay down its debts, and increases the likelihood that the Company will default on these payments. The outstanding balance on this loan as of September 30, 2010 was \$255,556.

### Debt Conversions into Stock

Debt holders who convert their debt into common stock may do so at their election. In January of 2010 Jeremy Stobie and Matthew Cartwright converted \$50,000 of their debt into 50,000,000 fully paid shares of common stock. Other non-affiliated shareholders converted \$100,000 of debt into 110,000,000 shares of the Company's stock in the first quarter of 2010, the charge reduced the amount of debt and increase shareholder equity by a like amount. There were no such conversions from April 1, 2010 through June 30, 2010. During the current period, on August 24, 2010 Jeremy Stobie, Matthew Cartwright and on behalf of Christopher Beck, converted \$90,000 of their notes receivable into 90,000,000 restricted common shares of the



Company's stock. The effective stock value of these conversion was \$0.001 or par value.

## 2. Going Concern

*As shown in the accompanying financial statements, the Company incurred a net loss of (\$15,095) during the period ended September 30, 2010. While total assets exceed total liabilities as of September 30, 2010, these assets are not readily saleable (primarily concentrated in Goodwill and Intangibles). Those factors, as well as the uncertain conditions that the Company faces regarding its loan agreements (as discussed in Note 1), create an uncertainty about the Company's ability to continue as a going concern. Management of the Company is developing a plan to reduce its liabilities through issuance of additional stock to its shareholders. The ability of the Company to continue as a going concern is dependent on acceptance of the plan by the Company's creditors and share holders/investors. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern*

## 3. Stockholder Lending Activities

During the period ending March 31, 2008 two shareholders, Matthew Cartwright and Jeremy Stobie and their affiliated entities advanced approximately \$1,305,888 in shareholder loans and other advances to the Company. During the 2008 fiscal year, and for the benefit of the Company, Matthew Cartwright and Jeremy Stobie forgave approximately \$350,000 of such loans in the interest of improving the Company's cash position and balance sheet. Additionally in 2008, these parties also converted \$75,000 each, respectively, for a total of \$150,000 to common restricted stock at a purchase price of fifteen cents (.15). In 2009 these parties converted \$151,572 into common stock of the Company. In the first quarter of 2010 these parties converted \$50,000 of their debt into common stock of the Company. The loans were shown as outstanding to accurately reflect purchase method goodwill for the consolidated entities. In the third quarter of 2010 these shareholders converted \$90,000 of this debt into 90,000,000 shares of restricted common stock.

## 3. Convertible Subordinated Notes Payable:

The Company's \$163,815 of Convertible Subordinated Notes ("Convertible Notes") are due December 31, 2011, such notes are convertible at the election of the note holders, no sooner than December 31, 2008, in whole or in part into shares of common stock equal to a ratio of 1.25 times the outstanding value of the note at a stock price equal to the 60 day daily average price of the common stock of the company for the 60 days immediately preceding the receipt of notice of conversion. The Board of Directors may, in its discretion, allow the conversion of these debts at lower values. The note holders converted \$151,572 of their notes in 2009 at a purchase price of .005 cents per share and \$50,000 of their notes in the first quarter of 2010 at a purchase price of .001 cents per share. There were no such conversions during the second quarter of 2010. None of these notes were converted in the 3<sup>rd</sup>

Quarter of 2010, however, non convertible notes of \$90,000 were converted into restricted common stock during the quarter.

#### 4. Stock Based Compensation

The financial statement period covered by this report reflects the following issuances of stock as compensation for services:

Shares Issued	None
Expense Recognized	None

#### 5. Prior Period Adjustments

There were no prior period adjustments during this period.

#### 6. Allowance for Doubtful Accounts

Due to the acquisition of various subsidiaries for the period covered, an allowance for doubtful accounts was established of \$51,784 for the period ending 12/31/2008. Management elected not to adjust this amount in 2009. In 2008, management was concerned with the quality of some of the receivables and has taken this charge to more fairly present the financial condition of the Company. In the third quarter of 2010 no allowances or reinstatements were made.

#### 7. Related Party Transactions.

The Company pays for accounting services of Urbina & Company, PLLC, of which Mr. Jeremy Stobie (the Company's Chief Financial Officer) is also a Partner of the firm. The Firm does not provide any audit or attestation services to the Company.

On September 28, 2010 the Company closed its transaction with Hua Neng Long Yuan Technology Company Beijing, Ltd. ("HNLY") to acquire a minority interest of HNLY. The Company will issue 50,000,000 restricted shares to HNLY (at an agreed upon pricing of \$.05 per share) in consideration for the acquisition of a 10% variable ownership interest in HNLY. Established in 1992 with offices throughout greater China, HNLY is a privately held electronics and software distributor in Beijing, China. The Company issued 10,000,000 of these shares at closing and is obligated to issue the additional 40,000,000 shares by November 30, 2010, with new certificates reflecting the name change.

The transaction was recorded at an estimated fair value of \$500,000. No appraisal was made of the HNLY interest, and correspondingly the market value of the Hire International shares on the day of the transaction was only \$100,000. HNLY is owned 35% by Mr. Xiao Hai Wang, who is also Mr. Jeremy Stobie's father in law. Mr. Xiao Hai Wang is a resident of Beijing, and a Citizen of the People's Republic of China.

## 8. Books and Records

Adequate books and records did not exist for some of the subsidiaries as of the date of the production of these financial statements. While management believes that these financial statements reflect fairly the results of operations and financial position of the Company as of the date of shown, it is possible that upon further reconstruction of the books and records of several of the subsidiaries material adjustments will need to be made to the financial statements. Management believes that these adjustments may or may not have a material effect on the presentation of the financial statements, namely with regard to fixed assets in 2007, retained earnings in 2007, additional paid in capital for the period ending 12/31/2007 and presentation of accounts receivable in 2007.

## 9. Significant Events

On September 3, 2010 the Company expanded its authorized share issuance to 950,000,000.

On September 23, 2010 the Company changed its name to Hire International, Inc. from Talent Alliance, Inc.

## 10. Subsequent Events

None

THE REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK

# Hire International, Inc.

And Subsidiaries

## Management's Discussion and Analysis

**For the Quarter Ending**

**September 30, 2010**

500 N Capital of Texas Hwy

Building 3, 2<sup>nd</sup> Floor

Austin, Texas 78746

(512) 879-1590

433532 108

(CUSIP)

Trading Symbol: TLAN.PK

This Management Discussion and Analysis (“MD&A”) reviews the activities of Hire International, Inc. (“Hire”, “We” or “Us”) and its subsidiaries for the period ending September 30, 2010. This MD&A should be read in conjunction with the unaudited consolidated financial statements and accompanying notes for all relevant periods. Copies of which are attached, and are also filed on the Pinksheets.com website. Additionally, news and other information regarding the Company is available on the Company’s website [www.hire-intl.com](http://www.hire-intl.com).

The Company prepares its consolidated financial statements in accordance with accounting standards generally accepted in the United States for interim financial information. All dollar amounts presented are expressed in United States Dollars unless otherwise noted.

Such presentation for comparative financial statements for the period ending September 30, 2010 is made on the basis of fair reporting for the transaction that occurred on May 27, 2008 whereby all of the assets, and stock in Computer Engineering Organization, Inc. – DBA Hire International “Hire International”, and its subsidiaries were acquired in a stock transaction by SPI Worldwide whereby shareholders of Hire International received the majority controlling interest in SPI Worldwide. Such transactions are commonly referred to as “reverse mergers”.

**Pursuant to fair presentation of financial information Hire International, SPI Worldwide and all subsidiaries of both companies are hereby presented in the 2008 comparative financial statements as consolidated even though such entities were not legally consolidated until May 27, 2008.**

As such the consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated.

#### **FORWARD LOOKING INFORMATION**

Except of statements of historical fact, the discussion and analysis of financial performance and position including, without limitation, statement regarding projections, future plans, and objectives of Hire International, Inc. are forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements are based on management experience, historical results, current expectations and analyses, trends, government policies, and current business and economic conditions, including Hire’s analysis of its product and service offerings and its expectations regarding the effects of anticipated product and service offering changes and the potential benefits and such efforts and activities on Hire’s results of operations in future periods. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from those anticipated in such statements. Additionally, with an increasingly volatile business and capital environment globally management believes that less reliance should be placed on current financial results as indicative of potential future results.

## **DESCRIPTION AND OVERVIEW OF THE BUSINESS**

### **Who we are**

Hire International, Inc. is a global provider of human resources, hiring, and talent management solutions. These solutions include contingent staffing services, permanent placement recruiting, military transition recruiting, technology outsourcing, employee leasing and benefits management, and proprietary technology solutions. The Company has operations in Texas, Shanghai China, Beijing China, Florida and California.

Our focus is to continue to expand our business globally, most notably in the People's Republic of China ("China") where we already have a base of operations, clients and revenues, and grow our business here in the United States.

### **What we do**

Our service offerings are primarily divided into one of 5 categories:

#### **Employee Leasing and Benefits Management**

Our employee leasing and benefits management business is centered on the concept of driving HR costs down for employers. We manage payroll processing, employee benefits, employer tax and federal tax filings, and offer insurance coverage via our group policies. The payroll administration services include record keeping, making payroll tax deposits, reporting payroll taxes and related matters. This results in much lower costs to employers as they not only do not need to manage this process but also it generally yields much lower state unemployment rates and workers compensation coverage which reduces net payroll costs. We generally charge fees for these services in the form of a per payroll fee, per employee, per check or per report fee.

The subsidiary company has been providing these services since 1989.

#### **Contingent Staffing Services**

Our contingent staffing services business provides temporary or permanent workers to businesses worldwide. Our staffing services generally hire the employee full time and then "lease" them out to client companies for an increased margin of profit. We generally manage the payroll and benefits of the employee, however the client usually directs the employee in his or her daily responsibilities. We provide the services to companies in the manufacturing, technology, offshore development centers, finance and accounting fields. These engagements may be temporary for reasons of seasonality, manufacturing cycles, co-employment or may be long term in nature.

The subsidiary company has been providing these services since 1996.

## **Military Transition Job Placement**

Military transition job placement services are provided through our wholly owned subsidiary Soar Consulting, Inc.

Soar Consulting specializes in military transition jobs, matching transitioning junior military officers (JMOs) and enlisted leaders and technicians with some of America's top companies interested in recruiting candidates with developmental potential.

Soar's unique structure for military transition differentiates SOAR from other JMO recruiters because our leadership team works personally with candidates (JMO, enlisted, and technical) and client corporations.

As America's fastest growing military recruitment firm, SOAR Consulting is committed to exceeding the expectations of their military candidates and their client corporations.

With a customer list that includes Fortune 500 members and emerging growth companies, SOAR Consulting sources talent from the military to match specific skill sets within civilian companies.

In addition to traditional candidate presentation; Soar provides unique Focused Hiring Events™ whereby candidates are brought to client's facilities for on-site interviews and location tours. This provides the perfect opportunity to conduct all necessary interviewing, testing, and administer any drug/background tests.

Soar Consulting has been providing these services since 2002.

## **Permanent Placement Recruiting**

Permanent placement recruiting matches open positions from our clients with our screened candidates. These positions are generally hired to a full time basis by the client and we are paid a consulting or recruiting placement fee.

Our subsidiary has been providing these services since 1996.

## **Technology Solutions**

We have developed several proprietary software applications, primarily for deployment in the People's Republic of China.

### Vendor Management System "VMS"

Hire International continues to develop proprietary information technology (VMS) to facilitate all Staffing expansion requirements in a competitive, developing marketplace.

The Vendor Management Solutions (VMS) is designed for both Permanent Placement and Contract worker needs.

Our vendor management solution is a web-based application that acts as a fluid medium for business to manage and procure staffing services in most cases contract workers and other contingent workforce. Features of the VMS application include order distribution, consolidated billing and expense tracking, customizable and standard KPI reporting that drastically outperform manual systems and processes.

Our VMS, as an ASP, is fully configurable on a client-by-client basis for both permanent placements and contract worker depending on the market and client's specific and unique needs.

#### Hire International "Talent Exchange"

Coupled with the expected deployment of the VMS, the organization is developing a "Global Talent Marketplace" or the "Talent Exchange". This is essentially a product that is created as a business-to-business offshoot of the Vendor Management system, built on our existing enterprise hardened technology.

The talent exchange allows employers to post job requirement and statistics, and allows qualified recruiters to post applicants, employers to schedule interviews and make hires directly through the website. This allows a low cost, fully managed procurement process for small to medium sized companies who may like the features and benefits of the VMS but find the installation, process change and costs prohibitive.

Vendors and applicants are rated on the system using our proprietary algorithm for quick review and decision-making capability.

Access fees are charged to the recruiters for varying levels of use and access to the system.

#### Job Boards

The Hire International Job Boards focus on providing job seekers leading edge access to industry specific niche careers centered around military transition or global talent acquisition. The Company's primary job boards are the following:

[www.chinajobzone.com](http://www.chinajobzone.com)

[www.securityjobzone.com](http://www.securityjobzone.com)



These five general service offerings focus on two key elements of the HR services industry, Talent Acquisition and Talent Management; as such these are our cornerstones.

## **Our History**

The operational company was founded in 1996 to provide technology outsourcing and contingent staffing services under the name Computer Engineering Organization, Inc. In 2007 the Company began doing business under the name Hire International in response to the globalization of the Company's offerings and expansion of its service offerings outside of the high-technology industry contingent-staffing arena. Initially, the operating business was founded to offer contingent staffing services and software development outsourcing in the United States. Over the years the Company added permanent placement recruiting to this suite of offerings. Through strategic mergers and acquisitions the Company has grown to add professional military transition recruiting and job placement service and employee leasing services in the last two years.

In 2007 we established an office in Shanghai, China via a foreign invested joint venture. We spent the majority of 2007 continuing to develop our proprietary software platforms in China with the expectation to launch those offerings, and our normal services offerings, in 2008 and 2009, which we have done. Our growth model in China has been slowed somewhat due to the global economic recession and as such the Company is constantly revising its operational plan and launch dates for further service offerings.

We are working to continue to grow our brand via organic growth and strategic acquisitions in the United States and in China.

## OVERALL PERFORMANCE

### Selected Period Comparative Information

	Quarter Ended 30-Sep-10	Quarter Ended 30-Sep-09
Total Revenue	1,242,298	2,328,904
Net Income (Loss)	(15,095)	(81,928)
EBITDA	21,533	(40,579)
Per Share (Common)	(0)	(0)
Long Term Liabilites	1,150,975	1,320,458
Cash Dividends	-	-
Selling General and Administrative	106,602	224,182

#### Revenue

Revenue for the period ending was \$1,043,036. Revenue per business category was the following compared to the same period in 2009:

Revenue by Business	Quarter Ended 30-Sep-10	Quarter Ended 30-Sep-09
Direct Placement	1,043,036	2,136,146
Employee Leasing	105,521	101,036
Contingent Staffing	89,486	80,259
China Operations	1,855	7,500
Other Revenues	2,400	3,963
Total	1,242,298	2,328,904

Revenues for the period show a significant decrease from the same period 2009. This decrease was \$1,086,606 or 46.65%. This was due primarily to two factors

- 1) The Global Hiring Recession
- 2) Our re-focus on profitable and competitive businesses. We chose NOT to renew numerous client contracts and did not continue our relationship with clients that did not produce reasonable margins. *This strategy to refocus on our more profitable activities was responsible for at least \$600,000 of the decrease in revenue, but it was also responsible for our ability to dramatically reduce our G&A spend, which is the first step to our global re-launch.*

*The general slowdown in the global economy and a corresponding slowdown in almost all of our business units, and has put a major strain on our operating resources.*

#### EBITDA

The Company experienced EBITDA of \$21,533 for the 3<sup>rd</sup> Quarter of 2010 vs. EBITDA of (\$40,579) for the same period in 2009.

#### **The following is a discussion of certain expense categories:**

##### *Selling general and administrative*

The consolidated companies experienced selling general and administrative expenses for the period covered of \$106,602. SGA expenses are lower by \$224,182 as the Company reduces its expenses as the first measure to re-launch its global offerings. The Company reduced the SGA as part of a concerted, measured re-approach to its business whereby all non-essential expenditures (in the opinion of management) are ceased and the Company is focusing on high value high return clients rather than high volume low return clients.

##### *Amortization*

Amortization for the period covered did not change.

##### *Bad Debt*

The Company made no changes to its bad debt provision in the third quarter of 2010.

##### *Income Tax*

No provision for income tax has been made for the third quarter of 2010 as the Company has not experienced net taxable income in 2010. No provision for deferred income tax was taken as of the date of the financial statements, as we have discounted them as a valuation allowance.

## **Operations**

### Contingent Staffing

Contingent Staffing revenues for the period were \$89,486. Management believes that this level of revenues is the result of a general slowdown in Corporate spending as a result in the overall dramatic slowdown in the United States economy, however this does represent an improvement of 11.49% over the similar period of 2009. The Company will continue to market these services to existing clients, but will also expand this service offering to Companies that are in industries currently experiencing a growth cycle such as oil and energy services.

The Company began to offer these services in China in November of 2007. As of December 31, 2007 the Company has had active employees that are staffed at companies in China and working for Companies in the United States on contract. These employees are leased on assignment from another client company to the end user of these services, a local Chinese services business. The Company intends to expand the scope of these offerings in China and expand its presence worldwide in the contingent staffing and recruiting arena.

### Employee Leasing

Our employee leasing business has also been affected by the economic slowdown. Additionally, the Company elected to not renew certain client contracts thereby removing approximately 6 clients from the active client rolls and reducing gross revenues associated with these accounts by approximately \$600,000 for the period.

The Company has plans to market and offer these services on a much broader scale in the United States in further periods in 2010. The Company's marketing plan includes creating a defined integrated offering for the Company's employee leasing solutions in addition to the offering of its contingent staffing solutions as an integrated employee management program.

### Recruiting

Recruiting revenues for the period covered were \$105,521 which represents an increase in recruiting revenues from 2009 third quarter results of \$101,036. This was the result of a pick-up in new open job orders.

## **FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES**

**Comparisons made are from the September 30, 2010 Balance Sheet Date to Current, as stated in the Company's 2010 3rd Quarter Interim Report**

### **Cash and Accounts Receivable**

Cash for the periods compared decreased from \$7,370 to \$7,248. For the same period accounts receivable decreased from \$442,900 to \$286,001.

## **Software Development Costs**

The Company continued the development of its proprietary Vendor Management System and Talent Exchange in 2009, however it did not experience any software development costs in the third quarter of 2010. The total software development expenses incurred for this period were \$0.00. The Company will maintain a staff of developers and continually improve and customize its applications for customers and the market, however, these costs will be expensed as incurred as our software is currently in production. The Company began to amortize previously capitalized software development costs that have been placed in service as of January 1, 2009.

## **Liabilities**

Total liabilities decreased during the period from \$1,701,428 to \$1,241,752 which represents a decrease of \$459,676.

## **Shareholder's Equity**

Shareholder's equity increased during this period from \$576,549 to \$1,313,779. This was primarily due to debt conversions to equity, and the acquisition of the HNLV interest for stock, which was recorded at \$500,000.

## **Dividend**

The payment of dividends to shareholders will depend on a number of factors such as earnings, the Company's financial requirements and other factors that the Board of Directors considers relevant in the circumstances. The Company currently does not have the intention to pay dividends on the common or preferred shares. The Board of Directors will review this policy, from time to time, as circumstances change. To date Hire has not declared or paid any dividends on any of its shares.

## **Transactions with related parties**

All related party transactions are recorded at the exchange amounts as agreed upon by the related parties.

In the second quarter of 2010, the Company incurred \$2,700 accounting fees for accounting/bookkeeping services provided by a company that an officer of the Company is also a Senior Partner of. This amount is included in the presentment of the financial statements.

On September 28, 2010 the Company closed its transaction with Hua Neng Long Yuan Technology Company Beijing, Ltd. ("HNLV") to acquire a minority interest of HNLV. The Company will issue 50,000,000 restricted shares to HNLV (at an agreed upon pricing of \$.05 per share) in consideration for the acquisition of a 10% variable ownership interest in HNLV. Established in 1992 with offices throughout greater China, HNLV is a privately held electronics and software distributor in Beijing, China. The Company issued 10,000,000 of these shares at closing and is

obligated to issue the additional 40,000,000 shares by November 30, 2010, with new certificates reflecting the name change.

The transaction was recorded at an estimated fair value of \$500,000. No appraisal was made of the HNLV interest, and correspondingly the market value of the Hire International shares on the day of the transaction was only \$100,000. HNLV is owned 35% by Mr. Xiao Hai Wang, who is also Mr. Jeremy Stobie's father in law. Mr. Xiao Hai Wang is a resident of Beijing, and a Citizen of the People's Republic of China

## **RISK AND UNCERTAINTY FACTORS**

### **History of losses and anticipate that we may see continued losses for the foreseeable future**

The Company has incurred a net loss in the reporting period of (\$15,095). The Company's business plan does include the further development of its technology applications and further spending to expand the current business in China. As a result, it is foreseeable that the Company will continue to sustain losses. The Company's ability to continue as a going concern is dependent on a myriad of factors, including the acceptance of its technology products and service offerings in China and successful execution of its business units in the United States, and most importantly the Company's access to additional capital. The outcome of these matters, as well as the ultimate survival prospects of the Company cannot be predicted at this time. At present the Company is reliant on shareholder loans to service its commercial debt.

### **Seasonality and Susceptibility to Economic Trends**

Historically the Company (and its subsidiaries) have been subject to both seasonality in their operations and are highly effective by general economic trends in their operating countries. The United States and China are currently undergoing a dramatic economic slowdown and some components of our business have been adversely affected by this slowdown.

### **Exchange Rate**

The reporting currency of the Company is the United States Dollar. The value of the RMB is tied to a basket of currencies of China's largest trading partners, and is not freely convertible currency. The appreciation of RMB against the US Dollar would result in an increase in the asset, liabilities and revenues and expenses of its Chinese business units and a foreign currency gain would be included in comprehensive income. Conversely, the devaluation of RMB against the US Dollar would result in the decrease of the assets, liabilities, revenues and the expenses of the Company and a foreign currency loss included in comprehensive income. The rate fluctuation may or may not have a material impact on TA's consolidated financial reporting.

## **Controlled Company**

Concentration of ownership among our principal stockholders may prevent new investors from influencing significant corporate decisions.

## **Tax and Legal Systems in China**

The Company, through its subsidiaries, expects to conduct a significant amount of business in China. China currently has a number of laws related to various taxes imposed by both federal and regional government authorities. Applicable taxes include the value added tax, corporate income tax (profits tax), and payroll (social) taxes together with others. Laws related to these taxes have not been in force for a significant period, in contrast to more developed market economies; therefore implementing regulations are often unclear or nonexistent. Often, differing opinions regarding legal interpretation exist both among and with government ministries and organizations; thus, creating uncertainties and areas of conflict. Tax declarations, together with other legal compliance areas (as examples, customs and currency control matters) are subject to review and investigation by a number of authorities, which are enabled by law to impose extremely severe fines, penalties and interest charges. These facts create tax risks in China substantially more significant than typically found in countries with more developed tax systems.

Management believes that the Company is and will remain in substantial compliance with the tax laws effecting its operations; however, the risk remains that the relevant authorities could take differing positions with regard to interpretive issues and the effects could be significant. The fact a year has been reviewed does not close that year, or any tax declaration applicable to that year, for further review.

## **Competition**

The human resource marketplace is a highly competitive and fragmented industry that is experiencing an unprecedented slow down and recession. Many smaller HR services businesses are failing or producing much lower revenues.

The human capital marketplace is a multi-hundred billion dollar industry encompassing tens of thousands of suppliers selling hundreds of different products and services including recruitment and staffing, employee benefits, payroll, training and development and more. There is a significant amount of competition in the marketplace for the Company's products and services.

Management feels that it has a significant competitive advantage in size, pricing, services offerings and speed of deployment in China at the current time, however, there are many global players who offer very similar products and services entering the Chinese market already and are more still entering the United States market – where competition is already significant.

## **Funds Remittance from China**

Earnings and profits may be distributed freely from United States Operations, however funds remittance from China to the United States parent may be more complex. Provided that a conversion of Renminbi into foreign exchange and the remittance of foreign exchange are duly arranged in accordance with the relevant laws and regulations on foreign exchange, a Foreign Investment Enterprise (“FIE”) is able to remit dividends and other payments from China.

According to the 1999 Circular on Relevant Questions Concerning the Remittance of Profits, Dividends and Bonuses out of China Through Designated Foreign Exchange Banks, effective from 1 October 1999, an FIE is permitted to remit profits, dividends and bonuses out of China in proportion to the amount of registered capital that has been paid up, notwithstanding that its registered capital has not been paid up pursuant to its constitutional documents.

## **Management**

The Company currently has a small executive management group, which is sufficient for its present size and operations. Although the Company’s development to date has largely depended on and in the future will continue to depend upon the efforts of certain current executive management, the loss of a member of this group could have a material adverse effect on the Company.

## **Acquisitions**

The Company will continue to make key strategic acquisitions for companies in both the United States and in China. Historical financial results of these acquired companies may not be an indicator of future performance, therefore, it is possible that the Company may end up acquiring an operating company that becomes a financial burden to the consolidated group. This may happen in the United States and China. In this event it is possible that by acquiring an operating business, even in a wholly stock transaction that the Company becomes less financially viable than before the acquisition.

It is also possible, namely in China, that an acquired Company may have significant legal and tax liabilities what were not made clear to the Company at the time of the transaction. While management exercises due care while performing due diligence on an acquired company (or target), it is possible that these liabilities may not be known to the Company until an enforcement action has begun. In this event, it is possible that the economic results of these actions may exceed the coverage of any indemnifications or escrow accounts created for these purposes.

## **H1N1 and Other Pandemic Diseases**

Business disruptions as a result of a global pandemic, or the threat of a pandemic, may adversely impact our ability to produce and deliver our services or may adversely impact customer demand.



## **Significant accounting policies:**

**While these notes are also included in the Company's Quarterly report management feels that they are of import to the Readers of this MD&A and has elected to also include them in this presentation.**

### **1. Significant accounting policies:**

#### Basis of presentation:

The accompanying consolidated financial statements of Hire International, Inc. as of September 30, 2010 and September 30, 2009, respectively, are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America.

***Management has elected to omit certain notes to the financial statements including, but not limited to a presentation of fixed assets, leases, commitments and contingencies, intangible assets and contingent guarantees and detailed notes on shareholder transactions.***

#### Cash Equivalents

For the purposes of the balance sheet and statement of cash flows, the Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents. Cash balances as of September 30, 2010 were \$7,248.

#### Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the bases of certain assets and liabilities for financing and tax reporting. The deferred taxes represent the future tax return consequences of those differences, which will either be deductible or taxable when the assets and liabilities are recovered and or settled.

For the period ending September 30, 2010 no provision for Federal Income Taxes was made as the Company experienced a net GAAP and net taxable loss.

#### Intangible Assets

Intangible assets subject to amortization include loan closing costs, legal acquisition costs, and software development costs. These costs are being amortized at their expected useful lives. The total amortization of these intangibles for the period ending September 30, 2010 was \$27,034. Total intangible assets, net of accumulated amortization, as of September 30, 2010 was \$334,898.

### Revenue Recognition

The Company primarily recognizes revenue from services under either fixed fee arrangements or contingent fee arrangements (for recruiting services). The revenue is recognized when invoiced to the Client and earned.

### Trade Accounts Receivable

Trade accounts receivable are reported at the amount management expects to collect from outstanding balances. Differences between the amount due and the amount management expects to collect are reported in the result of operations of the year in which those differences are determined, with an offsetting entry to a valuation allowance for trade accounts receivable. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to trade accounts receivable.

### Advertising

The Company expenses advertising costs as incurred.

### Revolving Line of Credit

The Company had a revolving line of credit in the amount of \$350,000.00 with Wachovia Bank (which is now Wells Fargo) which was restructured into a fully amortizing 4 year loan late in 2009. This short period amortization puts additional pressure on the Company to pay down its debts, and increases the likelihood that the Company will default on these payments. The outstanding balance on this loan as of September 30, 2010 was \$255,556.

### Debt Conversions into Stock

Debt holders who convert their debt into common stock may do so at their election. In January of 2010 Jeremy Stobie and Matthew Cartwright converted \$50,000 of their debt into 50,000,000 fully paid shares of common stock. Other non-affiliated shareholders converted \$100,000 of debt into 110,000,000 shares of the Company's stock in the first quarter of 2010, the charge reduced the amount of debt and increase shareholder equity by a like amount. There were no such conversions from April 1, 2010 through June 30, 2010. During the current period, on August 24, 2010 Jeremy Stobie, Matthew Cartwright and on behalf of Christopher Beck, converted \$90,000 of their notes receivable into 90,000,000 restricted common shares of the Company's stock. The effective stock value of these conversion was \$0.001 or par value.

## 2. Going Concern

*As shown in the accompanying financial statements, the Company incurred a net loss of (\$15,095) during the period ended September 30, 2010. While total assets exceed total liabilities as of September 30, 2010, these assets are not readily saleable*

*(primarily concentrated in Goodwill and Intangibles). Those factors, as well as the uncertain conditions that the Company faces regarding its loan agreements (as discussed in Note 1), create an uncertainty about the Company's ability to continue as a going concern. Management of the Company is developing a plan to reduce its liabilities through issuance of additional stock to its shareholders. The ability of the Company to continue as a going concern is dependent on acceptance of the plan by the Company's creditors and share holders/investors. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern*

### 3. Stockholder Lending Activities

During the period ending March 31, 2008 two shareholders, Matthew Cartwright and Jeremy Stobie and their affiliated entities advanced approximately \$1,305,888 in shareholder loans and other advances to the Company. During the 2008 fiscal year, and for the benefit of the Company, Matthew Cartwright and Jeremy Stobie forgave approximately \$350,000 of such loans in the interest of improving the Company's cash position and balance sheet. Additionally in 2008, these parties also converted \$75,000 each, respectively, for a total of \$150,000 to common restricted stock at a purchase price of fifteen cents (.15). In 2009 these parties converted \$151,572 into common stock of the Company. In the first quarter of 2010 these parties converted \$50,000 of their debt into common stock of the Company. The loans were shown as outstanding to accurately reflect purchase method goodwill for the consolidated entities. In the third quarter of 2010 these shareholders converted \$90,000 of this debt into 90,000,000 shares of restricted common stock.

### 3. Convertible Subordinated Notes Payable:

The Company's \$163,815 of Convertible Subordinated Notes ("Convertible Notes") are due December 31, 2011, such notes are convertible at the election of the note holders, no sooner than December 31, 2008, in whole or in part into shares of common stock equal to a ratio of 1.25 times the outstanding value of the note at a stock price equal to the 60 day daily average price of the common stock of the company for the 60 days immediately preceding the receipt of notice of conversion. The Board of Directors may, in its discretion, allow the conversion of these debts at lower values. The note holders converted \$151,572 of their notes in 2009 at a purchase price of .005 cents per share and \$50,000 of their notes in the first quarter of 2010 at a purchase price of .001 cents per share. There were no such conversions during the second quarter of 2010. None of these notes were converted in the 3<sup>rd</sup> Quarter of 2010, however, non convertible notes of \$90,000 were converted into restricted common stock during the quarter.

### 4. Stock Based Compensation

The financial statement period covered by this report reflects the following issuances of stock as compensation for services:

Shares Issued	None
---------------	------

Expense Recognized	None
--------------------	------

## 5. Prior Period Adjustments

There were no prior period adjustments during this period.

## 6. Allowance for Doubtful Accounts

Due to the acquisition of various subsidiaries for the period covered, an allowance for doubtful accounts was established of \$51,784 for the period ending 12/31/2008. Management elected not to adjust this amount in 2009. In 2008, management was concerned with the quality of some of the receivables and has taken this charge to more fairly present the financial condition of the Company. In the third quarter of 2010 no allowances or reinstatements were made.

## 7. Related Party Transactions.

The Company pays for accounting services of Urbina & Company, PLLC, of which Mr. Jeremy Stobie (the Company's Chief Financial Officer) is also a Partner of the firm. The Firm does not provide any audit or attestation services to the Company.

On September 28, 2010 the Company closed its transaction with Hua Neng Long Yuan Technology Company Beijing, Ltd. ("HNLY") to acquire a minority interest of HNLY. The Company will issue 50,000,000 restricted shares to HNLY (at an agreed upon pricing of \$.05 per share) in consideration for the acquisition of a 10% variable ownership interest in HNLY. Established in 1992 with offices throughout greater China, HNLY is a privately held electronics and software distributor in Beijing, China. The Company issued 10,000,000 of these shares at closing and is obligated to issue the additional 40,000,000 shares by November 30, 2010, with new certificates reflecting the name change.

The transaction was recorded at an estimated fair value of \$500,000. No appraisal was made of the HNLY interest, and correspondingly the market value of the Hire International shares on the day of the transaction was only \$100,000. HNLY is owned 35% by Mr. Xiao Hai Wang, who is also Mr. Jeremy Stobie's father in law. Mr. Xiao Hai Wang is a resident of Beijing, and a Citizen of the People's Republic of China.

## 8. Books and Records

Adequate books and records did not exist for some of the subsidiaries as of the date of the production of these financial statements. While management believes that these financial statements reflect fairly the results of operations and financial position of the Company as of the date of shown, it is possible that upon further reconstruction of the books and records of several of the subsidiaries material

adjustments will need to be made to the financial statements. Management believes that these adjustments may or may not have a material effect on the presentation of the financial statements, namely with regard to fixed assets in 2007, retained earnings in 2007, additional paid in capital for the period ending 12/31/2007 and presentation of accounts receivable in 2007.

## 9. Significant Events

On September 23, 2010 the Company changed its name to Hire International, Inc. from Talent Alliance, Inc.

## 10. Subsequent Events

None

## **OUTLOOK**

The company is continuing to develop and offer its service offerings in the United States. In parallel to this effort the Company is continuing to develop its technology and service offerings in the People's Republic of China. The Company has and will continue to deploy its applications and deploy such applications in China and the United States.

In the event that the global economy rebounds the Company expects to grow again in 2010 and 2011. In the event that the economic slowdown continues, the Company expects further erosion to its gross revenues and net income which may result in a shut down or liquidation of the business.

***Due to the high correlation of the Company's business with the global economic environment, and the current state of the Economic environment, the Company's Management believes that an investment in the Company should be considered extremely high risk and should only be made by someone who can afford to lose all of his or her investment. Due to the fact that the Company has little operating capital it will finance further investment and operations with the Company's stock, which will be highly dilutive to the existing shareholders due to the Company's very low stock price.***

THE REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK

PINK OTC ISSUERS CONTINUING DISCLOSURE ADDENDUM

For the Period Ending September 30, 2010

Item 1: Exact name of Issuer and address of principal executive office:

The Exact Name of the Issuer is:

Hire International, Inc.

The Corporation's Principal Office is:

Hire International, Inc.  
500 N. Capital of Texas hwy  
Bldg 3, 2<sup>nd</sup> Floor  
Austin, Texas 78746

Item 2: Shares Outstanding (as of 06/30/2010):

Total Common Shares Outstanding:	428,265,183
<u>Total Preferred Shares Outstanding:</u>	<u>10,000,000</u>
Total Common and Preferred:	438,265,183
Total Authorized (Common):	900,000,000
Total Authorized (Preferred):	20,000,000
Freely Tradable Shares:	126,863,137
Shareholders of Record:	81
Number of Beneficial Owners:	72
Par Value Common:	.01
Par Value Preferred:	.01
Voting Structure Common:	1:1
Voting Structure Preferred:	100:1
Dividend Rights:	None for Preferred or Common

Preferred Conversion: 2.75 Preferred to Common after 12/31/2010

Material Rights Preferred or Common: Material Voting Rights Vest with Preferred Shareholders

Change of Control Prevention: Preferred Control

Item 3: Interim Financial Statements:

Attached to this document as “2010 3<sup>rd</sup> Quarter Interim Report”

Item 4: Management’s Discussion and Analysis:

Attached to this document as “Management Discussion and Analysis”

Item 5: Legal Proceedings:

Lawsuit filed against Soar Consulting, Inc by one of its former contractors Mr. Hal Zabrowski. A class action lawsuit was filed in California against Soar Consulting, our permanent placement division and wholly owned subsidiary, by one of its former independent contractor account executive. The claim asserts that the contractor (a private individual and an LLC) should have been classified as an employee rather than a contractor under California state law and is therefore entitled to relief for such “misclassification”. The Company believes that the claim is baseless, frivolous, without merit and intends to defend this claim vehemently to the extent economically feasible. The Company intends to file a cross complaint against the plaintiff in this matter. The Company believes that its maximum financial exposure in the matter will not exceed \$40,000.00.

As of the date of this report, but not inclusive of the coverage period, (i.e. conditions occurring after the report period) the Company has settled litigation whereby a Client, Seaton Corp, discovered that it overpaid the Company. The Company was not aware of this overpayment until noticed by Seaton Corp, and as soon as it was made aware tried to enter into a payment plan to repay these amount. However, Seaton Corp did not agree to a payment plan and filed suit in Illinois State Court. The Company agreed with Seaton that the error was made, and that the funds are owed to Seaton. Therefore, the Parties agreed to a judgment reflecting such. The Amount of the judgment and attorneys fees is approximately \$68,000 and the Company intends to repay these funds. The Company paid \$15,000 of this obligation on November 5, 2010. The total amount outstanding under this settlement is \$43,000.

The Company is involved in other proceedings from time to time, but as of the date of the release of this report they are not material or have been settled.

Item 6: Defaults Upon Senior Securities:

None.

Item 7: Other Information:

None.

Item 8: Exhibits:

Attached as "2010 3rd Quarter Interim Report" or "Management Discussion and Analysis".



Item 9: Certification

The certifying individual below hereby certifies that:

- A. I have reviewed the Quarterly Financial Statements (attached hereto), the MDA for the period covered and the attached "Pink OTC Continuing Disclosure Addendum" and,
- B. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- C. Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material aspect the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

/S/ Jeremy G. Stobie

Chief Executive Officer and Chief Financial Officer and Secretary

November 15, 2010

THE REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK