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HEARTLAND, INC.  
Form 8-K  
January 03, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report: November 24, 2004  
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INTERNATIONAL WIRELESS, INC.  
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(Exact name of Registrant as Specified in Its Charter)

|                                                   |                          |                                      |
|---------------------------------------------------|--------------------------|--------------------------------------|
| Maryland                                          | 000-27045                | 36-4286069                           |
| -----                                             | -----                    | -----                                |
| (State or Other Jurisdiction<br>Of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

22 Mound Park Drive  
Springboro, Ohio 45066  
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(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (937) 748-4217  
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(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Section Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act 17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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### SECTION 1 - REGISTRANT'S BUSINESS OPERATIONS

#### ITEM 1.02 TERMINATION OF A METRIAL DEFINITIVE AGREEMENT.

On November 17, 2004, the Registrant entered into an Acquisition Agreement to purchase Ohio Mulch Supply, Inc. of 2140 Advanced Avenue, Columbus, Ohio, a Ohio corporation, (hereinafter "Ohio Mulch") for One Million (1,000,000) Shares of the common stock of the Registrant, subject to certain adjustments, plus Four Million (\$4,000,000) US Dollars.

The parties were in the process of completing their required due dilligence, including obtaining all necessary authorizations and approvals from their Board of Directors and/or stockholders where required for the consumation of the transactions prior to closing. Closing was set to take place on or before February 17, 2005 at the office of Ohio Mulch.

As of December 28, 2004, all negotiations between the parties terminated, and as a result, the above contemplated transaction whereby the Registrant was to acquire Ohio Mulch will not take place.

### SECTION 7 - REGULATION FD

#### ITEM 7.01 REGULATION FD DISCLOSURE.

On December 28, 2004 the Registrant issued a press release announcing that it has developed a new composting technology for the production of fertilizer in an earth-friendly and environmentally safe manner. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

### SECTION 8 - OTHER EVENTS

#### ITEM 8.01 OTHER EVENTS.

This Other Events contains forward-looking information within the meaning of Section 21E of the Securities Exchange Act of 1934, including statements regarding any potential sales of products as well as statements that include the words "believes," "expects," "anticipates," or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Registrant to differ materially from those implied or expressed by such forward-looking statements.

On December 28, 2004 the Restrant announced that it has developed a new composting technology for the production of fertilizer in an earth-friendly and environmentally safe manner.

The Registrant's new technology enables the composting of a wide range of materials in a fraction of the time previously required by nature. Using advanced monitoring and systems regulation technology, the Registrant's invention enables the industrial manufacture of fertilizer from common sources of waste in a timely and cost-effective manner.

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### SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

#### ITEM 9.01

Exhibits:

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| Exhibit No. | Document Description                  |
|-------------|---------------------------------------|
| 99.1        | Press Release dated December 28, 2004 |

SIGNATURES

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

Dated: January 3, 2005  
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Heartland, Inc.  
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(Registrant)

/s/ Trent Sommerville  
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Trent Sommerville, CEO

/s/ Jerry Gruenbaum  
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Jerry Gruenbaum, Secretary