ISA INTERNATIONALE INC Form 10-K January 13, 2015

# UNITED STATES

### SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

### **FORM 10-K**

### ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

### **SECURITIES EXCHANGE ACT OF 1934**

#### For the Fiscal year ended September 30, 2014

Commission File Number: 001-16423

#### ISA INTERNATIONALE INC.

(Exact name of Smaller Reporting Company as specified in its charter)

Delaware41-1925647(State of Incorporation)(I.R.S. Employer Identification No.)

2564 Rice Street, St. Paul, MN 55113

(Address of principal executive offices) (Zip Code)

Issuer's telephone number (651) 484-9850

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Securities registered pursuant to Section 12(b) of the Act: None.

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

Common Stock, \$.0001 par value OTC Bulletin Board

(Title of each class) (Name of each exchange on which registered)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [] No [X]

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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 [X] No []

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act:

Large accelerated filer [] Accelerated filer []

Non-Accelerated filer [X] 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 [X]

The aggregate market value of the issuer's common stock held by non-affiliates of the registrant was approximately \$59,854 as of December 29, 2014, the registrant s most recently completed annual report based upon the average bid price of \$.10 per share as reported on the OTC Bulletin Board Exchange.

As of January 13, 2015, the registrant had 50,994,649 shares of common stock issued and outstanding.

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Signatures

# PART I

### **Item 1. BUSINESS**

As used herein, the terms "ISAI" or "ISAT" (the trading symbol of the Company), and the "Company" refer to ISA Internationale Inc., a Delaware corporation, unless the context indicates otherwise.

### **Forward Looking Statements**

#### Forward Looking Statements

Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions. <u>The Company</u> s future results and shareholder values may differ materially from those expressed in these forward-looking statements. Readers are cautioned not to put undue reliance on any forward-looking statements.

The matters discussed in this section and in certain other sections of this Form 10-K contain forward-looking statements within the meaning of Section 21D of the Securities Exchange Act of 1934, as amended (*Exchange Act*), and Section 27A of the Securities Act of 1933, as amended (*Securities Act*), that involve risks and uncertainties. All statements other than statements of historical information provided herein may be deemed to be forward-looking statements. Without limiting the foregoing, the words *may*, *will*, *could*, *should*, *intends*, *thinks*, *believes*, *estimates*, *plans*, *expects*, or the negative of such terms and similar expressions are intended to identify assumption and uncertainties which could cause actual results to differ materially from those expressed in them. Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this Report.

The following cautionary statements identify important factors that could cause ISA Internationale, Inc. (<u>*The Company, we*</u> or *Company s*) actual results to differ materially from those projected in the forward-looking statements made in this Report. Among the key factors that have a direct bearing on <u>The Company</u> s results of operations include:

General economic and business conditions; the existence or absence of adverse publicity; changes in, or failure to comply with, government regulations; changes in marketing and technology; changes in political, social and economic conditions;

Success of operating initiatives; changes in business strategy or development plans; management of growth;

Availability, terms and deployment of capital;

Availability of desirable portfolio investment opportunities that meet <u>The Company</u>'s investment criteria;

Legal, administrative and accounting expenses;

Dependence on senior management; business abilities and judgment of personnel; availability of qualified personnel; labor and employee benefit costs;

Development risks; risks relating to the availability of financing, and

Other factors, including risk factors, referenced in this Report.

Because the risk factors referred to above could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by <u>the Company</u>, you should not place undue reliance on any such forward-looking statements. Other factors may be described from time to time in Company s other filings with the Securities and Exchange Commission (*SEC*), news releases and other communications. Further, any forward-looking statement speaks only as of the date on which it is made and <u>the Company</u> undertakes no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for <u>The Company</u> to predict which will arise. In addition, <u>The Company</u> cannot assess the impact of each factor on <u>the Company</u> s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

### Overview

ISA Internationale Inc. was until June 29, 2012, a financial services company primarily engaged in the business of collecting distressed debt receivables for our own portfolios and also as a third party agency for our clients. Collection activities were conducted by our subsidiary ISA Acceptance Corporation (ISAC), a licensed and bonded collection agency in Minnesota and eight other states. The Company also did use third party agencies and attorneys to collect our portfolios.

On June 29, 2012, the Company s Board of Directors approved the discontinuance of the operations of a wholly owned subsidiary that was in the debt collection business and sold the subsidiary, ISA Acceptance Corporation, to a related party for a note receivable of \$22,782 and future potential proceeds on the sale or disposition of a portion of the proceeds of 3,000,000 common stock shares of ISA Internationale, Inc., owned by the subsidiary that were received by the purchaser as consideration of total transaction of the Stock Purchase Agreement. See note 5 for complete explanation of the Stock Purchase Agreement transaction.

The Company and its Board of Directors has decided to become a Business Development Corporation and has accordingly filed Form N54-A with the Securities and Exchange Commission on June 29, 2012. The Company started operating as a Business Development Corporation (BDC) on October 1, 2012 and commenced accounting methodologies and reporting standards required for BDC s on that date. See note 6 of the financial statements for an explanation of the Company s future plans and direction following a revised and new business plan of operations.

1.) The Company commenced the development of new management consulting services to assist American client companies in complying with the reporting requirements to the government and in communicating with shareholders, customers and the public and the accessing of needed growth capital. The Company may be receiving shares from its various new clients for financial consulting work completed in the succeeding quarters going forward from October 1, 2013.

2.) In June 2012, the Company entered into its first agreement with News Beat Social, Inc., an Oregon corporation, a Company organized to provide social news content via the internet, such as Facebook, Inc. A commitment to purchase 2,000,000 shares of common stock of News Beat, Inc. was consummated on June 29, 2012. On September 28, 2012, the Company did make the requested investment and accordingly received the purchased shares on February. A copy of that agreement was attached to the Form 10-Q filing as an exhibit at June 30, 2012.

3.) During the fiscal year ended September 30, 2013, the Company signed three additional contracts to provide consulting services generating Consulting Fee income of \$227,500. The Company does not anticipate the generation of additional consulting services contracts on behalf of its existing clients nor new clients pending contracts under negotiation.

### **Corporate History, Organization and Recapitalization**

ISAI was incorporated in Delaware in 1989 under a former name, and was inactive operationally for some time prior to its May 1998 recapitalization through an acquisition of Shoptropolis, which was a wholly owned subsidiary of ISAI. ISAI acquired its home shopping network business through such purchases, after which the former shareholders of this subsidiary acquired 89% of the outstanding common stock of ISAI through a stock exchange. ISAI issued 11,772,600 shares of its common stock in exchange for all of the outstanding common stock of ShoptropolisTV.com, Inc. This transaction was effected as a reverse merger for financial statement and operational purposes, and accordingly, ISAI regards its inception as being the incorporation of ShoptropolisTV.com, Inc. on October 7, 1997.

ISAI's strategy from December 2000 to 2005 was the restructuring of its financial affairs and forming an operating company. On August 18, 2004, ISAI created a subsidiary corporation that later changed its name to ISA Financial Services, Inc. (ISAF). ISAF is a holding parent company to ISA Acceptance Corporation (ISAC) formed on July 20, 2005 to serve as our operating company subsidiary.

In May 2005, the Company consummated its first purchase of performing, sub-performing and non-performing consumer receivables. These portfolios generally consist of one or more of the following types of consumer receivables:

- charged-off receivables -- accounts that have been written-off by the

originators and may have been previously serviced by collection

agencies;

- sub-performing receivables -- accounts where the debtor is currently

making partial or irregular monthly payments, but the accounts may have

been written-off by the originators; and are currently being serviced by

collection agencies;

- performing receivables - accounts where the debtor is making regular

payments or pays upon normal and customary procedures to collection

agencies.

The Company outsourced some of its collections to one or more carefully selected collection agencies and attorneys and actively monitored collection and servicing strategies accordingly. Due to various problems and characteristics of the distressed debt portfolios purchased by the Company, no conclusive statistics of collection by the Company can be realistically discerned to facilitate the development of reliable collection assumptions as to the amount of income that can ultimately result from these debt portfolios. Hence the Company did not utilize the "interest method" in accounting for its investment in finance receivables under FASB ASC 310. Accordingly, the Company recognized income from the collection of its portfolios using the "cost recovery" method. Profit is recognized only after it has collected the full purchase price less impairment write-downs and sales of portfolios, for the portfolios purchased during the period from May 18, 2005 to June 30, 2012.

As a result of the change in the business plan and direction of the Company, the Company has ceased all activities in the debt collection business, effective as of June 30, 2012. There no new revenues or expenses are being incurred for debt collection activities. The former subsidiary, International Acceptance Corporation, has been sold to a related party and its results are no longer consolidated into ISAT. The sale was reported in the 10-Q report at June 30, 2012 and the 10-K report as of September 30, 2012.

**Industry Overview and Trends** 

The Company is now in the Management Consulting industry, providing its experience as a public company to assist client companies and investments to become public companies. It has changed its organizational status to a Business Development Company (*BDC*).

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### New Strategy

The Company's current business strategy is to develop new business relationships that can lead to consulting contracts to provide services assisting American client companies in complying with the reporting requirements to the government and in communicating with shareholders, customers and the public and the accessing of needed growth capital.

Most BDC s that comply with the 1940 Investment Act are similar in their business and investment operations due to the standard compliance requirements. However, there are significant differences in individual BDC philosophies and investment strategies. We are still developing our own strategic best practices to assist our clients in the type of filings and client investments best suited for them.

We will become an internally managed, non-diversified, closed-end management Investment Company that has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended (the *1940 Act*). We generally have to invest at least 70% of our total assets in *qualifying assets*, including securities of American companies, cash, cash equivalents, U.S.A. government securities and high-quality debt investments.

We plan to elect to be treated for tax purposes as a regulated investment company, or a RIC, under Subchapter M of the Code. However, there is no guarantee that we will be successful in obtaining or maintaining our RIC status. As a new BDC operation, we have not yet generated a taxable profit. As of this 10-K filing, we have not yet made the election to be treated for tax purposes as a regulated investment company, or a RIC, under Subchapter M of the Code.

### Competition in the industry

The Business Development Corporation model of activity includes income generation and capital appreciation or any combination of the two. Income generation is sought from facilitating short term secured loans to our portfolio companies and other non-portfolio companies, through affiliated and non-affiliated lending sources. Operating capital loans may be used by our investment portfolio companies for invoices, orders and inventory and may follow the factoring strategy operated for our BDC by affiliated and non-affiliated experienced *factors*, with existing software and management systems in place. Our BDC investors may participate in the cash return yield generated by these activities.

Long term secured loans to refinance and acquire additional plant, equipment and/or other earnings and assets could provide cash flow income to our investors. This lending income may pass through interest and fees paid for secured loans for such purposes. Leasing revenues and fees paid from borrowers as renters rather than own assets, including sale lease backs, may also provide cash income paid to our investors.

Capital appreciation is sought from our equity participation and profit realization from a sale of some or all of our equity in a portfolio company s investment. We may invest cash and/or fees earned and received for providing managerial support consulting services to a client. The percentage amount of our BDC ownership may be passive at less than 10% without our Board of Director and control positions in the portfolio company. This may allow us more unrestricted sale of our investment at our sole discretion to attempt to maximize the return of this investment. Or we may own a larger percentage of the portfolio company including options to increase the size of our ownership and

control stake.

The main strategy for value creation of portfolio companies is current SEC registration for transparency with financial reporting and liquidity with subsequent SEC registration for public stock trading. A price to earnings multiple *arbitrage* between public stock and private stock may increase our portfolio company holding value. This concept is based on the investment market value accretion for going from private to public status. Factors such as financial and operating transparency, quality of liquidity, management and asset, and earnings acquisition are improved when a company is publically traded versus privately owned and operated.

Also, under the BDC Act, we can help *fix* business net income and other financial problems for existing *thinly traded* public stock company already reporting to the SEC. Additional earnings and the factors such as improved financial and operating transparency, quality of liquidity, management and asset and further earnings acquisition can increase the value of a thinly traded portfolio company and our investment.

Our shareholders can participate in our portfolio income and capital appreciation with our fund that allows them to share in our potential share value increase from our investment. We believe the shares of a company we invest in should trade at a higher price when that price is based on earnings increases and/or an increased price earning multiple, of a *successful* public SEC reporting company, than on a non-reporting privately held company. Any increase share value of our portfolio investments should increase the Net Asset Value (*NAV*) of our BDC and subsequent market price of our BDC traded shares listed under the Nasdaq OTCBB symbol: *ISAT*.

However, the success of these strategies and models by us cannot be guaranteed.

#### Personnel

Mr. Bernard L. Brodkorb is the ISAT President, Chief Operating Officer, Chief Financial Officer, and Chairman of the Board. He also serves as a consultant to the Company and is a Certified Public Accountant. Also on the date of this report, the Company has one additional administrative part time employee and one part time accountant retained as an independent consultant.

Mr. Boris L. Epshetyn is Vice-President of Business Development. Boris is currently leading the Company's new business direction initiatives and providing consulting services to client companies on behalf of ISAT. He has extensive experience in many areas including: Financial Services, Securities, Strategic Planning, Legal Research, Investment Banking, Mergers and Acquisitions, Corporate Governance, Finance, Investments, Private Equity, Media Relations, Public Policy, and Private Placements. He is a frequent contributor to CNN, CNBC, FoxNews, and MSNBC and writes an opinion column for USNews and World Report.

Additional contractors and staff persons are used on a part-time basis as needed by the Company.

## Item 1A. RISK FACTORS

The purchase of shares of capital stock of the Company involves many risks. A prospective investor should carefully consider the following factors before making a decision to purchase any such shares:

#### The Company Has Historically Lost Money and Losses May Continue in the Future:

The Company has historically lost money. For the year ended September 30, 2014 the Company had an operating loss of \$195,000 including our realized and unrealized gain (loss) from investments. Accordingly, we may experience significant liquidity and cash flow problems if we are not able to raise additional capital as needed on acceptable terms. No assurances can be given we will be successful in reaching or maintaining profitable operations and future losses are likely to occur.

The Company has incurred losses since its inception and, as a result, has an accumulated deficit of \$10,463,983 at September 30, 2014. The net investment loss was \$72,778 for the twelve month period ended September 30, 2014 compared to a net investment loss of \$118,930 for the same period last year. These factors raise substantial doubt about the Company s ability to continue as a going concern which depends upon obtaining sufficient financing to maintain adequate liquidity until such time as operations produce positive cash flow. However, there can be no assurance these actions will be successful.

The accompanying financial statements have been prepared on a going concern basis, which assumes continuity of operations and realization of assets and liabilities in the ordinary course of business. The financial statements do not include any adjustments that might result if the Company was forced to discontinue its operations.

The Company's cash expenses are very large relative to its cash flow which requires the Company continually to sell shares from its investments. This could result in substantial dilution to our shareholders equity or our ability to continue in operations should additional capital not be raised:

For the year ended September 30, 2014 the Company had no investment income and had operating expenses of \$104,119. Consequently, the Company was required to issue shares of the Company's inventory of investment common stock to raise the funds necessary to pay ongoing expenses. Extinguishment of liabilities totaled \$211,974 from the issuance of common stock in 2014, of which all liabilities extinguished were held by related party investors. This practice is likely to continue for the foreseeable future and could lead to continuing dilution in net asset value for the Company's stockholders. Moreover, there is no assurance the Company will be able to find investors willing to purchase Company shares at a price and on terms acceptable to the Company, in which case, the Company could

further deplete its cash resources.

# Regulations governing operations of a business development company will affect the Company's ability to raise, and the way in which the Company raises additional capital. This could result in the Company not being able to raise additional capital and accordingly cease operations:

Under the provisions of the 1940 Act, the Company is permitted, as a business development company, to issue senior securities only in amounts such that asset coverage, as defined in the 1940 Act, equals at least 200% after each issuance of senior securities. If the value of portfolio assets declines, the Company may be unable to satisfy this test. If that happens, the Company may be required to sell a portion of its investments and, depending on the nature of the Company's leverage, repay a portion of its indebtedness at a time when such sales may be disadvantageous and result in unfavorable prices. Applicable law requires that business development companies may invest 70% of its assets only in privately held U.S. companies, small, publicly traded U.S. companies, certain high-quality debt, and cash. The Company is not generally able to issue and sell common stock at a price below net asset value per share. The Company may, however, sell common stock, or warrants, options or rights to acquire common stock, at prices below the current net asset value of the common stock if the Board of Directors determines that such sale is in the best interests of the Company and its stockholders approve such sale. In any such case, the price at which the Company's securities are to be issued and sold may not be less than a price which, in the determination of the Board of Directors, closely approximates the market value of such securities (less any distributing commission or discount).

# The success of the Company will depend in part on its size, and in part on management's ability to make successful investments:

If the Company is unable to select profitable investments, the Company will not achieve its objectives. Moreover, if the size of the Company remains small, operating expenses will be higher as a percentage of invested capital than would otherwise be the case, which increases the risk of loss (and reduces the chance for gain) for investors.

### The Company's investment activities are inherently risky:

The Company's investment activities involve a significant degree of risk. The performance of any investment is subject to numerous factors which are neither within the control of nor predictable by the Company. Such factors include a wide range of economic, political, competitive and other conditions which may affect investments in general or specific industries or companies.

# The Company's equity investments may lose all or part of their value, causing the Company to lose all or part of its investment in those companies:

The equity interests in which the Company invests may not appreciate in value and may decline in value. Accordingly, the Company may not be able to realize gains from its investments and any gains realized on the disposition of any equity interests may not be sufficient to offset any losses experienced. Moreover, the Company's primary objective is to invest in early stage companies, the products or services of which will frequently not have demonstrated market acceptance. Many portfolio companies lack depth of management and have limited financial resources. All of these factors make investments in the Company's portfolio companies particularly risky.

# Our common stock is traded on the "Over-the-Counter Pink Sheet" market, which may make it more difficult for investors to resell their shares due to suitability requirements:

Our common stock is currently traded on the Over the Counter Pink Sheets under the symbol (ISAT) where we expect it to remain in the foreseeable future. Broker-dealers often decline to trade in OTC Pink Sheet stocks given the markets for such securities are often limited, the stocks are more volatile, and the risk to investors is greater. These factors may reduce the potential market for our common stock by reducing the number of potential investors. This may make it more difficult for investors in our common stock to sell shares to third parties or to otherwise dispose of their shares. This could cause our stock price to decline.

# We could fail to retain or attract key personnel who are required in order for us to fully carry out our business plan:

The Company's operations and ability to implement its business plan are dependent upon the efforts of its key personnel, the loss of the services of which could have a material adverse effect on the Company. The Company will likely be required to hire additional personnel to implement its business plan. Qualified employees and consultants are in great demand and are likely to remain a limited resource for the foreseeable future. Competition for skilled, creative and technical talent is intense. There can be no assurance the Company will be successful in attracting and retaining such personnel. Any failure by the Company to retain the services of existing employees and consultants or to hire new employees when necessary could have a material adverse effect upon the Company's business, financial condition and results of operations. Our future success depends in significant part on the continued services of Bernard L. Brodkorb, our Chairman, Chief Executive Officer and CFO. We have no employment agreement with or company life insurance on Mr. Brodkorb.

### The Company operates in a highly competitive market:

The Company faces competition from a number of sources, many of which have longer operating histories, and significantly greater financial, management, marketing and other resources than the Company. The Company's ability to generate new portfolio clients depends to a significant degree on its reputation among potential clients and partners, and its ability to reach acceptable investment terms with potential clients relative to competitive alternatives. In the event that the reputation of the Company is adversely impacted, or that potential portfolio clients perceive competitive alternatives to be superior, the business, financial condition and operating results of the Company could be adversely affected.

# Our officers and directors have the ability to exercise significant influence over matters submitted for stockholder approval and their interests may differ from other stockholders:

Our executive officers and directors have the ability to appoint a majority to the Board of Directors. Accordingly, our directors and executive officers, whether acting alone or together, may have significant influence in determining the outcome of any corporate transaction or other matter submitted to our Board for approval, including issuing common and preferred stock, appointing officers, which could have a material impact on mergers, acquisitions, consolidations and the sale of all or substantially all of our assets, and the power to prevent or cause a change in control. The interests of these board members may differ from the interests of the other stockholders.

### Our share ownership is concentrated:

The Company's officers, directors and principal stockholders, together with their affiliates, beneficially own approximately 70% of the Company's voting shares. As a result, these stockholders, if they act together, will exert significant influence over all matters requiring stockholder approval, including the election and removal of directors, any merger, consolidation or sale of all or substantially all of the assets, as well as any charter amendment and other matters requiring stockholder approval. In addition, these stockholders may dictate the day to day management of the business. This concentration of ownership may delay or prevent a change in control and may have a negative impact on the market price of the Company's common stock by discouraging third party investors. In addition, the interests of these stockholders may not always coincide with the interests of the Company's other stockholders.

### We may change our investment policies without further shareholder approval:

Although we are limited by the Investment Company Act of 1940 with respect to the percentage of our assets that must be invested in qualified investment companies, we are not limited with respect to the minimum standard that any investment company must meet, neither are we limited to the industries in which those investment companies must operate. We may make investments without shareholder approval and such investments may deviate significantly from our historic operations. Any change in our investment policy or selection of investments could adversely affect our stock price, liquidity, and the ability of our shareholders to sell their stock.

# The Company's common stock may be subject to the penny stock rules which might make it harder for stockholders to sell:

As a result of our stock price, our shares are subject to the penny stock rules. Because a "penny stock" is, generally speaking, one selling for less than \$5.00 per share, the Company's common stock may be subject to the foregoing

rules. The application of the penny stock rules may affect stockholders' ability to sell their shares because some broker-dealers may not be willing to make a market in the Company's common stock because of the burdens imposed upon them by the penny stock rules which include but are not limited to:

Section 15(g) of the Securities Exchange Act of 1934 and SEC Rules 15g-1 through 15g-6, which impose additional sales practice requirements on broker-dealers who sell Company securities to persons other than established customers and accredited investors.

Rule 15g-2 declares unlawful any broker-dealer transactions in penny stocks unless the broker-dealer has first provided to the customer a standardized disclosure document.

Rule 15g-3 provides that it is unlawful for a broker-dealer to engage in a penny stock transaction unless the broker-dealer first discloses and subsequently confirms to the customer the current quotation prices or similar market information concerning the penny stock in question.

Rule 15g-4 prohibits broker-dealers from completing penny stock transactions for a customer unless the broker-dealer first discloses to the customer the amount of compensation or other remuneration received as a result of the penny stock transaction.

Rule 15g-5 requires that a broker-dealer executing a penny stock transaction, other than one exempt under Rule 15g-1, disclose to its customer, at the time of or prior to the transaction, information about the sales persons compensation.

Potential shareholders of the Company should also be aware that, according to SEC Release No. 34-29093, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (i) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (ii) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (iii) "boiler room" practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (iv) excessive and undisclosed bid-ask differential and markups by selling broker-dealers; and (v) the wholesale dumping of the same securities by promoters and broker dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses.

### Limited regulatory oversight may require potential investors to fend for themselves:

The Company has elected to be treated as a business development company under the 1940 Act which makes the Company exempt from some provisions of that statute. The Company is not registered as a broker-dealer or investment advisor because the nature of its proposed activities does not require it to do so; moreover it is not registered as a commodity pool operator under the Commodity Exchange Act, based on its intention not to trade commodities or financial futures. However, the Company is a reporting company under the Securities Exchange Act of 1934. As a result of this limited regulatory oversight, the Company is not subject to certain operating limitations, capital requirements, or reporting obligations that might otherwise apply and investors may be left to fend for themselves.

### The Company's concentration of portfolio company securities:

The Company will attempt to hold the securities of several different portfolio companies. However, a significant amount of the Company's holdings could be concentrated in the securities of only a few companies. This risk is particularly acute during this time period of early Company's operations, which could result in significant concentration with respect to a particular issuer or industry. The concentration of the Company's portfolio in any one issuer or industry would subject the Company to a greater degree of risk with respect to the failure of one or a few issuers or with respect to economic downturns in such industry than would be the case with a more diversified portfolio. At September 30, 2013, 100% of the Company's investment asset value resulted from a single portfolio holding.

### The unlikelihood of cash distributions:

Although the Company has the corporate power to make cash distributions, such distributions are not among the Company's objectives. Consequently, management does not expect to make any cash distributions in the immediate future.

Because many of the Company's portfolio securities will be recorded at values as determined in good faith by the Board of Directors, the prices at which the Company is able to dispose of these holdings may differ from their respective recorded values:

The Company values its portfolio securities at fair value as determined in good faith by the Board of Directors and market prices to the extent necessary to reflect significant events affecting the value of such securities. The Board of Directors may retain an independent valuation firm to aid it on a selective basis in making fair value determinations. The types of factors that may be considered in fair value pricing of an investment include the markets in which the portfolio company does business, comparison of the portfolio company to (other) publicly traded companies, discounted cash flow of the portfolio company, and other relevant factors.

Because such valuations are inherently uncertain, they may fluctuate during short periods of time, and may be based on estimates. Determinations of fair value may differ materially from the values that would have been used if a ready market for these securities existed. As a result, the Company may not be able to dispose of its holdings at a price equal to or greater than the determined fair value. Net asset value could be adversely affected if the determination regarding the fair value of Company investments is materially higher than the values ultimately realized upon the disposal of such securities.

# The lack of liquidity in the Company's portfolio securities would probably prevent the Company from disposing of them at opportune times and prices, which may cause a loss and/or reduce again:

The Company will frequently hold securities in privately held companies. Some of these securities will be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly traded securities. The illiquidity of such investments may make it difficult to sell such investments at advantageous times and prices or in a timely manner. In addition, if the Company is required to liquidate all or a portion of its portfolio quickly, it may realize significantly less than the values recorded for such investments. The Company may also face other restrictions on its ability to liquidate an investment in a portfolio company to the extent that the Company has material non-public information regarding such portfolio company. If the Company is unable to sell its assets at opportune times, it might suffer a loss and/or reduce a gain. Restrictions on resale and limited liquidity are both factors the Board will consider in determining fair value of portfolio securities. Moreover, even holdings in publicly-traded securities are likely to be relatively illiquid because the market for companies of the type in which the Company invests tend to be thin and usually cannot accommodate large volume trades.

# Holding securities of privately held companies may be riskier than holding securities of publicly traded companies due to the lack of available public information:

The Company may hold securities in privately-held companies subject to higher risk than holdings in publicly traded companies. Generally, little public information exists about privately held companies, and the Company will be required to rely on the ability of management to obtain adequate information to evaluate the potential risks and returns involved in investing in these companies. If the Company is unable to uncover all material information about these companies, it may not make a fully informed investment decision, and it may lose some or all of the money it invests in these companies. These factors could subject the Company to greater risk than holding securities in publicly traded companies and negatively affect investment returns.

### The market values of publicly traded portfolio companies are likely to be extremely volatile:

Our clients tend to be early stage biotech companies. As a result, their operations and futures are highly dependent on their ability to develop products and successfully bring them to the marketplace. Unlike more seasoned companies with historical financial projections that can be used to evaluate performance, our clients typically do not possess such historical figures. Accordingly, the publically traded shares of our portfolio companies will generally be thinly traded and may be subject to volatile swings in value.

## Item 1B. UNRESOLVED STAFF COMMENTS

None.

## Item 2. PROPERTIES

The principal executive office of the Company is located at 2564 Rice St., St. Paul, MN 55113. The President of ISAT, rents office space to the Company for a monthly charge of \$250.

### Item 3. LEGAL PROCEEDINGS

During the year ended September 30, 2014, the Company was not sued in or a plaintiff in any legal matters.

### Item 4. MINE SAFETY DISCLOSURES

Not applicable.

# PART II

# Item 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

### **Market Information for Common Stock**

The Company's Common Stock traded publicly on the NASDAQ Over-The-Counter Electronic Bulletin Board (OTCBB) under the symbol "ISAI" from May 11, 1998 to January 21, 2004. From January 22, 2004 to present it has traded under the symbol "**ISAT**". Information provided regarding periods prior to January 2001 is not an indication an active market existed for the Company's common stock during such periods. Further, there can be no assurance the current market for the Company's common stock will be sustained or grow in the future.

The following Table sets forth the high and low bid closing prices for the Company's Common Stock as reported by the OTC Bulletin Board during this period of time. These bid quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

FISCAL

YEAR QUARTER HIGH BID LOW BID

- 2011 October 1 to December 31, 2010 \$0.25 \$0.05
- 2011 January 1 to March 31, 2011 \$0.05 \$0.05
- 2011April 1 to June 30, 2011\$0.20\$0.05
- 2011 July 1 to September 30, 2011 \$0.09 \$0.08
- 2012 October 1 to December 31, 2011 \$0.08 \$0.07
- 2012 January 1 to March 31, 2012 \$0.07 \$0.05
- 2012 April 1 to June 30, 2012 \$0.07 \$0.05
- 2012 July 1 to September 30, 2012 \$0.07 \$0.07

2012	October 1 to December 31, 2012	\$0.07 \$0.05
2013	January 1 to March 31, 2013	\$0.05 \$0.07
2013	April 1 to June 30, 2013	\$0.04 \$0.04
2013	July 1 to September 30, 2013	\$0.05 \$0.04
2013	October 1 to December 31, 2013	\$0.05 \$0.25
2010		φ0.05 φ0.25
2013	January 1 to March 31, 2014	\$0.25 \$0.35
	January 1 to March 31, 2014	+

#### Holders

As of January 14, 2015, there were 50,994,649 shares of common stock issued and outstanding, including 48,844,649 shares of common stock outstanding held by approximately 4 beneficial owners and approximately 338 registered holders of record of the Company's common stock.

### Dividends

The Company has not declared or paid any cash dividends on its common stock since its inception and does not anticipate declaring or paying any such dividends on its common stock in the foreseeable future. To date, the Company has incurred losses and presently expects to retain its future earnings to finance development and expansion of its business. The declaration of dividends is within the discretion of the Board of Directors of the Company. There are no current restrictions limiting the Company's ability to pay dividends if the Company becomes profitable.

The Company has not purchased any equity securities of the Company for the year ended September 30, 2014.

The Company declared dividends on its preferred stock for the fiscal year ended September 30, 2011 in the amount of \$94,066. There were no dividends declared on its preferred stock during the fiscal years ended September 30, 2014, 2013, and 2012. Since September 30, 2007 the Company has declared dividends on its preferred stock totaling \$357,831.

### **Recent Sales History of Unregistered Securities**

The following information includes a history of all securities sold by the

Company from October 2008 to present and use of proceeds:

B.1 On August 31, 2009, ISA Acceptance Corporation issued 22,400 shares of Series A 12% Preferred Stock, par value \$25.00 to the Newman Foundation in exchange for loans and accrued interest due to the creditor from the subsidiary.

B.2 On September 30, 2009, the Company issued 306,000 shares of Series A 12% Cumulative Convertible Preferred Stock, par value \$0.0001 to Doubletree Capital Partners, Inc. for an equivalent value of loans, consulting fees and related expenses paid. Prior to September 30, 2009, ISAT issued 610,000 shares of Cumulative Convertible Preferred Stock to DCP for loans, fees and related expenses.

B.3 The Board, effective as of September 30, 2009, repriced the 12% Cumulative Convertible Preferred Stock outstanding to an effective conversion rate of 10 common shares for each preferred share or a common conversion price of \$.10 per share.

B.4 On December 31, 2009, the Company authorized the issuance of 175,000 shares of Series A 12% Cumulative Convertible Preferred Stock, par value \$0.0001 to Doubletree Capital Partners, Inc. for an equivalent value of loans, consulting fees and related expenses paid totaling \$175,000.

B.5 On March 31, 2010, the Company authorized the issuance of 160,000 shares of Series A 12% Cumulative Convertible Preferred Stock, par value \$0.0001 to Doubletree Capital Partners, Inc. for an equivalent value of loans, consulting fees and related expenses paid totaling \$160,000.

B.6 On June 30, 2010, the Company authorized the issuance of 163,000 shares of Series A 12% Cumulative Convertible Preferred Stock, par value \$0.0001 to Doubletree Capital Partners, Inc. for an equivalent value of loans, consulting fees and related expenses paid totaling \$163,000.

B.7 On September 30, 2010, the Company authorized the issuance of 75,000 shares of Series A 12% Cumulative Convertible Preferred Stock, par value \$0.0001 to Doubletree Capital Partners, Inc. for an equivalent value of loans, consulting fees and related expenses paid totaling \$75,000. The 573,000 shares were formally issued as of September 30, 2011.

B.8 On December 31, 2010, the Company issued 168,000 shares of Series A 12% Cumulative Convertible Preferred Stock, par value \$0.0001 to Doubletree Capital Partners, Inc. for an equivalent value of loans, consulting fees and related expenses paid totaling \$168,000.

B.9 On March 31, 2011, the Company issued 124,000 shares of Series A 12% Cumulative Convertible Preferred Stock, par value \$0.0001 to Doubletree Capital Partners, Inc. for an equivalent value of loans, consulting fees and related expenses paid totaling \$124,000.

B.10 On June 30, 2012, the holder of the Company s 1,781,000 preferred stock converted the preferred stock shares into 17,810,000 common shares at the conversion price of 10 common shares for each preferred share outstanding or an equivalent common price of \$.10 per share.

B.11 On June 30, 2012, the Company issued 7,065,300 common stock shares, par value \$0.0001 to ISA Acceptance Corporation in full payment of inter-company loans and cash advances totaling \$512,233 payable to the subsidiary by the Parent company as of June 28, 2012.

B.12 On October 21, 2012 the Company issued 50,000 common stock shares, par value \$0.0001 to Boris Epshetyn in payment of consulting services rendered.

B.13 On December 28, 2012 the Company issued 300,000 common stock shares, par value \$0.0001 to Boris Epshetyn in payment of consulting services rendered.

B.13 On May 3, 2013 the Company issued 300,000 common stock shares, par value \$0.0001 to Boris Epshetyn in payment of consulting services rendered.

B.13 On June 6, 2013 the Company issued 300,000 common stock shares, par value \$0.0001 to Boris Epshetyn in payment of consulting services rendered.

B.13 On July 26, 2013 the Company issued 300,000 common stock shares, par value \$0.0001 to Boris Epshetyn in payment of consulting services rendered.

B.14 On September 30, 2014, the Company issued to Doubletree Capital Partners, Inc. 2,119,737 common stock shares of the Company in settlement of the payment of \$211,974 in loans, advances, expenses reimbursements and

interest due on the loans to September 30, 2014. In connection with the issuance, on September 29, 2014, the Company retired and reissued 1,250,000 shares of Treasury Stock. The remaining 869,737 common shares were issued from the Company s remaining authorized shares.

As a result of the above issuances of common stock shares, the total issued and outstanding common shares of the parent Company as of September 30, 2014 total 50,994,649 common shares, \$.0001 par value. There are no outstanding preferred shares at September 30, 2013.

As of April, 1, 2011, the Company decided to suspend the payment of the cumulative 12% Class A Preferred Stock dividends until further notice to Doubletree Capital Partners, Inc., for loans, advances, consulting fees and related expenses. As a result, Doubletree Capital Partners has contributed capital to the Company during the six months from April 1, 2011 to September 30, 2011 in the amount of \$114,208. Doubletree received no additional common stock shares or preferred stock shares as consideration for the contributed capital of \$114,208.

During the fiscal year ended September 30, 2013, Doubletree Capital Partners made loans to the Company in the amount of \$66,178. Doubletree received no additional common stock shares but is entitled to receive 1,403,297 common shares upon conversion, at its discretion, for total loans 30, 2013 in the amount of \$101,739.

During the fiscal year ended September 30, 2014, Doubletree Capital Partners made loans and expenses advances to the Company in the amount of \$40,637. Doubletree received on September 30, 2014, additional 2,119,737 common stock shares for all loans and related expenses including \$61,102 of consulting fees, advances, accrued interest expense through September 30, 2014 amounting to \$211,974.

# Item 6. SELECTED FINANCIAL DATA

# **Financial Position as of September 30:**

	2014 20	2013 2012	2011	2010	
Total assets		\$ 39,600   \$ <sup>7</sup>			\$ 370,094
Total liabilities	197,011	448,926	356,097	356,674	281,060
Net assets	(193,558)	(409,326) (2	284,836)	(240,423)	89,034
Net asset value poutstanding sha		4) (0.008)	(0.006)	(0.010)	0.004
Common shares					
outstanding	50,994,64	49 48,874,912	2 47,624,91	12 23,999	,612 23,999,612
Operating Data	for the last	five fiscal yea	ars ended	Septembo	er 30:
	2014 20	013 2012	2011	2010	
- Total investment	t loss \$(72	,778) \$(118,93	30)\$-	\$ -	\$ -
Total Other Inco	ome -	30,000	279 2	09,994	260,524

Total Interest Expense (18,102) (8,392) (16,233) (20,225) (17,393)

Total Operating Expenses (104,119) (93,668) (149,623) (623,756) (835,577)

Net loss from					
Operations	(195,000	) (190,990)	) (165,577	7) (433,987)	(592,446)
Extraordinary Ga	ins (Losses)		77,116	(75,611)	
Impairment charg	jes -		(135,0	000)	
Loss from Discon	tinued				
Operations		(78,7	90) -	-	
Net loss	(195,000)	(190,990)	(167,251)	(644,598)	(592,446)
Common Stock D	Dividends	\$			

Note: ISA Internationale, Inc. began reporting as a business development corporation in 2013. Prior to 2013 it was a financial services corporation. 2013 and 2014 operations are not comparable to prior years.

# Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain statements contained in this Annual Report, including statements regarding our anticipated business development our intentions and current expectations with respect to future operations and other statements contained herein regarding matters that are not historical facts are to be considered "forward-looking" statements. Because such statements include risks and uncertainties, actual results may differ materially from those expressed in this report or in future oral or written statements made by the Company or with our approval. All forward-looking statements speak only as of the date on which they are made.

This section of this report discusses our results of operations, liquidity and financial condition, and factors that could impact our future results. The reader of this report should read them in conjunction with our audited financial statements and accompanying notes included in this report. Our plan of operation contains forward-looking statements involving risks, uncertainties and assumptions. Actual results may vary significantly from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those presented under Item 1A Risk Factors or elsewhere in this report.

Results of Operations for the Twelve Months ending September 30, 2014 as compared to the twelve months ending September 30, 2013

#### **Sales and Gross Profit**

The Company is in the process of changing its business plan of operation. The Company has not generated and sales and gross profit from any of its new operations as a Business Development Company, except for consulting contracts totaling \$227,500 in the fiscal year ended September 30, 2013. There have been no new sales or income generated in the fiscal year ended September 30, 2014.

#### **General and Administrative Expenses**

General and administrative expenses were \$104,119 for the twelve months ended September 30, 2014, a decrease of \$217,049 from the prior year of \$321,168. These expenses for the fiscal year just ended were principally for office occupancy, telephone charges and office expenses of \$22,587, management consulting fees of \$40,000, and accounting expenses of \$41,532.

The decrease from the fiscal year ended September 30, 2013 is due to no consulting contracts in fiscal 2014, and therefore no commissions or expenses. The President and management company s (DCP) consulting fees for the year ended September 30, 2014 were a non-cash expense of \$40,000 and the President did not draw any cash salary expense.

#### **Other Income and Expenses**

Interest expense for the year ended September 30, 2014 was 18,102 compared to \$8,392 for the year ended September 30, 2013, an increase of \$9,710.

#### **Summary Comments on Income and Expenses**

A net loss of \$195,000 was recorded for the fiscal year ended September 30, 2014. The net loss for the fiscal year ended September 30, 2013 was \$190,990.

The Company anticipates higher operating expenses in total in future periods for our BDC operations. We are continuing to formulate a revised business plan of operations principally directed to the involvements and relationships developed within our projected operations. The Company will be paying commission fees to a related party consultant to develop our business contracts and relationships. Other administrative expenses are consistent with the prior year for office, telephone, consulting and legal and professional expenses relating to operations.

#### Liquidity and Capital Resources

For the fiscal year ended September 30, 2014, the Company raised \$70,235 from demand notes payable from related investors compared to \$17,790 from demand notes payable from a related investor for the fiscal year ended September 30, 2013. The demand loans bear interest at the rate of 12% per annum and are collateralized by all the assets of the Company. These secured demand notes accrued interest in the amount of \$18,102 and \$8,392 during the fiscal years ended September 30, 2014 and 2013, respectively.

As of September 30, 2014, the Company had current assets of \$1,453 consisting of cash. At the same time, the Company had \$197,011 in current liabilities consisting of \$142,592 in accounts payable and \$54,419 in obligations due creditors in excess of investment basis.

As of September 30, 2013, the Company had current assets of \$37,600 consisting of \$600 in cash and receivables due from consulting contract clients in the amount of \$37,000. At the same time, the Company had \$448,926 in current liabilities consisting of \$135,283 in accounts payable, \$182,305 in obligations due creditors in excess of investment basis, accrued expenses of \$29,600, and \$101,739 in convertible notes payable related party.

The Company's current capital resources are not sufficient to support its development and operations. New capital and loans will be necessary to support the ongoing operation of the Company's general and administrative expenses and interest expenses currently being incurred. The Company cannot continue its existence without full and complete reorganization effort of all of its financial affairs and obligations. The Company is evaluating possible new sources of development operation financing in order to adequately continue its projected business development company operations, as may be needed. There can be no guarantee as to the Company sability to seek or obtain acceptable sources of the needed cost of capital and/or equity financing to fulfill its goal of its new business plan of operations.

The Company is seeking additional sources of debt or equity financing other than additional convertible notes payable issued by a related party. Until new financing needs are solidified, the Company cannot provide assurances as to its future viability or its ability to prevent the possibility of filing a bankruptcy petition, either voluntary or involuntary, by any creditor of the Company. As a result of the Company's history of operating losses and its need for significant additional capital, the reports of the Company's Independent Registered Public Accounting Firm on the Company's financial statements for the twelve months ended September 30, 2014 and 2013 include explanatory notes raising substantial doubt about the Company's ability to continue as a going concern.

## **Income Tax Benefit**

The Company has an income tax benefit from net operating losses, which is available to offset any future operating profits. None of this benefit has been realized in the accompanying financial statements as of September 30, 2014 or 2013. Federal tax laws impose significant restrictions on the utilization of net operating loss carry-forwards in the event of a change in ownership of the Company which constitutes an "ownership change", as defined by the Internal Revenue Code, Section 382. The Company's net operating loss carry-forward will be subject to the above limitations.

#### **Accounts Payable and Notes Payable**

The Company s accounts payable increased by \$7,309 for the year ended September 30, 2014 as compared to the prior fiscal year.

The Company's bank credit lines payable were paid in full. The Company has no other loans and notes payable as of September 30, 2014.



#### **Going Concern Consideration**

Our registered independent auditors have issued an opinion on our financial statements which includes a statement describing our going concern status.

## **OFF-BALANCE SHEET ARRANGEMENTS**

We have no outstanding off-balance sheet guarantees or arrangements.

## **CRITICAL ACCOUNTING POLICIES**

The preparation of the financial statements is 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 disclosure of contingent assets and liabilities, such as the fair value of investments and estimated obligations related to contractual commitments, 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.

## Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our business activities contain high elements of risk. The Company considers a principal type of market risk to be a valuation risk. All assets are valued at fair value as determined in good faith by or under the direction of the Board of Directors (which is based, in part, on quoted market prices of similar investments).

Market prices of common equity securities in general, are subject to fluctuations which could cause the amount to be realized upon sale to differ significantly from the current reported value. The fluctuations may result from perceived changes in the underlying economic characteristics of the Company's portfolio companies, the relative prices of alternative investments, general market conditions and supply and demand imbalances for a particular security.

Neither the Company's investments nor an investment in the Company is intended to constitute a balanced investment program. The Company will be subject to exposure in the public-market pricing and the risks inherent therein. For a further discussion of the risk associated with the Company, please refer to the section of this annual report entitled "Risk Factors".

## Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The following financial statements of ISA Internationale, Inc. and the notes thereto and Report of Independent Registered Public Accounting Firm thereon required by this item are included herein indicated by the following index:

Index to Audited Financial Statements	Page
Report of Independent Registered Public Accounting Firm-	22
Statements of Assets and Liabilities as of September 30, 2014 and 2013	23
Statements of Investments as of September 30, 2014 and 2013	24-25
Statements of Changes in Net Liabilities for the twelve mo September 30, 2014 and 2013	
Statements of Operations for the twelve months ended September 30, 2014 and 2013	27
Statements of Shareholders' Equity for the twelve months ended September 30, 2014 and 2013	28
Statements of Cash Flows for the twelve months ended September 30, 2014 and 2013	29

Statements of Financial Highlights ------30

Notes to Financial Statements------31-43

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCCOUNTING FIRM

To the Board of Directors and Stockholders of ISA Internationale, Inc.

#### St. Paul, Minnesota

We have audited the accompanying statements of assets and liabilities, including the schedules of investments, of ISA Internationale, Inc. as of September 30, 2014 and 2013, and the related statements of changes in net liabilities, operations, shareholders equity, cash flows, and financial highlights for each of the years in the two year period ended September 30, 2014. ISA Internationale management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ISA Internationale, Inc. as of September 30, 2014 and 2013, and the results of its operations and its cash flows for each of the years in the two year period ended September 30, 2014 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that ISA Internationale will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has negative working capital at September 30, 2014, has incurred recurring losses and recurring negative cash flows from operating activities, and has a substantial accumulated deficit. These conditions raise substantial doubt about its ability to continue as a going concern. Management s plans regarding those matters also are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to that matter.

/s/Boulay PLLP

**Boulay PLLP** 

Minneapolis, Minnesota

January 13, 2015

# ISA INTERNATIONALE INC.

# STATEMENTS OF ASSETS AND LIABILITIES

Se	ept 30, 2014	Sept 30, 2013	3
ASSETS			
Investments:			
Non-controlled, non-affiliated inv	vestments		
Investment in Newsbeat Social,	Inc. stock	\$ 2,000	\$ 2,000
Total investments		0 2,000	)
Cash			
1,453 600			
Receivable from investment entitie	es	- 3	37,000
Total assets	\$ 3,453	\$ 39,600	) ===
LIABILITIES AND NET LIAB	ILITIES		
Obligations in excess of investme	ent basis		
In controlled affiliates	\$ 54,41	9 \$ 182,	305
Accounts payable trade, and tax	xes	142,592	135,283
Accrued expenses payable to rela	ited party	-	29,600
Convertible notes payable - relate	ed party	-	101,739

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Total Liabilities	197,011	448,926
NET LIABILITIES	(193,558)	) (409,326)
Net liabilities are compris	ed of:	
Common stock, par value \$	.0001; 300,000,000 shares	
authorized; 50,994,649 sh	ares issued and outstanding	
at September 30, 2014; 50	,124,912 and 48,874,912 iss	ued
and outstanding, respectiv	ely at September 30, 2013	5,100 5,013
Additional paid-in capital	10,265,325	10,392,145
Treasury stock: 1,250,000 s	hares at	
September 30, 2013	-	(537,500)
Losses and distributions in	excess of earnings (10,4	63,983) (10,268,984)
Total Net Liabilities	\$ (193,558)	\$ (409,326)

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

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#### ISA INTERNATIONALE INC.

#### SCHEDULE OF INVESTMENTS

September 30, 2014

Equity Investments:

	Descrip	otion	Percer	nt Cos	t of	Fair Market			
Туре	Company	of Bu	isiness	Ownersh	nip	Investment	Value	Affil	liation
Common	stock Newsb	eat	News	service 2	2%	\$ 2,000 (1	) \$ 2,	000	No
Social									
applicatio	n								
Total	Investments			\$ 2,0	00	\$ 2,000			

\_\_\_\_\_ \_\_\_

(1) At September 30, 2014, there were 2,000,000 of Newsbeat shares held and reported on a fair value basis at the original purchase price of \$0.001 with no change in Fair Market Value incurred. All common shares held have been recorded as a noncurrent securities asset. The Company has determined it could incur additional costs of approximately \$30,000 for this investment in the future should Newsbeat decide to pursue an S-1 registration.

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

# ISA INTERNATIONALE INC.

#### SCHEDULE OF INVESTMENTS

September 30, 2013

Equity Investments:

	Descri	iption	Perce	ent Co	st of	Fair Market		
Туре	Business	Owr	nership	Investm	ent	Value	Affilia	tion
Common sto	ock Newsb	eat	News	service	2%	\$ 2,000(1)	\$ 2,000	No
Social								
application								
Total In	vestments			\$2,0	00	\$ 2,000		

(1) At September 30, 2013, there were 2,000,000 of Newsbeat shares held and reported on a fair value basis at the original purchase price of \$0.001 with no change in Fair Market Value incurred. All common shares held have been recorded as a noncurrent securities asset.

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

#### ISA INTERNATIONALE INC.

# STATEMENTS OF CHANGES IN NET LIABILITIES

Twelve Months Ended Twelve Months Ended

September 30, 2014 September 30, 2013

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**OPERATIONS:** 

Net loss from operations	\$ (104,119) \$	(93,668)	
Realized loss on controlled affiliate in	nvestment (72,778)	) (118,930)	
Interest expense from operations	(18,102)	(8,392)	
Other income (Expense)	- 30	,000	
Net decrease in assets resulting			
from operations	(195,000) (190	),990)	
SHAREHOLDER ACTIVITY:			
Issuance of Common Stock	211,974	66,500	
Liabilities converted into shares of			
Unconsolidated subsidiary	198,794	-	
NET INCREASE (DECREASE) IN 1	NET LIABILITIES	(215,768)	124,490

#### NET LIABILITIES:

Beginning of period	(409,326)	(284,836)	
End of period	(193,558)	(409,326)	
Average net liabilities	\$(301,442)	\$(347,081)	
==:			
TOTAL NET ASSET VALUE RET	URN	(71.6)%	(35.9)%
Ratios to average net liabilities:			
Net loss from operations	(34.5) %	(27.0)%	

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

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# ISA INTERNATIONALE INC.

# STATEMENTS OF OPERATIONS

	Twelve Months Ended	Twelve Months Ended
	September 30, 2014	September 30, 2013
Operating revenue:		
Consulting income	\$ -	\$ 227,500
Operating expenses:		
General and administrative	59,822	44,668
General and administrative-re	lated party 44,	297 276,500
Operating expenses	104,119	321,168
Operating loss	(104,119)	(93,668)
Other income (expense):		
Interest expense-related party	(18,102)	(8,392)
Loss on Investments	(72,778)	(118,930)
Other income		
	- 30,000	
Net loss before income taxes	(195,000	0) (190,990)

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Income tax expense

Net loss	\$ (195,000) ======	\$ (190,990) =======	=
Basic and diluted loss per share	\$ (0.004	40) \$ (0.0	0040)
Weighted Average common share	es outstanding:		
Basic and diluted	48,880,719	48,171,7	61
			==
Dividends per share of common s	tock	none	none

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

# ISA INTERNATIONALE INC.

# STATEMENTS OF SHAREHOLDERS' EQUITY

# **SEPTEMBER 30, 2014 AND 2013**

Common Stock Treasury Additional					
Shares	Par	Stock	Paid-in	Accum	
Outstandir	ng Va	lue Val	lue Capit	tal Deficit	Total

Balance September 30, 2012 48,874,912 \$4,888 \$(537,500) \$10,325,770 \$(10,077,994) \$(284,836)

Issue common shares to relate	ed party					
for Consulting services 1,250,000 125		66,375		66,500		
Net loss			(190,990	0) (190,990)		
Balance September 30, 2013	50 124 9	12 \$ 5 013	\$(537 500)	\$10 392 145	\$(10,268,984)	\$(409,326)
Bulance September 50, 2015	50,121,9	12 \ \ 5,015	Φ(337,300)	φ10,372,143	\$(10,200,901)	\$(109,320)
DCD massing 2 110 727 show	a fan 960 7		527 500	(225, (12))	211.07	1
DCP receives 2,119,737 share	es for 869,7	737 87	537,500	(325,613)	211,974	÷
loan balance per Directors a	ction					
net of 1,250,000 treasury sha	ares					
cancelled in connection with	issuance					
Liabilities converted into shar	res		198,794	19	8,794	

On unconsolidated subsidiary

Net loss	(195,000) (195,000)						(195,000) (195,000)					
Balance September 30, 2014	50,994,649	\$ 5,100	\$0	\$10,265,325	\$(10,463,983)	\$(193,558)						

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

# ISA INTERNATIONALE INC.

#### STATEMENTS OF CASH FLOWS

Ту	welve Montl	hs Ended	Twelve	Months Ended				
S	eptember 30	0, 2014 S	Septembe	er 30, 2013				
-								
Cash flows from operations:								
Net loss	\$ (195,	000) \$	(190,99	0)				
Adjustments to reconcile net lo	oss from ope	erations						
to cash flow used in operating	g activities:							
Non-cash consulting fees, rel	ated party	40,	000	46,000				
Consulting fees, others		-	45,50	00				
Deconsolidation effect of sub	sidiary, net	70	,908	66,931				
Bad debt expense		-	500					
Investment in Reality Corp		-	(1,	000)				
Changes in operating assets an	nd liabilities:							
Receivables from investment	entities	37,	000	(37,000)				
Increase (decrease) in Account	nts payable	7	,310	(351)				
Increase in Accrued expenses	s related pa	arty (	29,600)	(400)				
Cash used in operations		(69,382)	(7	(0,810)				
Cash flows from financing activities								
Proceeds from issuance of con	vertible deb	t 7	0,235	66,178				
related party								

- related party

Cash provided by financing acti	vities	70,2	35	66,178			
Net increase (decrease) in cash		853		(4,632)			
Cash, beginning of period		600		5,232			
Cash, end of period	\$	1,453	\$	600			
		==					
Supplemental disclosure of case	sh flow info	rmation:					
Cash paid for interest to related	parties	\$18,10	02	\$ 8,392			
Non-cash financing transactio	ns:						
Liability incurred for investme	nt purchase	\$	-	\$ 66,500			
Common stock issued to retire	related party	7					
notes payable	211,	,974		-			
Unconsolidated subsidiary liabilities converted							
Into subsidiary equity	19	98,794		-			

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

# ISA INTERNATIONALE INC.

#### STATEMENTS OF FINANCIAL HIGHLIGHTS

# Per Common Share Unit Operating Performance

For the Years Ended September 30,									
2014 2013 2012 2011 2010									
<b>OPERATIONS:</b>									
Net investment loss from operations Net realized loss on investments Interest expense from operations		\$(0.002) (0.002)	\$(0.002) (0.002)	\$(0.003)	\$(0.018) - (0.001)	\$(0.025) - (0.001)			
Other income Net increase in net liabilities		-	0.001	-	-	-			
from operations		(0.004)	(0.004)	(0.003)	(0.019)	(0.026)			
Impairment expense Net gain (loss) from settlements Loss from discontinued operations		- -	- -	- 0.002 (0.002)	(0.006) (0.003)	-			
Net (increase) decrease in net Liabilities from operations		(0.004)	(0.004)	(0.003)	(0.028)	(0.026)			
SHAREHOLDER ACTIVITY: Issuance of common stock Issuance of preferred stock ISAT &	ISAC,	0.004	0.001	0.002	-	-			
and other Stock Dividend - preferred shareholders Contributed capital by shareholders	ISAC,	0.004	-	- 0.001	0.013 (0.004) 0.005	0.025 (0.006)			
NET (INCREASE) DECREASE IN NE LIABILITIES	Т	0.004	(0.003)	(0.000)	( <b>0.014</b> )	(0.007)			
NET ASSET (LIABILITY) VALUE, BEGINNING OF PERIOD		(0.008)	(0.005)	(0.005)	0.009	0.016			
NET ASSET (LIABILITY) VALUE, EN PERIOD	ND OF	(0.004)	(0.008)	(0.005)	(0.005)	0.009			
TOTAL AVG. NET ASSET VALUE RI (LOSS)	ETURN	(64.7)%	(55.0)%	(63.7)%	(851.6)%	(354.8)%			

The accompanying notes are an integral part of these unaudited condensed financial statements.

#### ISA INTERNATIONALE INC.

#### NOTES TO FINANCIAL STATEMENTS

#### **TWELVE MONTHS ENDED SEPTEMBER 30, 2014 and 2013**

The accompanying audited financial statements of ISA Internationale, Inc. have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. As used in this report in Form 10-K, the Company represents ISA Internationale, Inc.

1.)

# NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

#### **1.a) NATURE OF BUSINESS**

ISA Internationale, Inc. ( ISAI ) was a financial services company specializing in debt collections for third party clients and our own portfolios of distressed debt receivables. The Company and its Board of Directors decided to become a Business Development Corporation on June 29, 2012 and accordingly filed Form N54-A with the Securities and Exchange Commission. See note 6 for an explanation of the Company s future plans and direction following a revised and new business plan of operations.

These financial statements include the Company, ISA Internationale, Inc. but does not include the non-consolidated wholly owned subsidiary, ISA Financial Services, Inc. (formerly ISA Acquisition Corporation), except in the reflection of its Obligations in excess of investment basis in the controlled affiliate on the Company's Statement of Assets and Liabilities, and the related loss in investment on the Statement of Operations, Statement of Cash Flows, and Statement of Changes in Net Liabilities.

# **1.b) PRESENTATION**

On June 28, 2012, the Company filed Form N-54A with the United States Securities Exchange Commission to become a Business Development Company (BDC). As a result, it became a closed-end company (mutual fund) organized and operates for the purpose of making investments in securities described in Section 55 (a)(1) through (3) of the Investment Company Act of 1940; and that it will make available significant managerial assistance to American companies with respect to issuers of such securities to the extent required by the act. The Company commenced significant investment activities in fiscal 2013 and began reporting and accounting methodologies consistent with BDC requirements at the beginning of fiscal 2013.

At the beginning of fiscal 2013, the Company began reporting as a BDC and the attached financial statements for the years ended September 30, 2014 and 2013 have been formatted in conformity with those of other BDC financial statements, including the BDC supplemental schedules, as required for comparative purposes. Although the nature of the Company's operations and its reported financial position, results of operations, and its cash flows are dissimilar for the periods prior to and subsequent to its becoming an investment company, its financial position for the year ended September 30, 2014 and its operating results, cash flows and changes in net assets for the year ended September 30, 2014 are presented in the accompanying financial statements pursuant to Article 6 of Regulation S–X. The results of September 30, 2014 are representative of the company as an operational company, prior to becoming an investment entity. In addition, the accompanying footnotes, although different in nature as to the required disclosures and information reported therein, is also presented as they relate to each of the above referenced periods.

## 1.c) USE OF ESTIMATES

The preparation of the financial statements is 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 disclosure of contingent assets and liabilities, such as the fair value of investment income and loss, and estimated obligations related to contractual commitments. Actual results could differ from those estimates.

## 1.d) STOCK BASED COMPENSATION AT FAIR VALUE

Significant estimates of the fair value of the Company's common stock were computed under FASB ASC 718-30, Compensation - Stock-Based Compensation. The valuations were based upon the Company's estimates of the goods or services or transactional related value of consideration received by the Company. Because only limited market activity in the OTC exchange exists for the Company's common shares, the Company used alternative valuations of estimates for consummated agreements.

There was \$66,500 of stock-based compensation of shares of the Company's common stock issued for services for the fiscal year ended September 30, 2013.

#### 1.e) CASH

The Company considers all highly liquid debt instruments and other short term investments with an initial maturity of three months or less to be cash or cash equivalents.

#### 1.f) LOSS PER SHARE

Basic loss per share excludes dilution and is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. Diluted loss per share includes assumed conversion shares consisting of dilutive stock options and warrants determined by the treasury stock method and dilutive convertible securities. In fiscal years ended September 30, 2014 and 2013, all potentially issuable shares have been excluded from the calculation of loss per share, as their effect is anti-dilutive.

# 1.g) INCOME TAXES

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement carrying amount and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making such determination, the Company considers all available evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. In the event we were to determine we would be able to realize our deferred income tax assets in the future in excess of their recorded amount, we would make an adjustment to the valuation allowance, which would reduce the provision for income taxes. Refer to Note 3 for more information.

#### 1.h) FINANCIAL INSTRUMENTS

The Company has categorized it financial assets and liabilities based upon the Fair Value Measurement and Disclosures (ASC 820). This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures.

This standard does not require any new fair value measurement, but discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost).

Fair value is defined as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of non-performance risk including our own credit risk.

In addition to defining fair value, the disclosure requirements around fair value establish a fair value hierarchy for valuation inputs which is expanded. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels which are determined by the lowest level input that is significant to the fair value measurement in its entirety. These levels are described as:

# Level 1: Quoted Market prices in Active Markets

Inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.

# Level 2: Significant Observable Inputs

Inputs are based upon significant observable inputs other than quoted prices included in Level 1, such as quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

# Level 3: Significant Unobservable Inputs

Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

The carrying value of the Company's non-investment financial assets and liabilities which consist of cash, accounts payable and accrued liabilities, and notes payable are valued using level 1 inputs. The Company believes that the recorded values approximate their fair value due to the short maturity of such instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, exchange or credit risks arising from these financial instruments.

#### 1.i) FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value measurements of our financial instrument assets are presented in the following table:

Fair Value Measurements as of September 30, 2014:

# Level 1 Level 2 Level 3 Total

Assets

Investment NewsBeat Social, Inc. \$ - \$ - <u>\$ 2,000</u> <u>\$ 2,000</u>

Total Assets \$ 2,000 \$ 2,000

Fair Value Measurements as of September 30, 2013:

#### Level 1 Level 2 Level 3 Total

Assets

Investment NewsBeat Social, Inc. \$ - \$ - <u>\$ 2.000</u> <u>\$ 2.000</u>

 Total Assets
 \$ 2,000
 \$ 2,000

The following table is a reconciliation of changes in the net fair value of investments and financed receivables which are classified as level 3 in the hierarchy.

	2014	2013			
Beginning of fiscal year		\$2,00	0 \$3	32,00	)0
Purchases of Portfolios/Investme	ents		-	22,0	000
Write off of Investment, Reality	Corp		-	(22,	(000)
Write down Investment, Newsbe	at Social	l, Inc.		-	(30,000)
End of fiscal year	\$	52,000	\$2,0	000	

Level 3 Fair Value Measurements

The Company s assessment of fair value of investments is based on a third party market analyst, communication with management of investees, internal estimates, or a combination thereof. The unobservable input is the probability estimate of realizing an investment return.

ASU 2011-04 requires additional disclosures about fair value measurements categorized within Level 3 of the fair value hierarchy, including the valuation processes used by the reporting entity, the sensitivity of the fair value to changes in unobservable inputs, and the interrelationships between those unobservable inputs, if any. Following are descriptions of the sensitivity of the Level 3 recurring fair value measurements to changes in the significant unobservable inputs noted above. For investment securities, a significant increase (decrease) in the share value in a subsequent sale or repurchase of securities would result in a significantly higher (lower) fair value measurement.

On October 1, 2012, the Company began reporting as a business development company (BDC). As such, we no longer consolidate our wholly owned subsidiary, ISAF, in accordance with Article 6.03 of Regulation S-X. Instead, we show our 100% investment at the approximate fair market value. Because obligations exceed the fair value of the investment in ISAF, we record this as a current liability of the Company at September 30, 2014 and 2013 in the amount of \$54,419 and \$182,305, respectively.

During the year ended September 30, 2013, The Company made an investment in Reality Corp, a biomedical company, in the amount of \$1,000 for the purchase of 10,000,000 of Reality common shares. This transaction was reported on a fair value basis at the original purchase price of \$.0001 with no change in Fair Value incurred through June 30, 2013. The Company also capitalized to Investment assets- Reality Corp. a development cost expense to a related party for \$12,000 worth of ISAT common stock. During the quarter ended September 30, 2013, the parties agreed to reduce the Company s investment to 5,000,000 shares with a refund due ISAT in the amount of \$500. The Company has decided to record the write-off of this investment of \$13,000 in full as Reality does not provide any updates or news on Company developments and has not repaid the \$500 for the return of the 5,000,000 shares as recorded in the termination agreement.

At September 30, 2014 there were 2,000,000 shares of Newsbeat held and reported on a fair value basis of \$2,000. Newsbeat is an early stage company that has limited operational history. No audited financial statements or internal financial statements have been provided by Newsbeat to the Company upon which modeling techniques could be used. As such, the most relevant information upon which to base the fair market value is the most recent quantifiable transaction of Newsbeat stock, which is ISAI s cash paid of \$2,000. No changes in fair market value assessment have occurred. All common shares held have been recorded as a noncurrent securities asset.

# 1.j) RECENT ACCOUNTING PRONOUNCEMENTS

The Company s management and auditors have evaluated all recently issued accounting pronouncements through the filing date of these financial statements and has determined that these pronouncements will have no material impact on the financial statements of ISA Internationale, Inc.

#### **1.k) CONTINGENT LIABILITIES**

The Company had a contractual commitment with Newsbeat to assist them at their option to become a registered public corporation with the SEC. The Company has determined it could incur additional costs of approximately \$30,000 should Newsbeat decide to pursue an S-1 registration. No contingent liability has been recorded in the financial statements, as this contingency is not deemed to be probable at this time.

# (2.) LIQUIDITY AND GOING CONCERN MATTERS

The Company has incurred losses since its inception and as a result has an accumulated deficit of \$10,463,983 at September 30, 2014. The net loss for the twelve month period ended September 30, 2014 was \$195,000. Additionally, working capital represented a deficit of \$195,558. These factors raised substantial doubt about the Company's ability to continue as a going concern.

The Company received loans and cash advances totaling \$70,235 from a related party during the year ended September 30, 2014. These loans and cash advances had been recorded as a convertible note payable to the related party. On September 30, 2014, all loans and cash advances and other accrued expenses totaling \$211,974 were converted to common stock of the Company at a price of \$0.10 per share, a total of 2,119,737 shares.

The Company's ability to continue as a going concern depends upon future gains on investments, and/or obtaining additional capital. There is no assurance that such capital will be available. These conditions raise substantial about its ability to continue as a going concern.

The accompanying financial statements have been prepared on a going concern basis, which assumes continuity of operations and realization of assets and liabilities in the ordinary course of business. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

# (3.) INCOME TAXES

The Company has incurred significant net operating losses. The Company has not reflected any benefit of such net operating loss carry-forwards in the accompanying financial statements. The income tax expense benefit differed from the amount computed by applying the U.S. federal income tax rate of 34% to income before income taxes as a result of the following:

Computed "expected" tax benefit	34.0%	34.0%
State income tax, net of federal benefi	t 3.8%	3.8%
Change in valuation allowance	(37.8%)	(37.8%)
-%	-%	

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets for the period ended September 30, 2014 and September 30, 2013 is presented below:

Tax Year ended September 30,		2014	2013
Deferred tax assets:			
Net operating loss carry forward	l	\$ 3,070,0	00 2,875,000
Total gross deferred tax assets		3,070,000	2,875,000
Valuation allowance	(3	3,070,000)	(2,875,000)
Net deferred tax assets	\$	\$	
		=== ==:	

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Based on the level of historical taxable income and projections of future taxable income over the periods in which the deferred tax assets are deductible, management does not believe that it is more likely than not the Company will realize the benefits of these deductible differences. Accordingly, the Company has provided a full valuation allowance against the gross deferred tax assets as of September 30, 2014 and 2013.

For the year ended September 30, 2014, the Company reported a net operating tax loss carry-forward of approximately \$7,819,541. The federal net operating loss carry-forward begins to expire in the year 2017.

Federal tax laws impose significant restrictions on the utilization of net operating loss carry-forward in the event of a change in ownership of the Company that constitutes an "ownership change" as defined by the Internal Revenue Code, Section 382. The Company's net operating loss carry-forward will be subject to the above limitations.

# (4.) STOCK ISSUANCE

# (4.a) COMMON STOCK

Preferred stock may be issued from time to time in one or more series. Each series is distinctly designated. All shares of any series of the preferred stock shall be alike in all rights to preference in liquidations, voting rights, dividends and other powers, qualifications, or restrictions.

During the fiscal year ended September 30, 2013 an additional 1,250,000 shares of common stock were issued to an officer of the Company for consulting and marketing services rendered in the area of new business development.

During the fiscal year ended September 30, 2014, an additional 2,119,737 shares of common stock were issued to a related party, Doubletree Capital Partners, Inc., in full payment of all loans, advances, unpaid consulting fees and unreimbursed expenses totaling \$211,974, as payment in full at the rate of \$.10 per common share.

As a result of these new issues of common shares, there are 50,994,649 in common stock shares outstanding at September 30, 2014.

During the years ended September 30, 2014 and 2013, there were no dividends declared or paid to the holders of the converted preferred shares and all common shares.

On September 29, 2014, all treasury stock shares were retired to the Company. There is no Treasury Stock as of September 30, 2014.

# (5.) CONVERTIBLE DEBT

# (5.a) CONVERTIBLE or SECURED NOTES PAYABLE - RELATED PARTY

The principal parties of Doubletree Capital Partners, Inc. (DCP) have lending arrangements with ISAT, as promulgated by and between DCP and the past board of directors and officers of the company who had subsequently resigned their positions throughout the years 2000 and 2001. The financial company is owned by two individuals, one of which is ISAT's current President, CEO and Chairman of the Board of Directors. The two principals advance funds as deemed necessary from other entities they control and the balance is listed as a Loan Payable to Related Parties. If surplus funds are available the Loan is reduced.

During the fiscal year ended September 30, 2014, DCP provided the financing in the amount of \$70,235 necessary to maintain operations by advancing loans and advances to the Company. At September 30, 2014 the total of these loans and accrued management fees totaled \$211,974. These loans outstanding of \$211,974 bore interest at the rate of 12% per annum and were convertible at the option of the holder into common shares of the Company at a conversion price of \$.0725 per common share.

On September 30, 2014, the loan converted, as agreed upon by the Company and DCP at a conversion price of \$.10 per common share. As a result, a reduced amount of common shares were used to pay the loan in full. The Company issued 2,119,737 common shares, par value \$.0001, shares were issued to pay the loan by the Company in full as of September 30, 2014.

#### **Note 6 - BUSINESS DEVELOPMENT CORPORATION**

As of June 30, 2012, the Company filed Form N-54A with the United States Securities Exchange Commission to become a Business Development Company. As a result, it became a closed-end company (mutual fund) organized and operated for the purpose of making investments in securities described in Section 55 (a)(1) through (3) of the Investment Company Act of 1940; and that it will make available significant managerial assistance to American companies with respect to issuers of such securities to the extent required by the act.

The Company has commenced the development of new management consulting services to assist American client companies in complying with the reporting requirements to the government and in communicating with shareholders, customers and the public and the accessing of needed growth capital.

In June, 2012, the Company entered into an agreement with NewsBeat Social, Inc, an Oregon corporation, a Company organized to provide social news content via the internet, such as Facebook, Inc. A commitment to purchase 2,000,000 shares of NewsBeat, Inc. was consummated on June 29, 2012. A copy of that agreement was filed with the SEC in a prior 10-Q as an exhibit. The total purchase price was approximately \$2,000 and is not considered significant.

# (7.) CREDIT LINES PAYABLE

For the year ended September 30, 2014 the Company did not use its bank line of credit accounts for financing. The Company owed \$0 and \$0 in bank credit lines payable at the end of September 30, 2014 and 2013, respectively.

#### (8.) COMMITMENTS

There are no outstanding contractual agreements with a term over 1 year as of September 30, 2014. The Company rents its office facilities from the Company s President at the rate of \$250 per month on a month to month basis.

#### (9.) SUBSEQUENT EVENT

On December 31, 2014, ISA Financial Services, Inc. (The Buyer ) (ISAF), a presently owned 100% unconsolidated investment subsidiary of ISA Internationale, (ISAT), a Business Development Company, enhancing investment opportunities for healthcare and technology based companies, entered into a Stock Purchase Agreement ( The Agreement ) with Doubletree Ranch Limited Partnership, an Alaska limited partnership, ( Seller ), wherein ISAF (the Buyer ) acquires 100% of the issued and outstanding common shares of National Acceptance Corporation, a Minnesota Corporation, engaged in various investments in equities, bond investments and other real estate activities. National Acceptance receives 4,500,000 common shares of the subsidiary common stock authorized to be issued. The Company receives an investment in a Company whose assets approximate in excess of \$4,500,000 and liabilities total approximately \$2,000,000.

The ownership of the acquired company, National, is 100% owned by one of the principal investors of ISA Internationale, Inc. at December 31, 2014. There will be zero shares of the parent company issued as a part of this transaction. All shares to be issued to National will completed by the unconsolidated investment subsidiary, ISA Financial Services, Inc. for this transaction.

The ISAF Company will have the books and records of the acquired Company subject to a certified audit and the results filed accordingly within 60-70 days.

A copy of The Agreement was attached as an exhibit to the 8-K filing.

# (10.) Quarterly Financial Data (Unaudited)

For the year ended September 30, 2014

First	Second	Third F	ourth
Quarter	Quarter	Quarter	Quarter

#### **Investment income**

-			
-			
-			
-			

Net investment loss \$(31,373) \$(22,025) \$(25,133) \$(25,588)

\_\_\_\_\_

Net (increase) decrease in

Net liabilities from operations

(53,584) (45,256) (44,595) (51,565)

Net (increase) decrease in

Net liabilities from operations

Per common share.

Basic	(0.001)	(0.001)	(0.001)	(0.001)
Diluted	(0.001)	(0.001)	(0.001)	(0.001)

For the year ended September 30, 2013 First Second Third Fourth Quarter Quarter Quarter Quarter \_\_\_\_\_ Investment income -- -- -- --Net investment loss \$(26,073) \$(9,467) \$(13,100) \$(45,028) -----Net increase (decrease) in Net assets from operations (44,924) (33,077) (32,683) (80,306) Net increase (decrease) in Net assets from operations Per common share

Basic	(0.001)	(0.001)	(0.001)	(0.002)
Diluted	(0.001)	(0.001)	(0.001)	(0.002)

# Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

# Item 9A. CONTROLS AND PROCEDURES

#### (a) Evaluation of Disclosure Controls and Procedures

ISA International Inc., under the direction, supervision, and participation of our Chief Executive Officer and Chief Financial Officer and effected by management and other personnel, has conducted an evaluation as of the end of the period covered by this report, of the effectiveness of the design and operation of disclosure controls and procedures (as defined in Rules 240.13a-15(e) and 240.15d-15(e) of the Securities Exchange Act of 1934). Based on the foregoing, we concluded our disclosure controls and procedures were not effective as of the end of the period covered by this annual report.

# (b) Management's Report on Internal Control Over Financial Reporting

The management of ISA Internationale Inc. is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the direction, supervision, and participation of, our Chief Executive Officer and Chief Financial Officer and effected by management and other personnel, our management and certifying officers conducted an evaluation as of the end of the period covered by this report, of the effectiveness of internal control over financial reporting based on the framework in Internal-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO Framework 1992). A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company s annual or interim financial statements will not be prevented or detected on a timely basis. In connection with management s assessment of our internal control over financial reporting as required under Section 404 of the Sarbanes-Oxley Act of 2002, we identified the following material weakness in internal control over financial reporting as of September 30, 2012 and have not been remediated as of September 30, 2014:

The Company has not established adequate financial reporting monitoring activities to mitigate the risk of management override. Specifically, there is a lack of segregation of duties as there is only one officer/employee overseeing the finance department.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

# (c) Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during our most recently completed fiscal quarter, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### Item 9B. OTHER INFORMATION

None

# PART III

# Item 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

#### **Directors and Executive Officers of the Company**

Set forth below are the names of the directors and executive officers of the Company as of September 30, 2014, their ages, the year first elected as an executive officer and/or director of the Company, and employment history for the past five years.

Also set forth below are the changes to names of the directors and executive officers of the Company as of January 1, 2004 through September 30, 2014, their ages, the year first elected as an executive officer and/or director of the Company, and employment for the past five years.

Name Positions with the Company Age Since

Bernard L. Brodkorb, President, Chief Executive Officer,

Chief Financial Officer and Director

Chairman of the Board of Directors [1] 72 January 2001

[1] (Note: Also served as Treasurer, Chief Financial Officer and Director from October 1997 to July 2000)

Boris L. Epshetyn Vice-President of Business Development 32 October 2012

Steven E. Boynton Outside Director 53 November 2011

#### **Directors:**

**BERNARD L. BRODKORB** (October 1997 to July 2000 and January 2001 to present) was the Treasurer, Chief Financial Officer and a director of the Company from its inception in October 1997 to July 2000 when he resigned his positions. He was reelected to the board of directors in January 2001 and elected by the board of directors as President, Chief Executive Officer, and Chief Financial Officer in February 2001. Mr. Brodkorb is an independent practicing licensed Certified Public Accountant (CPA) within the State of Minnesota for many years, and has extensive experience in financial and accounting matters relating to both private and public companies, including auditing, financial consulting and advising on corporate taxation. He is a member of the Minnesota Society of Certified Public Accountants and the American Institute of Certified Public Accountants.

**BORIS L.EPSHETYN (October 2012 to present)** is Vice-President of Business Development. Boris is currently leading the Company's new business direction initiatives and providing consulting services to client companies on behalf of ISAT. He has extensive experience in many areas including: Financial Services, Securities, Strategic Planning, Legal Research, Investment Banking, Mergers and Acquisitions, Corporate Governance, Finance, Investments, Private Equity, Media Relations, Public Policy, and Private Placements. He is a frequent contributor to CNN, CNBC, FoxNews, and MSNBC and writes an opinion column for USNews and World Report.

**STEVEN E. BOYNTON** (November 2011 to present is an outside director of the Company from November 2011 to present. Mr. Boynton is a practicing attorney in the State of Minnesota. He has extensive executive experience in the collection, legal and financial services industries.

#### Section 16(A) Beneficial Ownership Reporting Compliance

Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires the Company's directors, executive officers, and any persons holding more than 10% of the outstanding common stock of the Company to file reports with the Securities and Exchange Commission concerning their initial ownership of common stock and any subsequent changes in that ownership.

In 2009 and 2008, Bernard Brodkorb, Charles Newman, James Dixon, Donald Kampmann, Doubletree Capital Partners, Inc., and Doubletree Liquidation Corporation filed Annual Statements of Changes in Beneficial Ownership on Form 5. In the fiscal year ended September 30, 2012, additional forms are required to be filed reporting changes that have occurred. These reports will be filed before this 10K report is filed.

# **CODE OF ETHICS**

We have adopted a code of ethics that applies to our principal executive officers, principal financial officer, principal accounting officer or controller, and Directors or persons performing similar functions.

#### Item 11. EXECUTIVE AND DIRECTOR COMPENSATION

For the twelve months ended September 30, 2012 and 2011, noncash compensation was paid to executive officers or directors through the related party financial company Doubletree Capital Partners, Inc.

The following table sets forth information on the remuneration of our Chief Executive Officer and our Vice President of Business Development during any part of our last three fiscal years, including non-cash compensation.

#### SUMMARY EXECUTIVE AND DIRECTOR COMPENSATION

\_\_\_\_\_

LONG TERM COMPENSATION ANNUAL COMPENSATION AWARDS PAYOUTS FISCAL OTHER RESTRICTED SECURITIES NAME AND YEAR ANNUAL STOCK UNDERLYING LTIP ALL OTHER PRINCIPAL END COMPENSA AWARD OPTIONS PAYOUTS COMPENSA POSITION 09-30 SALARY (\$) BONUS (\$)TION (\$) (\$) SARS (\$) (\$) TION(\$) Bernard L. 2014 \$ 0 \$ -0- \$ 40,000\$ -\$ -\$ -\$ -Brodkorb (1) Bernard L. 2013 -0- 46,000 -0--0-0 -0--0-Brodkorb (1) Bernard L. 2012 0 -0- 35,000 -0--0--0--0-Brodkorb (1) President, CEO Boris L. (2)2014 -0-0 Epshyn 2013 0 0 66,500 0 0 \$170,000

Vice-President

Directors	2014	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Directors	2013	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Directors	2012	-0-	-0-	-0-	-0-	-0-	-0-	-0-

(1) Compensation for Bernard L. Brodkorb and the management company (DCP) was recorded on the books of the Company as compensation for consulting \$40,000, \$46,000 and \$35,000 for the fiscal years ended September 30, 2014, 2013 and September 30 2013, respectively. There was no cash compensation paid on consulting fees accrued for Brodkorb and the management company (DCP) for the either fiscal year ended September 30, 2014, 2013 and 2012. Compensation for their services is allocated to the management company or his accounting firm and is further converted to the issuance of convertible notes payable or shares by the Company during the year ended September 30, 2014 and 2013.

(2) Boris Epshetyn, Vice-President of Business Development received 1,250,000 shares of common stock of ISAT of \$66,500 and compensation of \$170,000 in consulting fees for new investment clients of ISAT in 2013.

#### **Director Compensation**

Directors received no new shares or other compensation for their services as directors for the three year period from October 1, 2010 through September 30, 2014.

No additional Director compensation has been authorized for services for the period from October 1, 2009 through September 30, 2014, and through the date of this 10-K report filing.

#### **Stock-Based Compensation**

During the fiscal year ended September 30, 2013, Boris Epshetyn received 1,250,000 shares of common stock of ISAT of \$66,500.

As of September 30, 2014, all stock options had expired and are no longer outstanding. None of the stock options granted has ever been exercised.

#### Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of September 30, 2014 certain information regarding the beneficial ownership of shares of common stock of the Company by (1) each person or entity who is known by the Company to own more than 5% of the Company's common stock, (2) each director of the Company, and (3) all directors and executive officers of the Company as a group. It does not include stock options, unissued convertible notes payable shares noted in the footnotes.

#### 12-A. Security Ownership of Certain Beneficial Owners

Title Name and Address	Amount and nature of	Percent of
of class of Beneficial Owner	beneficial ownership	Class
Common Doubletree Capital P	artners, Inc. 47,067,661	92.30%
2560 Rice St	(1)(2)	
St. Paul, MN 55113		
Common Bernard L. Brodkorb	48,250,448	94.62%
2560 Rice St.	(2)	
St. Paul, MN. 55113		
Common Boris L. Epshetyn	1,250,000	2.45%

(1) Includes 21,428 common shares acquired in November, 2000. Includes 100% interest in 1,232,143 shares held by Doubletree Liquidation Corporation (DLC), an affiliated company to be used for the resolution of any contingent, non-contingent or real liabilities to creditors of a former subsidiary that may arise in the future. DCP also owns 17,810,000 common shares issued in exchange for 1,781,000 of Convertible Preferred Stock which at a conversion value of \$0.10 would equal 17,810,000 shares of common stock issued on June 28, 2012. DLC is the owner of ISA Acceptance Corporation that is the owner of 7,065,300 of common shares issued to ISAC at June 28, 2012. DLC owns 100% of the entity ISA Acceptance Corporation and these shares are included in the beneficial ownership interests

presented above. DCP also received 2,119,737 in common shares on September 30, 2014 as payment in full of note and loans payable in the amount of \$211,974.

(2) Includes a 100% beneficial interest in DCP, a 50% beneficial interest in DLC and its beneficial ownership, interests referred above, 8,929 common shares owned since 1998, 383,857 common shares issued in 2004, 790,000 shares issued in 2006, 50% interest in 9,700 shares issued in 2007 to DCP.

# 12-B. Security Ownership of Management

Title	Name of	Amount and nature of Pe	rcent of		
of class	Beneficial Owner	beneficial ownership	Class		
Common	Bernard L. Brodk	torb, 48,250,448 (1,2	2) 94.62%		
Common	Boris L. Epshetyr	n 1,250,000	2.45		
	-				
Directors and executive officers as a group 49,500,448 97.04%					

# 12-C. Changes in control

There have not been any arrangements known to the registrant which may at a subsequent date result in a change in control of the registrant.

# Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Recent transactions:

During the fiscal year ended September 30, 2012, the Company issued 7,065,300 common shares, par value \$.0001 to ISA Acceptance Corporation, a former wholly owned subsidiary, as payment in full for the unpaid loans and advances by ISAC to the parent company during the period from August 31, 2004 through June 29, 2012.

During the fiscal year ended September 30, 2012 the Company issued 17,810,000 common shares, par value \$.0001, in exchange for their 1,781,000 shares of Cumulative Convertible Series A Preferred Stock that had been issued to them since October 1, 2007 through June 29, 2012.

During the fiscal year ended September 30, 2013 the Company issued 1,250,000 common shares, par value \$.0001, for consulting services rendered by Boris L. Epshetyn.

The total issued and outstanding common shares are 48,874,912, exclusive of the treasury share common stock of 1,250,000 as of September 30, 2013.

# During the fiscal year ended September 30, 2014, the Company issued 2,119,737 common stock shares to Doubletree Capital Partners, Inc.

# ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

#### Audit Fees.

The aggregate fees billed for each of the last two fiscal years for professional services for the audit of the Registrant's annual financial statements, and review of financial statements included in the Company's Form 10-K and 10-Q s: \$\$27,134 in 2014 and \$27,000 in 2013.

#### Audit-Related Fees.

The aggregate fees billed in each of the last two fiscal years for assurance and related services that are reasonably related to the performance of the audit or review of the Registrant's financial statements and are not under Audit Fees above: \$0 in 2014 and 2013.

#### Tax Fees.

The aggregate fees billed in each of the last two fiscal years for professional services rendered for tax compliance and tax planning: \$0 in 2014 and 2013.

#### All Other Fees.

The aggregate fees billed in each of the last two fiscal years for products and services other than the services reported above: \$0 in 2014 and 2013.

#### Audit Committee's pre-approval policies and procedures.

The Registrant's committee consists of two Directors. The audit committee has adopted a written charter. The Registrant's Board of Directors has determined the Company does have a financial expert serving on its audit committee.

The Registrant does not have any pre-approval policies and procedures. The audit committee makes recommendations concerning the engagements of independent public accountants, review with the independent public accountants, the scope and results of the audit engagement, approves all professional services provided by the independent accountants, reviews the independence of the independent public accountants, considers the range of audit and non-audit fees, and reviews the adequacy of the Registrant's internal accounting controls.

# Work performed by other than the principal accountant's engagement of full time permanent employees.

The percentage of time expended by other than full time permanent employees of the principal accountant did not exceed 50%.

**Item 15. EXHIBITS** 

# (a) LISTING OF EXHIBITS

The exhibits required to be a part of this report are listed in the Index toExhibits.

None

During the years ended September 30, 2014 and September 30, 2013, neither the Company nor anyone on its behalf has consulted with its Auditors with respect to either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company s financial statements, and neither a written report nor oral advice was provided to the Company that Boulay concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) or a reportable event (as defined in Item 304(a)(1)(v) of Regulation S-K).

# ISA INTERNATIONALE INC.

# FORM 10-K INDEX TO EXHIBITS

The following exhibits numbered 3.1 to 10.1 below are included in our Form 10-SB Registration Statement (File No. 0-027373) and are incorporated by reference. Exhibits 31.1 and 32.1 are filed herewith.

Exhibit No. Description

#### 3.1

Articles of Incorporation of the Company (incorporated by reference to Exhibit 2(i) to the Company's registration statement on Form 10-SB (File No. 0-27373)).

# 3.2

By-laws of the Company (incorporated by reference to Exhibit 2(ii) to the Company's registration statement on Form 10-SB (File No. 0-27373)).

#### 4.1

Form of Common Stock Certificate (incorporated by reference to Exhibit 3 to the Company's Registration Statement on Form 10-SB (File No. 0-27373)).

#### 10.1

Agreement and Plan of Business Combination dated April 11, 1998 between ISA Internationale Inc. (formerly known as 1-800 Consumer International Inc.), a Delaware corporation and Internationale Shopping Alliance, Inc., a Minnesota corporation (now a wholly owned subsidiary of ISA Internationale Inc. (incorporated by reference to Exhibit 6(i) to the Company's registration statement on Form 10-SB (File No. 0-27373)).

10.2 Indemnification Agreement between ISA Internationale Inc. and Doubletree Liquidation Corporation., a Minnesota corporation.

Agreement between ISA Internationale, Inc. and Newsbeat Social, Inc. dated June 30, 2012.

10.4 Agreement between ISA Internationale, Inc. and RE@LITYCorp dated December 21, 2012.

10.5 Agreement between ISA Internationale, Inc. and HOMEBOUND ENERGY LLC dated April 29, 2013December 21, 2012.

10.6 Agreement between ISA Internationale, Inc. and Diesel Tek, Inc. dated June 3, 2013 and related addendum agreement dated July 3, 2013.

10.7 Agreement between ISA Internationale, Inc. and Cancer Screening Centers, dated July 26, 2013.

16.1 Letter from Seale & Beers CPA s stating no disagreement with the Company as to reason for change in auditors for the fiscal year ended September 30, 2012.

31.1 Rule 13a-14(a) Certification of Chief Executive Officer relating to the Registrant's Annual report on Form 10-K for the year ended September 30, 2014.

32.1 Certification of Chief Executive Officer of Registrant pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, relating to the Registrant's Annual report on Form 10-K for the year ended September 30, 2014.

# SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated, thereunto duly authorized.

# ISA INTERNATIONALE INC.

/s/Bernard L. Brodkorb

By Bernard L. Brodkorb

President, Chief Executive Officer, and Director

January 13, 2015

/s/Steven E Boynton

By Steven E. Boynton

Director

January 13, 2015

End of Report