

Edgar Filing: NORTH AMERICAN LIABILITY GROUP INC - Form 10QSB

NORTH AMERICAN LIABILITY GROUP INC  
Form 10QSB  
September 02, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-QSB

[X] Quarterly report pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934

For the quarterly period ended June 30, 2004  
-----

Commission File Number: 000-25947

NORTH AMERICAN LIABILITY GROUP, INC.

-----  
(Name of Small Business issuer in its Charter)

Florida

65-0386286

-----  
(State or Other Jurisdiction of  
Incorporation or Organization)

(IRS Employer  
Identification No.)

2929 East Commercial Boulevard, Suite 610, Ft. Lauderdale, FL 33308

-----  
(Address of Principal Executive Offices)

(Zip Code)

954-771-5500

-----  
(Issuer's Telephone Number)

Securities registered under Section 12(b) of the Exchange Act:

NONE

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, no par value

Check whether the issuer: (1) filed all reports required to be filed by  
Section 13 or 15(d) of the Exchange Act during the past 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. [X] YES [ ] NO

Check if there is no disclosure of delinquent filers in response to Item  
405 of Regulation S-B is contained in this form, and no disclosure will  
be contained, to the best of registrant's knowledge, in definitive proxy  
or information statements incorporated by reference or any amendment to  
this Form 10-QSB. [ ]

The issuer is a developmental stage company, and as such has yet to  
generate any substantial revenues.

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As of June 30, 2004 the issuer had approximately 3,069,000 shares of common stock outstanding.

Documents incorporated by reference: NONE

Transition Small Business Disclosure Format (check one):

YES [ ] NO [X]

NORTH AMERICAN LIABILITY GROUP, INC.

Form 10-QSB Index

|   | Page |
|---|------|
| Part I: Financial Information   | 1    |
| Item 1. Financial Statements (Unaudited)  | 1    |
| Condensed Consolidated Balance Sheet - June 30, 2004 (Unaudited)  | 1    |
| Condensed Consolidated Statements of Operations - Three months ended June 30, 2004 and 2003 (Unaudited)   | 2    |
| Condensed Consolidated Statements of Operations - Six months ended June 30, 2004 and 2003 and cumulative for the period from March 23, 1999 (inception) through June 30, 2004 (Unaudited) | 3    |
| Condensed Consolidated Statements of Cash Flows - Six months ended June 30, 2004 and 2003 and cumulative for the period from March 23, 1999 (inception) through June 30, 2004 (Unaudited) | 4    |
| Notes to Financial Statements (Unaudited)   | 6    |
| Item 2. Management's Discussion and Analysis or Plan of Operation   | 12   |
| Part II: Other Information  |      |
| Item 1. Legal Proceedings   | 13   |
| Item 2. Change in Securities  | 13   |
| Item 3. Defaults Upon Senior Securities   | 14   |
| Item 4. Submission of Matters to a Vote of Security Holders   | 14   |
| Item 5. Other Information   | 14   |
| Item 6. Exhibits and Reports on Form 8-K  | 14   |
| SIGNATURES  | 15   |

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PART I. - FINANCIAL INFORMATION

Item 1. Financial Statements

NORTH AMERICAN LIABILITY GROUP, INC.  
AND SUBSIDIARY  
(A Development Stage Company)

Condensed Consolidated Balance Sheet

(Unaudited)  
June 30, 2004

| Assets                                   |             |
|--|-------------|
| -----                                    |             |
| Current assets:                          |             |
| Cash                                     | \$ 72,017   |
| Undeposited Checks                       | 171         |
|  | -----       |
| Total current assets                     | 72,188      |
| Property and equipment, net              | 10,792      |
| Other assets                             |             |
| Deposits for restricted common stock     | 174,400     |
| Due from related parties                 | 46,744      |
|  | -----       |
| Total other assets                       | 221,144     |
|  | -----       |
| Total assets                             | \$ 304,124  |
|  | =====       |
| Liabilities and Stockholders' Deficiency |             |
| -----                                    |             |
| Current liabilities:                     |             |
| Accounts payable                         | \$ 182,513  |
| Accrued expenses                         | 565,702     |
| Due to related parties                   | 269,664     |
| Notes payable                            | 226,466     |
|  | -----       |
| Total current liabilities                | 1,244,345   |
| Stockholders' deficiency:                |             |
| Series 2001 convertible preferred stock  | 42,470      |
| Series 2001A convertible preferred stock | -           |
| Series 2001B convertible preferred stock | -           |
| Class B preferred stock                  | -           |
| Common stock                             | 3,605,609   |
| Accumulated deficit                      | (4,588,300) |
|  | -----       |
| Total stockholders' deficiency           | (940,221)   |
|  | -----       |
| Total liabilities and stockholders'      |             |

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deficiency \$ 304,124  
=====

See accompanying notes to the condensed consolidated financial statements.

NORTH AMERICAN LIABILITY GROUP, INC.  
AND SUBSIDIARY  
(A Development Stage Company)

Condensed Consolidated Statements of Operations  
(Unaudited)

|  | Three<br>Months<br>Ended<br>June 30, 2004<br>----- | Three<br>Months<br>Ended<br>June 30, 2003<br>----- |
|--|--|--|
| Gross revenues                                 | \$ -   | \$ -   |
| Cost of sales                                  | -  | -  |
|  | -----  | -----  |
| Net revenue                                    | -  | -  |
| Operating expenses                             | 47,496   | -  |
| Other income (expenses):                       |  |  |
| Other income                                   | 52,122   | -  |
| Interest expense                               | (18,420)   | (30,376)   |
|  | -----  | -----  |
| Total other income (expense)                   | 33,702   | (30,376)   |
|  | -----  | -----  |
| Net income (loss)                              | (13,794)   | (30,376)   |
|  | =====  | =====  |
| Income (loss) per common share:                |  |  |
| Basic and Diluted                              | 0.00   | (0.13)   |
|  | =====  | =====  |
| Weighted average common shares<br>outstanding: |  |  |
| Basic and Diluted                              | 3,748,295  | 235,360  |
|  | =====  | =====  |

See accompanying notes to the condensed consolidated financial statements.

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NORTH AMERICAN LIABILITY GROUP, INC.  
AND SUBSIDIARY  
(A Development Stage Company)

Condensed Consolidated Statements of Operations  
(Unaudited)

|  | Six<br>Months<br>Ended<br>June 30, 2004<br>----- | Six<br>Months<br>Ended<br>June 30, 2003<br>----- | Cumulative for<br>the period from<br>March 23, 1999<br>(inception) to<br>June 30, 2004<br>----- |
|--|--|--|---|
| Gross revenues                                 | \$ -   | \$ -   | \$ 45,744   |
| Cost of sales                                  | -  | -  | 264   |
|  | -----  | -----  | -----   |
| Net revenue                                    | -  | -  | 45,480  |
| Operating Expenses                             | 223,051  | -  | 3,775,904   |
| Other income (expenses):                       |  |  |   |
| Other income                                   | 54,244   | -  | 113,332   |
| Interest expense                               | (114,228)  | (59,703)   | (431,181)   |
| Impairment of assets                           | -  | -  | (315,027)   |
| Provision for loss on<br>non-cancelable leases | -  | -  | (225,000)   |
|  | -----  | -----  | -----   |
| Total other income (expense)                   | (59,984)   | (59,703)   | (857,876)   |
|  | -----  | -----  | -----   |
| Net income (loss)                              | \$ (283,035)                                     | \$ (59,703)                                      | \$ (4,588,300)  |
|  | =====  | =====  | =====   |
| Income (loss) per common share:                |  |  |   |
| Basic and Diluted                              | (0.06)   | (0.25)   |   |
|  | =====  | =====  |   |
| Weighted average common shares<br>outstanding: |  |  |   |
| Basic and Diluted                              | 4,706,984  | 235,315  |   |
|  | =====  | =====  |   |

See accompanying notes to the condensed consolidated financial statements.

NORTH AMERICAN LIABILITY GROUP, INC.  
AND SUBSIDIARY  
(A Development Stage Company)

Condensed Consolidated Statements of Cash Flows  
(Unaudited)

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|  | Six<br>Months<br>Ended<br>June 30,2004 | Six<br>Months<br>Ended<br>June 30, 2003 | Cumulative for<br>the period from<br>March 23,1999<br>(inception) to<br>June 30,2004 |
|--|--|---|--|
|  | -----                                  | -----                                   | -----  |
| Cashflows from operating activities  |  |   |  |
| Net income(loss)   | \$ (283,035)                           | \$ (59,703)                             | \$ (4,588,300)   |
| Adjustments to reconcile net loss<br>to net cash provided by (used in)<br>operating activities |  |   |  |
| Forgiveness of related party<br>note payable   | -                                      | -                                       | (59,088)   |
| Depreciation and amortization  | 1,064                                  | -                                       | 294,885  |
| Loss on impairment of assets   | -                                      | -                                       | 315,027  |
| Provision for loss on<br>non-cancelable leases   | -                                      | -                                       | 225,000  |
| Common stock issued for<br>services  | -                                      | -                                       | 2,055,405  |
| Increase(decrease) in cash<br>caused by changes in:  |  |   |  |
| Other current assets   | 1,244                                  | -                                       | (171)  |
| Other assets   | 80,000                                 | -                                       | 75,600   |
| Accounts payable   | (9,642)                                | -                                       | 182,513  |
| Accrued expenses   | 143,094                                | 25,194                                  | 568,209  |
| Due from related parties   | (46,744)                               | 34,509                                  | 474,261  |
|  | -----                                  | -----                                   | -----  |
| Net cash provided by (used in)<br>operating activities   | (114,019)                              | -                                       | (456,659)  |
| Cashflows from investing activities:   |  |   |  |
| Acquisition of property and<br>equipment   | (9,359)                                | -                                       | (286,358)  |
| Cashflows from financing activities  |  |   |  |
| Repayment of note payable to<br>related party  | -                                      | -                                       | (200,000)  |
| Proceeds from issuance of<br>preferred stock   | -                                      | -                                       | 49,000   |
| Proceeds from issuance of<br>capital stock   | 160,000                                | -                                       | 806,174  |
| Due to related parties   | 7,747                                  | -                                       | (391,606)  |
| Repayment/proceeds of notes payable  | -                                      | -                                       | 551,466  |
|  | -----                                  | -----                                   | -----  |
| Net cash provided by financing<br>activities   | 167,747                                | -                                       | 815,034  |
|  | -----                                  | -----                                   | -----  |
| Net increase(decrease) in cash   | 44,369                                 | -                                       | 72,017   |
| Cash at beginning of period  | 27,648                                 | -                                       | -  |
|  | -----                                  | -----                                   | -----  |
| Cash at end of period  | \$ 72,017                              | \$ -                                    | \$ 72,017  |
|  | =====                                  | =====                                   | =====  |

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See accompanying notes to the condensed consolidated financial statements.

NORTH AMERICAN LIABILITY GROUP, INC.  
AND SUBSIDIARY  
(A Development Stage Company)

Condensed Consolidated Statements of Cash Flows  
(Unaudited)

|  | Six<br>Months<br>Ended<br>June 30, 2004<br>----- | Six<br>Months<br>Ended<br>June 30, 2003<br>----- | Cumulative for<br>the period from<br>March 23, 1999<br>(inception) to<br>June 30, 2004<br>----- |
|--|--|--|---|
| Supplemental disclosure of cash flow information:                    |  |  |   |
| Cash paid for interest   | \$ -<br>=====                                    | \$ -<br>=====                                    | \$ 15,310<br>=====  |
| Non-cash activity:   |  |  |   |
| Purchase of intangible assets from related party                     | \$ -<br>=====                                    | \$ -<br>=====                                    | \$ 399,353<br>=====   |
| Reduction of capital lease obligation upon abandonment of assets     | \$ -<br>=====                                    | \$ -<br>=====                                    | \$ 65,006<br>=====  |
| Satisfaction of notes payable and accrued interest by related party  | \$ 487,500<br>=====                              |  | \$ 487,500<br>=====   |
| Sale of restricted common stock, proceeds of which are held in trust | \$ 250,000<br>=====                              |  | \$ 250,000<br>=====   |

See accompanying notes to the condensed consolidated financial statements.

NORTH AMERICAN LIABILITY GROUP, INC.  
AND SUBSIDIARY  
(A Development Stage Company)

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## Notes to Condensed Consolidated Financial Statements (Unaudited)

### (1) Statement of Information Furnished

The accompanying unaudited condensed consolidated financial statements as of June 30, 2004 and for the three and six months ended June 30, 2004 and 2003 and the cumulative period from March 23, 1999 (Inception) to June 30, 2004 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant with the rules and regulations of the Securities and Exchange Commission for Form 10-QSB. Accordingly, the condensed consolidated financial statements do not include all the information and notes to the financial statements required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of only normal recurring adjustments) considered necessary for a fair presentation of North American Liability Group, Inc. and Subsidiary's financial position, results of operations, and cash flows for the periods presented. These results have been determined on the basis of accounting principles generally accepted in the United States of America and applied consistently with those used in the preparation of the Company's 2003 financial statements.

The results of operations for the interim periods ended June 30, 2004 and 2003 are not necessarily indicative of the results to be expected for the full year. These interim financial statements should be read in conjunction with the December 31, 2003 financial statements and related notes included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003.

### (2) Loss Per Share

Basic income or loss per common share amounts are based on the weighted average shares outstanding of 4,706,984 and 235,315 for the six months ended June 30, 2004 and 2003, respectively and 3,748,295 and 235,360 for the three months ended June 30, 2004 and 2003, respectively. Diluted income per common share amounts reflect the potential dilution that could occur if convertible preferred shares are converted into common stock. No conversion is assumed if such conversion would have an anti-dilutive effect on diluted loss per common share amounts.

### (3) Recent Financial Accounting Standards

In January 2003, the FASB issued FIN No. 46, "Consolidation of Variable Interest Entities," ("FIN 46"). FIN 46 clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements," to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 applies immediately to variable interest entities (VIE's) created after January 31, 2003, and to variable interest entities in which an enterprise obtains an interest after that date. It applies in the first fiscal year or interim period beginning after June 15, 2003, to variable interest entities in which an enterprise holds a variable interest that it acquired before



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February 1, 2003.

The Company has not identified any VIE's for which it is the primary beneficiary or has significant involvement.

In December 2003, the FASB issued FIN No. 46 (revised December 2003), "Consolidation of Variable Interest Entities" ("FIN 46-R") to address certain FIN 46 implementation issues. The effective dates and impact of FIN 46 and FIN 46-R are as follows:

(i) For special purpose entities (SPE's) created prior to February 1, 2003, the Company must apply either the provisions of FIN 46 or early adopt the provisions of FIN 46-R at the end of the first interim or annual reporting period ending after December 15, 2003.

(ii) For non-SPE's created prior to February 1, 2003, the Company is required to adopt FIN 46-R at the end of the first interim or annual reporting period ending after March 15, 2004.

(iii) For all entities, regardless of whether a SPE, that were created subsequent to January 31, 2003, the provisions of FIN 46 were applicable for variable interests in entities obtained after January 31, 2003. The Company is required to adopt FIN 46-R at the end of the first interim or annual reporting period ending after March 31, 2004.

The adoption of the provisions applicable to SPE's and all other variable interests obtained after January 31, 2003 did not have a material impact on the Company's consolidated financial statements. The Company is currently evaluating the impact of adopting FIN 46-R applicable to non-SPE's created prior to February 1, 2003, but does not expect a material impact.

#### (4) Capitalization

##### (A) COMMON STOCK

During the first quarter of 2004, shareholders were issued 1,176,800 shares of common stock in a conversion of 35,304,000 shares of Series 2001A Preferred stock.

Also during the first quarter, the Company's Chairman, Bradley Wilson, contributed capital in the amount of \$160,000 in exchange for 5,333 shares of restricted common stock.

During the second quarter, the Company issued 16,666 shares of common stock, restricted under Rule 144, to an investor who contributed \$250,000 in cash, proceeds of which are held in trust. Also during the quarter, the Company cancelled 1,124,040 common shares that had been issued improperly.

In July 2004, the Company made a 1 for 30 reverse split of its common stock. These financial statements give effect to the reverse stock split.

At June 30, 2004 and 2003, the Company had outstanding approximately 3,069,000 and 235,000 shares of common stock, respectively.

##### (B) PREFERRED STOCK

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During the first quarter of 2004, shareholders converted 35,304,000 shares of Series 2001A Preferred stock for 1,176,800 shares of common stock.

At June 30, 2004, 27,946,000 shares of Series 2001 A Convertible Preferred stock were issued and outstanding.

On February 2, 2004, the Company cancelled 5,266,666 shares of its Common stock. The cancelled shares were held by Bradley Wilson, Chairman of the Company and a non-related party, each canceling 2,633,333 shares. In consideration of canceling their shares, 30,000,000 and 20,000,000 shares of Class B Preferred stock were issued to Mr. Wilson and the non-related party, respectively. Shares of Class B Preferred stock carry 10 votes per share and cannot be converted into common stock prior to September 1, 2005.

At June 30, 2004 there were 50,000,000 outstanding Class B Preferred shares.

During May, 2004, the Company cancelled 1,124,373 common shares that had been issued improperly.

### (5) Related Party Transactions

In February, 2004 the Company issued three notes totaling \$42,000 to a related party, FJW Pendylum, Inc., in which the majority shareholder of the Company is the majority shareholder of FJW Pendylum, Inc. The notes bear interest at 6% and are due in February 2005. At June 30, 2004, \$42,000 is due on the notes and included in due from related parties in the accompanying consolidated financial statements.

The president, current and former principal stockholders, and certain employees from time to time made advances to the Company. The advances have been made for financing and working capital purposes. At June 30, 2004 and 2003 respectively, the total of such advances and accrued interest was \$269,664 and \$485,677.

The Company has an agreement with KIWI Network Solutions, Inc to share space in the Company's executive offices. Under the terms of this agreement the Company receives back 50% of the rent paid under its lease agreement for the Ft. Lauderdale office space. At June 30, 2004, approximately \$4,400 is owed to the Company relating to this agreement and is included in due from related parties in the accompanying consolidated financial statements.

The Company leased an apartment for one member of its Board of Directors and the apartment served as the Company's office in the Washington, D.C. area. During the second quarter the Director resigned his position on the Board. The Company is seeking to sublet the apartment to the former Director. The lease for the apartment is non-cancelable and expires November 30, 2004. Rent and fees paid in total at June 30, 2004 amount to \$12,858. Rent paid in the quarter ended June 30, 2004 amounted to \$4,710. Rent remaining to be paid is \$6,280, all of which is due to be paid in 2004.

The Company has a Consulting Agreement with James Jarboe, which pays him \$1,000 per week for his services as President of the Company. In the quarter ended June 30, 2004, the Company paid Jarboe \$4,000 and

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accrued an additional \$1,600. Also, through its wholly-owned subsidiary North American Liability Corporation ("the Subsidiary"), the Company has an Agreement with Jarboe to serve as Consultant and Director. Under that agreement, which is for a term of two years, Jarboe is to receive base annual compensation of \$24,000 plus a bonus to be paid in cash and stock of 10% of any debt or equity capital raised. No bonus has been paid for capital raising in the quarter ended June 30, 2004. A bonus will also be paid for the procurement of business at the Group or Policy level for a fair commercial market fee to be determined at the time the business is completed with the Subsidiary. No bonus has been paid for business procurement in the quarter ended June 30, 2004. The Subsidiary was also to grant, immediately upon execution of the Consulting Agreement, 66,666 shares of common stock, subject to Rule 144. No shares have been issued by the Subsidiary under this Consulting Agreement.

The Subsidiary had an Employment Agreement with its Chairman and CEO Harold Fischer. Mr. Fischer resigned his position with the Company effective May 3, 2004, terminating the Employment Agreement.

The Subsidiary had a Consulting Agreement with David Tews as Consultant and Director. Mr. Tews resigned his position with the Company effective May 3, 2004, terminating the Consulting Agreement.

In December 2003, the Company settled its note payable to the former controlling shareholder. With principal and accumulated interest, the debt amounted to \$444,088. In the settlement, the Company paid \$200,000, the current controlling shareholder contributed \$185,000, and \$59,088 was forgiven.

During April, 2004, common stock held as collateral against secured notes payable and accrued interest were used to repay these liabilities which amounted to \$487,500.

The Company has filed suit seeking monetary damages from a current shareholder, alleging the shareholder failed to cancel certain shares of Company stock as promised.

### (6) Accrued Expenses

Accrued expenses at June 30, 2004 consisted of the following:

|                           | 2004    |
|---------------------------|---------|
|                           | -----   |
| Accrued lease obligations | 309,718 |
| Accrued interest          | 153,218 |
| Accrued salaries          | 102,766 |
|                           | -----   |
|                           | 565,702 |
|                           | =====   |

### (7) Subsequent Transactions

In July, 2004 the Company made a 1 for 30 reverse split of its common stock for shareholders of record on July 5, 2004, which it expected would leave approximately 3,000,000 shares issued and outstanding. The split was made as a necessary step towards the Company's acquisition of 100% of the stock of Grupo Industria N.K.S., S.A., de CV ("NKS"), a Mexican corporation. NKS is the owner of a steel

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mill foundry and other assets in Las Cardenas, Mexico. Pending the outcome of an audit of NKS, the Company expects it will issue approximately 500,000,000 shares of NALG Convertible Preferred Stock to the shareholders of NKS.

On July 14, 2004 the Company assigned a new trading symbol to its common stock. The new symbol is OTCBB: NOAL and became effective immediately.

### (8) Going Concern Matters

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Due to its past financial difficulties, the Company has accumulated debts, including judgments, and accrued interest of approximately \$1,100,000 relating to its former line of business and maintains these on its balance sheet as current liabilities. Interest on these balances is accruing at a rate of approximately \$13,000 per quarter as of June 30, 2004. The Company is continuing in its efforts to resolve these obligations and others through settlements. However, there is no assurance that the Company will be able to settle in terms agreeable to the Company and if it does not do so, this will have a material adverse affect on the ability of the Company to operate properly in the future. As shown in the financial statements, the Company has incurred cumulative losses of approximately \$4,600,000 during its development stage and has classified all of its debt as current at June 30, 2004. These factors among others may dictate that the Company will be unable to continue as a going concern for a reasonable period of time.

### Item 2. Management Discussion and Analysis or Plan of Operation

-----

All statements contained herein that are not historical facts, including but not limited to, statements regarding the anticipated impact of future capital requirements and future development plans are based on current expectations. These statements are forward looking in nature and involve a number of risks and uncertainties. Actual results may differ materially. Among the factors that could cause actual results to differ materially are the following: amount of revenues earned by the Company's operations; the availability of sufficient capital to finance the Company's business plan on terms satisfactory to the Company; general business and economic conditions; and other risk factors described in the Company's reports filed from time to time with the Commission. The Company wishes to caution readers not to place undue reliance on any such forward looking statements, which statements are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made.

### Results of Operations

-----

Six Months Ended June 30, 2004 Compared with Six Months Ended June 30, 2003.

-----

We had no revenues for the six months ended June 30, 2004 and 2003. There is no assurance that we will any have revenues in fiscal 2004.

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As we had no sales in this quarter, we had no cost of sales for the quarters.

Operating expenses for the six months ended June 30, 2004 were \$223,051 as opposed to no operating expenses for the six months ended June 30, 2003. The increase is due to the launch of our new business.

Other expenses for the six months ended June 30, 2004 was \$59,984 as compared to expense of \$59,703 for the six months ended June 30, 2003. This increase was due primarily to interest expense of \$114,228 offset by other income of \$54,244, which resulted primarily from a settlement with our former CEO.

The Company's net loss for the six months ended June 30, 2004 was \$283,035 as compared to \$59,703 for the six months ended June 30, 2003, an increase of approximately \$223,332 or 374%. This increase in net loss was primarily due to the increase in operating and other expenses as referenced above.

Three Months Ended June 30, 2004 compared with Three Months Ended June 30, 2003

-----  
The Company's net loss for the three months ended June 30, 2004 was \$13,794 as compared to \$30,376 for the three months ended June 30, 2003, a decrease of approximately \$16,582 or 55%. This decrease in net loss was primarily due to the decrease in interest expense as a result of the repayment of our secured loans in April, 2004.

### Liquidity and Capital Resources

-----  
On June 30, 2004, the Company had a working capital deficit of approximately \$1,200,000. Since its inception, the Company has continued to sustain losses. The Company's operations since inception have been funded by the sale of common and preferred stock, and proceeds from loans secured by the Company's common stock. These funds have been used for working capital and capital expenditures and other corporate purchases. The Company has had losses of approximately \$4,600,000 since inception. The Company is seeking financing through equity financing. There can be no assurance that the Company will be able to obtain funding at terms acceptable to the Company. These factors indicate that the Company may not be able to continue as a going concern.

### Other Events

-----  
In February 2004, we converted 35,304,000 of our Series 2001 A Preferred Stock into 1,176,800 shares of our common stock. Also in February 2004, Bradley Wilson and Regency Financial Group, Inc., agreed to tender to us and we retired 5,266,666 shares of common stock and they were collectively issued a total of 50,000,000 shares of the Company's Class B Preferred Stock.

In May 2004, in return of contributing \$160,000 to our capital, we agreed to issue Bradley Wilson 5,333 shares of our common stock. Also in May 2004, in return of contributing \$250,000 to our capital, we agreed to issue Terry Hunter 8,333 shares of our common

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stock.

### Off-Balance Sheet Arrangements

-----

The Company does not maintain off-balance sheet arrangements nor does it participate in non-exchange traded contracts requiring fair value accounting treatment.

### Item 3. Controls and Procedures

-----

As of June 30, 2004, an evaluation was performed under the supervision and with the participation of the Company's management, including the Principal Executive Officer and the Principal Accounting Officer, of the effectiveness of the design and operation of the

Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including the Principal Executive Officer and the Principal Accounting Officer, concluded that the Company's disclosure controls and procedures were effective as of June 30, 2004. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to June 30, 2004.

## PART II - OTHER INFORMATION

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### Item 1. Legal Proceedings

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Due to its financial difficulties, the Company is in default on a number of debt and lease obligations as of June 30, 2004. The Company and other parties to the obligations are in various stages of negotiations. The Company has provided accruals in its financial statements for all known contingencies. Except for any legal proceedings related to these obligations, the Company is not aware of any legal proceedings pending against it as of June 30, 2004.

The Company has filed suit seeking monetary damages from a current shareholder, alleging the shareholder failed to cancel certain shares of Company stock as promised.

### Item 2. Change in Securities

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During the second quarter, the Company issued 16,666 shares of common stock, restricted under Rule 144, to an investor who contributed \$250,000 in cash. Also during the quarter, the Company cancelled 1,124,040 common shares that had been issued improperly.

In February, 2004 the Company issued three notes totaling \$42,000 to a related party, FJW Pendylum, Inc., in which the majority shareholder of the Company is the majority shareholder of FJW Pendylum, Inc. The notes bear interest at 6% and are due in February 2005. At June 30, 2004, \$42,000 is due on the notes and included in due from

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related parties in the accompanying consolidated financial statements.

In July, 2004 the Company made a 1 for 30 reverse split of its common stock for shareholders of record on July 5, 2004, which it expected would leave approximately 3,000,000 shares issued and outstanding. The split was made as a necessary step towards the Company's acquisition of 100% of the stock of Grupo Industria N.K.S., S.A., de CV ("NKS"), a Mexican corporation. NKS is the owner of a steel mill foundry and other assets in Las Cardenas, Mexico. Pending the outcome of an audit of NKS, the Company expects it will issue approximately 500,000,000 shares of NALG Convertible Preferred Stock to the shareholders of NKS.

On July 14, 2004 the Company assigned a new trading symbol to its common stock. The new symbol is OTCBB: NOAL and became effective immediately.

Item 3. Defaults Upon Senior Securities  
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Not applicable

Item 4. Submission of Matters to a Vote of Security Holders  
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None

Item 5. Other Information  
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None

Item 6. Exhibits and Reports on Form 8-K  
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(a) Exhibits and Index of Exhibits

31. Rule 13a-14(a)/15d-14(a) Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32. Section 1350 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K.

No reports were filed on Form 8-K for the three months ended June 30, 2004.

### SIGNATURES

North American Liability Group, Inc.

By /s/ Bradley Wilson

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Bradley Wilson, President

Date: September 1, 2004