

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

FORM 10- Q/A

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

For the quarterly period ended March 31, 2011

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)

Nevada

(State or other jurisdiction of incorporation or organization)

26-1394771

(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
Non-accelerated filer

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
(Class)

30,809,631
(Outstanding at May 12, 2011)

TABLE OF CONTENTS

PART I	FINANCIAL INFORMATION	3
Item 1.	Financial Statements	3
	Balance Sheets	3
	Statements of Operations	4
	Statements of Cash Flows	5
	Notes to Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	12
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	16
Item 4.	Controls and Procedures	16
PART II	OTHER INFORMATION	18
Item 1.	Legal Proceedings	18
Item 1A.	Risk Factors	18
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	18
Item 3.	Defaults Upon Senior Securities	19
Item 4.	(Removed and Reserved)	19
Item 5.	Other Information	19
Item 6.	Exhibits	19
	SIGNATURES	21

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

AMP Holding Inc.
(A Development Stage Company)
Balance Sheets
March 31, 2011 and December 31, 2010

	March 31, 2011 <u>(Unaudited)</u>	December 31, 2010 <u></u>
Assets		
Current assets:		
Cash in bank	\$ 208,422	\$ 385,293
Accounts receivable	34,613	58,042
Deposits	10,280	9,855
Prepaid expenses	-	-
	<u>253,315</u>	<u>453,190</u>
Property, plant and equipment:		
Software	5,325	5,325
Equipment	128,176	128,176
Vehicles and prototypes	90,625	90,625
	<u>224,126</u>	<u>224,126</u>
Less accumulated depreciation	159,697	147,955
	<u>64,429</u>	<u>76,171</u>
	<u>\$ 317,744</u>	<u>\$ 529,361</u>
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable	\$ 793,722	\$ 451,422
Accounts payable, related parties	231,421	206,614
Customer deposits	50,000	77,393
Shareholder advances	43,000	43,000
Current portion of long term debt	6,252	6,179
	<u>1,124,395</u>	<u>784,608</u>
Long-term debt	23,660	25,253
Commitments and contingencies	-	-
Stockholders' equity (deficit):		
Series A preferred stock, par value of \$.001 per share 75,000,000 shares shares authorized, 9,000 shares issued and outstanding at March 31, 2011 and December 31, 2010	9	9
Common stock, par value of \$.001 per share 250,000,000 shares authorized, 29,534,132 shares issued and outstanding at March 31, 2011 and 27,712,401 shares issued and outstanding at December 31, 2010	29,535	27,713
Additional paid in capital	7,626,401	6,647,857
Stock based compensation	1,769,759	1,436,979
Accumulated deficit during the development stage	<u>(10,256,015)</u>	<u>(8,393,058)</u>
	<u>(830,311)</u>	<u>(280,500)</u>
	<u>\$ 317,744</u>	<u>\$ 529,361</u>

See accompanying notes to financial statements.

AMP Holding Inc.
(A Development Stage Company)
Statements of Operations
For the Three Months Ended March 31, 2011 and 2010
and for the Period From Inception,
February 20, 2007 to March 31, 2011

	Three Months Ended March 31, 2011 <u>(Unaudited)</u>	Three Months Ended March 31, 2010 <u>(Unaudited)</u>	Since Date of Inception, February 20, 2007 to March 31, 2011 <u>(Unaudited)</u>
Sales	\$ 82,500	\$ -	\$ 223,207
Expenses:			
Payroll and payroll taxes	625,407	277,226	3,275,105
Employee benefits	65,852	22,332	340,580
Stock based compensation	332,780	-	1,787,499
Batteries and motors and supplies	412,040	146,739	1,775,222
Legal and professional	169,546	124,416	1,053,551
Advertising	87,528	37,291	630,868
Consulting	101,006	115,262	385,557
Engineering temporary labor	16,581	73,497	240,596
Travel and entertainment	34,534	11,660	221,042
Depreciation	11,742	8,961	183,083
Rent	28,050	24,085	191,585
Insurance	27,659	17,249	156,382
Facilities, repairs & maintenance	12,808	11,475	92,458
Utilities	9,469	10,240	72,516
Interest and bank fees	1,288	4,225	17,143
Loss on sale of assets	-	7,863	5,446
Other	9,167	1,131	50,589
	<u>1,945,457</u>	<u>893,652</u>	<u>10,479,222</u>
Net loss during the development stage	<u>\$ (1,862,957)</u>	<u>\$ (893,652)</u>	<u>\$ (10,256,015)</u>
Basic and diluted loss per share	<u>\$ (0.07)</u>	<u>\$ (0.05)</u>	<u>\$ (0.53)</u>
Weighted average number of common shares outstanding	<u>28,278,353</u>	<u>18,665,850</u>	<u>19,453,839</u>

See accompanying notes to financial statements.

AMP Holding Inc.
(A Development Stage Company)
Statements of Cash Flows
For the Three Months Ended March 31, 2011 and 2010
and for the Period From Inception,
February 20, 2007 to March 31, 2011

	Three Months Ended March 31, 2011 <u>(Unaudited)</u>	Three Months Ended March 31, 2010 <u>(Unaudited)</u>	Since Date of Inception, February 20, 2007 to March 31, 2011 <u>(Unaudited)</u>
Cash flows from operating activities:			
Net loss during the development stage	\$ (1,862,957)	\$ (893,652)	\$ (10,256,015)
Adjustments to reconcile net loss from operations to cash used by operations:			
Depreciation	11,742	8,961	183,083
Loss on sale of assets	-	7,863	5,446
Stock based compensation	332,780	-	1,787,499
Advertising	-	-	50,000
Legal fees	-	-	87,000
Effects of changes in operating assets and liabilities:			
Accounts receivable	23,429	-	(34,613)
Prepaid expenses and deposits	(425)	5,188	(10,280)
Accounts payable	342,300	299,336	793,722
Accounts payable, related parties	24,807	39,125	231,421
Customer deposits	(27,393)	-	50,000
Net cash used by operations	<u>(1,155,717)</u>	<u>(533,179)</u>	<u>(7,112,737)</u>
Cash flows from investing activities:			
Capital expenditures	-	-	(191,147)
Proceeds on sale of assets	-	12,000	32,900
Net cash provided (used) by investing activities	<u>-</u>	<u>12,000</u>	<u>(158,247)</u>
Cash flows from financing activities:			
Cash overdraft	-	(2,523)	-
Proceeds from notes payable	-	100,000	160,000
Payments on notes payable	-	-	(150,000)
Payments on long-term debt	(1,520)	-	(3,515)
Shareholder advances	-	-	43,000
Issuance of common and preferred stock	980,366	482,379	7,429,921
Net cash provided by financing activities	<u>978,846</u>	<u>579,856</u>	<u>7,479,406</u>
Change in cash	<u>(176,871)</u>	<u>58,677</u>	<u>208,422</u>
Cash at inception, February 20, 2007			-
Cash at December 31, 2009		-	
Cash at March 31, 2010		<u>\$ 58,677</u>	
Cash at December 31, 2010	385,293		
Cash at March 31, 2011	<u>\$ 208,422</u>		<u>\$ 208,422</u>

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 in October 2008.

During March 2010 a note payable of \$10,000 was converted to 29,750 shares of common stock.

A vehicle valued at \$33,427 was acquired through bank financing in September 2010.

Legal services valued at \$87,000 were accepted as consideration for issuance of common stock in December 2010.

See accompanying notes to financial statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES:

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

Nature of operations

AMP Holding 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 the Company 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 the Company 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 14,890,904 shares of the Company’s 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 the Company’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 de minimus, 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 Holding Inc. on May 24, 2010.

AMP, a development stage company, designs, sells and delivers modified automobiles with an all-electric drivetrain and battery system that allows the vehicle to perform just like a vehicle with an internal combustion engine, but with no emissions or burning of fossil fuels. Using its drivetrain system, the Company converts an existing vehicle to an all-electric vehicle instead of a vehicle that burns gasoline. AMP’s vision is to engineer electric drivetrains and to be a supplier and integrator for Crossover and SUV sized vehicles that are popular with both fleets and consumers. The largest vehicle segment in the U.S. is the SUV segment and AMP has one of the only electric full size SUV solutions available. This is due to AMP’s patent pending, powerful, yet highly efficient electric powertrain. Revenues since the inception of the Company, February 20, 2007, through the date of these financial statements have not been significant and consist of customer vehicle conversions and sales of converted vehicles.

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 fully 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 limited 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 \$764,700 less offering costs of \$76,350 since March 31, 2011 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.

The accompanying unaudited financial statements have been prepared in accordance with Form 10-Q instructions and therefore, do not include information or footnotes necessary for a complete presentation of financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States, however, in the opinion of management contain all adjustments, consisting of normal recurring accruals necessary to present fairly the financial position, results of operations and cash flows for the periods presented. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates. These interim financial statements should be read in conjunction with the financial statements and accompanying notes included in the Annual Report on Form 10-K for the year ended December 31, 2010.

Operating results for the three months ended March 31, 2011 are not necessarily indicative of the results that may be attained in subsequent periods or for the year ending December 31, 2011.

Certain reclassifications were made to the prior year financial statements to conform to the current year presentation. These reclassifications had no effect on previously reported results of operation or stockholders' equity (deficit).

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. Major renewals and improvements are capitalized while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets, are expensed. When property and equipment is retired or otherwise disposed of, a gain or loss is realized for the difference between the net book value of the asset and the proceeds realized thereon. Depreciation is calculated using the straight-line method, based upon the following estimated useful lives:

- Software: 6 years
- Equipment: 5 years
- Vehicles and prototypes: 3 - 5 years

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 filed the certificate of amendment decreasing the authorized shares of common stock with the State of Nevada on September 8, 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 \$0.336 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 250,000,000 shares of common stock with a par value of \$.001 per share.

Revenue recognition / customer deposits

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 \$88,000 and \$37,000 for the quarters ended March 31, 2011 and 2010 and \$631,000 for the period from inception to March 31, 2011, 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 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 March 31, 2011 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. Net operating losses of approximately \$5,130,000 are available for carryover to be used against taxable income generated through 2030. The Company 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 - 2009. 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 \$1,119,000 and \$465,000 for the quarters ended March 31, 2011 and 2010, and \$5,898,000 for the period from inception to March 31, 2011, respectively, consisting of consulting, payroll, payroll taxes, engineering temporaries, purchased supplies, legal fees, parts and small tools.

Basic and diluted 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. For all periods, all of the Company's common stock equivalents were excluded from the calculation of diluted loss per common share because they were anti-dilutive, due to the Company's net losses.

Related party transactions

Certain stockholders and stockholder family members have advanced funds or performed services for the Company. These services are believed to be at market rates for similar services from non-related parties. Related party accounts payable are segregated in the balance sheet. An experimental vehicle was sold to a stockholder in 2010 for \$25,000 which also approximates the selling price to non-related parties.

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 April 1, 2011 and May 12, 2011 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 \$764,700 less offering costs of \$76,350 plus purchase warrants of 127,249 which are immediately exercisable at \$0.60 per share.

2. LONG-TERM DEBT:

Long-term debt consists of a \$29,912 note payable to a bank due in monthly installments of \$635 including interest at 5.04%, with the final payment due August 2015. The note is secured by equipment which has a net book value of \$29,528 at March 31, 2011. Aggregate maturities of long-term debt are as follows:

2011	\$ 4,659
2012	6,494
2013	6,832
2014	7,185
2015	4,742
	<u>\$ 29,912</u>

3. SHAREHOLDER ADVANCES:

Shareholder advances are unsecured, originally due at the earlier of a closing of financing by the Company or November 30, 2011 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 minimum lease payments under the agreement are \$51,000. 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:

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 eight quarters. The plan provides that unless otherwise determined, each option expires five 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 2011 and 2010, 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 (two, 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 grant-date fair value of the options and warrants granted during 2011 and 2010, ranged from \$0.11 to \$0.52.

The following table summarizes the number of units and weighted-average exercise price of options granted as of March 31, 2011 and December 31, 2010:

	<u>March 31, 2011</u>		<u>December 31, 2010</u>	
Outstanding, beginning of year	5,750,000	\$ 0.58	-	\$ -
Granted	300,000	0.81	5,750,000	0.58
Exercised	(26,750)	0.41	-	-
Forfeited or expired	-	-	-	-
Outstanding, end of period	<u>6,023,250</u>	\$ 0.59	<u>5,750,000</u>	\$ 0.58
Exercisable, end of period	<u>2,668,250</u>	\$ 0.56	<u>2,234,625</u>	\$ 0.55

AMP Holding Inc.
(A Development Stage Company)
Notes to Financial Statements
(Unaudited)

The following table summarizes the number of units and weighted-average grant-date fair value of non-vested options as of March 31, 2011 and December 31, 2010:

	<u>March 31, 2011</u>		<u>December 31, 2010</u>	
Non-vested, beginning of year	3,515,375	\$ 0.32	-	\$ -
Granted	300,000	0.52	5,750,000	0.31
Vested	(460,375)	0.33	(2,234,625)	0.30
Options forfeited or expired	-	-	-	-
Non-vested, end of period	<u>3,355,000</u>	\$ 0.34	<u>3,515,375</u>	\$ 0.32

The estimated weighted-average remaining term of options outstanding at March 31, 2011 and December 31, 2010 was 70 and 71 months, respectively. The estimated weighted-average remaining term of options exercisable at March 31, 2011 and December 31, 2010 was 66 and 67 months, respectively.

The following table summarizes the number of units and weighted-average exercise price of warrants granted as of March 31, 2011 and December 31, 2010:

	<u>March 31, 2011</u>		<u>December 31, 2010</u>	
Outstanding, beginning of year	5,902,985	\$ 0.96	614,680	\$ 0.39
Granted	1,076,988	0.77	5,288,305	1.02
Forfeited or expired	-	-	-	-
Outstanding, end of period	<u>6,979,973</u>	\$ 0.93	<u>5,902,985</u>	\$ 0.96
Exercisable, end of period	<u>6,034,973</u>	\$ 0.98	<u>4,802,985</u>	\$ 1.05

The following table summarizes the number of units and weighted-average grant-date fair value of non-vested warrants in the Plan as of March 31, 2011 and December 31, 2010:

	<u>March 31, 2011</u>		<u>December 31, 2010</u>	
Non-vested, beginning of year	1,100,000	\$ 0.25	250,000	\$ 0.19
Granted	1,076,988	0.14	5,288,305	0.18
Vested	(1,231,988)	0.15	(4,438,305)	\$ 0.16
Warrants forfeited or expired	-	-	-	-
Non-vested, end of period	<u>945,000</u>	\$ 0.26	<u>1,100,000</u>	\$ 0.25

The estimated weighted-average remaining term of warrants outstanding at March 31, 2011 and December 31, 2010 was 44 and 50 months, respectively. The estimated weighted-average remaining term of warrants exercisable at March 31, 2011 and December 31, 2010 was 43 and 49 months, respectively.

Compensation cost charged against income was \$332,780 for the quarter ended March 31, 2011 and \$1,787,499 for the period from inception (February 20, 2007) to March 31, 2011, based upon the fair value of the vested options at the dates of grant. As of March 31, 2011, unrecognized compensation cost of \$1,378,024 is related to non-vested awards granted by the Company. This is anticipated to be recognized over the next 27 months, 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 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.

Critical Accounting Policies

We consider accounting policies involving significant judgments and assumptions by management that have, or could have, a material impact on the carrying value of certain assets or on income (loss) to be critical accounting policies. We consider the following to be our critical accounting policies: basis of presentation, development stage company, revenue recognition, and income taxes.

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 limited 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. 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 equity financing from the sale of common and/or preferred stock.

The accompanying unaudited financial statements have been prepared in accordance with Form 10-Q instructions and in the opinion of management contain all adjustments, consisting of normal recurring accruals necessary to present fairly the financial position, results of operations and cash flows for the periods presented. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates. These interim financial statements should be read in conjunction with the financial statements and accompanying notes included in the Annual Report on Form 10-K for the year ended December 31, 2010.

Operating results for the three months ended March 31, 2011 are not necessarily indicative of the results that may be attained in subsequent periods or for the year ending December 31, 2011.

Certain reclassifications were made to the prior year financial statements to conform to the current year presentation. These reclassifications had no effect on previously reported results of operation or stockholders' equity (deficit).

DEVELOPMENT STAGE COMPANY - The Company is considered a development stage company since planned principal operations resulting in sustaining revenue have not fully 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.

REVENUE RECOGNITION - 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 are recognized when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed and determinable, and collectability is reasonably assured. Customer deposit liabilities 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, and the deposits are subject to a full refund at the request of the depositor. Revenues since the inception of the Company in 2007 through the date of these financial statements have not been significant and consist of sales of a limited number of experimental vehicles.

INCOME TAXES - As no taxable income has occurred since the inception of the Company, 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. Net operating losses of approximately \$5,130,000 are available for carryover to be used against taxable income generated through 2030.

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 de minimus, 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 are 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 March 31, 2011 Compared to Three Months Ended March 31, 2010

Revenue. Revenue was \$82,500 for the quarter ended March 31, 2011 and consisted of a limited number of customer vehicle conversions. We did not generate revenue for the quarter ended March 31, 2010.

Expenses. Our expenses for the quarter ended March 31, 2011 were \$1,945,457 and included payroll and payroll taxes (\$625,407), stock based compensation (\$332,780), batteries, motors and supplies (\$412,040) and legal and professional (\$169,546). Our expenses for the quarter ended March 31, 2010 were \$885,789 and included payroll and payroll taxes (\$277,226), batteries, motors and supplies (\$146,739) and legal and professional (\$124,416). The reason for the increase in comparing the quarter ended 2011 to 2010 was an increase in activity in developing and promoting our products which included the hiring of additional employees.

Net loss. Net loss for the quarters ended March 31, 2011 and 2010 were \$1,862,957 and \$893,652, respectively.

Operating Activities

Our operating activities from continuing operations resulted in net cash used by operations of \$1,155,717 for the quarter ended March 31, 2011 compared to net cash used by operations of \$533,179 for the quarter ended March 31, 2010. The net cash used by operations for the quarter ended March 31, 2011 reflects a net loss of \$1,862,957, offset by stock based compensation of \$332,780, depreciation of \$11,742, increase in accounts payable of \$342,300, accounts payable, related parties of \$24,807, and accounts receivable of \$23,429; a decrease in customer deposits of \$27,393 and an increase in deposits of \$425. The net cash used by operations for the quarter ended March 31, 2010 reflects a net loss of \$893,652 offset by depreciation of \$8,961, loss on sale of assets of \$7,863, increase in accounts payable of \$299,336, accounts payable, related parties of \$39,125 and a decrease in prepaid expenses and deposits of \$5,188.

Investing Activities

There were no investing activities for the quarter ended March 31, 2011. Our investing activities resulted in a net cash inflow of \$12,000 for the quarter ended March 31, 2010 for proceeds on sale of assets.

Financing Activities

Our financing activities resulted in a cash inflow of \$978,846 for the three months ended March 31, 2011 and included cash inflows from the issuance of common stock of \$980,366 reduced by cash outflows for payments on long-term debt of \$1,520. Financing activities for the three months ended March 31, 2010 resulted in a cash inflow of \$579,856 and included cash inflows from the issuance of common stock of \$482,379, proceeds from notes payable of \$100,000, reduced by repayment of a \$2,523 cash overdraft.

Presently, due to the lack of significant 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, 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 \$12,000,000 and \$15,000,000 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 March 31, 2011, we had current assets of \$253,315 including cash of \$208,422 and current liabilities of \$1,124,395. As of December 31, 2010, we had current assets of \$453,190 including cash of \$385,293 and current liabilities of \$784,608.

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.

Recent Development:

Distribution Agreement

On April 14, 2011, the Company entered into a Distribution Agreement with Northern Lights Energy ehf. ("NLE"), an Icelandic company that operates in the energy and transportation sectors, pursuant to which the Company will manufacture, assemble, produce, and sell Company products to NLE in exchange for granting NLE the exclusive right within the country of Iceland (the "Territory") to:

- promote the use of the Company's electric vehicles in the Territory, to develop and maintain a sales and service;
- network the Company products throughout the Territory to retail, business, fleet, institutional and governmental customers;
- promote the sale of Company products throughout the Territory;
- promote the Company brand throughout the Territory;
- advertise the Company's products throughout the Territory; and
- manage customer relationships and provide best in class after sales service to customers of Company products in the Territory.

NLE will buy and sell the Company products in its own name and for its own account. The term of the Distribution Agreement commenced upon the signing of the agreement and will continue through December 31, 2017. The Company did not issue or receive any material financial consideration (i.e., cash, stock, options, warrants, etc.) in exchange for entering into the Distribution Agreement. The Agreement contemplates three separate and interrelated phases.

Demonstration Phase

The demonstration phase (the "Demonstration Phase") is to last for a period of six months commencing on the signing of the Agreement, during which the Company will provide NLE two Company vehicles (the "Demonstration Vehicles") for use by NLE in the Territory solely for product testing by NLE, for display, demonstration or other marketing purposes reasonably acceptable to the Company. The Demonstration Vehicles will remain the sole property of the Company. During the Demonstration Phase and continuing throughout the Development Phase (defined below), NLE will use its best efforts develop and expand the electric vehicle market in the Territory and will actively and diligently appoint and maintain experienced and competent public relations and advertising personnel and agencies to prepare market for Company products and to promote Company products and the Company brand within the Territory. NLE will explore using various media in its efforts to develop the market, including, but not limited to, the possibility of developing, in cooperation with the Company, a customized website and/or online experience to promote Company products and the Company brand within the Territory.

Development Phase

The second phase of the Agreement, the development phase (the "Development Phase"), is to commence on a mutually agreed upon date, but no later than October 1, 2011, and will continue through December 31, 2012. During the Development Stage, the Company will sell to NLE, and NLE will Purchase from the Company, 250 of the Company's vehicles (the "Initial Inventory"). The Initial Inventory shall be comprised of one or more vehicle models mutually agreeable to the Company and NLE. From and after the commencement of the Development Phase, and continuing thereafter throughout the Term, NLE will be solely responsible for the servicing and maintenance of all Company products in the Territory.

Sales and Marketing Phase

The third phase of the Agreement, the sales and marketing phase (the "Sales and Marketing Phase"), is to commence at the end of the Development Phase and end on December 31, 2017. At or prior to the commencement of the Sales and Marketing Phase, NLE will prepare and submit to the Company for its approval, a business plan for the marketing, sales, and service of Company products within the Territory (the "Initial Business Plan"). The Initial Business Plan will include such information as the Company may reasonably require but, at a minimum, will contain a distribution, sales, marketing, and after sales plan outlining targets, strategies and plans for the following year. At all times throughout the Sales and Marketing Phase, NLE will devote to its activities under the Agreement sufficient assets and resources to effectively, ethically, and lawfully sell and promote the purchase and use of Company products by customers in the Territory and to otherwise carry out its obligations. To satisfy this commitment, NLE agrees, at a minimum, to appoint and maintain an experienced automotive team to execute the operations, sales, marketing and after sales for the Company's products, including an adequate staff of sales personnel who are fully trained and knowledgeable about the Company's products to support sales activities throughout the Territory and an adequate staff of trained engineers and service technicians to handle after sale services throughout the Territory; maintain an adequate selection and stock of the Company's products as is necessary to fulfill customers' demands and to ensure timely repair and/or replacement under warranty or non-warranty service; ensure that each customer's purchase and delivery experience is satisfactory; appoint and maintain experienced and competent public relations and advertising personnel and agencies to promote the Company's products and the Company brand throughout the Territory. During the Sales and Marketing Phase, the Company will sell to NLE, and NLE will purchase from the Company, 750 Company vehicles, or such greater number of the Company's vehicles as the Parties may mutually agree. Northern will submit binding orders for purchase and delivery of at least 150 Company vehicles in each calendar year of the Sales and Marketing Phase.

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

As of March 31, 2011, our Chief Executive Officer and Chief Financial Officer performed an evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on the evaluation and the identification of the material weaknesses in internal control over financial reporting described below, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2011, the Company's disclosure controls and procedures were not effective.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projection of any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our Chief Executive Officer and Chief Financial Officer have conducted an assessment of our internal control over financial reporting as of March 31, 2011. Management's assessment of internal control over financial reporting was conducted using the criteria in Internal Control over Financial Reporting – Guidance for Smaller Public Companies issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

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 March 31, 2011:

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 outside consultants 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 March 31, 2011, 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 consultants 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. These actions, in addition to the improvements identified above, will minimize any risk of a potential material misstatement occurring.

On January 12, 2011, Paul V. Gonzales and the Company entered into an Employment Agreement pursuant to which Mr. Gonzales agreed to serve as the Chief Financial Officer of the Company. Also, on January 12, 2011, Paul J. Wichmann was hired by the Company as Finance Director. Both of these additions to the Company's staff should help to alleviate various internal control issues.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2011 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, the Company is not required to provide the information required by this item.

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

From December 3, 2010 through April 14, 2011, the Company sold an aggregate of 4,166,650 shares of common stock and common stock purchase warrants (the "Warrants") to acquire 2,083,326 shares of common stock of the Company for an aggregate purchase price of \$2,499,990 to accredited investors. The Warrants are exercisable for two years at an exercise price of \$0.80. The closings occurred on the following dates:

- On December 3, 2010, the Company sold 586,667 shares of common stock and Warrants to acquire 293,334 shares of common stock for an aggregate consideration of \$352,000.
- On December 17, 2010, the Company sold 483,333 shares of common stock and Warrants to acquire 241,667 shares of common stock for an aggregate consideration of \$290,000.
- On December 31, 2010, the Company sold 500,000 shares of common stock and Warrants to acquire 250,000 shares of common stock for an aggregate consideration of \$300,000.
- On January 26, 2011, the Company sold 436,667 shares of common stock and Warrants to acquire 218,333 shares of common stock for an aggregate consideration of \$262,000.
- On February 17, 2011, the Company sold 208,333 shares of common stock and Warrants to acquire 104,167 shares of common stock for an aggregate consideration of \$125,000.
- On March 1, 2011, the Company sold 158,333 shares of common stock and Warrants to acquire 79,167 shares of common stock for an aggregate consideration of \$95,000.
- On March 3, 2011, the Company sold 208,317 shares of common stock and Warrants to acquire 104,158 shares of common stock for an aggregate consideration of \$124,990.
- On March 16, 2011, the Company sold 133,333 shares of common stock and Warrants to acquire 66,667 shares of common stock for an aggregate consideration of \$80,000.
- On March 28, 2011, the Company sold 350,000 shares of common stock and Warrants to acquire 175,000 shares of common stock for an aggregate consideration of \$210,000.
- On March 29, 2011, the Company sold 300,000 shares of common stock and Warrants to acquire 150,000 shares of common stock for an aggregate consideration of \$180,000.
- On April 6, 2011, the Company sold 703,333 shares of common stock and Warrants to acquire 351,667 shares of common stock for an aggregate consideration of \$422,000.
- On April 14, 2011, the Company sold 98,333 shares of common stock and Warrants to acquire 49,167 shares of common stock for an aggregate consideration of \$59,000.

From December 3, 2010 through April 14, 2011, the Company compensated JCI as placement agent for assisting in the sale of the securities by paying it commissions in the aggregate amount of \$249,999 and issuing the placement agent common stock purchase warrants to purchase 416,665 shares of the Company's common stock at an exercise price of \$.60 per share.

On January 12, 2011, Paul V. Gonzales and the Company entered into an Employment Agreement pursuant to which Mr. Gonzales agreed to serve as the Chief Financial Officer of the Company. Pursuant to the terms of the Employment Agreement, Mr. Gonzales shall receive an annual salary of \$150,000. Additionally, Mr. Gonzales will be eligible for annual bonuses with a target amount of 100% of his salary. The actual amount of any bonus may be more or less than such target and will be determined by the CEO of the Company in his discretion pursuant to certain guidelines and parameters set by the Board of Directors. Half of the bonus may be paid, in the CEO's discretion in unregistered shares of common stock at a price per share equal to the weighted average closing price per share of the common stock over the twenty most recent trading days prior to such grant. In addition to the salary and any bonus, Mr. Gonzales will be entitled to receive health and fringe benefits that are generally available to the Company's management employees. As additional compensation, the Company granted Mr. Gonzales options to acquire 200,000 shares of common stock at an exercise price of \$0.81 per share for a period of ten years.

On May 10, 2011 the Company sold 470,833 shares of common stock and Warrants to acquire 235,415 shares of common stock for an aggregate purchase price of \$282,500 to accredited investors. The Warrants are exercisable for two years at an exercise price of \$0.80. Additionally, the Company compensated JCI as placement agent for assisting in the sale of the securities by paying it commissions in the aggregate amount of \$28,250 and issuing the placement agent common stock purchase warrants to purchase 47,083 shares of the Company's common stock at an exercise price of \$.60 per share.

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)
3.2	Certificate of Change (6)
3.3	Certificate of Correction (6)
3.4	Articles of Merger (7)
3.5	Certificate of Correction (Articles of Merger) (7)
3.6	Certificate of Amendment to the Certificate of Incorporation (9)
4.1	Form of Subscription Agreement by and between Title Starts Online, Inc. and the January 2010 Accredited Investors (2)
4.2	6% Promissory Note issued by Title Starts Online, Inc. on March 1, 2010 (3)
4.3	Form of Subscription Agreement by and between Title Starts Online, Inc. and the March 2010 Accredited Investors (4)
4.4	Form of Subscription Agreement by and between AMP Holding Inc. and Accredited Investors (11)
4.5	Form of Subscription Agreement by and between AMP Holding Inc. and May 2011 Accredited Investors (15)
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 Ziu Zhang dated December 28, 2009 (1)
10.6	Director Agreement by and between AMP Holding Inc. and Nancy Dunlap dated August 23, 2010 (8)
10.7	Director Agreement by and between AMP Holding Inc, and James E. Taylor dated October 11, 2010 (10)
10.8	Employment Agreement by and between AMP Holding Inc. and James Taylor dated December 8, 2010 (12)
10.9	Employment Agreement by and between AMP Holding Inc. and Stephen S. Burns dated December 8, 2010 (12)
10.10	Director Agreement by and between AMP Holding Inc. and Joseph Paresi dated December 8, 2010 (12)
10.11	Employment Agreement by and between AMP Holding Inc. and Paul V. Gonzales dated January 12, 2011 (13)
10.12	Distribution Agreement by and between AMP Holding Inc. and Northern Lights Energy ehf. dated April 14, 2011 (14)
16.1	Letter from Schumacher & Associates, Inc. (5)
21.1	List of Subsidiaries(1)
31.1	Certification of Chief Executive 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.
31.2	Certification of Chief 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 Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief 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.
- (6) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on May 25, 2010
- (7) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on May 25, 2010
- (8) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on August 27, 2010
- (9) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on September 10, 2010
- (10) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 19, 2010
- (11) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on December 6, 2010
- (12) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on December 13, 2010
- (13) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on January 14, 2011
- (14) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on April 20, 2011
- (15) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on May 12, 2011

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMP HOLDING INC.

Dated: August 19, 2011

By: /s/ James E. Taylor

Name: James E. Taylor

Title: Chief Executive Officer and Vice

Chairman of the Board of Directors (Principal
Executive Officer)

Dated: August 19, 2011

By: /s/ Paul V. Gonzales

Name: Paul V. Gonzales

Title: Chief Financial Officer (Principal
Financial Officer)

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

I, James E. Taylor, Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on 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 officers 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 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 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 controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data 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 controls over financial reporting.

Date: August 19, 2011

/s/ James E. Taylor

James E. Taylor,
Chief Executive Officer and Vice Chairman of the Board of Directors
(Principal Executive Officer)

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

I, Paul V. Gonzales, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on 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 officers 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 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 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 controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data 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 controls over financial reporting.

Date: August 19, 2011

/s/ Paul V. Gonzales

Paul V. Gonzales,
Chief Financial Officer
(Principal Financial Officer)

**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 period ended March 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James E. Taylor, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 19, 2011

/s/James E. Taylor

James E. Taylor,
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

**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 period ended March 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Paul V. Gonzales, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 19, 2011

/s/Paul V. Gonzales

Paul V. Gonzales,
Chief Financial Officer
(Principal Financial Officer)