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

FORM 10-Q

(Mark One)
☑ **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **June 30, 2010**

☐ **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT**

For the transition period from______ to ______

Commission File No. **000-16731**

AMHN, INC.

(Exact Name of Small Business Issuer as Specified in Its Charter)

Utah	**87-0233535**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
100 North First Street, Suite 104, Burbank, California 91502	**(424) 239-6781**
(Address of Principal Executive Offices)	(Issuer's Telephone Number)

N/A
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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. Yes ☑ No ☐

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

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

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

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

Yes ☐ No ☑

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS
DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

The number of shares outstanding of the Issuer's Common Stock as of August 3, 2010 was 16,290,209.

[Table of Contents](#)

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

In the opinion of management, the accompanying unaudited financial statements included in this Form 10-Q reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

AMHN, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2010 (Unaudited)	December 31, 2009
ASSETS		
Current Assets:		
Cash	$ 3,677	$ 165
Accounts receivable	9,055	-
Prepaid expense	-	3,000
Assets of discontinued operations-current	70,433	66,708
Total current assets	83,165	69,873
Fixed Assets:		
Fixed assets, net of accumulated depreciation of $62,106 and $0 at June 30, 2010 and December 31, 2009, respectively	218,916	-
Assets of discontinued operations-non-current	870,608	779,893
Other Assets:		
Segment library, net of accumulated amortization of $7,872 and $0 at June 30, 2010 and December 31, 2009, respectively	5,623	-
Goodwill	288,443	-
Total other assets	294,066	-
Total assets	$ 1,466,755	$ 849,766
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	$ 676,590	$ 90,186
Accrued expenses	335,397	217,216
Liabilities of discontinued operations-current	1,332,299	853,416
Total current liabilities	2,344,286	1,160,818
Total liabilities	2,344,286	1,160,818
Commitments and Contingencies		
Stockholders' Deficit:		
Preferred stock - no par value; 10,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock - par value $0.10; 50,000,000 shares authorized; 16,290,209 and 15,790,209 shares issued and outstanding at June 30, 2010 and December 31, 2009, respectively	1,629,021	1,579,021
Accumulated deficit	(2,506,552)	(1,890,073)
Total stockholders' deficit	(877,531)	(311,052)
Total liabilities and stockholders' deficit	$ 1,466,755	$ 849,766

The accompanying footnotes are an integral part of these financial statements.

AMHN, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Operating revenues	$ 5,734	$ -	$ 5,734	$ -
Operating expenses:				
Operating costs	6,943	-	6,943	-
General and administration	74,334	-	204,348	-
Sales and marketing	-	-	-	-
Depreciation and amortization	8,733	-	8,733	-
Total operating expense	90,010	-	220,024	-
Other income and (expense):				
Interest expense	-	-	-	-
Loss from continuing operations before taxes	(84,276)	-	(214,290)	-
Provision for income taxes	-	-	-	-
Loss from continuing operations	(84,276)	-	(214,290)	-
Loss from discontinued operations	(184,811)	-	(402,189)	-
Net loss	$ (269,087)	$ -	$ (616,479)	$ -
Net loss per share:				
From continuing operations, basic and diluted	$ (0.01)	$ -	$ (0.01)	$ -
From discontinued operations, basic and diluted	(0.01)	-	(0.03)	-
Net loss per share, basic and diluted	$ (0.02)	$ -	$ (0.04)	$ -
Weighted average number of shares outstanding	15,894,604	-	15,842,695	-

The accompanying footnotes are an integral part of these financial statements.

Table of Contents

AMHN, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE PERIOD FROM JANUARY 1, 2008 TO JUNE 30, 2010

	Common Stock		Additional Paid in	Treasury	Accumulated	
	Shares	Amount	Capital	Stock	Deficit	Total
Balance, January 1, 2008	620,743	$ 62,074	$ 439,605	$ (107,794)	$ 23,653	$ 417,538
Issuance of common stock for deferred consulting fees	500,000	50,000	200,000	-	-	250,000
Purchase of treasury stock	-	-	-	(46,570)	-	(46,570)
Treasury shares cancellation	(103,170)	(10,317)	(144,047)	154,364	-	-
Dividend	-	-	-	-	(206,719)	(206,719)
Net loss	-	-	-	-	(395,552)	(395,552)
Balance, December 31, 2008	1,017,573	101,757	495,558	-	(578,618)	18,697
Effect of merger and recapitalization pursuant to execution of Security Exchange Agreement	14,197,636	1,419,764	(715,558)	-	343,086	1,047,292
Stock issued for services	575,000	57,500	220,000	-	-	277,500
Net loss	-	-	-	-	(1,654,541)	(1,654,541)
Balance, December 31, 2009	15,790,209	1,579,021	-	-	(1,890,073)	(311,052)
Stock issued to acquire Spectrum Health Network, Inc.	500,000	50,000	-	-	-	50,000
Net loss	-	-	-	-	(616,479)	(616,479)
Balance, June 30, 2010	16,290,209	$ 1,629,021	$ -	$ -	$ (2,506,552)	$ (877,531)

The accompanying footnotes are an integral part of these financial statements.

Table of Contents

AMHN, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30,	
	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES - CONTINUING OPERATIONS		
Net loss	$ (616,479)	$ -
Adjustments to reconcile net loss to net cash flows from operating activities - continuing operations:		
Depreciation	8,021	-
Amortization of intangible assets	712	-
Cash received in acquisition of Spectrum Health Network, Inc.	2,844	-
Changes in assets and liabilities		
Accounts receivable	59	-
Prepaid expense	9,023	-
Accounts payable	120,563	-
Accrued expenses	94,327	-
Net cash flows used in operating activities	(380,930)	-
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES	-	-
DISCONTINUED OPERATIONS:		
Operating activities	297,942	-
Investing activities	(213,500)	-
Financing activities	300,000	-
Net cash flows provided by discontinued operations	384,442	-
Increase in cash	3,512	-
Cash, beginning of period	165	-
Cash, end of period	$ 3,677	$ -
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING ACTIVITIES:		
Accounts receivable	$ 5,793	$ -
Fixed assets	231,580	-
Intangible assets	6,748	-
Accounts payable	(461,272)	-
Accrued expenses	(18,448)	-
Goodwill	288,443	-
Common stock issued by AMHN, Inc.	(50,000)	-
Cash from acquisition of Spectrum Health Network, Inc.	$ 2,844	$ -

The accompanying footnotes are an integral part of these financial statements.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

The unaudited financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). These unaudited financial statements reflect all adjustments, including normal recurring adjustments which, in the opinion of management, are necessary to present fairly the operations and cash flows for the periods presented.

The Company was incorporated in Utah in 1907 under the name Croff Mining Company ("Croff"). The Company changed its name to Croff Oil Company in 1952 and in 1996 changed its name to Croff Enterprises, Inc. In the twenty (20) years prior to 2008, the Company's operations consisted entirely of oil and natural gas production. Due to a spin-off of its operations in December 2007, Croff had no business operations or revenue source and had reduced its operations to a minimal level, although it continued to file reports required under the Securities Exchange Act of 1934. As a result of the spin-off, Croff was a "shell company" under the rules of the Securities and Exchange Commission ("SEC").

Agreement and Plan of Reorganization

On July 6, 2009, Croff entered into an Agreement and Plan of Reorganization (the "Agreement") with AMHN Acquisition Corp., a newly formed Delaware corporation and wholly owned subsidiary of Croff ("Merger Sub"), America's Minority Health Network, Inc., a Delaware corporation ("America's Minority Health Network") and the major shareholders of the America's Minority Health Network (the "Major Shareholders"). The terms of the Agreement provide for (i) the transfer of 100% of the issued and outstanding shares of common stock of America's Minority Health Network in exchange for the issuance to the shareholders of American's Minority Health Network of an aggregate of 13,693,689 shares of common stock of Croff (the "Croff Common Stock") at a conversion ratio where one share of America's Minority Health Network is converted into 13,693.689 shares of Croff; (ii) the resignations of the Company's officers and directors prior to the consummation of the Agreement and the election and appointment of officers and directors as directed by America's Minority Health Network; and (iii) America's Minority Health Network to become a wholly owned subsidiary of Croff. A full description of the terms of the Agreement (the "Transaction") is set forth in the Agreement as filed as an exhibit to the Report on Form 8-K filed with the Securities and Exchange Commission on July 10, 2009.

On July 27, 2009, the Closing Date of the Transaction pursuant to the terms and conditions of the Agreement, Croff acquired 100% of the issued and outstanding shares of America's Minority Health Network in exchange for the issuance of an aggregate of 13,693,689 shares of Croff Common Stock. In accordance with the provisions of this triangulated merger, Merger Sub merged with and into America's Minority Health Network as of the Effective Date of the Agreement, as that term is defined therein. Upon consummation of the Agreement and all transactions contemplated therein, the separate existence of Merger Sub ceased, Croff became the surviving parent corporation, and America's Minority Health Network became its wholly owned subsidiary (the "Company's subsidiary").

As a result of the Transaction, Croff ceased being a shell company. The sole business of Croff became that of its operating subsidiary, America's Minority Health Network. Croff experienced a change in control and the former shareholders of America's Minority Health Network acquired control of the Company. For accounting purposes, the Transaction was treated as a reverse merger. As a result of the Transaction, the figures contained in the financial statements are those of America's Minority Health Network, the operating company.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Agreement with Global Arena Capital Corp.

On September 11, 2009, the Company's Board of Directors approved an agreement with Global Arena Capital Corp. (the "Global Agreement") through which Global Arena Capital Corp. ("Global") would serve as the Company's exclusive placement agent in an attempt to raise up to five million dollars ($5,000,000) through the offer and sale by the Company of its securities. Under a related private placement memorandum ("PPM"), the Company offered twenty-five (25) units for the purchase price of two hundred thousand dollars ($200,000) each (the "Offering"). Each unit consisted of 200,000 shares of the Company's Common Stock and a detachable, transferable Warrant to purchase 70,000 shares of the Company's Common Stock. The Warrant was exercisable in whole or in part during the five-year period following issuance at an exercise price of $1.10 per share. The Offering period was for sixty (60) days and could be extended for an additional sixty (60) day period. No funds were raised under the Offering and the Offering was closed on January 9, 2010.

Upon execution of the Global Agreement, the Company agreed to pay a retainer to Global through the issuance of 76,075 Warrants exercisable for one cent ($0.01) which represented one half of one percent (0.50%) of the then issued and outstanding shares of Common Stock of the Company. The Warrants were accounted for in the third quarter of 2009, but have not yet been issued. The Warrants have not been registered under the Securities Act or the securities laws of any state, and such securities will be issued in reliance upon exemptions from the registration requirements of such laws, which depend in part, on the intent of the warrant holder not to make distribution of such securities.

Name Change

On September 14, 2009, the Company changed its name to AMHN, Inc. Unless otherwise stated or unless the context otherwise requires, the description of our business set forth below is provided on a combined basis. The Company's office is located at 100 North First Street, Suite 104, Burbank, California 91502.

On September 23, 2009, the Company's Board of Directors approved the redomicile of the Company from Utah to Nevada and approved the AMHN, Inc. 2009 Long Term Incentive Compensation Plan ("LTIP"). On March 28, 2010, the Company's Board of Directors approved a revision to the Plan to increase the number of shares available for issuance to an aggregate of 1,500,000 shares. All other provisions of the Plan remain unchanged. The Company subsequently approved a change in the par value of the Company's Common and Preferred Stock to $0.001 per share. On July 20, 2010, the Company's shareholders who own an aggregate of 8,900,898 shares (or 55%) of the Company's outstanding shares approved the actions.

Acquisition of Spectrum Health Network, Inc.

On June 1, 2010, AMHN entered into an Agreement and Plan of Reorganization (the "Spectrum Acquisition Agreement") with Spectrum Acquisition Corp., a newly formed Delaware corporation and wholly owned subsidiary of AMHN ("Merger Sub"), Spectrum Health Network, Inc., a Delaware corporation ("Spectrum") and the sole shareholder of Spectrum (the "Sole Shareholder"). The terms of the Spectrum Acquisition Agreement provided for (i) the transfer of 100% of the issued and outstanding shares of common stock of Spectrum to AMHN in exchange for the issuance to the Sole Shareholder of Spectrum of an aggregate of 500,000 shares of common stock of AMHN (the "AMHN Common Stock") at a conversion ratio where one share of Spectrum is converted into 500 shares of AMHN; (ii) AMHN's assumption of all the assets and liabilities of Spectrum; (iii) the officers and directors of Spectrum to retain their respective positions in the Merger Sub; and (iv) Spectrum to become a wholly owned subsidiary of AMHN.

Table of Contents

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Acquisition of Spectrum Health Network, Inc. (Continued)

On June 11, 2010, the Closing Date of the Transaction pursuant to the terms and conditions of the Acquisition Agreement, AMHN acquired 100% of the issued and outstanding shares of Spectrum in exchange for the issuance of an aggregate of 500,000 shares of AMHN Common Stock. In accordance with the provisions of this triangulated merger, Merger Sub was merged with and into Spectrum as of the Effective Date of the Acquisition Agreement, the separate existence of Merger Sub ceased, and Spectrum became a wholly owned subsidiary of AMHN. In conjunction with the Acquisition Agreement, AMHN assumed the assets and liabilities of Spectrum totaling approximately $247,000 and $480,000, respectively. The excess of the purchase price over the net liabilities assumed was recorded as goodwill on the consolidated balance sheet.

Discontinued Operations

On July 30, 2010, the Company and Seatac sent joint instruction to the escrow agent, pursuant to which the escrow agent was instructed to transfer the stock certificate representing all of the outstanding shares of America's Minority Health Network being held in escrow to Seatac. The Company also entered into a trademark assignment with Seatac whereby the Company transferred all rights, title and interest in the mark “America’s Minority Health Network, Inc.” and the goodwill associated with such mark. The Company’s settlement with Seatac did not include the surrender of Spectrum or the satisfaction of a trade payable to Seatac in the amount of $455,061. (See Note 5).

Business Overview

America’s Minority Health Network is a place-based provider of digital video education for medical practices who primarily service minorities. Research has shown that due to socioeconomic and sociopolitical issues, African-Americans suffer from exceptionally high mortality and morbidity rates. Lack of proper healthcare education has been cited as one of the factors leading to higher health risks for the African-American community. The Company’s subsidiary provides a digital platform to increase African-American health education awareness that can increase the longevity and well-being of African-American men and women, while providing relevant advertising of related products. The Company’s subsidiary has created a viable solution to meet the needs of physicians who are constantly searching for ways to better inform their patients and for advertisers that are searching for ad space to communicate specific products to African-Americans.

America’s Minority Health Network currently provides direct-to-consumer television programming across the United States to subscribing medical offices with a predominantly African-American patient base. Currently, 174 offices have subscribed to the service with 141 offices live and receiving programming. Our rollout plan calls for one thousand (1,000) subscribing locations in our first phase. Each month updated healthcare segments and relevant advertising are digitally delivered in high definition directly to waiting rooms filled with a well defined African-American target audience. Medical office waiting rooms provide a captive audience with the typical presence of over 1,000 patients per month per location, where viewers are pre-disposed to watch and listen to the pertinent information offered.

Spectrum sells its network to independent physician associations (“IPAs”) and currently has 152 offices subscribed to the service with 126 live sites. Spectrum’s new business plan is to market as a subscription service for a one-time fee of $3,500 per location for each system, plus an ongoing monthly service fee ranging from $102 to $250 per month per location. To date, Spectrum has not converted any of its existing client base to a subscription service. If Spectrum is able to convert its existing client base to a subscription service, then at the

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Business Overview (Continued)

lowest price threshold, Spectrum expects to net approximately $13,000 per month in network maintenance revenue. Spectrum has developed a primary target list of prospective IPAs which, if subscribed, would represent a minimum of 640 potential locations, with each location supporting its own system. There are approximately 3,500 IPAs operating in the United States. Of this total, an estimated 2,000 fall under the category of the “Staff Model” where staff are fulltime employees directed under a corporate management structure; another 1,500 are considered a “Staff/Hybrid Model” where the IPA is created to facilitate a Primary Care Group and still enable specialized physicians to maintain their own practices, but also the benefits of achieving economies of scale from the formation of an association to operate and help manage their practice.

Accounting Standard Codification

Effective July 1, 2009, the Company adopted the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 105-10, Generally Accepted Accounting Principles – Overall (“ASC 105-10”). ASC 105-10 establishes the FASB Accounting Standards Codification (the “Codification”) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative U.S. GAAP for SEC registrants. All guidance contained in the Codification carries an equal level of authority. The Codification superseded all existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the Codification is non-authoritative. The FASB will not issue new standards in the form of Statements, FASB Positions or Emerging Issue Task Force Abstracts. Instead, it will issue Accounting Standards Updates (“ASUs”).

The FASB will not consider ASUs as authoritative in their own right. ASUs will serve only to update the Codification, provide background information about the guidance and provide the bases for conclusions on the change(s) in the Codification. References made to FASB guidance throughout this document have been updated for the Codification.

Going Concern

The financial statements of the Company have been prepared in conformity with generally accepted accounting principles in the United States of America, and assume that the Company will continue as a going concern. Due to the start-up nature of the Company’s business, the Company expects to incur losses as it expands. To date, the Company’s cash flow requirements have been entirely met with funds raised through loans from a strategic vendor and shareholder of the Company. There is no assurance that additional funds will be available for the Company to finance its operations should the Company be unable to realize profitable operations. These conditions, among others, give rise to substantial doubt about the Company’s ability to continue as a going concern. The financial statements do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

These financial statements have been prepared on a going concern basis which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has generated revenues of only $5,734 since inception from continuing operations and has an accumulated deficit of $2,506,552 through June 30, 2010. The Company needs to raise additional funds to carry out its business plan.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Going Concern (Continued)

Besides generating revenues from proposed operations, the Company may need to raise additional capital to expand operations to the point at which the Company can achieve profitability. The terms of financing that may be raised may not be on terms acceptable by the Company. If adequate funds cannot be raised outside of the Company, the Company's current shareholders may need to contribute funds to sustain operations.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with maturity of three months or less, when purchased, to be cash equivalents. The Company maintains cash and cash equivalent balances at one financial institution that is insured by the Federal Deposit Insurance Corporation.

Fixed Assets

The Company currently has 267 live sites commissioned as of this filing, 126 sites are continuing operations and 141 sites are discontinued operations. Depreciation commences on the first day of the month following the installation of the sites and is calculated using the straight-line method over the estimated useful lives of the related assets. Costs of maintenance and repairs will be charged to expense as incurred. Depreciation of $62,106 for continuing operations and $125,125 for discontinued operations was recorded through June 30, 2010.

Segment Library

The segment library is reflected as intangible assets on the accompanying condensed consolidated balance sheet with a useful life of 5 years. These costs represent the production costs relating to producing the segments that will be presented in the professional offices. Management has determined the life of the segment library to be 5 years. As of June 30, 2010, the Company has 55 segments available for play on its discontinued operations network. The Company amortizes the segments commencing on the first day of the month following the segments placed into service. Amortization expense was $7,872 for continuing operations and $71,667 for discontinued operations for the period April 2, 2009 (Inception) through June 30, 2010.

Recoverability of Long-Lived Assets

Although the Company does not have any long-lived assets at this point, for any long-lived assets acquired in the future the Company will review their recoverability on a periodic basis whenever events and changes in circumstances have occurred which may indicate a possible impairment. The assessment for potential impairment will be based primarily on the Company's ability to recover the carrying value of its long-lived assets from expected future cash flows from its operations on an undiscounted basis. If such assets are determined to be impaired; the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Fixed assets to be disposed of by sale will be carried at the lower of the then current carrying value or fair value less estimated costs to sell.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Fair Value of Financial Instruments

The carrying amount reported in the balance sheet for cash and cash equivalents, accounts payable, and accrued expenses approximate fair value because of the immediate or short-term maturity of these financial instruments. The Company does not utilize derivative instruments.

Stock-Based Compensation

The Company adopted the provisions of ASC 718-10 *"Share Based Payments"*. The adoption of this principle had no effect on the Company's operations.

ASC 718-10 requires recognition of stock-based compensation expense for all share-based payments based on fair value.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company has elected to use the modified-prospective approach method. Stock-based compensation expense for all awards granted is based on the grant-date fair values. The Company recognizes these compensation costs, net of an estimated forfeiture rate, on a pro rata basis over the requisite service period of each vesting tranche of each award. The Company considers voluntary termination behavior as well as trends of actual option forfeitures when estimating the forfeiture rate.

The Company measures compensation expense for its non-employee stock-based compensation under ASC 505-50, *"Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services"*. The fair value of the option issued is used to measure the transaction, as this is more reliable than the fair value of the services received. The fair value is measured at the value of the Company's common stock on the date that the commitment for performance by the counterparty has been reached or the counterparty's performance is complete. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital. For common stock issuances to non-employees that are fully vested and are for future periods, the Company classifies these issuances as prepaid expenses and expenses the prepaid expenses over the service period. At no time has the Company issued common stock for a period that exceeds one year.

Income Taxes

The Company accounts for income taxes utilizing the liability method of accounting. Under the liability method, deferred taxes are determined based on differences between financial statement and tax bases of assets and liabilities at enacted tax rates in effect in years in which differences are expected to reverse.

Valuation allowances are established, when necessary, to reduce deferred tax assets to amounts that are expected to be realized.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Discontinued Operations

The gains and losses from the disposition of certain income-producing assets and associated liabilities, operating results, and cash flows are reflected as discontinued operations in the consolidated financial statements for all periods presented. Although net earnings are not affected, the Company has reclassified results that were previously included in continuing operations as discontinued operations for qualifying dispositions.

Revenue Recognition

The Company generates revenue from the sale of advertising spots on its network. The revenue will be recognized in the month in which the spots run.

Loss per Share of Common Stock

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive. The following is a reconciliation of the computation for basic and diluted EPS.

	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Net loss	$ (616,479)	$ -0-
Weighted-average common shares outstanding (Basic)	15,842,695	-0-
Weighted-average common stock equivalents:		
Stock options	-0-	-0-
Warrants	-0-	-0-
Weighted-average common shares outstanding (Diluted)	15,842,695	-0-

Uncertainty in Income Taxes

The Company follows ASC 740-10, “Accounting for Uncertainty in Income Taxes” (“ASC 740-10”). This interpretation requires recognition and measurement of uncertain income tax positions using a “more-likely-than-not” approach. ASC 740-10 is effective for fiscal years beginning after December 15, 2006. Management will evaluate their tax positions on an annual basis.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Recently Issued Accounting Standards

In September 2006, ASC issued 820, *Fair Value Measurements*. ASC 820 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosure about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. Early adoption is encouraged. The adoption of ASC 820 is not expected to have a material impact on the financial statements.

In February 2007, ASC issued 825-10, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of ASC 320-10*, (“ASC 825-10”) which permits entities to choose to measure many financial instruments and certain other items at fair value at specified election dates. A business entity is required to report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. This statement is expected to expand the use of fair value measurement. ASC 825-10 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years.

In December 2007, the ASC issued ASC 810-10-65, *Noncontrolling Interests in Consolidated Financial Statements*. ASC 810-10-65 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, changes in a parent’s ownership of a noncontrolling interest, calculation and disclosure of the consolidated net income attributable to the parent and the noncontrolling interest, changes in a parent’s ownership interest while the parent retains its controlling financial interest and fair value measurement of any retained noncontrolling equity investment.

ASC 810-10-65 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. Management is determining the impact that the adoption of ASC 810-10-65 will have on the Company’s financial position, results of operations or cash flows.

In December 2007, the Company adopted ASC 805, *Business Combinations* (“ASC 805”). ASC 805 retains the fundamental requirements that the acquisition method of accounting be used for all business combinations and for an acquirer to be identified for each business combination. ASC 805 defines the acquirer as the entity that obtains control of one or more businesses in the business combination and establishes the acquisition date as the date that the acquirer achieves control. ASC 805 will require an entity to record separately from the business combination the direct costs, where previously these costs were included in the total allocated cost of the acquisition. ASC 805 will require an entity to recognize the assets acquired, liabilities assumed, and any non-controlling interest in the acquired at the acquisition date, at their fair values as of that date.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recently Issued Accounting Standards (Continued)

ASC 805 will require an entity to recognize as an asset or liability at fair value for certain contingencies, either contractual or non-contractual, if certain criteria are met. Finally, ASC 805 will require an entity to recognize contingent consideration at the date of acquisition, based on the fair value at that date. This will be effective for business combinations completed on or after the first annual reporting period beginning on or after December 15, 2008. Early adoption is not permitted and the ASC is to be applied prospectively only. Upon adoption of this ASC, there would be no impact to the Company's results of operations and financial condition for acquisitions previously completed. The adoption of ASC 805 is not expected to have a material effect on the Company's financial position, results of operations or cash flows.

In March 2008, ASC issued ASC 815, *Disclosures about Derivative Instruments and Hedging Activities*", ("ASC 815"). ASC 815 requires enhanced disclosures about an entity's derivative and hedging activities. These enhanced disclosures will discuss: how and why an entity uses derivative instruments; how derivative instruments and related hedged items are accounted for and its related interpretations; and how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. ASC 815 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The Company does not believe that ASC 815 will have an impact on their results of operations or financial position.

In April 2008, ASC issued ASC 350, "Determination of the Useful Life of Intangible Assets". This amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under ASC 350. The guidance is used for determining the useful life of a recognized intangible asset shall be applied prospectively to intangible assets acquired after adoption, and the disclosure requirements shall be applied prospectively to all intangible assets recognized as of, and subsequent to, adoption. The Company does not believe ASC 350 will materially impact their financial position, results of operations or cash flows.

Effective April 1, 2009, the Company adopted ASC 855, *Subsequent Events* ("ASC 855"). ASC 855 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. It requires disclosure of the date through which an entity has evaluated subsequent events and the basis for that date – that is, whether that date represents the date the financial statements were issued or were available to be issued. This disclosure should alert all users of financial statements that an entity has not evaluated subsequent events after that date in the set of financial statements being presented. Adoption of ASC 855 did not have a material impact on the Company's results of operations or financial condition. The Company has evaluated subsequent events through August 3, 2010, the date the financial statements were issued.

Effective July 1, 2009, the Company adopted FASB ASU No. 2009-05, *Fair Value Measurement and Disclosures (Topic 820)* ("ASU 2009-05"). ASU 2009-05 provided amendments to ASC 820-10, *Fair Value Measurements and Disclosures – Overall*, for the fair value measurement of liabilities. ASU 2009-05 provides clarification that in circumstances in which a quoted market price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using certain techniques. ASU 2009-05 also clarifies that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustment to other inputs relating to the existence of a restriction that prevents the transfer of a liability.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recently Issued Accounting Standards (Continued)

ASU 2009-05 also clarifies that both a quoted price in an active market for the identical liability at the measurement date and the quoted price for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required for Level 1 fair value measurements. Adoption of ASU 2009-05 did not have a material impact on the Company's results of operations or financial condition.

In January 2010, the Company adopted FASB ASU No. 2010-06, *Fair Value Measurement and Disclosures (Topic 820) - Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"). These standards require new disclosures on the amount and reason for transfers in and out of Level 1 and 2 fair value measurements. The standards also require new disclosures of activities, including purchases, sales, issuances, and settlements within the Level 3 fair value measurements. The standard also clarifies existing disclosure requirements on levels of disaggregation and disclosures about inputs and valuation techniques. These new disclosures are effective beginning with the first interim filing in 2010. The disclosures about the roll-forward of information in Level 3 are required for the Company with its first interim filing in 2011. The Company does not believe this standard will impact their financial statements.

Other ASU's that have been issued or proposed by the FASB ASC that do not require adoption until a future date and are not expected to have a material impact on the financial statements upon adoption.

NOTE 3 – STOCKHOLDERS' EQUITY (DEFICIT)

Preferred Stock

The Company has 10,000,000 shares of no par value preferred stock authorized. No preferred shares have been issued. On July 20, 2010, the Company's shareholders approved a change in the par value of the Company's Preferred Stock to $0.001 per share.

Common Stock

The Company is authorized to issue up to 50,000,000 shares of common stock at $0.10 par value per share ("Common Stock") and as of June 30, 2010 and as of the date of this filing has 16,290,209 shares of Common Stock issued and outstanding. On July 20, 2010, the Company's shareholders approved a change in the par value of the Company's Common Stock to $0.001 per share.

On July 27, 2009, as part of the acquisition of the Company's subsidiary, the Company:

(i) effected a forward stock split on a basis of 3:1 which increased the issued and outstanding shares of Common Stock from 1,017,573 to 3,052,719, and this change was reflected retroactive in accordance with rules and regulations of SAB Topic 4C,

(ii) accepted from a shareholder the surrender of and canceled 1,935,000 shares of Common Stock which were returned to the Company's authorized but unissued shares,

(iii) issued 403,802 shares to the same shareholder who surrendered the above-mentioned shares, and

(iv) issued 13,693,689 shares of its Common Stock to the shareholders of America's Minority Health Network in exchange for 100% of the shares of America's Minority Health Network.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 3 – STOCKHOLDERS' EQUITY (DEFICIT)

Common Stock (Continued)

On September 25, 2009, the Company authorized the issuance of 350,000 shares of restricted Common Stock valued at $105,000 in exchange for consulting services and authorized the issuance of an aggregate of 510,000 shares of its Common Stock valued at $153,000 pursuant to a Form S-8 registration statement ("Form S-8"). The restricted shares have not yet been issued, and the Company has not yet filed the Form S-8. Related to these shares, the Company has included $258,000 in accrued expenses on the accompanying financial statements and anticipates the filing of the Form S-8 and the issuance of the restricted common stock in the third quarter of 2010.

On September 28, 2009, the Company issued 450,000 shares of stock valued at $112,500 in exchange for consulting services.

On October 20, 2009, the Company issued 125,000 shares of its restricted Common Stock to Alliance Advisors, LLC pursuant to an Investor Relations Consulting Agreement.

On June 11, 2010, AMHN acquired 100% of the issued and outstanding shares of Spectrum in exchange for the issuance of an aggregate of 500,000 shares of AMHN Common Stock. See NOTE 1—ORGANIZATION AND BASIS OF PRESENTATION for further details of the transaction.

2009 Long Term Incentive Compensation Plan

The Company's Board of Directors and shareholders approved the LTIP on September 25, 2009 and July 20, 2010 respectively. The LTIP contains one million five hundred thousand shares that may be issued to provide financial incentives to employees, members of the Board, and advisers and consultants of the Company. In conjunction with approval of the Plan by the Company's shareholders, the Board of Directors approved the granting of non-qualified stock options (the "Options") to officers and employees of the Company for an aggregate of 900,000 underlying shares. The exercise price of the Options is fixed at $0.30 per share with the underlying shares vesting at the rate of one-third on the date of the grant and one-third on each of the first and second anniversary dates of the grant. The Options expire five (5) years from the date that the Options are fully vested.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 3 – STOCKHOLDERS' EQUITY (DEFICIT)

Warrant(s) to Purchase Common Stock

A summary of the Company's Warrant(s) to Purchase Common Stock (the "Warrant(s)") and related information as of June 30, 2010 follows:

	Number of Shares Under Warrant(s)	Range of Warrant(s) Price Per Share	Weighted Average Exercise Price
Balance at December 31, 2008	-0-	$-0-	$-0-
Granted[(1)]	76,075	0.01	0.01
Exercised	-0-	-0-	-0-
Cancelled	-0-	-0-	-0-
Balance at December 31, 2009	76,075	0.01	0.01
Granted[(1)]	-0-	-0-	-0-
Exercised	-0-	-0-	-0-
Cancelled	-0-	-0-	-0-
Balance at June 30, 2010	76,075	$0.01	$0.01

[(1)] Granted and accrued for but not issued.

The valuation methodology used to determine the fair value of the Warrant(s) issued was the Black-Scholes-Merton option-pricing model. The Black-Scholes-Merton model requires the use of a number of assumptions including volatility of the stock price, the weighted average risk-free interest rate, and the weighted average expected life of the Warrant(s).

The risk-free interest rate assumption is based upon observed interest rates on zero coupon U.S. Treasury bonds whose maturity period is appropriate for the term of the Warrant(s) and is calculated by using the average daily historical stock prices through the day preceding the grant date. Estimated volatility is a measure of the amount by which the Company's stock price is expected to fluctuate each year during the expected life of the award. The Company's estimated volatility is an average of the historical volatility of peer entities whose stock prices were publicly available. The Company's calculation of estimated volatility is based on historical stock prices of these peer entities over a period equal to the expected life of the awards. The Company uses the historical volatility of peer entities due to the lack of sufficient historical data of its stock price.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 3 – STOCKHOLDERS' EQUITY (DEFICIT)

Warrant(s) to Purchase Common Stock (Continued)

The weighted average fair value of the Warrant(s) granted and the assumptions used in the Black-Scholes-Merton model used to value the 76,075 Warrant(s) listed in the table above are set forth in the table below.

Weighted average fair value of Warrant(s) granted	$0.30
Risk-free interest rate	0.98%
Volatility	129.39%
Expected life	2
Dividend yield	0.00%

$22,138 is included in accrued expenses reflecting the value of the 76,075 Warrant(s).

NOTE 4– LOANS PAYABLE – RELATED PARTY

The Company's subsidiary had an unsecured loan payable outstanding with Seatac Digital Resources, Inc. ("Seatac"), the Company's systems integrator and shareholder. Seatac provided necessary working capital of $700 for the Company in their initial period to assist them in the payment of certain payables. There was no interest on this unsecured loan which was repaid in March 2010.

On June 1, 2009, Seatac loaned the Company's subsidiary $100,000 under a demand promissory note that accrues interest at the rate of five percent (5) per annum. Interest has been accrued and is included in accrued expenses on the accompanying financial statements.

On June 30, 2009, Seatac provided a commitment letter to the Company to loan up to an additional $500,000 in the form of short term loans to cover operating expenses of the Company's subsidiary (the "June Loan Commitment"). Seatac subsequently provided $500,000 in loans under the June Loan Commitment and the Company's subsidiary issued demand promissory notes as follows: July 21, 2009 for $100,000; September 2, 2009 for $100,000; October 7, 2009 for $100,000; November 4, 2009 for $100,000; November 20, 2009 for $50,000; and December 30, 2009 for $50,000 (the "2009 Demand Notes").

On November 1, 2009, Seatac provided a commitment letter to loan up to an additional $500,000 in the form of short term loans to cover operating expenses of the Company's subsidiary (the "November Loan Commitment"). Through March 31, 2010, Seatac provided $200,000 in loans and the Company's subsidiary issued demand promissory notes as follows: January 22, 2010 for $50,000; February 1, 2010 for $50,000; March 1, 2010 for $50,000; and March 31, 2010 for $50,000 (the "2010 Demand Notes").

Interest accrued at five percent (5%) per annum on the 2009 Demand Notes and the 2010 Demand Notes. Interest of $8,856 is included in the accompanying financial statements.

On March 10, 2010, Seatac provided a third commitment letter to loan up to an additional $500,000 in the form of short term loans to cover operating expenses of the Company's subsidiary (the "March Loan Commitment"). Seatac provided no funds under the third commitment letter and subsequently withdrew it.

The demand promissory notes from both the June and November Loan Commitments accrue interest at five percent (5%) per annum.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 4– LOANS PAYABLE – RELATED PARTY (Continued)

On April 1, 2010, the Company issued a 4% Secured Promissory Note (the “April 2010 Note”) in the principal base amount of $800,000 (the “Principal Base Amount”) to Seatac pursuant to the terms of that certain Note Purchase Agreement (the “Note Purchase Agreement”) of even date therewith. As consideration for the April 2010 Note, Seatac surrendered certain promissory notes previously issued by the Company to Seatac (collectively known as the “Prior Notes”), specifically set forth as follows:

- the Promissory Note dated June 1, 2009 for $100,000,
- the Promissory Note dated July 21, 2009 for $100,000,
- the Promissory Note dated September 2, 2009 for $100,000,
- the Promissory Note dated October 7, 2009 for $100,000,
- the Promissory Note dated November 4, 2009 for $100,000,
- the Promissory Note dated November 20, 2009 for $50,000,
- the Promissory Note dated December 31, 2009 for $50,000,
- the Promissory Note dated January 22, 2010 for $50,000,
- the Promissory Note dated February 1, 2010 for $50,000,
- the Promissory Note dated March 1, 2010 for $50,000, and
- the Promissory Note dated March 31, 2010 for $50,000.

The Principal Base Amount of the April 2010 Note, plus any and all additional advances made to the Company thereafter (the “Aggregated Principal Amount”), together with accrued interest at the annual rate of four percent (4%), was due in one lump sum payment on June 30, 2010 (the “Maturity Date”). In May and June 2010, Seatac advanced the Company an aggregate of $100,000 of additional funds under the April 2010 Note. The April 2010 Note provides that the April 2010 Note will automatically renew on the Maturity Date for additional ninety (90) day periods (the “Extended Maturity Date”) unless ten (10) days prior to the Extended Maturity Date the Holder provides written notice to the Company of its intent not to renew. If the Company commits any Event of Default (as defined in the Note Purchase Agreement), then the unpaid principal amount of, and accrued interest on, the April 2010 Note may be accelerated by Seatac and become due and payable, whereupon the interest rate shall be increased to a rate of ten percent (10%) per annum, subject to the limitations of applicable law.

The Note Purchase Agreement contains a number of negative covenants with which the Company must comply so long as the Note remains outstanding. Such negative covenants include, but are not limited to, restrictions on the Company’s ability to (i) declare or pay any dividends or to purchase, redeem or otherwise acquire or retire any shares of the Company’s capital stock; (ii) effect any reclassification, combination or reverse stock split of the Company’s Common Stock; (iii) create, incur or assume any lien or other encumbrance (with limited exceptions as set forth in the Note Purchase Agreement); (iv) create, incur or assume (directly or indirectly) any indebtedness (with limited exceptions as set forth in the Note Purchase Agreement); (v) enter into a Change in Control Transaction (as defined in the Note Purchase Agreement); (vi) amend the Company’s Articles of Incorporation or Bylaws; and (vii) enter into any transactions with affiliates.

As security for the Company’s obligations under the Note Purchase Agreement and the April 2010 Note, the Company pledged all of the capital stock of its subsidiary, America’s Minority Health Network, pursuant to the terms of a Stock Pledge and Escrow Agreement of even date therewith. Repayment of the April 2010 Note is guaranteed by the Company’s subsidiary and is also secured by a blanket lien encumbering the assets of the Company and its Subsidiary.

Seatac is a major shareholder of the Company.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 5 – DISCONTINUED OPERATIONS

On July 1, 2010, pursuant to the terms of the 4% Secured Promissory Note ("April 2010 Note"), Seatac made demand for the aggregated amount of $925,885, including principal of $900,000 and interest through June 30, 2010. On July 11, 2010, Seatac added a one-time late charge equivalent to six percent (6%) of the unpaid amount, or $55,553, bringing the amount payable and past due under the April 2010 Note to $981,438. The Company's obligation to repay the April 2010 Note is (i) secured by a pledge by the Company of all of the capital stock of the Company's subsidiaries owned as of or acquired after the date of the April 2010 Note, pursuant to the terms of a Stock Pledge and Escrow Agreement dated April 1, 2010; (ii) guaranteed by the Company's subsidiary, America's Minority Health Network pursuant to a Guaranty Agreement dated April 1, 2010; and (iii) secured by a blanket lien encumbering the assets of the Company and the Company's subsidiaries pursuant to Security Agreements dated April 1, 2010.

Payment of principal, interest and late charges under the April 2010 Note became past due, and as a result of the default, on July 30, 2010, Seatac informed the Company that it intended to exercise its remedies pursuant to which it may accept collateral in satisfaction of the Company's obligations. More particularly, Seatac stated that it intended to accept the following collateral in full satisfaction of the $981,438 due under the April 2010 Note: (i) all rights, title and interest of AMHN in the 1,000 shares of common stock of America's Minority Health Network, (ii) all rights, title and interest of AMHN in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark, and (iii) all books and records of America's Minority Health Network held by AMHN (collectively, the "Collateral").

Given the Company's unsuccessful attempts to obtain additional financing or agree to alternative arrangements with Seatac, it agreed and consented to Seatac's exercise of its remedies under the April 2010 Note and the foreclosure upon the Collateral. As part of the agreement and consent, the Company and its Subsidiaries acknowledged that the Company and its Subsidiaries are in default in payment of principal, interest, and late fees under the April 2010 Note and related loan documents in the aggregate of $981,438, and that the debt is secured by a first priority security interest in all of the assets of the Company and its subsidiaries. Accordingly, on July 30, 2010, the Company and Seatac sent joint instruction to the escrow agent, pursuant to which the escrow agent was instructed to transfer the stock certificate representing all of the outstanding shares of America's Minority Health Network being held in escrow to Seatac. The Company also entered into a trademark assignment with Seatac whereby the Company transferred all rights, title and interest in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark. The Company's settlement with Seatac did not include the surrender of Spectrum nor the satisfaction of a trade payable to Seatac in the amount of $455,061.

As a result of this transaction, the Company's financial statements have been prepared with the results of operations and cash flows of this disposed property shown as discontinued operations. All historical statements have been restated in accordance with GAAP. Summarized financial information for discontinued operations for the six month period ended June 30, 2010 and year ended December 31, 2009.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 5 – DISCONTINUED OPERATIONS (Continued)

	Balances at	
	June 30, 2010	December 31, 2009
Assets of discontinued operations		
Cash	$55,340	$41,901
Accounts receivable	13,856	10,569
Other current assets	1,238	14,238
Total current assets	70,434	66,708
Fixed assets, net	377,474	382,760
Intangible assets, net	478,333	382,333
Other assets	14,800	14,800
Total non-current assets	870,607	779,893
Total assets of discontinued operations	$941,041	$846,601
Liabilities of discontinued operations		
Accounts payable	$406,413	$138,860
Note payable	900,000	600,000
Accrued interest	25,886	8,856
Other current liabilities	-0-	105,700
Total current liabilities	1,332,299	853,416
Total liabilities of discontinued operations	$1,332,299	$853,416

NOTE 6 – ACCRUED EXPENSES

At June 30, 2010 and December 31, 2009, accrued expenses consisted of the following:

	June 30, 2010	December 31, 2009
Accrued consulting fees	$258,000	$175,137
Dividends payable	41,359	42,079
Accrued professional fees	22,138	0
Leases payable	13,900	0
	$335,397	$217,216

NOTE 7 – COMMITMENTS AND CONTINGENCIES

On May 1, 2009, the Company’s subsidiary entered into an Installation and Remote Transfer Testing Project Management and Service Agreement (“Service Agreement”) and a License Agreement (“License Agreement”) with Seatac, for an initial term of five (5) years. The Service Agreement provides that (i) Seatac, directly and through sub-contractors, will produce, license and supply certain goods and services as described therein, (ii) Seatac will provide certain goods and services to facilitate the installation and operation of a media information display network within professional offices located in the United States and Canada, and (iii) Seatac will supply the goods and services purchased by the Company’s subsidiary and that the Company’s subsidiary agrees to purchase and accept the licenses on the terms and conditions set forth in the Service Agreement.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 7 – COMMITMENTS AND CONTINGENCIES (Continued)

The License Agreement grants Seatac the right to license the software, as defined therein. Seatac will provide the licensee with use of its software components, including the server software, and the software media player that will drive one or more displays and connect back to the server. The fees for the license include (i) an initial one-time fee of $500 for the remote transfer set up, (ii) hardware and installation fees of $3,500 per site, and (iii) a standard remote transfer license fee of $87 per unit per month.

On October 1, 2009, the Company's Board of Directors approved an Investor Relations Consulting Agreement with Alliance Advisors, LLC (the "Agreement"). The twelve-month Agreement calls for cash payments of $5,000 per month for months 1-3, $6,000 per month for months 4-6, and $7,000 per month for the remaining six (6) months. In addition to the cash payments, the Agreement calls for the issuance of 125,000 restricted shares of the Company's Common Stock during the first thirty days of the Agreement with an additional 125,000 restricted shares of the Company's Common Stock after the successful completion of the first six (6) months of service. The Company issued the first 125,000 shares called for in the Agreement on October 20, 2009.

On November 13, 2009, the Company relocated its principal offices to 100 North First Street, Suite 104, Burbank, California 91502 where it subleases 2,010 square feet of furnished office space. As a condition of the sublease, the Subleasor required that Seatac be listed as a co-Sublessee with the Company's subsidiary. The one-year and eleven and one-half month lease, expiring on October 31, 2011, was guaranteed by Seatac and calls for base lease payments of $4,905 per month. The Company paid $22,352 to cover a security deposit of $14,800 and rent from November 26 through December 31, 2009. Rent expense, excluding taxes, by year for term of this sublease is as follows: 2010-$58,859; and 2011-$49,049.

NOTE 8– PROVISION FOR INCOME TAXES

Deferred income taxes are determined using the liability method for the temporary differences between the financial reporting basis and income tax basis of the Company's assets and liabilities. Deferred income taxes are measured based on the tax rates expected to be in effect when the temporary differences are included in the Company's tax return. Deferred tax assets and liabilities are recognized based on anticipated future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases. As of June 30, 2010, there is no provision for income taxes, current or deferred.

At June 30, 2010, deferred tax assets consist of the following:

Net operating loses	$852,000
Valuation Allowance	(852,000)
	$-0-

At June 30, 2010, the Company had a net operating loss carry forward of approximately $2,506,000, available to offset future taxable income through 2030. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 8– PROVISION FOR INCOME TAXES (Continued)

A reconciliation of the Company's effective tax rate as a percentage of income before taxes and federal statutory rate for the period ended June 30, 2010 is summarized as follows:

	2010
Federal statutory rate	(34.0)%
State income taxes, net of federal benefits	3.3
Valuation allowance	30.7
	0%

NOTE 9 – SUBSEQUENT EVENTS

Approval of Redomicile, Change in Par Value and Option Plan

On July 20, 2010, the Company's shareholders approved the redomicile from Utah to Nevada, a change of the par value of the Company's Common and Preferred Stock to $0.001 per share, and the LTIP. In conjunction with approval of the Plan by the Company's shareholders, the Board of Directors had previously approved the granting of non-qualified stock options (the "Options") to officers and employees of the Company for an aggregate of 900,000 underlying shares. The exercise price of the Options is fixed at $0.30 per share with the underlying shares vesting at the rate of one-third on the date of the grant and one-third on each of the first and second anniversary dates of the grant. The Options expire five (5) years from the date that the Options are fully vested.

Default on Seatac Loan

Pursuant to the terms of the April 2010 Note, on July 1, 2010, Seatac made demand for the aggregated amount of $925,885, including principal of $900,000 and interest through June 30, 2010. On July 11, 2010, Seatac added a one-time late charge equivalent to six percent (6%) of the unpaid amount, or $55,553, bringing the amount payable and past due under the April 2010 Note to $981,438. The Company's obligation to repay the April 2010 Note was (i) secured by a pledge by the Company of all of the capital stock of the Company's subsidiaries owned as of or acquired after the date of the April 2010 Note, pursuant to the terms of a Stock Pledge and Escrow Agreement dated April 1, 2010; (ii) guaranteed by the Company's subsidiary, America's Minority Health Network pursuant to a Guaranty Agreement dated April 1, 2010; and (iii) secured by a blanket lien encumbering the assets of the Company and the Company's subsidiaries pursuant to Security Agreements dated April 1, 2010.

Given our unsuccessful attempts to obtain additional financing or agree to alternative arrangements with Seatac, we agreed and consented to Seatac's exercise of its remedies under the April 2010 Note and the foreclosure upon the Collateral. As part of the agreement and consent, the Company and its Subsidiaries acknowledged that the Company and its Subsidiaries are in default in payment of principal, interest, and late fees under the April 2010 Note and related loan documents in the aggregate of $981,438, and that the debt is secured by a first priority security interest in all of the assets of the Company and its subsidiaries. Accordingly, on July 30, 2010, the Company and Seatac sent joint instruction to the escrow agent pursuant to which the escrow agent was instructed to transfer the stock certificate representing all of the outstanding shares of America's Minority Health Network being held in escrow to Seatac. The Company also entered into a trademark assignment with Seatac whereby the Company transferred all rights, title and interest in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark. The Company's settlement with Seatac did not include the surrender of Spectrum nor the satisfaction of a trade payable to Seatac in the amount of $455,061.

AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 9 – SUBSEQUENT EVENTS (Continued)

Default on Seatac Loan (Continued)

In conjunction with the settlement, Robert Cambridge and Charles Richardson resigned their positions as officers and directors of America's Minority Health Network.

Change in Officers and Directors

On July 30, 2010, Larry Newman resigned as President and a director of Spectrum. His resignation was not the result of a disagreement with the Company or any matter relating to the Company's operations, policies or practices. Robert Cambridge was elected to serve as Interim President until a replacement could be identified and qualified.

On August 2, 2010, Andrew Golden, Charles Richardson, and Kimberly Sarubbi resigned as directors of the Company. Their resignations were not the result of a disagreement with the Company or any matter relating to the Company's operations, policies or practices. After the resignations, Robert Cambridge continued to serve as the Company's sole officer and director.

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

General

The following discussion and analysis provides information which management of the Company believes to be relevant to an assessment and understanding of the Company's results of operations and financial condition. This discussion should be read together with the Company's condensed consolidated financial statements and the notes to the financial statements, which are included in this report. This information should also be read in conjunction with the information contained in our Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 17, 2010, including the audited financial statements and notes included therein. The reported results will not necessarily reflect future results of operations or financial condition.

Caution Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements", as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements relate to future events or our future financial performance. Some discussions in this report may contain forward-looking statements that involve risk and uncertainty. A number of important factors could cause our actual results to differ materially from those expressed in any forward-looking statements made by us in this report. Forward-looking statements are often identified by words like "believe," "expect," "estimate," "anticipate," "intend," "project" and similar words or expressions that, by their nature, refer to future events.

In some cases, you can also identify forward-looking statements by terminology such as "may," "will," "should," "plans," "predicts," "potential," or "continue," or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, or achievements. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements in an effort to conform these statements to actual results.

Overview

The Company was incorporated in Utah in 1907 under the name Croff Mining Company ("Croff"). The Company changed its name to Croff Oil Company in 1952 and in 1996 changed its name to Croff Enterprises, Inc. In the twenty (20) years prior to 2008, Croff's operations consisted entirely of oil and natural gas production. Due to a spin-off of its operations in December 2007, Croff had no business operations or revenue source and had reduced its operations to a minimal level, although it continued to file reports required under the Securities Exchange Act of 1934. As a result of the spin-off, Croff was a "shell company" under the rules of the SEC.

On July 6, 2009, Croff entered into an Agreement and Plan of Reorganization (the "Agreement") with AMHN Acquisition Corp., a newly formed Delaware corporation and wholly owned subsidiary of Croff ("Merger Sub"), America's Minority Health Network, Inc., a Delaware corporation ("America's Minority

Health Network") and the major shareholders of the America's Minority Health Network (the "Major Shareholders"). The terms of the Agreement provide for (i) the transfer of 100% of the issued and outstanding shares of common stock of America's Minority Health Network in exchange for the issuance to the shareholders of American's Minority Health Network of an aggregate of 13,693,689 shares of common stock of Croff (the "Croff Common Stock") at a conversion ratio where one share of America's Minority Health Network is converted into 13,693.689 shares of Croff; (ii) the resignations of Croff's officers and directors prior to the consummation of the Agreement and the election and appointment of officers and directors as directed by America's Minority Health Network; and (iii) America's Minority Health Network to become a wholly owned subsidiary of Croff. A full description of the terms of the Agreement (the "Transaction") is set forth in the Agreement as filed as an exhibit to the Report on Form 8-K filed with the Securities and Exchange Commission on July 10, 2009.

On July 27, 2009, the Closing Date of the Transaction pursuant to the terms and conditions of the Agreement, Croff acquired 100% of the issued and outstanding shares of America's Minority Health Network in exchange for the issuance of an aggregate of 13,693,689 shares of Croff Common Stock. In accordance with the provisions of this triangulated merger, Merger Sub merged with and into America's Minority Health Network as of the Effective Date of the Agreement, as that term is defined therein. Upon consummation of the Agreement and all transactions contemplated therein, the separate existence of Merger Sub ceased, Croff became the surviving parent corporation, and America's Minority Health Network became its wholly owned subsidiary (the "Company's subsidiary"). As a result of the Transaction, Croff ceased being a shell company. The sole business of Croff became that of its operating subsidiary, America's Minority Health Network, Croff experienced a change in control and the former shareholders of America's Minority Health Network acquired control of the Company. For accounting purposes, the Transaction was treated as a reverse merger.

Prior to the Closing, America's Minority Health Network received a letter from Seatac Digital Resources, Inc., offering funding or commitments for funding in the form of short term loans that in the aggregate may amount up to $500,000 to cover operations of American's Minority Health Network for six (6) months. Through Seatac Digital Resources, Inc., a strategic vendor and principal shareholder ("Seatac"), America's Minority Health Network obtained (i) a $100,000 loan through the issuance of a five-percent (5%) promissory note due on demand (the "Note"), and (ii) a letter of commitment for an additional loan of up to $500,000 ("Commitment Letter"), as noted above. The Note and Commitment Letter were attached as exhibits to the Current Report on Form 8-K filed with the Commission on July 29, 2009 and are incorporated herein by reference. Subsequently, Seatac provided to America's Minority Health Network the additional $500,000 funding referenced in the loan commitment.

On September 11, 2009, the Company's Board of Directors approved an agreement with Global Arena Capital Corp. (the "Global Agreement") through which Global Arena Capital Corp. ("Global") would serve as the Company's exclusive placement agent in an attempt to raise up to five million dollars ($5,000,000) through the offer and sale by the Company of its securities. Under a related private placement memorandum ("PPM"), the Company offered twenty-five (25) units for the purchase price of two hundred thousand dollars ($200,000) each (the "Offering"). Each unit consisted of 200,000 shares of the Company's Common Stock and a detachable, transferable Warrant to purchase 70,000 shares of the Company's Common Stock. The Warrant was exercisable in whole or in part during the five-year period following issuance at an exercise price of $1.10 per share. The Offering period was for sixty (60) days and could be extended for an additional sixty (60) day period. No funds were raised under the Offering and the Offering was not extended.

Upon execution of the Global Agreement, the Company agreed to pay a retainer to Global through the issuance of 76,075 Warrants exercisable for one cent ($0.01) which represented one half of one percent (0.50%) of the then issued and outstanding shares of Common Stock of the Company. The Warrants were accounted for in the third quarter of 2009, but have not yet been issued. The Warrants have not been registered under the Securities Act or the securities laws of any state, and such securities will be issued in reliance upon exemptions from the registration requirements of such laws, which depend in part, on the intent of the warrant holder not to make distribution of such securities.

On September 14, 2009, the Company changed its name to AMHN, Inc. Unless otherwise stated or unless the context otherwise requires, the description of our business set forth below is provided on a combined basis. The Company's office is located at 100 North First Street, Suite 104, Burbank, California 91502.

On September 23, 2009, the Company's Board of Directors approved the redomicile of the Company from Utah to Nevada and approved the AMHN, Inc. 2009 Long Term Incentive Compensation Plan ("LTIP"). On March 28, 2010, the Company's Board of Directors approved a revision to the Plan to increase the number of shares available for issuance to an aggregate of 1,500,000 shares. All other provisions of the Plan remain unchanged. The Company subsequently approved a change in the par value of the Company's Common and Preferred Stock to $0.001 per share. On July 20, 2010, the Company's shareholders who own an aggregate of 8,900,898 shares (or 55%) of the Company's outstanding shares approved the actions.

On October 1, 2009, the Company's Board of Directors approved an Investor Relations Consulting Agreement with Alliance Advisors, LLC (the "Agreement"). The twelve-month Agreement calls for cash payments of $5,000 per month for months 1-3, $6,000 per month for months 4-6, and $7,000 per month for the remaining six (6) months. In addition to the cash payments, the Agreement calls for the issuance of 125,000 restricted shares of the Company's Common Stock during the first thirty days of the Agreement with an additional 125,000 restricted shares of the Company's Common Stock after the successful completion of the first six (6) months of service. The Company issued the first 125,000 shares called for in the Agreement on October 20, 2009.

On November 1, 2009, Seatac provided a second commitment for funding in the form of short term loans that in the aggregate amount up to $500,000 to cover operations of the Company's subsidiary. Through March 31, 2010, Seatac provided $200,000 to the Company's subsidiary under the funding commitment.

On November 13, 2009, the Company relocated its principal offices to 100 North First Street, Suite 104, Burbank, California 91502 where it subleases 2,010 square feet of furnished office space. As a condition of the sublease, the Subleasor required that Seatac be listed as a co-Sublessee with the Company's subsidiary. The one-year and eleven and one-half month lease, expiring on October 31, 2011, was guaranteed by Seatac and calls for base lease payments of $4,905 per month. The Company paid $22,352 to cover a security deposit of $14,800 and rent from November 26 through December 31, 2009. Rent expense, excluding taxes, by year for term of this sublease is as follows: 2010-$58,859; and 2011-$49,049.

On March 10, 2010, Seatac provided a third commitment letter to loan up to an additional $500,000 in the form of short term loans to cover operating expenses. No loans were made pursuant to the third commitment letter and in July 2010, Seatac informed the Company that it did not intend to advance the Company additional funds and withdrew the funding commitment.

On April 1, 2010, the Company issued a 4% Secured Promissory Note (the "April 2010 Note") in the principal base amount of $800,000 (the "Principal Base Amount") to Seatac pursuant to the terms of that certain Note Purchase Agreement (the "Note Purchase Agreement") of even date therewith. As consideration for the April 2010 Note, Seatac surrendered certain promissory notes previously issued by the Company to Seatac (collectively known as the "Prior Notes"), specifically set forth as follows:

- the Promissory Note dated June 1, 2009 for $100,000,
- the Promissory Note dated July 21, 2009 for $100,000,
- the Promissory Note dated September 2, 2009 for $100,000,
- the Promissory Note dated October 7, 2009 for $100,000,

- the Promissory Note dated November 4, 2009 for $100,000,
- the Promissory Note dated November 20, 2009 for $50,000,
- the Promissory Note dated December 31, 2009 for $50,000,
- the Promissory Note dated January 22, 2010 for $50,000,
- the Promissory Note dated February 1, 2010 for $50,000,
- the Promissory Note dated March 1, 2010 for $50,000, and
- the Promissory Note dated March 31, 2010 for $50,000.

The Principal Base Amount of the April 2010 Note, plus any and all additional advances made to the Company thereafter (the “Aggregated Principal Amount”), together with accrued interest at the annual rate of four percent (4%), is due in one lump sum payment on June 30, 2010 (the “Maturity Date”). In April and May 2010, Seatac advanced the Company an aggregate of $100,000 of additional funds under the April 2010 Note. The April 2010 Note provides that it will automatically renew on the Maturity Date for additional ninety (90) day periods (the “Extended Maturity Date”) unless ten (10) days prior to the Extended Maturity Date the Holder provides written notice to the Company of its intent not to renew. If the Company commits any Event of Default (as defined in the Note Purchase Agreement), then the unpaid principal amount of, and accrued interest on, the April 2010 Note may be accelerated by Seatac and become due and payable, whereupon the interest rate shall be increased to a rate of ten percent (10%) per annum, subject to the limitations of applicable law.

The Note Purchase Agreement contains a number of negative covenants with which the Company must comply so long as the April 2010 Note remains outstanding. Such negative covenants include, but are not limited to, restrictions on the Company’s ability to (i) declare or pay any dividends or to purchase, redeem or otherwise acquire or retire any shares of the Company’s capital stock; (ii) effect any reclassification, combination or reverse stock split of the Company’s Common Stock; (iii) create, incur or assume any lien or other encumbrance (with limited exceptions as set forth in the Note Purchase Agreement); (iv) create, incur or assume (directly or indirectly) any indebtedness (with limited exceptions as set forth in the Note Purchase Agreement); (v) enter into a Change in Control Transaction (as defined in the Note Purchase Agreement); (vi) amend the Company’s Articles of Incorporation or Bylaws; and (vii) enter into any transactions with affiliates.

As security for the Company’s obligations under the Note Purchase Agreement and the April 2010 Note, the Company pledged all of the capital stock of its subsidiary, America’s Minority Health Network, pursuant to the terms of a Stock Pledge and Escrow Agreement of even date therewith. Repayment of the April 2010 Note is guaranteed by the Company’s subsidiary and is also secured by a blanket lien encumbering the assets of the Company and its subsidiary. The foregoing description of the Note Purchase Agreement, the April 2010 Note, the Stock Pledge and Escrow Agreement, and related agreements is qualified, in its entirety, by reference to each agreement, copies of which are attached as exhibits to the Current Report on Form 8-K filed with the SEC on April 7, 2010, which Form 8-K and exhibits are incorporated herein by reference.

On June 1, 2010, AMHN entered into an Agreement and Plan of Reorganization (the “Spectrum Acquisition Agreement”) with Spectrum Acquisition Corp., a newly formed Delaware corporation and wholly owned subsidiary of AMHN (“Merger Sub”), Spectrum Health Network, Inc., a Delaware corporation (“Spectrum”) and the sole shareholder of Spectrum (the “Sole Shareholder”). The terms of the Spectrum Acquisition Agreement provided for (i) the transfer of 100% of the issued and outstanding shares of common stock of Spectrum to AMHN in exchange for the issuance to the Sole Shareholder of Spectrum of an aggregate of 500,000 shares of common stock of AMHN (the “AMHN Common Stock”) at a conversion ratio where one share of Spectrum is converted into 500 shares of AMHN; (ii) AMHN’s assumption of all the assets and liabilities of Spectrum; (iii) the officers and directors of Spectrum to retain their respective positions in the Merger Sub; and (iv) Spectrum to become a wholly owned subsidiary of AMHN. On June 11, 2010, the Closing Date of the Transaction pursuant to the terms and conditions of the Acquisition Agreement, AMHN acquired 100% of the issued and outstanding shares of Spectrum in exchange for the issuance of an aggregate of 500,000 shares of AMHN Common Stock. In accordance with the provisions of this triangulated merger, Merger Sub was merged with and into Spectrum as of the Effective Date of the Acquisition Agreement, the separate existence of Merger Sub ceased, and Spectrum became a wholly owned subsidiary of AMHN. In conjunction with the Acquisition Agreement, AMHN assumed the assets and liabilities of Spectrum totaling approximately $237,000 and $493,000 respectively. The foregoing description of the Spectrum Acquisition Agreement is qualified, in its entirety, by reference to the agreement, a copy of which was attached as an exhibit to the Current Report on Form 8-K filed with the SEC on June 14, 2010, which Form 8-K and exhibit is incorporated herein by reference.

On June 18, 2010, Seatac gave the Company a ten (10) day notice that it did not intend to renew the April 2010 Note to extend the Maturity Date for an additional ninety (90) days; therefore, the entire sum of principal and interest of $925,885 due under the April 2010 Note became payable on June 30, 2010. The Company failed to pay the April 2010 Note on June 30, 2010. For further information, please see *Recent Events* herein.

Through June 30, 2010, the Company had two operating, wholly owned subsidiaries; namely America’s Minority Health Network and Spectrum Health Network. America’s Minority Health Network is a place-based provider of digital video education for medical practices who primarily service minorities. Research has shown that due to socioeconomic and sociopolitical issues, African-Americans suffer from exceptionally high mortality and morbidity rates. Lack of proper healthcare education has been cited as one of the factors leading to higher health risks for the African-American community. The Company’s subsidiary provides a digital platform to increase African-American health education awareness that can increase the longevity and well-being of African-American men and women, while providing relevant advertising of related products. The Company’s subsidiary has created a viable solution to meet the needs of physicians who are constantly searching for ways to better inform their patients and for advertisers that are searching for ad space to communicate specific products to African-Americans.

The Company’s subsidiary currently provides direct-to-consumer television programming across the United States to subscribing medical offices with a predominantly African-American patient base. As of June 30, 2010, 174 offices have subscribed to the service with 141 offices live and receiving programming. Each month updated healthcare segments and relevant advertising are digitally delivered in high definition directly to waiting rooms filled with a well-defined African-American target audience. Medical office waiting rooms provide a captive audience with the typical presence of over 1,000 patients per month per location, where viewers are pre-disposed to watch and listen to the pertinent information offered.

Spectrum Health Network a digital signage waiting room network built for the multispecialty group practice and independent physician associations (“IPA”). Spectrum was developed to be an extension of the medical practice, enabling the group practice to relay custom produced health-specific educational based content to patients while they waited to see their physician. Spectrum provides its clients with a powerful tool for practice enhancement, patient communications and as a viable method to deliver educational initiatives. Spectrum uses HD 32” LCD flat panel commercial monitors, a digital signage media player, and an EnQii remote transfer platform to manage the playlist content for each site. The right side of the viewing screen is dedicated to the medical group/IPA. Currently, 152 offices have subscribed to the service with 126 live sites installed across seventy-two (72) independent buildings servicing eight (8) different IPAs in the California and New York markets and one location operating as a test site in Atlanta, Georgia. Of these locations, fifty-eight (58) are located in Northern California, ten (10) in Southern California, and two (2) in New York. Spectrum has an additional 26 sites under contract which have not yet been installed.

Spectrum was originally founded as an ad supported network; however, Spectrum now sells its network to the IPA market as a subscription service for a one-time fee of $3,500 per location for each system, plus an ongoing monthly service fee ranging from $102 to $250 per month per location. To date, Spectrum has not converted any of its existing client base to a subscription service. If Spectrum is able to convert its existing client base to a subscription service, then at the lowest price threshold, Spectrum expects to net $13,260 per month in network maintenance revenue. Spectrum has developed a primary target list of prospective IPAs which, if subscribed, would represent a minimum of 640 potential locations, with each location supporting its own system. There are approximately 3,500 IPAs operating in the United States. Of this total, an estimated 2,000 fall under the category of the "Staff Model" where staff are fulltime employees directed under a corporate management structure; another 1,500 are considered a "Staff/Hybrid Model" where the IPA is created to facilitate a Primary Care Group and still enable specialized physicians to maintain their own practices, but also the benefits of achieving economies of scale from the formation of an association to operate and help manage their practice. According to The IPA Association of America, the average UPA has approximately 450 independent physicians. While the exact number of waiting rooms is unknown, the single most important aspect of the IPA market is its sheer size and number of offices each IPA may grow to manage.

The Company's Common Stock trades on the Over-the-Counter Bulletin Board under symbol "AMHN."

Recent Events

Approval of Redomicile, Change in Par Value and Option Plan

On July 20, 2010, the Company's shareholders approved the redomicile from Utah to Nevada, a change of the par value of the Company's Common and Preferred Stock to $0.001 per share, and the LTIP. In conjunction with approval of the Plan by the Company's shareholders, the Board of Directors had previously approved the granting of non-qualified stock options (the "Options") to officers and employees of the Company for an aggregate of 900,000 underlying shares. The exercise price of the Options is fixed at $0.30 per share with the underlying shares vesting at the rate of one-third on the date of the grant and one-third on each of the first and second anniversary dates of the grant. The Options expire five (5) years from the date that the Options are fully vested.

Default on Seatac Loan

Pursuant to the terms of the April 2010 Note, on July 1, 2010, Seatac made demand for the aggregated amount of $925,885, including principal of $900,000 and interest through June 30, 2010. On July 11, 2010, Seatac added a one-time late charge equivalent to six percent (6%) of the unpaid amount, or $55,553, bringing the amount payable and past due under the April 2010 Note to $981,438. The Company's obligation to repay the April 2010 Note is (i) secured by a pledge by the Company of all of the capital stock of the Company's subsidiaries owned as of or acquired after the date of the April 2010 Note, pursuant to the terms of a Stock Pledge and Escrow Agreement dated April 1, 2010; (ii) guaranteed by the Company's subsidiary, America's Minority Health Network pursuant to a Guaranty Agreement dated April 1, 2010; and (iii) secured by a blanket lien encumbering the assets of the Company and the Company's subsidiaries pursuant to Security Agreements dated April 1, 2010.

Payment of principal, interest and late charges under the April 2010 Note became past due, and as a result of the default, Seatac informed us that it intended to exercise its remedies pursuant to which it may accept collateral in satisfaction of the Company's obligations. More particularly, Seatac stated that it intended to accept the following collateral in full satisfaction of the $981,438 due under the April 2010 Note: (i) all rights, title and interest of AMHN in the 1,000 shares of common stock of America's Minority Health Network, (ii) all rights, title and interest of AMHN in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark, and (iii) all books and records of America's Minority Health Network held by AMHN (collectively, the "Collateral").

Given our unsuccessful attempts to obtain additional financing or agree to alternative arrangements with Seatac, we agreed and consented to Seatac's exercise of its remedies under the April

2010 Note and the foreclosure upon the Collateral. As part of the agreement and consent, the Company and its Subsidiaries acknowledged that the Company and its Subsidiaries are in default in payment of principal, interest, and late fees under the April 2010 Note and related loan documents in the aggregate of $981,438 and that the debt is secured by a first priority security interest in all of the assets of the Company and its subsidiaries. Accordingly, on July 30, 2010, the Company and Seatac sent joint instruction to the escrow agent, pursuant to which the escrow agent was instructed to transfer the stock certificate representing all of the outstanding shares of America's Minority Health Network being held in escrow to Seatac. The Company also entered into a trademark assignment with Seatac whereby the Company transferred all rights, title and interest in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark. The Company's settlement with Seatac did not include the surrender of Spectrum or the satisfaction of a trade payable to Seatac in the amount of $455,061. The foregoing description of the settlement documents are qualified, in its entirety, by reference to each agreement, copies of which are attached as an exhibit hereto and filed herewith, and which are incorporated herein by reference.

In conjunction with the settlement, Robert Cambridge and Charles Richardson resigned their positions as officers and directors of America's Minority Health Network.

Changes in Officers and Directors

On July 30, 2010, Larry Newman resigned as President and a director of Spectrum. His resignation was not the result of a disagreement with the Company or any matter relating to the Company's operations, policies or practices. Robert Cambridge was elected to serve as Interim President until a replacement could be identified and qualified.

On August 2, 2010, Andrew Golden, Charles Richardson, and Kimberly Sarubbi resigned as directors of the Company. Their resignations were not the result of a disagreement with the Company or any matter relating to the Company's operations, policies or practices. After the resignations, Robert Cambridge continued to serve as the Company's sole officer and director.

Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements, included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

CONTINUING OPERATIONS

Results for the three month period ended June 30, 2010

Revenues and Cost of Revenues

AMHN had revenues of $5,734 during the above referenced period.

Sales and Operating Expenses

AMHN had no sales expenses and our operating expenses consisted of costs associated with service and maintenance of the programming provided via broadband delivery to subscribing offices. Operating expenses for the above referenced period were $6,943.

General and Administration, Professional, and Consulting Expenses

AMHN's general and administrative expenses consisted of accounting and administrative costs, professional fees and other general corporate expenses. General and administrative expenses for the above referenced period were $74,334.

Results for the six month period ended June 30, 2010

Revenues and Cost of Revenues

AMHN had revenues of $5,734 during the above referenced period.

Sales and Operating Expenses

AMHN had no sales expenses and our operating expenses consisted of costs associated with service and maintenance of the programming provided via broadband delivery to subscribing offices. Operating expenses for the above referenced period were $6,943.

General and Administration, Professional, and Consulting Expenses

AMHN's general and administrative expenses consisted of accounting and administrative costs, professional fees and other general corporate expenses. General and administrative expenses for the above referenced period were $204,348.

DISCONTINUED OPERATIONS

The gains and losses from the disposition of certain income-producing assets and associated liabilities, operating results, and cash flows are reflected as discontinued operations in the consolidated financial statements for all periods presented. Although net earnings are not affected, the Company has reclassified results that were previously included in continuing operations as discontinued operations for qualifying dispositions.

Results for the three month period ended June 30, 2010

Revenues and Cost of Revenues

AMHN had revenues of $28,935 during the above referenced period.

Sales and Operating Expenses

AMHN's sales expenses consisted of travel expenses, attendance at selected conferences, and mailing expenses while our operating expenses consisted of costs associated with service and maintenance of the programming provided via broadband delivery to subscribing offices. Sales and operating expenses for the above referenced period were $96,210.

General and Administration, Professional, and Consulting Expenses

AMHN's general and administrative expenses consisted of accounting and administrative costs, professional fees and other general corporate expenses. General and administrative expenses for the above referenced period were $44,153.

Results for the six month period ended June 30, 2010

Revenues and Cost of Revenues

AMHN had revenues of $44,264 during the above referenced period.

Sales and Operating Expenses

AMHN's sales expenses consisted of travel expenses, attendance at selected conferences, and mailing expenses while our operating expenses consisted of costs associated with service and maintenance of the programming provided via broadband delivery to subscribing offices. Sales and operating expenses for the above referenced period were $212,031.

General and Administration, Professional, and Consulting Expenses

AMHN's general and administrative expenses consisted of accounting and administrative costs, professional fees and other general corporate expenses. General and administrative expenses for the above referenced period were $94,608.

Liquidity and Capital Resources

The Company began its current operations in 2009 and has not as yet attained a level of operations which allows it to meet its current overhead. We do not know if or when we will attain profitable operations and there is no assurance that a profitable operating level can ever be achieved. We will be dependent upon obtaining additional financing in order to adequately fund working capital, infrastructure, production expenses and significant marketing related expenditures related to Spectrum and the conversion of its accounts to subscriptions. These factors raise substantial doubt about our ability to continue as a going concern and the accompanying consolidated financial statements do not include any adjustments related to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should we be unable to continue as a going concern.

For continuing operations, as of June 30, 2010, AMHN's cash balance was $3,677 ($55,340 for discontinued operations). Outstanding liabilities as of June 30, 2010 totaled $2,344,286 including $676,590 in accounts payable to related parties and $1,332,299 in liabilities of discontinued operations. For continuing operations, the Company's working capital deficit as of June 30, 2010 was $999,255 ($1,261,866 for discontinued operations).

The Company will need to raise additional capital to expand operations to the point at which the Company can achieve profitability. The terms of financing that may be raised may not be on terms acceptable by the Company. If adequate funds cannot be raised outside of the Company, the Company's current shareholders may need to contribute funds to sustain operations. Currently, we do not have sufficient resources to continue our business plan.

Off-Balance Sheet Arrangements

None.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our Company is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act, and as such, is not required to provide the information required under this item.

Table of Contents

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Securities Exchange Act of 1934 (the “Exchange Act”) is recorded, processed, summarized and reported, within the time period specified in the SEC’s rules and forms and is accumulated and communicated to Mr. Robert Cambridge, the Company’s Chief Executive Officer, as appropriate, in order to allow timely decisions in connection with required disclosure.

Evaluation of Disclosure Controls and Procedures

Mr. Cambridge, currently serving as the Company’s sole officer, evaluated the effectiveness of the design and operation of our Company’s disclosure controls and procedures (as such term is defined in Rules 13a-15 and 15d-15 under the Exchange Act) as of the end of the period covered by this quarterly report. Based on such evaluation, he concluded that the Company’s disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in SEC’s rules and forms. During the most recently completed three-month period ending June 30, 2010, there has been no significant change in the Company’s internal control over financial reporting that has affected, or is reasonably likely to affect, the Company’s internal control over financial reporting.

Changes in Internal Controls

During the three months ended June 30, 2010, there were no significant changes in internal controls of the Company, or other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

AMHN is a smaller reporting company and is not required to provide the information required by this item.

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

As previously mentioned herein, pursuant to and in conjunction with the Closing of the Acquisition Agreement, the Company issued 500,000 shares of its Common Stock to the shareholders of Spectrum. The 500,000 shares were issued with a restrictive legend that the shares had not been registered under the Securities Act of 1933. On the Closing Date, and after giving effect to the issuance of the 500,000 shares of AMHN Common Stock to the shareholders of Spectrum, there are 16,290,209 shares of Common Stock of AMHN issued and outstanding. The exchange of the securities pursuant to the Transaction was conducted pursuant to the exemption from registration provided by Regulation D of the Securities Act and Section 4(2) of the Securities Act.

Item 3. Defaults upon Senior Securities.

On April 1, 2010, the Company issued a 4% Secured Promissory Note (the “April 2010 Note”) in the principal base amount of $800,000 (the “Principal Base Amount”) to Seatac pursuant to the terms of that certain Note Purchase Agreement (the “Note Purchase Agreement”) of even date therewith. The Principal Base Amount of the April 2010 Note, plus any and all additional advances made to the Company thereafter (the “Aggregated Principal Amount”), together with accrued interest at the annual rate of four percent (4%), is due in one lump sum payment on June 30, 2010 (the “Maturity Date”). In April and May 2010, Seatac advanced the Company an aggregate of $100,000 of additional funds under the April 2010 Note. The April Note provides that it will automatically renew on the Maturity Date for additional ninety (90) day periods (the “Extended Maturity Date”) unless ten (10) days prior to the Extended Maturity Date the Holder provides written notice to the Company of its intent not to renew. Seatac gave the Company a ten (10) day notice that it did not intend to renew the April 2010 Note to extend the Maturity Date for an additional ninety (90) days; therefore, the entire sum of $925,885 (including principal of $900,000 and interest through June 30, 2010) due under the April 2010 Note became payable on June 30, 2010. The Company failed to pay the April 2010 Note on June 30, 2010.

Pursuant to the terms of the April 2010 Note, on July 1, 2010, Seatac made demand for the aggregated amount of $925,885. On July 11, 2010, Seatac added a one-time late charge equivalent to six percent (6%) of the unpaid amount, or $55,553, bringing the amount payable and past due under the April 2010 Note to $981,438. On July 30, 2010, the Company entered into a settlement with Seatac to satisfy the April 2010 Note by surrendering the collateral off America’s Minority Health Network. The Company’s settlement with Seatac did not include the surrender of Spectrum or the satisfaction of a trade payable to Seatac in the amount of $455,061. Details of the settlement documents are qualified in their entirety by the information presented herein at *Recent Events* and by *Exhibit 10.10* through *Exhibit 10.12* that are attached hereto and incorporated herein by reference.

Item 4. Submission of Matters to a Vote of Security Holders.

On July 20, 2010, the Company’s shareholders who own an aggregate of 8,900,898 shares (or 55%) of the Company’s outstanding shares of Common Stock, approved the Company’s redomicile from Utah to Nevada, a change in the par value of the Company’s Common and Preferred Stock to $0.001 per share, and the LTIP.

Item 5. Other Information.

On June 4, 2010, the Company’s Board of Directors accepted the resignation of Robin Tjon as a director and as Secretary with an immediate effective date. On June 16, 2010, the Company’s Board of Directors accepted the resignation of Donald R. Mastropietro as Chief Financial Officer. The resignations of Ms. Tjon and Mr. Mastropietro were not the result of a disagreement with the Company or any matter relating to the Company’s operations, policies, or practices.

Table of Contents

Item 6. Exhibits.

Exh.	Date	Description
2.1	July 6, 2009	Agreement and Plan of Reorganization among Croff Enterprises, Inc., AMHN Acquisition Corp., America's Minority Health Network, Inc., and the Major Shareholders. (1)
2.2	June 11, 2010	Agreement and Plan of Reorganization (for the acquisition of Spectrum Health Network, Inc.) (8)
2.3	October 25, 2007	Croff Enterprises, Inc. Plan of Corporate Division and Reorganization(4)
3.1	September 14, 2009	Articles of Amendment to Articles of Incorporation (to change name to AMHN, Inc.)(3)
3.2	July 27, 2009	Certificate of Merger of AMHN Acquisition Corp. with and into America's Minority Health Network, Inc. (5)
3.3	December 7, 2007	Articles of Amendment of Croff Enterprises, Inc. (to increase authorized common shares from 20,000,000 to 50,000,000)(4)
3.4	July 20, 2010	Articles of Conversion filed in the State of Nevada*
3.5	July 20, 2010	Articles of Incorporation filed in the State of Nevada*
3.6	n/a	Bylaws for the State of Nevada(7)
10.00	April 1, 2010	Note Purchase Agreement by and between the Company and Seatac Digital Resources, Inc. for a loan for $800,00(3)
10.01	April 1, 2010	4% Secured Promissory Note from the Company to Seatac Digital Resources, Inc. for $800,000(6)
10.02	April 1, 2010	Stock Pledge and Escrow Agreement by and between the Company and Seatac Digital Resources, Inc. (6)
10.03	April 1, 2010	Security Agreement by and between the Company and Seatac Digital Resources, Inc. (6)
10.04	April 1, 2010	Guarantor Security Agreement by and between America's Minority Health Network, Inc. and Seatac Digital Resources, Inc. (6)
10.05	April 1, 2010	Guaranty Agreement by and between American's Minority Health Network, Inc. and Seatac Digital Resources, Inc. (6)
10.06	n/a	AMHN, Inc. 2009 Long Term Incentive Compensation Plan(7)
10.07	June 18, 2010	Notice of Non-Renewal of April 2010 Note from Seatac Digital Resources, Inc. (9)
10.08	July 1, 2010	Notice of Default from Seatac Digital Resources, Inc. (10)
10.09	July 23, 2010	Seatac's Proposal to Accept Collateral*
10.10	July 30, 2010	Agreement, Acknowledgment and Consent between the Company and Seatac*
10.11	July 30, 2010	Joint Direction to Release Pledged Interests from Escrow*
10.12	July 30,2010	Trademark Assignment and Agreement*
10.13	July 30, 2010	Resignation of Larry Newman*
10.14	August 2, 2010	Resignation of Andrew Golden*
10.15	August 2, 2010	Resignation of Charles Richardson*
10.16	August 2, 2010	Resignation of Kimberly Sarubbi*
31.1	August 3, 2010	Certification of Chief Executive Officer of Periodic Report pursuant to Rule 13a-14a and Rule 14d-14(a).*
31.2	August 3, 2010	Certification of Chief Financial Officer of Periodic Report pursuant to Rule 13a-14a and Rule 15d-14(a).*
32.1	August 3, 2010	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.*
32.2	August 3, 2010	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.*

(1) Filed as an exhibit to Form 8-K filed with the Commission on July 10, 2009 and incorporated herein by reference.
(2) Filed as an exhibit to Form 8-K filed with the Commission on July 29, 2009 and incorporated herein by reference.
(3) Filed as an exhibit to Form 10-Q for quarter ending September 30, 2009 filed with the Commission on November 16, 2009 and incorporated herein by reference.
(4) Filed as an exhibit to Form 10-K for the year ended December 31, 2007 filed with the Commission on May 8, 2008 and incorporated herein by reference.

(5) Filed as an exhibit to Form 10-K filed with the Commission on March 17, 2010 and incorporated herein by reference.
(6) Filed as an exhibit to Current Report on Form 8-K filed with the Commission on April 7, 2010 and incorporated herein by reference.
(7) Filed as an exhibit to Definitive 14C Information Statement filed with the Commission on June 29, 2010 and incorporated herein by reference.
(8) Filed as an exhibit to Current Report on Form 8-K filed with the Commission on June 14, 2010 and incorporated herein by reference.
(9) Filed as an exhibit to Current Report on Form 8-K filed with the Commission on June 25, 2010 and incorporated herein by reference.
(10) Filed as an exhibit to Current Report on Form 8-K filed with the Commission on July 2, 2010 and incorporated herein by reference.
* Filed herewith.

(Signature page follows)

[Table of Contents](#)

SIGNATURES

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

DATE: August 3, 2010

AMHN, INC.

By: /s/ Robert Cambridge
Robert Cambridge
Chief Executive Officer and
Principal Financial Officer

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Filed in the office of	Document Number **20100536317-08**
Ross Miller Secretary of State State of Nevada	Filing Date and Time **07/20/2010 4:02 PM**
	Entity Number **E0343302010-6**

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion
(Pursuant to NRS 92A.205)

1. **Name and jurisdiction of organization of constituent entity and resulting entity:**

   AMHN, INC.

   Name of constituent entity

UTAH	CORPORATION
Jurisdiction	Entity type *

   and,

   AMHN, INC.

   Name of resulting entity

NEVADA	CORPORATION
Jurisdiction	Entity type *

2. **A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.**
3. **Location of plan of conversion: (check one)**

   ☐ **The entire plan of conversion is attached to these articles.**

   ☒ **The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.**

   ☐ **The complete executed plan of conversion for the resulting domestic limited *partnership is* on file at the records office required by NRS 88.330.**

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees.

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Articles of Conversion

(PURSUANT TO NRS 92A.205)
Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT **ABOVE SPACE IS FOR OFFICE USE ONLY**

4. **Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):**

   Attn:

   c/o:

5. **Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240)*** JULY 20, 2010

6. **Signatures - must be signed by:**

   1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

   2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

   AMHN, INC.
   Name of *constituent* entity

X [signature]	Chief Executive Officer	7/15/2010
Signature	**Title**	**Date**

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. **This statement must be included within the resulting entity's articles.**

FILING FEE: $350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

EXHIBIT 3.5

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Articles of Incorporation
(PURSUANT TO NRS CHAPTER 78)

Filed in the office of	Document Number **20100536319-20**
Ross Miller Secretary of State State of Nevada	Filing Date and Time **07/20/2010 4:02 PM**
	Entity Number **E0343302010-6**

USE BLACK INK ONLY - DO NOT HIGHLIGHT **ABOVE SPACE IS FOR OFFICE USE ONLY**

1. Name of Corporation:	AMHN, INC.
2. Registered Agent for Service of Process: (check only one box)	☒ Commercial Registered Agent: PARACORP INCORPORATED Name ☐ Noncommercial Registered Agent (name and address below) ***OR*** ☐ Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent **OR** Name of Title of Office or Other Position with Entity Street Address / City / Nevada / Zip Code Mailing Address (if different from street address) / City / Nevada / Zip Code
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares *with par value:* 60,000,000 — Par value per share: $ 0.001 — Number of shares *without par value:* 0
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) Robert Cambridge (Name) 100 N. First Street, Suite 104 (Street Address) — Burbank (City) — CA (State) — 91502 (Zip Code) 2) Charles Richardson (Name) 100 N. First Street, Suite 104 (Street Address) — Burbank (City) — CA (State) — 91502 (Zip Code)
5. Purpose: (optional; see instructions)	*The purpose of the corporation shall be:* All legal purposes existing under the laws of the State of Nevada.
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	Robert Cambridge (Name) — **X** [signature] **Incorporator Signature** 100 N. First Street, Suite 104 (Address) — Burbank (City) — CA (State) — 91502 (Zip Code)
7. Certificate of Acceptance of Appointment of Registered Agent:	*I hereby accept appointment as Registered Agent for the above named Entity.* **X** [signature] **Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity** — July 20, 2010 (Date)

This form must be accompanied by appropriate fees.

ARTICLES OF INCORPORATION
OF
AMHN, INC.

The undersigned incorporator hereby forms a corporation pursuant to Chapter 78 of the Nevada Revised Statutes (“NRS”):

ARTICLE I
CORPORATE NAME

The name of the corporation is AMHN, Inc.

ARTICLE II
REGISTERED AGENT

The registered agent for the corporation in the State of Nevada is Paracorp Incorporated, 318 N. Carson Street, Suite 208, Carson City, Nevada 87901.

ARTICLE III
DURATION AND PURPOSE

The duration of the corporation shall be perpetual. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the NRS.

ARTICLE IV
CAPITAL STOCK

The total number of shares of all classes of capital stock that the Corporation has the authority to issue is Sixty Million (60,000,000) shares of which Fifty Million (50,000,000) shares will be designated common stock, $0.001 par value per share (“Common Stock”) and Ten Million (10,000,000) shares will be designated preferred stock, $0.001 par value per share (“Preferred Stock”).

The Ten Million (10,000,000) shares of Preferred Stock may be designated from time to time in one or more series upon authorization of the corporation’s board of directors. The corporation’s board of directors, without further approval of the corporation’s shareholder, will be authorized to fix the dividend rights and terms, conversion rights, voting rights, redemption rights and terms, liquidation preferences, and any other rights, preferences, privileges and restrictions applicable to each series of Preferred Stock so designated.

ARTICLE V
DIRECTORS

The business of the corporation shall be managed by or under the direction of the corporation's board of directors. The corporation must maintain at least one director at all times and initially sets the number of director at four members. The number of individuals comprising the corporation's board of directors shall be fixed upon resolution of the board of directors and may be increased or decreased from time to time in the manner provided in the corporation's bylaws. The names of the corporation's initial board of directors are listed below. Except as otherwise listed, the address of each person is c/o AMHN, Inc., 100 North First Street, Suite 104, Burbank, California 91502.

Robert Cambridge, Chairman
Charles Richardson
Kimberly Sarubbi
Andrew Golden

ARTICLE VI
INCORPORATOR

The name and mailing address of the incorporator of the corporation is Robert Cambridge, c/o AMHN, Inc., 100 North First Street, Suite 104, Burbank, California 91502.

ARTICLE VII
BYLAWS

The corporation's board of directors shall adopt the initial bylaws of the corporation. The corporation's board of directors shall also have the power to alter, amend or repeal the bylaws, or to adopt new bylaws, except as otherwise provided in the bylaws.

ARTICLE VIII
LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

No director or officer of the corporation shall be personally liable to the corporation or any of its shareholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any act by such director or officer, provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud, or a known violation of the law, or (ii) the payment of dividends in violation of Section 78.300 of the NRS. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitations on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

ARTICLE IX
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of 78.502 of the NRS, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the corporation's bylaws, agreement, vote of shareholders, or disinterested directors, or otherwise, both as to action in his official capacity whole holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

The undersigned, being the incorporator hereinbefore named for the purpose of forming the corporation in the State of Nevada pursuant the NRS, makes and files these Articles of Incorporation, declaring and certifying that the facts herein stated are true.

Robert Cambridge, Incorporator

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

On the 20th day of July, 2010, Robert Cambridge personally appeared before me, who being by me first duly sworn, declared that he is the person who signed the foregoing document as the incorporator and that the statements herein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of July, 2010.

Notary Public

My Commission Expires:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles }

on 20 July 2010 (Date) before me, Vivian L. Brooks, Notary Public (Here Insert Name and Title of the Officer)

personally appeared Robert K. Cambridge (Name(s) of Signer(s))

VIVIAN L. BROOKS
Commission # 1851095
Notary Public - California
Los Angeles County
My Comm. Expires May 25, 2013

Place Notary Seal Above

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorised capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Vivian L. Brooks
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Articles of Corporation

Document Date: 20 July 2010 Number of Pages: 4

Signer(s) Other Than Named Above: ______

Capacity(ies) Claimed by Signer(s)

Signer's Name: ______
☐ Individual
☐ Corporate Officer — Title(s): ______
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: ______

Signer Is Representing: ______

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer's Name: ______
☐ Individual
☐ Corporate Officer — Title(s): ______
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: ______

Signer Is Representing: ______

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Seatac Digital Resources, Inc.

July 23, 2010

Mr. Robert Cambridge, President
AMHN, Inc.
100 North First Street, Suite 104
Burbank, CA 91502

Ms. Shaneeka James, President
America's Minority Health Network, Inc.
100 North First Street, Suite 104
Burbank, CA 91502

Re: Proposal to Accept Collateral in Satisfaction of Debt

Dear Bob and Shaneeka:

Reference is made to (i) that certain debt instrument dated April 1, 2010 (the "April 2010 Note") issued by AMHN, Inc. ("AMHN") in favor of Seatac Digital Resources, Inc. ("Seatac") as further outlined on Schedule 1 attached hereto, (ii) that certain Security Agreement dated as of April 1, 2010 executed by AMHN in favor of Seatac (the "AMHN Security Agreement"), (iii) that certain Stock Pledge and Escrow Agreement dated as of April 1, 2010 executed by AMHN in favor of Seatac (the "Pledge Agreement"), (iv) that certain Guaranty Agreement (the "Guaranty") dated as of April 1, 2010 executed by America's Minority Health Network, Inc. ("America's Minority Health Network") in favor of Seatac, and (v) that certain Guarantor Security Agreement (the "Guarantor Security Agreement" and, together with the Note, the AMHN Security Agreement, the Pledge Agreement and the Guaranty, the "Loan Documents") dated as of April 1, 2010 executed by the appropriate parties thereto.

As you are aware, AMHN was unable to fulfill its obligation to repay the sum of $925,885.82 of principal and interest on the April 2010 Note that was due on June 30, 2010 and which was demanded to be paid on or before July 11, 2010. As outlined in our previous letter, we assessed a one-time late fee of $55,553.14, bringing the amount payable and past due to $981,438.76.

Pursuant to the Pledge Agreement, AMHN pledged to Seatac a first priority security interest on all of AMHN's personal property and assets existing at the time or acquired after the signing of the transaction documents on April 1, 2010, including the capital stock of AMHN's subsidiary, America's Minority Health Network, Inc. ("America's Minority Health Network"). Subsequently, AMHN acquired another subsidiary, Spectrum Health Network, Inc. ("Spectrum").

AMHN and the Guarantor are in default under the Loan Documents for, among other things, failing to make payment to Seatac as required by the Loan Documents. As of July 12, 2010, the amount owing by AMHN and the Guarantor to Seatac under the Note and otherwise is $981,438.76, which amount shall increase from and after the date of this letter in accordance with the terms of the Loan Documents (such amount referred to herein as the “Debt”). The Debt is secured by a first priority security interest in all of AMHN’s and the Guarantor’s assets.

Seatac hereby proposes to accept the collateral listed on Schedule 2 attached hereto (the “Collateral”) in full satisfaction of the Debt in the amount of $981,438.76. This settlement, however, does not include and does not satisfy the trade payable to Seatac from AMHN in the amount of $455,061. The acceptance by Seatac of the Collateral shall be effective July 30, 2010 if AMHN signs the attached Agreement, Acknowledgment and Consent and Joint Direction to Escrow Agent to Release Shares and returns it to us by 9:00 a.m. PST on July 30, 2010.

Please fax AMHN’s consent and any objections to us at (707) 444-6619.

Sincerely,

SEATAC DIGITAL RESOURCES, INC.

/s/ Robin Tjon

Robin Tjon
President

SCHEDULE 1

THE NOTE AND RELATED CHARGES

Note	Principal Amount	Accrued and Unpaid Interest	Total Value
Accrued and Unpaid Interest on Prior Loans		$17,386.99 (through March 31, 2010)	$17,386.99
Secured Promissory Note Dated April 1, 2010	$800,000.00	$2,630.14 (through April 30, 2010)	$802,630.14
Additional Advance on April 30, 2010 under Secured Promissory Note Dated April 1, 2010	$50,000.00	$2,909.59 (through May 31, 2010)	$52,909.59
Additional Advance on May 27, 2010 under Secured Promissory Note Dated April 1, 2010	$50,000.00	$2,958.90 (through June 30, 2010)	$52,958.90
6% Late Fee on Unpaid Balance	$55,553.14		$55,553,14
TOTAL	$955,553.14	$25,885.62	$981,438.76

SCHEDULE 2

THE COLLATERAL

1. All rights, title and interest of AMHN in the 1,000 shares of common stock of America's Minority Health Network, Inc. represented by shares certificate number 1, which is held by Smith & Associates as escrow agent pursuant to the Pledge Agreement.

2. All rights, title and interest of AMHN and America's Minority Health Network, Inc. in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark.

3. All books and records of America's Minority Health Network, Inc. held by AMHN.

EXHIBIT 10.10

AGREEMENT, ACKNOWLEDGMENT AND CONSENT

AMHN and the Guarantor hereby (i) acknowledge, agree and reaffirm that (a) the Loan Documents constitute legal, valid and binding obligations of AMHN and the Guarantor, enforceable against each of them in accordance with their terms, (b) AMHN and the Guarantor are liable, without defense, offset or counterclaim of any kind or nature to Seatac in an amount equal to the Debt, and (c) the Debt is secured by a properly perfected first priority security interest in all of the assets of AMHN and the Guarantor, (ii) acknowledge and agree that AMHN and the Guarantor are in default under the Loan Documents, and (iii) waive any notice required (or any noncompliance with any notice requirement) under Utah and Delaware statutes.

Each of AMHN and the Guarantor does hereby release and forever discharge Seatac and (a) all affiliates, subsidiaries (direct and indirect) parent companies (direct and indirect) and controlling persons of Seatac, (b) all present and former officers, directors, stockholders, partners, employees, attorneys, agents and other representatives of Seatac, and each of the persons and entities referenced in clause (a), and (c) all predecessors, successors, successors-in-interest, assigns, heirs, executors, administrators and representatives of Seatac, and the persons and entities referenced in either of clauses (a) or (b), from any and all Claims (as defined below). As used herein, the term “Claims” shall be interpreted in it broadest possible sense and shall mean any and all actions, causes of action, counterclaims, suits, debts, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, extents, executions, rights, claims, demands, liabilities, losses, rights to reimbursement, subrogation, indemnification or other payment, costs or expenses, whether in law or in equity, of any nature whatsoever, known or unknown, suspected or unsuspected, fixed or contingent, and whether representing a past, present or future obligation, that are connected with, arise out of, relate to or are otherwise based as a whole or in pat on any acts, omissions, facts, matters, transactions or occurrences prior to the date hereof, directly or indirectly relating to any aspect of any of the dealings or relationships between AMHN or the Guarantor, on the one hand, and Seatac and the other persons or entities listed in clauses (a)-(c) above, on the other hand. Without limiting the generality of the foregoing, the terms “Claims” shall include the Loan Documents. Each of AMHN and the Guarantor further agree not to exercise any right or remedy or take any action whatsoever (whether directly or indirectly, individually or in participation with others) against Seatac, and the other persons or entities listed in clauses (a)-(c) with respect to the Claims.

AMHN and the Guarantor further agree to execute such further documents and perform such further acts as may be reasonably necessary to effect the transfer of Collateral to Seatac, including, without limitation, (a) executed a transfer and assignment of the AMHN Mark in a form reasonably acceptable to Seatac, (b) executing a joint instruction to escrow agent in order to release the America’s Minority Health Network, Inc. stock certificate from escrow under the Pledge Agreement and delivering same, duly endorsed for transfer or with a duly executed stock power attached, together with any applicable stamp taxes or transfer fees, and (c) delivering all books and records of America’s Minority Health Network, Inc. in the possession of AMHN to Seatac.

By signing below, Seatac and the Guarantor agree to the foregoing and consent to Seatac's acceptance of the Collateral in full satisfaction of the $981,438.76 Debt as described herein. AMHN understands that it will continue to be indebted to Seatac for trade payables in the amount of $455,061 after Seatac has accepted the Collateral in satisfaction of the Debt related to the April 2010 Note.

Dated this 30th day of July, 2010.

AMHN, INC.

By: /s/ Robert Cambridge
Robert Cambridge
Chief Executive Officer

GUARANTOR:

AMERICA'S MINORITY HEALTH NETWORK, INC.

By: /s/ Shaneeka James
Shaneeka James
Chief Executive Officer

SCHEDULE 1

THE NOTE AND RELATED CHARGES

Note	Principal Amount	Accrued and Unpaid Interest	Total Value
Accrued and Unpaid Interest on Prior Loans		$17,386.99 (through March 31, 2010)	$17,386.99
Secured Promissory Note Dated April 1, 2010	$800,000.00	$2,630.14 (through April 30, 2010)	$802,630.14
Additional Advance on April 30, 2010 under Secured Promissory Note Dated April 1, 2010	$50,000.00	$2,909.59 (through May 31, 2010)	$52,909.59
Additional Advance on May 27, 2010 under Secured Promissory Note Dated April 1, 2010	$50,000.00	$2,958.90 (through June 30, 2010)	$52,958.90
6% Late Fee on Unpaid Balance	$55,553.14		$55,553,14
TOTAL	$955,553.14	$25,885.62	$981,438.76

SCHEDULE 2

THE COLLATERAL

1. All rights, title and interest of AMHN in the 1,000 shares of common stock of America's Minority Health Network, Inc. represented by shares certificate number 1, which is held by Smith & Associates as escrow agent pursuant to the Pledge Agreement.
2. All rights, title and interest of AMHN and America's Minority Health Network, Inc. in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark.
3. All books and records of America's Minority Health Network, Inc. held by AMHN.

EXHIBIT 10.11

JOINT DIRECTION TO RELEASE PLEDGED INTERESTS FROM ESCROW

July 30, 2010

John Holt Smith, Esq.
Smith & Associates
415 Stunt Rd.
Calabasas, CA 91302

Dear Mr. Smith:

Reference is made to that certain Stock Pledge and Escrow Agreement (the "Agreement") dated April 1, 2010, by and between AMHN, Inc., a Nevada corporation ("AMHN"), Seatac Digital Resources, Inc. ("Seatac") and Smith & Associates, pursuant to which Smith & Associates is holding in escrow a certain certificate representing shares of stock (the "Pledged Interests") of AMHN's subsidiary, America's Minority Health Network, Inc.

Notwithstanding anything to the contrary in the Agreement, the undersigned, AMHN and Seatac, hereby give this joint written instruction to Smith & Associates to deliver, as soon as practicable, from the escrow established pursuant the Agreement, share certificate number 7 representing 1,000 shares of common stock of America's Minority Health Network, Inc. Upon delivery of the foregoing, the undersigned hereby release Smith & Associates from any further obligation under the Agreement. The undersigned further agree to indemnify and hold Smith & Associates harmless for any action taken in accordance with this joint written instruction.

Sincerely,

AMHN, INC.

By: /s/ Robert Cambridge
Robert Cambridge, Chief Executive Officer

SEATAC DIGITAL RESOURCES, INC.

By: /s/ Robin Tjon
Robin Tjon, President

Acknowledged and Agreed:

AMERICA'S MINORITY HEALTH NETWORK, INC.

By: /s/ Shaneeka James
Shaneeka James, Chief Executive Officer

EXHIBIT 10.12

TRADEMARK ASSIGNMENT AND AGREEMENT

TRADEMARK ASSIGNMENT AND AGREEMENT (this “Assignment Agreement”) is made effective as of July 30, 2010 (the “Effective Date”), by and between SEATAC DIGITAL RESOURCES, INC., a Delaware corporation (the “Assignee”), and AMHN, INC., a Nevada corporation (the “Assignor”). This Assignment Agreement is made as part of Assignee’s acceptance of collateral in partial satisfaction of debt owed by Assignor to Assignee.

WHEREAS, Assignor owns an interest in the mark “America’s Minority Health Network, Inc.” (the “AMHN Mark”), and the goodwill of the business symbolized by such mark, and

WHEREAS, in connection with the partial satisfaction of certain debt owed by Assignor to the Assignee, Assignee wishes to acquire any interest Assignor may have in the AMHN Mark and the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, the parties agree as follows:

1. Assignment. Assignor hereby assigns and transfers until Assignee, Assignor’s entire right, title and interest in and to the following:

a) The AMHN Mark;

b) All logos and phrases related to the AMHN Mark; and

c) The goodwill associated with Assignor’s interest in the AMHN Mark.

2. Counterparts. This Assignment Agreement may be signed in one or more counterparts, each of which shall be an original and all of which shall be considered one and the same agreement, and shall become effective when both parties have received a counterpart signed by the other party.

IN WITNESS WHEREOF, Assignor and Assignee have each caused this Assignment Agreement to be executed by its duly authorized officer as of the date written above.

SEATAC DIGITAL RESOURCES, INC.

By: /s/ Robin Tjon

Robin Tjon, President

AMHN, INC.

By: /s/ Robert Cambridge

Robert Cambridge, Chief Executive Officer

EXHIBIT 10.13

July 30, 2010

Board of Directors
Spectrum Health Network, Inc.
555 H Street, Suite H
Eureka, CA 95501

Effective immediately, please consider this my letter of resignation as President and a member of the Board of Directors of Spectrum Health Network, Inc. My resignation is not the result of a disagreement with the Company or any matter relating to the Company's operations, policies, or practices.

Sincerely,

/s/ Larry Newman

Larry Newman

EXHIBIT 10.14

Resignation of Andrew Golden

August 2, 2010

Board of Directors
AMHN, Inc.
100 North First Street
Suite 104
Burbank, CA 91502

Effective immediately, please consider this letter my resignation as a director of AMHN, Inc. My resignation was not the result of a disagreement with the Company or any matter relating to the Company's operations, policies, or practices.

Sincerely,

/s/ Andrew Golden

Andrew Golden

EXHIBIT 10.15

<u>Resignation of Charles Richardson</u>

August 2, 2010

Board of Directors
AMHN, Inc.
100 North First Street
Suite 104
Burbank, CA 91502

Effective immediately, please consider this letter my resignation as President and as a director of AMHN, Inc. My resignation was not the result of a disagreement with the Company or any matter relating to the Company's operations, policies, or practices.

Sincerely,

/s/ Charles Richardson

Charles Richardson

EXHIBIT 10.16

Resignation of Kimberly Sarubbi

August 2, 2010

Board of Directors
AMHN, Inc.
100 North First Street
Suite 104
Burbank, CA 91502

Effective immediately, please consider this letter my resignation as a director of AMHN, Inc. My resignation was not the result of a disagreement with the Company or any matter relating to the Company's operations, policies, or practices.

Sincerely,

/s/ Kimberly Sarubbi

Kimberly Sarubbi

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Robert Cambridge, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of AMHN, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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 (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

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

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

August 3, 2010

/s/ Robert Cambridge
Robert Cambridge
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Robert Cambridge, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of AMHN, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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 (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

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

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

August 3, 2010

/s/ Robert Cambridge
Robert Cambridge
Principal Financial Officer

EXHIBIT 32.1

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

In connection with the quarterly report of AMHN, Inc. (the “Company”) on Form 10-Q for the period ending June 30, 2010 as filed with the Securities and Exchange Commission on August 3, 2010 (the “Report”), I, Robert Cambridge, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 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 Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Robert Cambridge
Robert Cambridge
Chief Executive Officer
August 3, 2010

A signed original of this certification has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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 AMHN, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2010 as filed with the Securities and Exchange Commission on August 3, 2010 (the "Report"), I, Robert Cambridge, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 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 Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Robert Cambridge
Robert Cambridge
Principal Financial Officer
August 3, 2010

A signed original of this certification has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.