HEARTLAND, INC.
Form 10-Q
November 16, 2009

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

# FORM 10-Q

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

For the quarterly period ended September 30, 2009

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

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

| | | |
|---|---|---|
| Maryland | 000-27045 | 36-4286069 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification Number) |

1005 N. 19th Street
Middlesboro, KY 40965
(Address of principal executive offices) (Zip Code)

606-248-7323
(Registrant's telephone no., including area code)

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

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

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

Large accelerated filer o Accelerated filer o

Non accelerated filer o (Do not check if a smaller reporting company) Smaller reporting company x

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:  As of November 5, 2009, there were 44,667, 558 shares of common stock, $.001 par value per share, outstanding.

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HEARTLAND, INC.

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PART I. FINANCIAL INFORMATION

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

HEARTLAND, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

| | Sept. 30, 2009 (Unaudited) | Dec. 31, 2008 |
|---|---|---|
| CURRENT ASSETS | | |
| Cash | $3,337,694 | $4,101,692 |
| Accounts receivable, net | 5,777,642 | 4,885,878 |
| Inventory | 4,042,648 | 2,775,635 |
| Prepaid expenses and other current assets | 170,628 | 817,666 |
| Total current assets | 13,328,612 | 12,580,871 |
| | | |
| PROPERTY, PLANT AND EQUIPMENT, net | 13,119,751 | 10,256,234 |
| | | |
| OTHER ASSETS | 757,747 | 68,112 |
| | | |
| Total assets | $27,206,110 | $22,905,217 |

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

LIABILITIES AND STOCKHOLDERS' EQUITY

| | Sept. 30, 2009 (Unaudited) | Dec. 31, 2008 |
|---|---|---|
| CURRENT LIABILITIES | | |
| Accounts payable | $3,406,498 | $2,741,435 |
| Other current liabilities | 1,329,104 | 1,244,170 |
| Current portion of notes payable | 4,011,381 | 1,205,594 |
| Current portion of notes payable to related parties | 120,521 | 129,127 |
| Total current liabilities | 8,867,504 | 5,320,326 |
| | | |
| LONG-TERM OBLIGATIONS | | |
| Notes payable, less current portion | 7,685,539 | 8,204,783 |
| Notes payable to related parties, less current portion | 3,240,124 | 3,330,872 |
| Other long-term liabilities | 1,841,547 | 878,215 |
| Total long term liabilities | 12,767,210 | 12,413,870 |
| Total liabilities | 21,634,714 | 17,734,196 |
| | | |
| STOCKHOLDERS' EQUITY | | |
| Preferred stock $0.001 par value 5,000,000 shares authorized, 2,370,000 shares issued and outstanding | 2,370 | 2,370 |
| Additional paid-in capital – preferred stock | 713,567 | 713,567 |
| Common stock, $0.001 par value 100,000,000 shares authorized; 44,667,558 and 42,759,047 shares issued and outstanding at Sept. 30, 2009 and Dec. 31, 2008, respectively | 44,668 | 42,759 |
| Additional paid-in capital – common stock | 17,440,011 | 17,011,726 |
| Accumulated deficit | (12,629,220) | (12,599,401) |
| Total stockholders' equity | 5,571,396 | 5,171,021 |
| | | |
| Total Liabilities and Stockholders' Equity | $27,206,110 | $22,905,217 |

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

HEARTLAND, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2009 | 2008 | 2009 | 2008 |
| SALES | $24,874,767 | $5,425,498 | $67,392,032 | $15,684,082 |
| Cost of goods sold | (22,204,230) | (4,337,807) | (59,559,303) | (12,908,296) |
| Gross profit | 2,670,537 | 1,087,691 | 7,832,729 | 2,775,786 |
| EXPENSES | ( 2,637,282 ) | (467,083 ) | ( 7,602,252 ) | (1,338,386 ) |
| NET OPERATING (LOSS)INCOME | 33,255 | 620,608 | 230,477 | 1,437,400 |
| Other income (expense) | (154,967 ) | (64,145 ) | (268,010 ) | (49,681 ) |
| (LOSS) INCOME BEFORE INCOME TAXES | (121,712 ) | 556,463 | (37,533 ) | 1,387,719 |
| Federal and state income taxes | | | | |
| Income taxes, current period | (25,597 ) | - | (73,152 ) | - |
| Income tax benefit, deferred | 33,228 | - | 88,340 | - |
| (LOSS) INCOME FROM CONTINUING OPERATIONS | (114,081 ) | 556,463 | (22,345 ) | 1,387,719 |
| LESS: Preferred Dividends | (14,813 ) | (14,812 ) | (44,439 ) | (44,438 ) |
| NET (LOSS) INCOME AVAILABLE TO COMMON STOCKHOLDERS | $(128,895 ) | $541,651 | $(66,784 ) | $1,343,281 |

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

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

(Unaudited)

| | Nine Months Ended September 30, 2009 | Nine Months Ended September 30, 2008 |
|---|---|---|
| NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES | $(498,823) | $1,216,816 |
| | | |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Net payments for property, plant and equipment | (3,848,133) | (1,374,020) |
| Net proceeds from disposition of assets | 260,000 | - |
| NET CASH USED IN INVESTING ACTIVITIES | (3,588,133) | (1,374,020) |
| | | |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Net proceeds from notes payable | 3,422,312 | 686,934 |
| Net payments on notes to related parties | (99,354) | (74,845) |
| Payments on capital lease | - | (34,891) |
| Proceeds from issuance of common stock | - | 220,000 |
| NET CASH PROVIDED BY FINANING ACTIVITIES | 3,322,958 | 797,198 |
| | | |
| (DECREASE) INCREASE IN CASH | (763,998) | 639,994 |
| | | |
| CASH, BEGINNING OF PERIOD | 4,101,692 | 216,570 |
| | | |
| CASH, END OF PERIOD | $3,337,694 | $856,564 |
| | | |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION | | |
| Interest paid | $702,774 | $57,669 |
| Taxes paid | $73,152 | $- |
| | | |
| NON CASH INVESTING AND FINANCING ACTIVITIES | | |
| Amortization of deferred compensation as share based compensation | $75,231 | $90,000 |
| Issuance of common stock for services and settlement | $315,000 | $- |
| Issuance of common stock in payment of convertible promissory notes & accrued interest | $32,490 | $124,377 |
| Issuance of common stock for dividends | $7,473 | $83,379 |
| Purchase of Mound facilities by settlement of amount to/from former landlord | $- | $141,657 |
| Settlement of amount due from landlord | $- | $426,321 |
| Settlement of amount due to landlord | $- | $284,664 |

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

HEARTLAND, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
SEPTEMBER 30, 2009

## NOTE A BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with Regulation S-K promulgated by the Securities and Exchange Commission and do not include all of the information and notes required by generally accepted accounting principles in the United States for complete financial statements. In the opinion of management, these interim financial statements include all adjustments, which include only normal recurring adjustments, necessary in order to make the financial statements not misleading. The results of operations for such interim periods are not necessarily indicative of results of operations for a full year. The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto of the Company and management's discussion and analysis of financial condition and results of operations included in the Company's Annual Report for the year ended December 31, 2008 as filed with the Securities and Exchange Commission on Form 10-K.

The balance sheet at December 31, 2008 has been derived from the audited financial statements of that date, but does not include all of the information and notes required by accounting principles generally accepted in United States of America for complete financial statements.

We have evaluated subsequent events that have occurred since the end of the quarter through November 4, 2009.

## NOTE B COMMON STOCK

During the quarter ended September 30, 2009, the Company issued 75,000 shares of common stock. The shares were valued based on the share price on September 15, 2009 and a total expense of $30,000 was recorded as an operational expense.

During the quarter ended June 30, 2009, the Company authorized the issuance of 886,362 shares of common stock. The issuance related to the following:

| Description | Quantity | Closing Price Date |
|---|---|---|
| Board Compensation | 136,362 | June 15, 2009 |
| Employment Contract – Tom Miller | 750,000 | Valued at $0.15/share |
| | 886,362 | |

During the quarter ended March 31, 2009, the Company authorized the issuance of 947,149 shares of common stock. The issuance related to the following:

| Description | Quantity | Closing Price Date |
|---|---|---|
| Stock Dividend | 28,377 | Monthly average |
| Conversion of Debt & Related Interested | 32,410 | Set by note at $1/share |
| Board Compensation | 136,362 | March 15, 2009 |
| Employment Contract – Randy Frevert | 750,000 | Valued at $0.15/share |
| | 947,149 | |

HEARTLAND, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
SEPTEMBER 30, 2009

NOTE C EARNINGS PER SHARE

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

The following table sets forth the computation of basic and diluted earnings per share for the nine months ended September 30:

| | | 2009 | | | 2008 |
|---|---|---|---|---|---|
| Basic: | | | | | |
| Net income available to common stockholders | $ | (66,784 | ) | $ | 1,343,281 |
| Weighted average common shares outstanding | | 44,023,582 | | | 37,017,096 |
| Income per share | $ | (0.00 | ) | $ | 0.04 |
| | | | | | |
| Diluted: | | | | | |
| Net income available to common stockholders | $ | (1 | ) | $ | 1,343,281 |
| Adjusted weighted average common shares outstanding | | (1 | ) | | 39,879,976 |
| Income per share | $ | (1 | ) | $ | 0.03 |

The following table sets forth the computation of basic and diluted earnings per share for the three months ended September 30:

| | | 2009 | | | 2008 |
|---|---|---|---|---|---|
| Basic: | | | | | |
| Net (loss) income available to common stockholders | $ | (128,895 | ) | $ | 541,651 |
| Weighted average common shares outstanding | | 44,592,558 | | | 37,998,822 |
| (Loss) income per share | $ | (0.00 | ) | $ | 0.01 |
| | | | | | |
| Diluted: | | | | | |
| Net income available to common stockholders | | (1 | ) | $ | 541,651 |
| Adjusted weighted average common shares outstanding | | (1 | ) | | 40,596,008 |
| Income per share | | (1 | ) | $ | 0.01 |

(1) Due to the net loss available to common shareholders, adding diluting securities to the denominator would not properly reflect earnings per share.

NOTE D BUSINESS SEGMENTS

The consolidated financial statements include the accounts of Heartland, Inc. ("Heartland") and its wholly owned subsidiaries, Mound Technologies, Inc. ("Mound"), Lee Oil Company, Inc. ("Lee Oil"), and Heartland Steel, Inc. ("HS") for the three and nine month periods ending September 30, 2009. Mound was the only operating segment for the three and nine month periods ending September 30, 2008.

All significant intercompany accounts and transactions have been eliminated.

HEARTLAND, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
SEPTEMBER 30, 2009

NOTE D BUSINESS SEGMENTS (Continued)

The following table reflects the Company's segments for the three and nine month periods ended September 30, 2009:

| | Holding Company (Heartland) | Oil Distributor (Lee Oil) | Steel Fabricator (Mound) | Steel Distributor (HS) | Consolidated |
|---|---|---|---|---|---|
| Total Assets | $2,755,369 | $12,846,136 | $7,950,402 | $3,654,203 | $27,206,110 |
| Three Months | | | | | |
| Revenues from External Customers | - | 21,481,262 | 3,291,515 | 101,990 | 24,874,767 |
| Intersegment Revenues | - | - | - | 544,345 | 544,345 |
| Gross Margins | - | 2,248,389 | 373,075 | 49,073 | 2,670,537 |
| Loss From Operations | | | | | |
| Before Income Taxes | (401,796) | 270,936 | 134,499 | (125,350) | (121,712) |
| Nine Months | | | | | |
| Revenues from External Customers | - | 57,199,442 | 9,555,517 | 637,073 | 67,392,032 |
| Intersegment Revenues | - | - | - | 544,345 | 544,345 |
| Gross Margins | - | 6,143,442 | 1,615,463 | 73,824 | 7,832,729 |
| Loss From Operations | | | | | |
| Before Income Taxes | (1,163,470) | 724,289 | 840,217 | (438,568) | (37,533) |

Total assets increased by approximately $3.5 million from the amount reported in the December 31, 2008 annual report because of the construction of the building at HS. All revenue and gross margins for the periods prior to October 1, 2008 would be attributable to Mound since it was the only operating segment during the first three quarters of 2008. The expenses related to Heartland were $215,766 and $600,994 for the three and nine month periods ended September 30, 2008 respectively.

NOTE E CONSTRUCTION NOTE

On April 9, 2009, the Company entered into a $2 million construction note with a related party bank for the construction of the future home of HS. The note bears interest at 7.75% and will be converted into a long-term note once construction is completed (not to exceed two years). At the time of conversion, the note will have a term of 20 years. The note is collateralized by the building that is being constructed.

NOTE F SUBSEQUENT EVENTS

As of November 1, 2009, the Company has completed the construction on the building referenced in Note E and has officially moved the HS operations to that location. The Company is currently working with the related party bank to convert the construction note into a normal long-term note. Upon conversion, of which there is no guarantee, the Company will reclassify the presentation of the note from a short-term liability to a long-term liability.

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

The following discussion should be read in conjunction with the financial statements included in this Form 10-Q. The following discussion and analysis provides certain information, which the Company's management believes is relevant to an assessment and understanding of the Company's results of operations and financial condition for the quarterly period ended September 30, 2009. 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 thereo other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. From time to time, we or our representatives have made or may make forward-looking statements, orally or in writing. Such forward-looking statements may be included in our various filings with the SEC, or press releases or oral statements made by or with the approval of our authorized executive officers.

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

Overview

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

- Mound – Steel Fabrication – Primarily focused on the fabrication of metal products including structural steel, steel stairs and railings, bar joists, metal decks, and other miscellaneous steel products.
- Lee Oil – Oil Distribution – Primarily focused on the wholesale and retail distribution of petroleum products including those sold to the motoring public through our retail locations.
- Heartland Steel – Wholesale Steel – This is a startup segment of the business that we are developing into a service center for the distribution of steel products. This segment of the business will not be fully operational until later in the 2009.

Results of Operations

Nine months ended September 30, 2009 as compared to the nine months ended September 30, 2008

The main differences between the results of operations from the first three quarters of 2008 to the first three quarters of 2009 can be attributed primarily to the Lee Oil acquisition that took place in the fourth quarter of 2008 and the startup of operations relating to Heartland Steel. A further breakdown is provided in NOTE D – BUSINESS SEGMENTS of the financial statements.

Revenues. Revenues increased for the three months ended September 30, 2009 to $24,874,767 from $5,425,498 for the three months ended September 30, 2008. Revenues increased from $15,684,082 to $67,392,032 for the nine months ended September 30, 2008 and 2009 respectively.

Cost of Goods Sold. Cost of Goods Sold increased for the three and nine months ended September 30, 2009 to $22,204,230 and $59,559,303 from $4,337,807 and $12,908,296 for the three and nine months ended September 30, 2008.

Gross Profit. Gross Profits increased for three months ended September 30, 2009 to $2,670,537 from $1,087,691 for the three months ended September 30, 2008. The gross profit for the nine months ended September 30, 2009 was $7,832,729 and $2,775,786 for the nine months ended September 30, 2008.

Expenses. Expenses increased for three months ended September 30, 2009 to $2,637,282 from $467,083 for the three months ended September 30, 2008. Expenses rose from $1,338,386 to $7,602,252 for the nine months ended September 30, 2008 and 2009 respectively. In addition to the expenses attributed to the Lee Oil acquisition, the current nine month period ending September 30, 2009 includes expenses related to two employment contracts. The chief operating officers of both Mound and HS were issued 750,000 shares of common shares each as an inducement to enter into long-term employment contracts. These shares were valued based on the share price on the date of authorization and expensed accordingly. The total expense recorded was $225,000.

Other (expense) income. The interest expense recorded for the nine months ended September 30, 2009 was $702,774 compared to the $57,669 expense recorded for the nine months ended September 30, 2008. This was primarily attributable to the interest associated with the acquisition of Lee Oil. The interest relating to the construction of the new HS building is being capitalized until the construction is completed. The interest expense related to the new construction will begin in November. See Note E.

Net Income Before income Taxes. Net Income before Income Taxes decreased for the nine months ended September 30, 2009 to a loss of $37,533 from a profit $1,387,719 for the nine months ended September 30, 2008. This decrease is primarily attributable some costs associated with the startup at Heartland Steel including the expensing of the shares associated with the chief operating officers employment contract, additional interest expense associated with the Lee Oil acquisition in the fourth quarter of 2008, and lower gross revenues and profits generated from the Mound operations.

Liquidity and Capital Resources

Sources of Liquidity

As of September 30, 2009, the Company had accumulated deficit of $12,629,220. As of December 31, 2008, the Company had accumulated deficit of $12,599,401.

The Company has used $498,823 in operating activities for the nine months ended September 30, 2009 primarily to fund additional accounts receivable and inventory. We consider this to be normal with the price of oil and steel both rising and would expect a reversal if these prices begin to fall.

The Company has used $3,588,133 in investing activities for the nine months ended September 30, 2009 primarily related to the construction of a building for the HS operations.

The Company's generated cash flow from financing activities of $3,322,958 for the nine months ended September 30, 2009 primarily related to a construction loan as described in NOTE E – CONSTRUCTION NOTE of the financial statements.

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

As of September 30, 2009, the Company believes that cash on hand, cash generated by operations, and available bank borrowings will be sufficient to pay trade creditors, operating expenses in the normal course of business, and meet all of its bank and subordinate debt obligations for the next 12 months.

Due to the current price of our common stock, we do not expect to fund future projects through the issuance of shares but rather will fund such projects through cash on hand and financing, if available.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures
With the participation of the Chief Executive Officer (the principal executive officer) and Chief Financial Officer (the principal financial officer); the Company’s management has evaluated the effectiveness of the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), as of the end of the quarterly period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our chief executive officer and our chief financial officer concluded that our disclosure controls and procedures are not effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. The ineffectiveness of our disclosure controls and procedures is the result of certain deficiencies in internal controls constituting material weaknesses as discussed below. The material weaknesses identified did not result in the restatement of any previously reported financial statements or any other related financial disclosure, nor does management believe that it had any effect on the accuracy of the Company's financial statements for the current reporting period.

The Company has limited accounting personnel with significant knowledge of generally accepted accounting principles and lacks enough segregation of duties for there to be proper internal controls over all accounting and financial reporting operations. The lack of sufficient staff with significant knowledge of generally accepted accounting principles or oversight from outside parties could result in ineffective oversight and monitoring.

The Company is currently reviewing its policies and is evaluating its disclosure controls and procedures so that it will be able to determine the changes it can and should make to make such controls more effective.

Changes in Internal Controls over Financial Reporting

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

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

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

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

### ITEM 1A. RISK FACTORS

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

### ITEM 2. UNREGISTER SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The Company issued 75,000 shares to its directors during the quarter ended September 30, 2009. The associated cost of $30,000 was expensed in the quarter.

During the quarter ended June 30, 2009, the Company issued 750,000 shares of common stock to Tom Miller, pursuant to the terms of his employment agreement and 136,362 shares of common stock to its directors.

During the quarter ended March 31, 2009, the Company issued 28,377 shares of common stock as a stock dividend, 32,410 shares of common stock for the conversion of debt and related interest, 136,362 shares as board compensation and 750,000 shares to Randy Frevert pursuant to the terms of his employment agreement.

The above securities were offered and sold to the above parties in private placement transactions made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 and/or Rule 506 promulgated under Regulation D thereunder. Each of the investors are accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

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

None

### ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

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

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

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

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

SIGNATURES

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

HEARTLAND, INC.
(Registrant)

Date: November 16, 2009

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

Date: November 16, 2009

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