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

FORM 10-Q

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

For the quarterly period ended June 30, 2010

or

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

For the transition period from __________ to __________

Commission file number: 000-53704

AMP HOLDING INC.
(Exact name of registrant as specified in its charter)

TITLE STARTS ONLINE, INC.
(Former name of registrant in its charter)

Nevada	**26-1394771**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4540 Alpine Avenue, Blue Ash, Ohio 45242
(Address of principal executive offices) (Zip Code)

513-360-4704
Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☒

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, $0.001 par value per share	**23,535,402**
(Class)	(Outstanding at August 16, 2010)

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

AMP Holding Inc.
(A Development Stage Company)
Balance Sheets
June 30, 2010 and December 31, 2009

	June 30, 2010 (Unaudited)	December 31, 2009
Assets		
Current assets:		
Cash in bank	$ 26,361	$ -
Deposits	9,855	8,500
Prepaid expenses	-	5,188
	36,216	13,688
Property, plant and equipment:		
Software	5,325	5,325
Equipment	118,426	118,426
Automobile prototypes	54,003	56,366
	177,754	180,117
Less accumulated depreciation	126,068	114,111
	51,686	66,006
	$ 87,902	$ 79,694
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Cash overdraft	$ -	$ 2,523
Accounts payable	676,227	319,441
Accounts payable, related parties	273,669	62,442
Customer Deposits	78,393	96,000
Notes payable	150,000	60,000
Shareholder advances	43,000	43,000
	1,221,289	583,406
Commitments and contingencies	-	-
Stockholders' equity (deficit):		
Series A preferred stock, par value of $.001 per share 75,000,000 shares authorized, 9,000 shares issued and outstanding at June 30, 2010 and 8,375 shares issued and outstanding at December 31, 2009	9	8
Common stock, par value of $.001 per share 5,900,000,000 shares authorized, 20,922,902 shares issued and outstanding at June 30, 2010 and 17,769,836 shares issued and outstanding at December 31, 2009	20,923	1,270
Additional paid in capital	3,867,647	2,859,962
Stock based compensation	362,971	-
Accumulated deficit during the development stage	(5,384,937)	(3,364,952)
	(1,133,387)	(503,712)
	$ 87,902	$ 79,694

See accompanying notes to financial statements.

AMP Holding Inc.
(A Development Stage Company)
Statements of Operations
For the Three and Six Months Ended June 30, 2010 and 2009
and the Period From Inception,
February 20, 2007, to March 31, 2010

	Three Months Ended		Six Months Ended		Since Date of Inception, February 20, 2007 to
	June 30, 2010 (Unaudited)	June 30, 2009 (Unaudited)	June 30, 2010 (Unaudited)	June 30, 2009 (Unaudited)	June 30, 2010 (Unaudited)
Sales	$ -	$ -	$ -	$ -	$ -
Expenses:					
Payroll and payroll taxes	311,202	148,306	588,428	286,146	1,928,864
Employee benefits	23,782	11,119	46,114	26,965	187,686
Employee travel and lodging	39,610	4,750	47,646	10,070	138,149
Employee meals and entertainment	3,180	-	6,804	183	13,991
Stock based compensation	362,971	-	362,971	-	362,971
Batteries and motors and supplies	69,407	2,934	214,646	24,147	858,184
Legal and professional	96,873	13,301	219,642	50,100	733,610
Advertising	1,788	11,332	39,079	20,791	321,919
Depreciation	9,885	9,176	18,846	18,353	149,454
Rent expense	25,500	6,450	49,585	15,030	112,535
Insurance expense	22,044	3,461	39,293	3,461	81,527
Network access charges	1,191	926	3,069	1,778	10,469
Bank service charges	1,181	158	1,520	162	4,176
Utilities	5,245	4,527	15,485	8,377	50,013
Employee relocation	-	-	-	-	10,000
Consulting	75,401	-	190,663	-	190,663
Engineering temporary labor	64,720	-	138,217	-	158,440
Facilities, repairs & maintenance	4,066	1,885	13,603	11,705	35,961
Interest	3,331	3,030	7,109	3,030	7,109
Freight and other	4,276	202	8,722	451	23,770
	1,125,653	221,557	2,011,442	480,749	5,379,491
Net loss from operations during the development stage	(1,125,653)	(221,557)	(2,011,442)	(480,749)	(5,379,491)
Other income (loss):					
Gain (Loss) on sale of assets	(680)	-	(8,543)	2,097	(5,446)
Net loss during the development stage	$ (1,126,333)	$ (221,557)	$ (2,019,985)	$ (478,652)	$ (5,384,937)
Basic loss per share	$ (0.06)	$ (2.23)	$ (0.11)	$ (5.01)	$ (0.30)
Weighted average number of common shares outstanding	20,284,819	99,260	19,067,113	95,632	17,964,428

See accompanying notes to financial statements.

AMP Holding Inc.
(A Development Stage Company)
Statements of Cash Flows
For the Three and Six Months Ended June 30, 2010 and 2009
and the Period From Inception,
February 20, 2007, to March 31, 2010

	Three Months Ended		Six Months Ended		Since Date of Inception, February 20, 2007 to
	June 30, 2010	June 30, 2009	June 30, 2010	June 30, 2009	June 30, 2010
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Cash flows from operating activities:					
Net loss during the development stage	$ (1,126,333)	$ (221,557)	$ (2,019,985)	$ (478,652)	$ (5,384,937)
Adjustments to reconcile net loss from operations to cash used by operations:					
Depreciation	9,885	9,176	18,846	18,353	149,454
Loss (Gain) on sale of assets	680	-	8,543	(2,097)	5,446
Stock based compensation	362,971	-	362,971	-	380,711
Advertising	-	-	-	-	50,000
Effects of changes in operating assets and liabilities:					
Prepaid expenses and deposit	(1,355)	-	3,833	-	(9,855)
Accounts payable	174,892	(31,507)	356,786	(37,228)	738,669
Accounts payable, related parties	54,660	8,837	211,227	8,837	211,227
Customer deposits	(17,607)	50,000	(17,607)	50,000	78,393
Net cash used by operations	(542,207)	(185,051)	(1,075,386)	(440,787)	(3,780,892)
Cash flows from investing activities:					
Capital expenditures	(28,969)	(26,482)	(28,969)	(26,482)	(178,202)
Proceeds on sale of assets	3,900	-	15,900	16,000	32,900
Advance to related party	-	-	-	1,980	-
Net cash provided (used) by investing activities	(25,069)	(26,482)	(13,069)	(8,502)	(145,302)
Cash flows from financing activities:					
Cash overdraft	-	(16,953)	(2,523)	-	-
Proceeds from notes payable	-	-	100,000	-	160,000
Shareholder advances	-	25,000	-	37,500	43,000
Issuance of common and preferred stock	534,960	250,000	1,017,339	400,000	3,749,555
Net cash provided by financing activities	534,960	258,047	1,114,816	437,500	3,952,555
Change in cash	(32,316)	46,514	26,361	(11,789)	26,361
Cash at inception, February 20, 2007					-
Cash at December 31, 2008				58,303	
Cash at March 31, 2009		-			
Cash at June 30, 2009		$ 46,514		$ 46,514	
Cash at December 31, 2009			-		
Cash at March 31, 2010	58,677				
Cash at June 30, 2010	$ 26,361		$ 26,361		$ 26,361

Supplemental disclosure of non-cash activities:
Vehicles valued at $61,284 were contributed as consideration for issuance of common stock during the period from inception, February 20, 2007, to December 31, 2007.
Consulting services valued at $50,000 were accepted as consideration for issuance of common stock on October 1, 2008.
On March 4, 2010 a note payable of $10,000 was converted to 29,750 shares of common stock.

See accompanying notes to financial statements.

SUMMARY OF SIGNIFICANT ACCOUNTING PRINICPLES:
The following accounting principles and practices are set forth to facilitate the understanding of data presented in the financial statements:

Nature of operations
AMP Holdings Inc., formerly known as Title Starts Online, Inc. (the Company), incorporated in the State of Nevada in 2007 with $3,100 of capital from the issuance of common shares to the founding shareholder. On August 11, 2008 TSO received a Notice of Effectiveness from the U.S. Securities and Exchange Commission, and on September 18, 2008, the Company closed a public offering in which it accepted subscriptions for an aggregate of 200,000 shares of its common stock, raising $50,000 less offering costs of $46,234. With this limited capital TSO did not commence operations and remained a "shell company" (as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended).

On December 28, 2009, the Company entered into and closed a Share Exchange Agreement with the Shareholders of Advanced Mechanical Products, Inc. (n/k/a AMP Electric Vehicles, Inc.) (AMP) pursuant to which the Company acquired 100% of the outstanding securities of AMP in exchange for 1,063,636 shares of TSO common stock. Considering that, following the merger, the AMP Shareholders control the majority of the outstanding voting common stock of the Company, and effectively succeeded TSO's otherwise minimal operations to those that are AMP. AMP is considered the accounting acquirer in this reverse-merger transaction. A reverse-merger transaction is considered and accounted for as a capital transaction in substance; it is equivalent to the issuance of AMP securities for net monetary assets of the Company, which are deminimus, accompanied by a recapitalization. Accordingly, goodwill or other intangible assets have not been recognized in connection with this reverse merger transaction. AMP is the surviving entity and the historical financials following the reverse merger transaction will be those of AMP. The Company was a shell company immediately prior to the acquisition of AMP pursuant to the terms of the Share Exchange Agreement. As a result of such acquisition, the Company operations are now focused on the design, marketing and sale of modified automobiles with an all electric power train and battery systems. Consequently, we believe that acquisition has caused the Company to cease to be a shell company as it now has operations. The Company formally changed its name to AMP Holdings Inc. on May 24, 2010.

AMP, a developing stage company, is a technology-driven business that delivers a full-performance, all electric, power train for passenger vehicles. Operating with three specific approaches, the Company converts existing internal combustion engine based vehicles to AMP designed and manufactured all electric powertrains, provides original equipment manufacturers (OEM's) with AMP designed and manufactured modular electric components, and provides electric powertrain engineering and consulting services to end-users. For the immediate future, the Company is concentrating on the first approach, conversions. The Company has not recorded revenue since inception in February 2007, and is developing its operations through a sale, design and manufacturing facility located in Cincinnati, Ohio.

The primary product and service being developed and marketed by the Company is centered on an all electric power train for passenger vehicles. Management believes there are significant opportunities for sales of their products and services and a potential for obtaining sizable market share. There have been no sales of product or services from the inception of the Company, February 20, 2007, to June 30, 2010.

Development stage company
Based on the Company's business plan, it is a development stage company since planned principal operations resulting in revenue have not yet commenced. Accordingly, the Company presents its financial statements in conformity with the accounting principles generally accepted in the United States of America that apply to developing enterprises. As a development stage enterprise, the Company discloses its retained earnings (or deficit accumulated) during the development stage and the cumulative statements of operations and cash flows from commencement of development stage to the current balance sheet date. The development stage began in 2007 when the Company was organized.

Basis of presentation
The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has no revenues and has negative working capital and stockholders' deficits. These conditions raise substantial doubt about the ability of the Company to continue as a going concern.

In view of these matters, continuation as a going concern is dependent upon the continued operations of the Company, which in turn is dependent upon the Company's ability to meet its financial requirements, raise additional capital, and the success of its future operations. The financial statements do not include any adjustments to the amount and classification of assets and liabilities that may be necessary should the Company not continue as a going concern.

The Company has continued to raise capital since the merger and has raised $1,045,000 less offering costs of $129,549 since June 30, 2010 through the date of these financial statements. Management believes the proceeds from these offerings, future offerings, and the Company's anticipated revenue provides an opportunity for the Company to continue as a going concern. If additional funding is required, the Company plans to obtain working capital from either equity financing from the sale of common and/or preferred stock.

Use of estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Financial instruments
The carrying amounts of financial instruments including cash, accounts receivable, cash overdraft, accounts payable and short-term debt approximate fair value because of the relatively short maturity of these instruments.

Property and depreciation
Property and equipment is recorded at cost. Depreciation is provided on the straight-line and accelerated methods over the estimated useful lives of the respective assets.

Capital stock
On April 22, 2010 the directors of the Company approved a forward stock split of the common stock of the company on a 14:1 basis. On May 12, 2010 the stockholders of the Company voted to approve the amendment of the certificate of incorporation resulting in a decrease of the number of shares of Common stock. The Company filed a 14c definitive information statement with the Securities and Exchange Commission and mailed the same to its shareholders. Management expects to file the certificate of amendment decreasing the authorized shares of common stock with the State of Nevada on or around September 3, 2010.

The capital stock of the Company is as follows:

Preferred Stock - The Company has authorized 75,000,000 shares of preferred stock with a par value of $.001 per share. These shares may be issued in series with such rights and preferences as may be determined by the Board of Directors. The Series A Stock is convertible, at any time at the option of the holder, into common shares of the Company based on a conversion price of $4.70588 per share. The holders of the Series A Stock are not entitled to convert the Series A Stock and receive shares of common stock such that the number of shares of common stock held by them in the aggregate and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock. The Series A Stock has voting rights on an as converted basis, does not pay dividends, and does not provide any liquidation rights.

Common Stock - The Company has authorized 5,950,000,000 shares of common stock with a par value of $.001 per share.

Revenue recognition / customer deposits

The Company has not generated any revenues since entering the development stage. It is the Company's policy that revenues will be recognized in accordance with SEC Staff Bulletin (SAB) No. 104, "Revenue Recognition". Under SAB 104, product revenues (or service revenues) are recognized when persuasive evidence of an arrangement exists, delivery has occurred (or service has been performed), the sales price is fixed and determinable, and collectability is reasonably assured. Customer deposits include monies from customers to reserve a production slot for conversion of an OEM power train to the AMP all electric power train. The final retail price and delivery date are yet to be determined. Customer deposits are subject to a full refund at the request of the customer.

Advertising

Advertising and public relation costs are charged to operations when incurred. Advertising and public relation expense was approximately $16,000 and $13,000 for the quarters ended June 30, 2010 and 2009, $86,000 and $21,000 for the six months ended June 30, 2010 and 2009, and $327,000 for the period from inception to June 30, 2010, respectively.

Income taxes

With the consent of its shareholders, at the date of inception, AMP elected under the Internal Revenue Code to be taxed as an S corporation. Since shareholders of an S corporation are taxed on their proportionate share of the Company’s taxable income, an S corporation is generally not subject to either federal or state income taxes at the corporate level. On December 28, 2009 pursuant to the merger transaction with TSO, Inc. the company revoked its election to be taxed as an S-corporation. As no taxable income has occurred from the date of this merger to June 30, 2010 and any deferred tax assets would be fully reserved, no provision or liability for federal or state income taxes has been included in the financial statements. TSO had not filed income tax returns during its period as a shell company.

Uncertain tax positions

The Company adopted the provisions of Accounting for Uncertainty in Income Taxes on January 1, 2009. Those provisions clarify the accounting and recognition for income tax positions taken or expected to be taken in the Company’s income tax returns. The Company’s income tax filings are subject to audit by various taxing authorities. The years of filings open to these authorities and available for audit are 2007 - 2008. The Company's policy with regard to interest and penalties is to recognize interest through interest expense and penalties through other expense. In evaluating the Company’s tax provisions and accruals, future taxable income, and the reversal of temporary differences, interpretations and tax planning strategies are considered. The Company believes their estimates are appropriate based on current facts and circumstances.

Research and development costs

The Company expenses research and development costs as they are incurred. Research and development expense incurred was approximately $392,000 and $170,000 for the quarters ended June 30, 2010 and 2009, $857,000 and $375,000 for the six months ended June 30, 2010 and 2009, and $3,016,000 for the period from inception to June 30, 2010, respectively, consisting of consulting, payroll, payroll taxes, engineering temporaries, purchased supplies, legal fees, parts and small tools.

Basic loss per share

Basic loss per share is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. At June 30, 2010 and 2009, the Company had no stock equivalents that were anti-dilutive and excluded in the earnings per share computation.

Subsequent events

The Company evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements.

Between July 1, 2010 to August 16, 2010 the Company entered into subscription agreements with various accredited investors who purchased shares of the Company's common stock for an aggregate purchase price of $1,045,000 less offering costs of $129,549 plus purchase warrants of 261,250 which are immediately exercisable at $0.40 per share.

On July 21, 2010 the Company entered into a sales services agreement with John L. Gatt. In exchange for the agreement Mr. Gatt received the option to purchase 250,000 shares at $0.85 per share. Of these options, 100,000 are exercisable immediately with the remainder vesting 50,000 at the end of three following 6 month periods.

On August 10, 2010 the Company signed a 3 year supply agreement with a vendor to supply parts to be used in the manufacturing process.

2. NOTES PAYABLE:

Secured promissory note payable of $50,000 originally due at the earlier of a closing of financing by the Company or January 28, 2010 with interest at 6%, secured by substantially all assets of the Company. This note was extended beyond the original due date, and $10,000 of the note balance was converted to 2,125 shares of common stock on March 4, 2010. This note has been included in current liabilities at June 30, 2010 and was paid in full on August 12, 2010.

On March 1, 2010, the Company issued a 6% promissory note in the principal amount of $100,000 (the "March 2010 Note") to an accredited investor (the "March 2010 Lender") in consideration of $100,000. In addition to the March 2010 Note, the March 2010 Lender also received a Common Stock Purchase Warrant to acquire 125,000 shares of common stock at an exercise price of $0.40 per share exercisable for a period of three years. The March 2010 Note bears interest at the rate of 6% per annum. The March 2010 Note matures on the earlier of the Company closing a financing or June 30, 2010. This note has been included in current liabilities at June 30, 2010 and was paid in full on August 12, 2010.

3. SHAREHOLDER ADVANCES:

Shareholder advances are unsecured, originally due at the earlier of a closing of financing by the Company or November 30, 2010 with interest at 3%.

4. LEASE OBLIGATION:

In December 2009 the Company began leasing operating facilities under an agreement expiring on September 30, 2011. Future annual minimum lease payments under the agreement are $102,000 and $76,500 for the years ending December 31, 2010 and 2011, respectively. Prior to December 2009 the Company leased office/warehouse space under terms of an operating type lease with monthly payments of $1,650.

5. STOCK BASED COMPENSATION:

AMP granted stock options to certain shareholders and employees of the Company on February 1, 2008. The options were set to expire on February 1, 2013 and had a grant date fair value of $64 per option. The options were to vest evenly over the three year period following the date of grant.

The Company accounted for the fair value of the options granted in accordance with Financial Accounting Standards Board Accounting Standards Codification 718-10-10. The compensation cost charged against income for the options was $17,740 for the period from inception of the plan to December 31, 2009. Upon the December 28, 2009 merger with TSO, the AMP shares vested immediately and were converted to shares of TSO (now AMP Holdings Inc.) and the plan was effectively terminated.

The Company maintains, as adopted by the board of directors, the 2010 Incentive Stock Plan (the plan) providing for the issuance of up to 2,000,000 options to employees, officers, directors or consultants of the Company. Incentive stock options granted under the plan may only be granted with an exercise price of not less than fair market value of the Company's common stock on the date of grant (110% of fair market value for incentive stock options granted to principal stockholders). Non-qualified stock options granted under the plan may only be granted with an exercise price of not less than 85% of the fair market value of the Company's common stock on the date of grant. Awards under the plan may be either vested or unvested options. The unvested options generally vest ratably over twelve quarters. The plan provides that unless otherwise determined, each option expires ten years from the date of grant.

In addition to the plan, the Company maintains other stock based compensation arrangements. These arrangements provide for the issuance of warrants and options to purchase common stock of the Company. The terms and awards of the specific arrangements vary.

The fair value of each option award is estimated on the date of grant using a lattice-based option valuation model that uses assumptions concerning expected volatility, expected term, and the expected risk-free rate of return. For the awards granted in 2010 and 2009, the expected volatility was estimated by management as 50% based on a range of forecasted results. The expected term of the awards granted is assumed to be the contract life of the options (three, five or 10 years as determined in the specific arrangement). The risk-free rate of return was based on the U.S. Treasury yield curve in effect on the date of grant. The weighted-average grant-date fair value of the options and warrants granted during 2010, and 2009, ranged from $0.14 to $0.26.

The following table summarizes the number of units and weighted-average exercise price of options granted pursuant to the Plan as of June 30, 2010 and December 31, 2009:

	June 30, 2010		December 31, 2009	
Outstanding, beginning of year	-	$ -	-	$ -
Granted	2,179,946	0.40	-	-
Forfeited or expired	-	-	-	-
Outstanding, end of quarter	2,179,946	$ 0.40	-	$ -
Exercisable, end of quarter	808,997	$ 0.40	-	$ -

The following table summarizes the number of units and weighted-average grant-date fair value of non-vested options in the Plan as of June 30, 2010 and December 31, 2009:

	June 30, 2010		December 31, 2009	
Non-vested, beginning of year	-	$ -	-	$ -
Granted	1,561,116	0.24	-	-
Vested	(190,167)	0.24	-	-
Options forfeited or expired	-	-	-	-
Non-vested, end of quarter	1,370,949	$ 0.24	-	$ -

The estimated weighted-average remaining term of options outstanding at June 30, 2010 is 103 months. The estimated weighted-average remaining term of options exercisable at June 30, 2010 is 106 months.

The following table summarizes the number of units and weighted-average exercise price of warrants granted pursuant to the Plan as of June 30, 2010 and December 31, 2009:

	June 30, 2010			December 31, 2009		
Outstanding, beginning of year	581,812	$	0.39	-	$	-
Granted	525,700		0.40	581,812		0.39
Forfeited or expired	-		-	-		-
Outstanding, end of quarter	1,107,512	$	0.40	581,812	$	0.39
Exercisable, end of quarter	863,036	$	0.39	331,812	$	0.39

The following table summarizes the number of units and weighted-average grant-date fair value of non-vested options in the Plan as of June 30, 2010 and December 31, 2009:

	June 30, 2010			December 31, 2009		
Non-vested, beginning of year	250,000	$	0.26	-	$	-
Granted	940,000		0.18	250,000	$	0.26
Vested	(117,500)		0.18	-		-
Warrants forfeited or expired	-		-	-		-
Non-vested, end of quarter	1,072,500	$	0.20	250,000	$	0.26

The estimated weighted-average remaining term of warrants outstanding at June 30, 2010 and December 31, 2009 was 56 and 60 months, respectively. The estimated weighted-average remaining term of warrants exercisable at June 30, 2010 and December 31, 2009 was 55 and 60 months, respectively.

Compensation cost charged against income was $362,971 and $380,711 for the quarter ended June 30, 2010 and the period from inception (February 20, 2007) to June 30, 2010, respectively, based upon the fair value of the vested options at the date of grant. As of June 30, 2010, unrecognized compensation cost of approximately $539,247 is related to non-vested awards granted by the Company. This is anticipated to be recognized over a weighted average of three years, through 2013, commensurate with the vesting schedules.

6. RECENT PRONOUNCEMENTS:

On July 1, 2009, the FASB released the Codification becoming the single source of authoritative nongovernmental generally accepted accounting principles (GAAP) in the United States of America. The Codification is a reorganization of current GAAP into a topical format that eliminates the current GAAP hierarchy and establishes two levels of guidance — authoritative and non-authoritative. According to the FASB, all "non-grandfathered, non-SEC accounting literature" that is not included in the Codification would be considered non-authoritative. The FASB has indicated that the Codification does not change current GAAP. Instead, the proposed changes aim to (1) reduce the time and effort it takes for users to research accounting questions and (2) improve the usability of current accounting standards. The Codification is effective for interim and annual periods ending after September 15, 2009.

In December 2007, the FASB issued accounting guidance on Business Combinations defining the acquirer in a business combination as the entity that obtains control of one or more businesses in a business combination and establishes the acquisition date as the date that the acquirer achieves control. Guidance requires an acquirer to recognize the assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree at the acquisition date, measured at their fair values as of that date. It also requires the acquirer to recognize contingent consideration at the acquisition date, measured at its fair value at that date. This statement is effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The Company adopted this guidance effective January 1, 2009.

In December 2007, the FASB issued accounting guidance on Noncontrolling Interests in Consolidated Financial Statements to improve the relevance, comparability and transparency of the financial information that a reporting entity provides in its consolidated financial statements. This guidance establishes accounting and reporting standards that require the ownership interests in subsidiaries not held by the parent to be clearly identified, labeled and presented in the consolidated statement of financial position within equity, but separate from the parent's equity. It also requires the amount of consolidated net income attributable to the parent and to the non-controlling interest to be clearly identified and presented on the face of the consolidated statement of income. Changes in a parent's ownership interest while the parent retains its controlling financial interest must be accounted for consistently, and when a subsidiary is deconsolidated, any retained non-controlling equity investment in the former subsidiary must be initially measured at fair value. The gain or loss on the deconsolidation of the subsidiary is measured using the fair value of any non-controlling equity investment. This guidance also requires entities to provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners. This applies prospectively to all entities that prepare consolidated financial statements and applies prospectively for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The Company adopted this guidance effective January 1, 2009 and there was no material impact on the Company's financial statements.

In March 2008, the FASB issued accounting guidance on Disclosures about Derivative Instruments and Hedging Activities, which requires enhanced disclosures about a company's derivative and hedging activities. This guidance is effective for fiscal years and interim periods beginning after November 15, 2008. The Company adopted this guidance effective January 1, 2009 and there was no material impact on the Company's financial statements.

In May 2009, the FASB issued accounting guidance that establishes accounting and reporting standards for events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This guidance was effective for fiscal years and interim periods ending after June 15, 2009. The adoption of this guidance did not have any impact on the Company's financial statements.

In January 2010, the FASB issued new guidance in ASU 820, "Fair Value Measurements and Disclosures", which requires reporting entities to make new disclosures about recurring or nonrecurring fair value measurements including (i) significant transfers into and out of Level 1 and Level 2 fair value measurements and (ii) information on purchases, sales, issuances and settlements on a gross basis in the reconciliation of Level 3 fair value measurements. This new guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for Level 3 reconciliation disclosures which are effective for interim and annual periods beginning after December 15, 2010. There was no material impact on the Company's financial statements as a result of this pronouncement.

In February 2010, the FASB amended ASU 855, "Subsequent Events—Amendments to Certain Recognition and Disclosure Requirements." This amends the subtopic that requires an SEC filer to evaluate subsequent events through the date that the financial statements are issued, and no longer requires disclosure of the date through which subsequent events have been evaluated. This alleviates potential conflicts between the Subtopic 855-10 and the SEC's requirements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements

Some of the statements contained in this Form 10-Q that are not historical facts are "forward-looking statements" which can be identified by the use of terminology such as "estimates," "projects," "plans," "believes," "expects," "anticipates," "intends," or the negative or other variations, or by discussions of strategy that involve risks and uncertainties. We urge you to be cautious of the forward-looking statements, that such statements, which are contained in this Form 10-Q, reflect our current beliefs with respect to future events and involve known and unknown risks, uncertainties and other factors affecting our operations, market growth, services, products and licenses. No assurances can be given regarding the achievement of future results, as actual results may differ materially as a result of the risks we face, and actual events may differ from the assumptions underlying the statements that have been made regarding anticipated events. Factors that may cause actual results, our performance or achievements, or industry results, to differ materially from those contemplated by such forward-looking statements include without limitation:

- Our ability to attract and retain management;
- Our ability to raise capital when needed and on acceptable terms and conditions;
- The intensity of competition;
- General economic conditions;
- Changes in regulations;
- Whether the market for electric vehicles continues to grow, and, if it does, the pace at which it may grow; and
- Our ability to compete against large competitors in a rapidly changing market for electric vehicles.

All written and oral forward-looking statements made in connection with this Form 10-Q that are attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Given the uncertainties that surround such statements, you are cautioned not to place undue reliance on such forward-looking statements.

Our Plan of Operation should be read in conjunction with our financial statements included herein.

Overview

On December 28, 2009, we entered into and closed a Share Exchange Agreement with the AMP Shareholders pursuant to which we acquired 100% of the outstanding securities of AMP in exchange for 14,890,904 shares of our common stock. Considering that, following the merger, the AMP Shareholders control the majority of our outstanding voting common stock and we effectively succeeded our otherwise minimal operations to those that are theirs, AMP is considered the accounting acquirer in this reverse-merger transaction. A reverse-merger transaction is considered, and accounted for as, a capital transaction in substance; it is equivalent to the issuance of AMP securities for our net monetary assets, which are deminimus, accompanied by a recapitalization. Accordingly, we have not recognized any goodwill or other intangible assets in connection with this reverse merger transaction. AMP is the surviving and continuing entities and the historical financials following the reverse merger transaction will be those of AMP. We were a "shell company" (as such term is defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended) immediately prior to our acquisition of AMP pursuant to the terms of the Share Exchange Agreement. As a result of such acquisition, our operations our now focused on the design, marketing and sale of modified automobiles with an all electric drivetrain and battery systems. Consequently, we believe that acquisition has caused us to cease to be a shell company as we no longer have nominal operations.

Results of Operations

Three Months Ended June 30, 2010 Compared to Three Months Ended June 30, 2009

<u>Revenue</u>. We did not generate revenue for the three months ended June 30, 2010 and 2009.

<u>Expenses</u>. Our expenses for the quarter ended June 30, 2010 were $1,125,653 and included payroll and payroll taxes ($311,202), batteries, motors and supplies ($69,407) and legal and professional fees ($96,873). Our expenses for the quarter ended June 30, 2009 were $221,557 and included payroll and payroll taxes ($148,306), batteries, motors and supplies ($2,934) and legal and professional fees ($13,301). The reason for the increase in comparing the quarter ended 2010 to 2009 was an increase in activity in developing our products which included the hiring of additional employees.

<u>Net loss</u>. Net loss for the three months ended June 30, 2010 and 2009 were $1,126,333 and $221,557, respectively.

<u>Operating Activities</u>

Our operating activities from continuing operations resulted in net cash used by operations of $542,207 for the quarter ended June 30 2010 compared to net cash used by operations of $185,051 for the quarter ended June30, 2009. The net cash used by operations for the three months ended June 30, 2010 reflects a net loss of $1,126,333 offset by depreciation of $9,885, loss on sale of assets of $680, stock based compensation of $362,971, an increase in accounts payable of $174,892, an increase in account payables-related parties of $54,660 and other minor factors. The net cash used by operations for the three months ended June 30, 2009 reflects a net loss of $221,557 offset by depreciation of $9,176, an increase in customer deposits of $50,000, an increase in accounts payable-related parties of $8,837, and a decrease in account payables of $31,507.

Investing Activities

Our investing activities resulted in a net cash outflow of $25,069 for the quarter ended June 30, 2010 compared to a net cash outflow of $26,482 for the quarter ended June 30, 2009 principally for the acquisition of automobile prototypes.

Financing Activities

Our financing activities resulted in a cash inflow of $534,960 for the three months ended June 30, 2010 and $258,047 for the three months ended June 30, 2009, which principally represents issuance of common stock during both periods.

Six Months Ended June 30, 2010 Compared to Six Months Ended June 30, 2009

Revenue. We did not generate revenue for the six months ended June 30, 2010 and 2009.

Expenses. Our expenses for the six months ended June 30, 2010 were $2,011,442 and included payroll and payroll taxes ($588,428), batteries, motors and supplies ($214,646) and legal and professional fees ($219,642). Our expenses for the six months ended June 30, 2009 were $480,749 and included payroll and payroll taxes ($286,146), batteries, motors and supplies ($24,147) and legal and professional fees ($50,100). The reason for the increase in comparing the six months ended 2010 to 2009 was an increase in activity in developing our products which included the hiring of additional employees.

Net loss. Net loss for the six months ended June 30, 2010 and 2009 were $2,019,985 and $478,652, respectively.

Operating Activities

Our operating activities from continuing operations resulted in net cash used by operations of $1,075,386 for the six months ended June 30 2010 compared to net cash used by operations of $440,787 for the six months ended June 30, 2009. The net cash used by operations for the six months ended June 30, 2010 reflects a net loss of $2,019,985 offset by depreciation of $18,846, loss on sale of assets of $8,543, stock based compensation of $362,971, an increase in accounts payable of $356,786, an increase in account payables-related parties of $211,227 and other minor factors. The net cash used by operations for the six months ended June 30, 2009 reflects a net loss of $478,652 offset by depreciation of $18,353, an increase in customer deposits of $50,000, an increase in accounts payable-related parties of $8,837, and a decrease in account payables of $37,228.

Investing Activities

Our investing activities resulted in a net cash outflow of $13,069 for the six months ended June 30, 2010 principally for the acquisition of an automobile prototype for $28,969 and the disposal of another for proceeds of $15,900. Our investing activities resulted in a net cash outflow of $8,502 for the six months ended June 30, 2009 principally for the acquisition of an automobile prototype for $26,482 and the disposal of another for proceeds of $16,000.

Financing Activities

Our financing activities resulted in a cash inflow of $1,114,816 for the six months ended June 30, 2010 and $437,500 for the six months ended June 30, 2009, which, other than $100,000 of proceeds from notes payable during the six months ended June 30, 2010, principally represents issuance of common stock during both periods.

Presently, due to the lack of revenue we are not able to meet our operating and capital expenses. There is doubt about our ability to continue as a going concern, as the continuation of our business is dependent upon successful roll out of our products and maintaining a break even or profitable level of operations. We have incurred operating losses since inception, and this is likely to continue through the fiscal year ending December 31, 2010 and into 2011.

We require funds to enable us to address our minimum current and ongoing expenses, expand marketing and promotion activity connected with the development and marketing of our products and to increase market share. Our cash on hand will not be sufficient to satisfy all of our cash requirements as we continue to progress and expand. We estimate that we will require between $2,500,000 and $3,000,000 to carry out our business plan for the next twelve months. Because we cannot anticipate when we will be able to generate revenues from sales, we will need to raise additional funds to continue to develop our business, respond to competitive pressures and to respond to unanticipated requirements or expenses. If we are not able to generate significant revenues from the sale of our products, we will not be able to maintain our operations or achieve a profitable level of operations.

The financial requirements of our Company will be dependent upon the financial support through credit facilities and additional sales of our equity securities. The issuance of additional equity securities by us may result in a significant dilution in the equity interests of our current shareholders. Should additional financing be needed, there is no assurance that we will be able to obtain further funds required for our continued operations or that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain the additional financing on a timely basis, we will not be able to meet our other obligations as they become due and we will be forced to scale down or perhaps even cease our operations.

We can give no assurance that we will be successful in implementing any phase, all phases of the proposed business plan, or that we will be able to continue as a going concern.

Liquidity and Capital Resources

As of June 30, 2010, we had current assets of $36,216 including cash of $26,361 and current liabilities of $1,221,289. As of December 31, 2009, we had current assets of $13,688 including cash of $0 and current liabilities of $583,406.

Credit Facility

Presently we have no revolving Credit Facility established. There is no guarantee that we will be able to enter into an agreement to establish a line of credit or that if we do enter into such agreement that it will be on favorable terms.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to include disclosure under this item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company carried out an evaluation under the supervision of Stephen S. Burns, the Company's Chief Executive Officer and/or Chief Financial Officer (the "Reviewing Officer"), of the effectiveness of the Company's disclosure controls and procedures as of June 30, 2010. In designing and evaluating the Company's disclosure controls and procedures, the Company and its management recognize that there are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their desired control objectives. Additionally, in evaluating and implementing possible controls and procedures, the Company's management was required to apply its reasonable judgment. Furthermore, in the course of this evaluation, management considered certain internal control areas, including those discussed below, in which we have made and are continuing to make changes to improve and enhance controls. Based upon the required evaluation, the Reviewing Officer concluded that as of June 30, 2010, the Company's disclosure controls and procedures were not effective to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Material Weaknesses

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. In connection with management's assessment of our internal control over financial reporting as required under Section 404 of the Sarbanes-Oxley Act of 2002, we identified the following material weaknesses in our internal control over financial reporting as of June 30, 2010:

1. The Company has not established adequate financial reporting monitoring activities to mitigate the risk of management override, specifically because there are few employees and only one officer with management functions and therefore there is lack of segregation of duties. In addition, the Company has installed accounting software that does not prevent erroneous or unauthorized changes to previous reporting periods and does not provide an adequate audit trail of entries made in the accounting software. However, although our controls are not effective, these significant weaknesses did not result in any material misstatements in our financial statements.
2. In addition, there is insufficient oversight of accounting principles implementation and insufficient oversight of external audit functions.
3. There is a strong reliance on the external auditors to review and adjust the annual and quarterly financial statements, to monitor new accounting principles, and to ensure compliance with GAAP and SEC disclosure requirements.
4. There is a strong reliance on the external attorneys to review and edit the annual and quarterly filings and to ensure compliance with SEC disclosure requirements.

Because of the material weaknesses noted above, management has concluded that we did not maintain effective internal control over financial reporting as of June 30, 2010, based on Internal Control over Financial Reporting - Guidance for Smaller Public Companies issued by COSO.

Remediation of Material Weaknesses in Internal Control over Financial Reporting

As a small business, without a viable business and revenues, the Company does not have the resources to install a dedicated staff with deep expertise in all facets of SEC disclosure and GAAP compliance. As is the case with many small businesses, the Company will continue to work with its external auditors and attorneys as it relates to new accounting principles and changes to SEC disclosure requirements. The Company has found that this approach worked well in the past and believes it to be the most cost effective solution available for the foreseeable future.

The Company will conduct a review of existing sign-off and review procedures as well as document control protocols for critical accounting spreadsheets. The Company will also increase management's review of key financial documents and records.

As a small business, the Company does not have the resources to fund sufficient staff to ensure a complete segregation of responsibilities within the accounting function. However, Company management does review, and will increase the review of, financial statements on a monthly basis, and the Company's external auditor conducts reviews on a quarterly basis. These actions, in addition to the improvements identified above, will minimize any risk of a potential material misstatement occurring.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2010 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are currently not a party to any legal or administrative proceedings and are not aware of any pending or threatened legal or administrative proceedings against us in all material aspects. We may from time to time become a party to various legal or administrative proceedings arising in the ordinary course of our business.

Item 1A. Risk Factors

As a smaller reporting company, we are not required to provide the information required by this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On December 28, 2009, the Company entered into and closed a Share Exchange Agreement with the AMP Shareholders pursuant to which we acquired 100% of the outstanding securities of AMP in exchange for 14,890,904 shares of our common stock.

On December 28, 2009, the Company entered a Conversion Agreement with Bowden Transportation Ltd. ("Bowden") pursuant to which Bowden agreed to convert a loan in the amount of $20,000 provided to AMP on December 21, 2009 into 500 shares of Series A Preferred Stock (the "Series A Stock").

On December 28, 2009, the Company entered a Conversion Agreement with Han Solutions II, LLC ("Han") pursuant to which Han agreed to convert a loan in the amount of $315,000 provided to AMP from October 28, 2009 through December 21, 2009 into 7,875 shares of Series A Stock.

The Series A Stock is convertible, at any time at the option of the holder, into common shares of the Company based on a conversion price of $4.70588 per share. The Series A Stock has a $40 stated value per share. The holders of the Series A Stock are not entitled to convert the Series A Stock and receive shares of common stock such that the number of shares of common stock held by them in the aggregate and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock. The Series A Stock has voting rights on an as converted basis. Holders of the Series A Stock are not entitled to receive dividends and do not hold any liquidation rights.

On December 28, 2009, the Company entered a Conversion Agreement with Jiu Zhang ("Zhang") pursuant to which Zhang agreed to convert a loan in the amount of $50,000 provided to AMP on November 30, 2009 into 148,932 shares of common stock of the Company.

On December 28, 2009, the Company assumed a Services Agreement entered between AMP and Pharmacy Management Services pursuant to which the Company issued Pharmacy Management Strategies LLC a common stock purchase warrant to acquire 500,000 shares of common stock at $0.40 per share for a term of five years. Half of the shares of common stock issuable under this warrant vested immediately and the balance shall vest one year from the date of the agreement.

On January 15, 2010, the Company entered a Subscription Agreement with Han pursuant to which Han acquired 625 shares of Series A Stock in consideration of $25,000.

On January 13, 2010, the Company entered into a letter agreement with Maggie Moran, a director of the Company, The Company has agreed to pay Ms. Moran $40,000 per year and issue Ms. Moran an option to acquire 324,996 shares of common stock for five years with an exercise price of $0.40 per share. The options vest at 74,998 upon Ms. Moran executing her letter of appointment and 49,994 every six months thereafter.

From January 7, 2010 to March 4, 2010, the Company entered into subscription agreements with various accredited investors pursuant to which the investors purchased 1,012,312 shares of the Company's common stock for an aggregate purchase price of $340,275.

On February 2, 2010, the Company compensated John Carris Investments LLC, as placement agent ("JCI"), for assisting in the sale of common stock by issuing JCI a common stock purchase warrant to purchase 223,202 shares of the Company's common stock at an exercise price of $0.336 per share.

On March 1, 2010, the Company issued a 6% promissory note in the principal amount of $100,000 (the "March 2010 Note") to an accredited investor (the "March 2010 Lender") in consideration of $100,000. In addition to the March 2010 Note, the March 2010 Lender also received a Common Stock Purchase Warrant to acquire 125,006 shares of common stock at an exercise price of $0.40 per share exercisable for a period of three years. The March 2010 Note bears interest at the rate of 6% per annum. The March 2010 Note matures on the earlier of the Company closing a financing or June 30, 2010. The full principal amount of the note is due upon a default.

From March 15, 2010 through August 12, 2010, the Company has sold an aggregate of 4,723,500 shares of common stock for an aggregate purchase price of $1,889,400 to accredited investors. The closings occurred on the following dates:

- On March 15, 2010, the Company sold 625,000 shares of common stock for an aggregate consideration of $250,000.
- On April 7, 2010, the Company sold 200,000 shares of common stock for an aggregate consideration of $80,000.
- On April 12, 2010, the Company sold 62,500 shares of common stock for an aggregate consideration of $25,000.
- On April 16, 2010, the Company sold 112,500 shares of common stock for an aggregate consideration of $45,000.
- On April 23, 2010, the Company sold 250,000 shares of common stock for an aggregate consideration of $100,000.
- On May 6, 2010, the Company sold 175,000 shares of common stock for an aggregate consideration of $70,000.
- On May 20, 2010, the Company sold 75,000 shares of common stock for an aggregate consideration of $30,000.
- On May 25, 2010, the Company sold 75,000 shares of common stock for an aggregate consideration of $30,000
- On May 28, 2010, the Company sold 500,000 shares of common stock for an aggregate consideration of $200,000.
- On June 30, 2010, the Company sold 36,000 shares of common stock for an aggregate consideration of $14,400.
- On July 7, 2010, the Company sold 175,000 shares of common stock for an aggregate consideration of $70,000.
- On July 15, 2010, the Company sold 62,500 shares of common stock for an aggregate consideration of $25,000.
- On July 22, 2010, the Company sold 1,125,000 shares of common stock for an aggregate consideration of $450,000.
- On August 12, 2010, the Company sold 1,250,000 shares of common stock for an aggregate consideration of $500,000.

In addition, the Company compensated John Carris Investments LLC, as placement agent (the "Placement Agent"), for assisting in the sale of common stock by paying it commissions in the aggregate amount of $188,940 and issuing the Placement Agent a common stock purchase warrant to purchase 472,350 shares of the Company's common stock at an exercise price of $.40 per share.

On May 28, 2010, the Company assumed a Services Agreement entered between AMP and Mark Valerio pursuant to which the Company issued Mark Valerio an option to purchase 250,000 shares of voting common stock for a term of three years with a per share exercise option price of $0.40. The option shall vest as follows: 100,000 shares as of the date of May 28, 2010 (effective date); 50,000 shares within six months of the effective date; 50,000 shares within 12 months of the effective date; 50,000 shares within 18 months of the effective date.

On May 28, 2010, the Company assumed a Consulting Agreement entered between AMP and Maggie Moran pursuant to which the Company issued Maggie Moran an option to purchase up to 175,000 shares of common stock at an exercise price of $0.40 per share for a term of five years. The options shall vest quarterly in equal installments over a period of two years at a rate of 21,875 shares per quarter. The base consulting fee shall be $40,000 per year paid once per quarter on the first day of each quarter. She will receive reimbursement of reasonable business expenses if approved in advance by AMP's CFO. Additional compensation shall be paid as follows if Maggie Moran assists in securing financing as defined in the agreement: $750,000 if AMP secures financing of more than $20,000,000 but less than $35,000,000; $1,750,000 if AMP secures financing of more than $35,000,000 but less than $50,000,000; $2,500,000 if AMP secures financing of more than $50,000,000 but less than $75,000,000; $2,500,000 plus a bonus of at least on-half of one percent of the total financing if AMP secures financing of more than $75,000,000.

On April 8, 2010, the Company assumed a Consulting Agreement with SynTech Solutions, LLC to add Mr. Dennis H. Davis as a member of its Advisory Board. Members receive $2,500 per meeting, consulting fees of $1,000 per day and a retainer of $1,500 per month. Members will be eligible to participate in AMP's equity position, details of which are still to be worked out.

On April 8, 2010, the Company assumed a Consulting Agreement with International Energy, LLC to add Dr. William Wylam as a member of its Advisory Board. Members receive $2,500 per meeting, consulting fees of $1,000 per day and a retainer of $1,500 per month. Members will be eligible to participate in AMP's equity position, details of which are pending.

On June 1, 2010, the Company amended an October, 20, 2009 Services Agreement entered between AMP and CSIR Group, LLC for investor relations services, pursuant to which the Company issued CSIR 240,000 stock purchase warrants with an exercise price of $0.40 per share for a period of five years beginning June 1, 2010. The warrants will vest equally in quarterly installments of 30,000 each. CSIR will be paid a fee of $ 7,500 beginning March 1, 2010 payable on the first day of each month.

On April 28, 2010, the Company assumed a Consulting Agreement entered between AMP and Gavin Scotti, Sr. pursuant to which the Company issued Gavin Scotti, Sr. a common stock purchase warrant to purchase 350,000 shares of common stock for a term of five years with a per share exercise option price of $0.40. The option shall vest equally in quarterly installments of 43,750 shares per quarter over two years. Additional compensation shall be paid if Mr. Scotti, Sr. is instrumental in raising capital through government or private capital as follows: $500,000 for raising up to $10,000,000; $750,000 for raising between $10,000,000 and $35,000,000; $1,000,000 for raising over $35,000,000 in financing.

On May 12, 2010, a Stock Incentive Plan was approved by the Board of Directors.

This issuance of these above securities is exempt from the registration requirements under Rule 4(2) of the Securities Act of 1933, as amended, and/or Rule 506 as promulgated under Regulation D.

Item 3. Defaults Upon Senior Securities

None.

Item 4. (Removed and Reserved)

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
3.1	Certificate of Designation for Series A Preferred Stock (1)
4.1	Form of Subscription Agreement by and between Title Starts Online, Inc. and the January 2010 Accredited Investors (2)
4.1	6% Promissory Note issued by Title Starts Online, Inc. on March 1, 2010 (3)
4.1	Form of Subscription Agreement by and between Title Starts Online, Inc. and the March 2010 Accredited Investors (4)
10.1	Share Exchange Agreement dated as of December 28, 2009 by and among Advanced Mechanical Products, Inc., the shareholders of Advanced Mechanical Products, Inc. and Title Starts Online, Inc. (1)
10.2	Agreement and Release between Title Starts Online, Inc. and Mark DeFoor dated December 29, 2009 (1)
10.3	Conversion Agreement between Title Starts Online, Inc. and Bowden Transportation, Inc. dated December 28, 2009 (1)
10.4	Conversion Agreement between Title Starts Online, Inc. and Han Solutions II, LLC dated December 28, 2009 (1)
10.5	Conversion Agreement between Title Starts Online, Inc. and Jiu Zhang dated December 28, 2009 (1)
16.1	Letter from Schumacher & Associates, Inc. (5)
21.1	List of Subsidiaries(1)
31.1	Certification of Chief Executive and Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive and Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(1) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on January 4, 2010.
(2) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on February 4, 2010.
(3) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on March 4, 2010.
(4) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on March 17, 2010.
(5) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on March 18, 2010.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMP HOLDING INC.

Dated: August 16, 2010

By: /s/ Stephen S. Burns
Name: Stephen Burns
Title: Chief Executive Officer, Chief Financial Officer, Treasurer, Secretary and Director (Principal Executive, Financial and Accounting Officer)

EXHIBIT 31.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Stephen S. Burns, Chief Executive and Financial Officer, certify that:

1. I have reviewed this Form 10-Q of AMP Holding Inc.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 16, 2010

/s/ Stephen S. Burns
Stephen S. Burns,
Chief Executive and Financial Officer
(Principal Executive, Financial and Accounting Officer)

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of AMP Holding Inc. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2010 as filed with the Securities and Exchange Commission on the date hereof, I, Stephen S. Burns, Chief Executive and Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

(1) The Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Quarterly Report on Form 10-Q for the Quarter ended June 30, 2010, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 16, 2010

/s/ Stephen S. Burns
Stephen S. Burns,
Chief Executive and Financial Officer
(Principal Executive, Financial and Accounting Officer)