PACIFIC ALLIANCE CORP /UT/
Form 10QSB
June 15, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

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

For the quarter ended March 31, 2005

OR

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

Commission file number 033-08732-D

PACIFIC ALLIANCE CORPORATION
(Name of Small Business Issuer as specified in its charter)

Delaware	87-044584-9
(State or other jurisdiction of incorporation or organization	(I.R.S. employer identification No.)

1661 Lakeview Circle, Ogden, UT 84403
(Address of principal executive offices)

Registrant's telephone no., including area code: (801) 399-3632

N/A
Former name, former address, and former fiscal year, if changed since last report.

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

Securities registered pursuant to Section 12(g) of the Exchange Act: None

Check whether the Issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 is an accelerated filer (as defined in rule 12b-2 of the Exchange Act). Yes [ ] No [X]

Common Stock outstanding at June 13, 2005 - 14,907,300 shares of $.001 par value Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE: NONE

FORM 10-QSB

FINANCIAL STATEMENTS AND SCHEDULES
PACIFIC ALLIANCE CORPORATION.

For the Quarter ended March 31, 2005

The following financial statements and schedules of the registrant are submitted herewith:

PART I - FINANCIAL INFORMATION

PART II - OTHER INFORMATION

PACIFIC ALLIANCE CORPORATION
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETs

ASSETS

	March 31, 2005 (unaudited)	December 31, 2004

CURRENT ASSETS		
Cash	$ 973	$ --
TOTAL ASSETS	$ 973	$ --

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES		
Overdraft	$ --	$ 12
Accrued interest	43,668	39,464
Other accrued expenses	18,457	23,106
Advance from officer, note 6	234,388	224,836
Current portion of tax liabilities, note 2	92,398	92,398
Note payable, note 4	20,000	20,000
Notes payable-related parties, note 4	100,757	89,986
TOTAL CURRENT LIABILITIES	509,668	489,802
LONG TERM LIABILITIES		
Tax liabilities, note 2	59,621	59,621
TOTAL LIABILITIES	569,289	549,423
STOCKHOLDERS' DEFICIT		
Common stock, par value $.001, 30,000,000 shares authorized, 14,907,300 and 14,802,300 shares issued and outstanding	14,907	14,802
Additional paid in capital	3,136,514	3,126,119
Accumulated deficit prior to the development stage	(2,632,447)	(2,632,447)
Accumulated deficit during the development stage	(1,087,290)	(1,057,897)
TOTAL STOCKHOLDERS' DEFICIT	(568,316)	(549,423)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 973	$ --

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

PACIFIC ALLIANCE CORPORATION
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS
(unaudited)

	Three	Three	From Inception of the Development Stage,

	Months ended March 31, 2005	Months ended March 31, 2004	December 21, 1995, Through March 31, 2005
SALES	$ --	$ --	$ --
GROSS MARGIN	--	--	--
OPERATING EXPENSES			
Professional fees	(1,387)	(5,000)	(358,825)
Management compensation, note 5	(10,500)	(7,500)	(281,660)
Office expenses, note 6	(1,500)	(1,500)	(48,400)
Other expenses	(5,260)	(11,779)	(114,711)
Taxes	--	--	(26,000)
Interest expense	(10,746)	(12,783)	(235,623)
Loss on investments	--	--	(6,844)
Reorganization fees	--	--	(84,302)
LOSS BEFORE EXTRAORDINARY ITEM	(29,393)	(38,562)	(1,156,365)
EXTRAORDINARY ITEM			
Gain on forgiveness of tax debt, note 7	--	--	69,075
NET LOSS	$ (29,393)	$ (38,562)	$ (1,087,290)
BASIC AND DILUTED NET LOSS PER SHARE	$ (0.00)	$ (0.00)	
WEIGHTED AVERAGE NUMBER OF SHARES	14,803,467	13,287,308	

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

PACIFIC ALLIANCE CORPORATION
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF STOCKHOLDERS' DEFICIT

	Shares of Common Stock	Amount	Additional Paid-in Capital	Accumulated Deficit Prior to December 21, 1995
Balance at December 21, 1995	2,099,125	$ 2,099	$ 884,901	$(2,632,447)
Conversion of trade accounts payable, note 5	1,458,005	1,458	1,456,547	--
Issuance of common stock for cash, note 5	5,000,000	5,000	20,000	--
Issuance of common stock for services, note 5	216,000	216	864	--
Conversion of debt, note 5	300,000	300	14,700	--
Issuance of common stock for IRS claim reduction, note 5	80,078	80	79,998	--
Issuance of common stock, note 5	1,250,000	1,250	248,621	--
Conversion of Management compensation liability, note 5	1,854,292	1,854	183,575	--
Issuance of common stock for consulting services, note 5	337,500	338	33,412	--
Activity from December 21, 1995 through December 31, 2002	--	--	--	--
Balance at December 31, 2002	12,595,000	12,595	2,922,618	(2,632,447)
Net loss for the year ended December 31, 2003	--	--	--	--
Balance at December 31, 2003	12,595,000	12,595	2,922,618	(2,632,447)

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

-5-

PACIFIC ALLIANCE CORPORATION
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF STOCKHOLDERS' DEFICIT

	Shares of Common Stock	Amount	Additional Paid-in Capital	Accumulated Deficit Prior to December 21, 1995	Acc Defi Dece 1
Issuance of common stock for consulting services, note 5	1,250,000	1,250	98,750	--	
Issuance of stock for cash, note 5	100,000	100	19,878	--	
Issuance of Common stock for management compensation expense, note 5	857,300	857	84,873	--	
Net loss for the year ended December 31, 2004	--	--	--	--	(
Balance at December 31, 2004	14,802,300	14,802	3,126,119	(2,632,447)	(1,
Issuance of Common stock for management compensation expense, note 5 (unaudited)	105,000	105	10,395	--	
Net loss for the three months Ended March 31, 2005 (uaudited)	--	--	--	--	
Balance at March 31, 2005 (unaudited)	14,907,300	$ 14,907	$ 3,136,514	$(2,632,447)	$(1,

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

-6-

PACIFIC ALLIANCE CORPORATION
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
(unaudited)

	Three months Ended March 31, 2005	Three months ended March 31, 2004	Fr D 19 Ma

CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	$ (29,393)	$ (38,562)	$
Adjustments to reconcile net loss to net cash used in operating activities:			
Loss on investments	--	--	
Stock issued for services	10,500	--	
Gain on forgiveness on tax debt	--	--	
Change in assets and liabilities			
(Increase) decrease in prepaid expense	--	(500)	
Decrease in accounts receivable	--	--	
Increase (decrease) in accrued expense	(446)	16,283	
Increase in management compensation liability	--	7,500	
Decrease in tax liabilities	--	--	
NET CASH USED IN OPERATING ACTIVITIES:	(19,339)	(15,279)	

(continued)

PACIFIC ALLIANCE CORPORATION
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS (continued)
(unaudited)

	Three months Ended March 31, 2005	Three months ended March 31, 2004	Fr D 19 Ma
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of investments	--	--	
Proceeds from sale of investments	--	--	
NET CASH USED IN INVESTING ACTIVITIES	--	--	
CASH FLOWS FROM FINANCING ACTIVITIES:			
Bank overdraft	(12)	--	
Proceeds from notes payable	--	--	
Repayment of notes payable	--	--	

Proceeds from notes payable related party	10,772	--	
Repayment of notes payable related party	--	--	
Advance from officer	25,210	15,450	
Repayment of advance to officer	(15,658)	--	
Proceeds from issuance of common stock	--	--	
Proceeds from common stock subscription	--	--	
NET CASH PROVIDED BY FINANCING ACTIVITIES	20,312	15,450	
NET INCREASE IN CASH	973	171	
CASH AT BEGINNING OF PERIOD	--	--	
CASH AT END OF PERIOD	$ 973	$ 171	$
Supplementary disclosures:			
Interest paid in cash	$ 6,543	$ 500	$

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

PACIFIC ALLIANCE CORPORATION
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2005

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Going Concern

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at March 31, 2005 and for all periods presented have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2004 audited financial statements. The results of operations for the period ended March 31, 2005 are not necessarily indicative of the operating results for the full year.

Pacific Alliance Corporation (the "Company"), whose name was changed from Pacific Syndication, Inc. in 1997, was originally incorporated in December 1991 under the laws of the State of Delaware. It also became a California corporation in 1991. Pacific Syndication, Inc. was engaged in the business of videotape duplication, standard conversion and delivery of television programming. In 1994, Pacific Syndication, Inc. merged with Kaiser Research, Inc.

The Company filed a petition for Chapter 11 under the Bankruptcy Code in June 1995. The debtor in possession kept operating until December 21, 1995, when all assets, except cash and accounts receivable, were sold to a third party, Starcom. The purchaser assumed all post-petition liabilities and all obligations collateralized by the assets acquired.

In 1997, a reorganization plan was approved by the Bankruptcy Court, and the remaining creditors of all liabilities subject to compromise, excluding tax claims, were issued 1,458,005 shares of the Company's common stock in March 1998, which corresponds to one share for every dollar of indebtedness. Each share of common stock issued was also accompanied by an A warrant and a B warrant (see note 5). The IRS portion of tax liabilities was payable in cash by quarterly installments (see note 2). Repayment of other taxes is still being negotiated.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realizations of assets and the satisfaction of liabilities in the normal course of business. As shown in the March 31, 2005 financial statements, the Company did not generate any revenue, and has a net capital deficiency. These factors among others may indicate that the Company will be unable to continue as a going concern for a reasonable period of time. For the three months ended March 31, 2005, the Company funded its disbursements using loans from an officer.

The financial statements do not include any adjustments relating to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Company is no longer operating, and will attempt to locate a new business (operating company), and offer itself as a merger vehicle for a company that may desire to go public through a merger rather than through its own public stock offering.

Cash Flows

For purposes of the statements of cash flows, the Company considers all highly liquid debt instruments with maturity of three months or less to be cash equivalents.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Fair Value of Financial Instruments

The carrying amount of the Company's financial instruments approximate fair value.

Earnings Per Share

The Company adopted Statement of Financial Standards ("SFAS") No. 128 for the calculation of earnings per share. This SFAS was issued in February 1997, and supersedes APB Opinion No. 15 previously applied by the Company. SFAS No. 128 dictates the calculation of basic earnings (loss) per share and diluted earnings (loss) per share. The Company's diluted loss per share is the same as the basic loss per share for the three months ended March 31, 2005 and 2004.

New Accounting Pronouncements

During the year ended December 31, 2004, the Company adopted the following accounting pronouncements which had no impact on the financial statements or results of operations:

- SFAS No. 143, Accounting for Asset Retirement Obligations;
- SFAS No.145, Recision of FASB Statements 4, 44, and 64, amendment of Statement 13, and Technical Corrections;
- SFAS No. 146, Accounting for Exit or Disposal Activities;
- SFAS No. 147, Acquisitions of certain Financial Institutions; and
- SFAS No. 148, Accounting for Stock Based Compensation.
- SFAS No.149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities;
- SFAS No.150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity

In addition, during the year ended December 31, 2004, FASB Interpretations No. 45 and No. 46, along with various Emerging Issues Task Force Consensuses (EITF) were issued and adopted by the Company and had no impact on its financial statements.

These newly issued accounting pronouncements had no effect on the Company's current financial statements and did not impact the Company.

2. TAX LIABILITIES

The Company owes back taxes to the IRS, California State Board of Equalization and other tax authorities. The IRS portion of tax liabilities, $92,398, bears interest at 9%, and was payable in quarterly installments of $11,602, final payment due in January 2002. Several payments have not been made and the Company is renegotiating the payment terms. In 2000, the Company entered into a settlement agreement with California EDD, which reduced their claim by $69,075, to $7,600, which was paid in 2001 (see note 7). Other tax claim repayment schedules have not yet been set.

3. INCOME TAXES

The Company has loss carryforwards available to offset future taxable income. The total loss carryforwards at December 31, 2004 are estimated at approximately $1,150,000 and expire between 2013 and 2024. Loss carryforwards are limited in accordance with the rules of change in ownership. A valuation allowance is recorded for the full amount of deferred tax assets of approximately $391,000, which relates to these loss carryforwards, since future profits are indeterminable. The valuation allowance increased by $27,400 during the year ended December 31, 2004.

4. NOTES PAYABLE

During the year 2002, the Company obtained a loan of $20,000 from a third party. The new loan bears interest at 10%, is due on demand, and was still outstanding at March 31, 2005.

Notes payable to minority shareholders amounted to $100,757 at March 31, 2005 and $89,986 at December 31, 2004. These notes bear interest at 10% and are due on demand.

5. COMMON STOCK AND WARRANTS

On May 28, 1997, a reorganization plan was approved by the Bankruptcy Court. As a result, existing shares of the Company were reverse split 1-for-6 and pre-bankruptcy creditors were issued 1,458,005 shares of Company's common stock. On November 13, 1997, an additional 5,000,000 shares of common stock were issued (after reverse split) to an officer of the Company in return for proceeds of $25,000 ($.005 per share).

5. COMMON STOCK AND WARRANTS (Continued)

In accordance with the reorganization plan, the pre-bankruptcy creditors were also issued 1,458,005 class "A" warrants and 1,458,005 class "B" warrants. The class "A" warrants allowed the purchase of a share of common stock at an exercise price of $2.50 per share. The "A" warrants expired in June 2000 and none were exercised. The class "B" warrants allowed the purchase of a share of common stock at an exercise price of $5.00 per share, and the warrants expired in June 2002, and none were exercised.

In May and June 1998, the Company issued 16,000 and 200,000 shares of common stock respectively, for professional services received from non-related individuals. These shares were valued at $0.005 per share.

In June 1998, the IRS applied a personal tax refund from a former officer of the Company against the Company's tax liability, reducing it by $80,078. In accordance with an agreement between the management and the former officer, 80,078 shares of common stock were issued to the former officer in exchange for the loss of his personal tax refund.

In February 2000, the Company issued 300,000 shares to an officer for repayment of $15,000 in advances the officer loaned to the Company and accrued interest.

In May 2000, the Company issued 150,000 shares for repayment of consulting services rendered to the Company from a former officer. These shares were valued at $0.10 per share.

Pursuant to the provisions of the modified joint plan of reorganization, Pacific Alliance Corporation compensates its management on an hourly basis at $75 per hour for the time actually devoted to the business of the Company. Payment for services is made through issuance of shares of common stock until such time as the Company's net worth reaches $350,000. According to the modified joint plan of reorganization, the stock issued for services shall be valued at $0.10 per share. During the year ended December 31, 2000, the Company issued 1,666,801 shares of common stock for accrued compensation, and in June 2002, the Company issued an additional 187,491 shares of common stock.

-12-

PACIFIC ALLIANCE CORPORATION
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2005

5. COMMON STOCK AND WARRANTS (Continued)

In October 2001, the Company entered in to an agreement under which PIL S.A., would make a capital infusion and bring in new majority shareholders. At December 31, 2002, 1,250,000 shares of stock were issued to PIL S.A. for the $249,871 that had been received from PIL S.A. in previous quarters as subscription of shares of common stock. At June 30, 2004 50,000 shares for an additional subscription of $9,978 received in previous quarters were issued to PIL S.A. In June 2002, PIL S.A. elected to convert a loan with balance of $10,000 into 50,000 shares of common stock. At June 30, 2004 the 50,000 shares were issued. The Company does not anticipate the transaction with PIL S.A. will be completed according to the terms of the agreement.

In September 2002, the Company issued 187,500 shares of its common stock for consulting services received from a non-related individual. The shares were valued at $0.10 per share.

At December 31, 2003, the Company had $50,000 of management compensation accrued. The corresponding 500,000 shares of common stock were issued at December 31, 2004. In December 2003 the Company also accrued $12,500 of consulting fees, which was paid with 1,250,000 shares of common stock by December 2004.

6. RELATED PARTY TRANSACTIONS

An officer of the Company advanced $25,210 to the Company during the three months ended March 31, 2005. The Company repaid $15,658 during the three months ended March 31, 2005. These advances bear interest at 10% and have no maturity date. The balance of advances was $234,388 at March 31, 2005.

During the quarter ended March 31, 2002, the Company passed a resolution to pay rent, office and secretarial services to a stockholder of the Company at a rate of $500 per month. These charges were retroactive to July 1997, subsequent to the date of approval of the reorganization plan by the Bankruptcy court. As such, $1,500 was recorded as expense during the periods ended March 31, 2005 and 2004.

In accordance with the modified joint plan of reorganization, management is compensated on an hourly basis at a rate of $75 per hour. Such compensation is made through issuance of common stock (see note 5). Management compensation amounted to $10,500 for the three months ended March 31, 2005. There was an accrued balance of $50,000 at December 31, 2003 with respect to management compensation. The corresponding 500,000 shares of common stock were issued at December 31, 2004.

7. EXTRAORDINARY ITEM

On December 19, 2000, the Employment Development Department of California (EDD) accepted an "Offer in Compromise" in the amount of $7,600 to satisfy in full, all outstanding liabilities due to the EDD by Pacific Alliance Corporation. The balance of the liabilities was $76,675 and an extraordinary gain of $69,075 was recognized. The settlement amount was paid in January 2001.

ITEM 2
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

Pacific Alliance Corporation (the "Company") is a Delaware corporation which is currently inactive. The Company was previously engaged in the business of distributing television programming. On September 23, 1995, the Company filed for protection under Chapter 11 of the United States Bankruptcy Code (Case No. BK. No. SV 95-14737 KL). On May 28, 1997 (the "Confirmation Date"), the United States Bankruptcy Court for the Central District of California Confirmed the Company's Modified Plan of Reorganization (the "Plan") and First Amended Disclosure Statement (the "Disclosure Statement"). The Effective Date of the Plan was September 8, 1997. On February 23, 2000, United States Bankruptcy Judge entered a "Final Decree Order Pursuant to Bankruptcy Code Section 350", and thereby issued a final decree closing the bankruptcy case. The claim by the Internal Revenue Service was not discharged by the Final Decree Order.

History

The Company was organized on April 22, 1986 under the laws of the State of Utah under the name of Kaiser Research, Inc. On December 2, 1994, the Company changed its domicile from the State of Utah to the State of Delaware through a reincorporation merger. In order to effect the reincorporation merger, the Company formed a wholly-owned subsidiary under Delaware law under the name of PACSYND, Inc. After the change of the Company's domicile, it acquired a privately held corporation ("Private PSI") in a merger transaction, and in connection therewith, the Company's name was changed to Pacific Syndication, Inc.

After the acquisition of Private PSI in December 1994, and prior to its filing of a Petition under Chapter 11, the Company was engaged in the business of transmitting television programming to television stations and others via satellite or land deliveries on behalf of production companies, syndicators and other distributors of television programming. Although the Private PSI was not the survivor of the Merger, and did not exist after the Merger, pursuant to the accounting requirements of the Securities and Exchange Commission the Merger was treated as a "reverse merger" and, solely for accounting purposes, Private PSI was deemed to be the survivor.

Private PSI was formed under the laws of the State of Delaware in November 1991. Private PSI was formed to engage in the business of providing a variety of television industry related services to its clients. Such services included, but were not limited to, video tape duplication, standards conversion and delivery of television programming by way of conventional carriers (such as UPS, Airborne and Federal Express) and by satellite or fiber optic transmission.

Private PSI provided its clients (primarily television producers, programmers and syndicators) with several related but different services, including distribution of syndicated programming to television stations, program mastering and standards conversion, infomercial customization and delivery, master tape and film storage, library distribution services and video integration and delivery services. Private PSI developed its own tape tracking and vault library management system and a system for infomercial customization and voice-over integration.

From its inception, Private PSI was undercapitalized. It funded its initial operations through the factoring of its accounts receivable. The Company was unable to commence operations in the television programming services business and ultimately, substantially all of its assets were sold and it discontinued its operations.

-14-

Chapter 11 Plan of Reorganization

On September 23, 1995, the Company filed a Petition under Chapter 11 of the U.S. Bankruptcy Code. As of December 1995, the Company had sold most of its assets, reduced its debt and terminated its operations. By that date, there was no trading market in the Company's securities. In 1996, Troika Capital, Inc. ("Troika"), a Utah corporation, agreed to assist the Company in developing a Plan of Reorganization which would provide the Company, its shareholders and creditors with at least a possibility of recouping all or some of their investment in the Company or the debts owed to them by the Company. Troika is a privately-owned Utah corporation which has been involved in various company formations, mergers and financings.

Mark A. Scharmann, the President of Troika, and now the President of the Company, and his affiliates, were shareholders of the Company and creditors of the Company at the time the Company commenced its bankruptcy proceeding. Mr. Scharmann was a founder of the Company in 1986 and was an original shareholder of the Company. At the time the Company acquired Private PSI, he resigned as an officer and director of the Company but remained a shareholder and later became a creditor of the Company. Many of the investors in the Company are friends and acquaintances of Mr. Scharmann. The Company believed that if it were to liquidate, there would be a total loss to creditors and shareholders. Because of his own equity and debt investment in the Company, and his relationship with other shareholders and creditors of the Company, Mr. Scharmann agreed, through Troika, to develop a business plan for the Company and to attempt to assist the Company in carrying out such plan.

The Plan of Reorganization developed for the Company by Troika was essentially as follows:

1. Eliminate all non-tax liabilities of the Company through the conversion of debt into equity.

2. Replace the current officers and directors of the Company with new management. The new management includes the following: Mark Scharmann, Dan Price and David Knudson.

3. File all required Securities and Exchange Commission reports which may be necessary to bring the Debtor current in its filing requirements under Section 15(d) of the 1934 Act. File all SEC reports which become due in the future.

4. File any tax returns which are in arrears and file all required tax

returns and reports which become due in the future.

5. Use existing cash of the Company to pay quarterly tax payments and for working capital.

6. Prepare and bring current, the financial statements of the Company

7. Attempt to raise additional cash to be used to fund quarterly tax payments and for working capital.

8. Locate a private-company which is seeking to become a public company by merging with the Company.

9. Assist the Company in completing any merger which is located and which the Board of Directors deems appropriate.

10. Assist the post-merged company with shareholder relations, financial public relations and with attempts to interest a broker-dealer in developing a public market for the Company's common stock so that the Company's shareholders (including creditors whose debt was converted into shares of the Company's common stock) may ultimately have an opportunity to liquidate their shares for value in market or in privately negotiated transactions.

The Plan and Disclosure Statement was confirmed by the Bankruptcy Court on May 28, 1997. The Effective Date of the Plan was September 8, 1997. Subsequent to the Effective Date of the Plan, the Company filed monthly "Debtor in Possession Interim Statements" and "Debtor in Possession Operating Reports" with the Office of the United States Trustee. On February 23, 2000, the Bankruptcy Court Judge entered a Final Decree Order closing the Bankruptcy case of the Company.

Post Confirmation Date Activities

Since the Confirmation of the Plan of Reorganization the following have occurred:

1. Pre-Confirmation Date non-tax debt in the amount of approximately $1,458,000 was converted into 1,458,005 shares of the Company common stock.

2. The Company completed its audited financial statements for the years ended December 31, 1996 through 2004.

3. Tax liabilities to the Internal Revenue Service of approximately $269,093 had been reduced to $92,398 as of March 31, 2005.

4. Liabilities with respect to other tax authorities amounted to approximately $59,621 as of March 31, 2005.

5. The Company effected a 1-for-6 reverse split of its issued and outstanding common stock in order to establish a more desirable capital structure for potential merger partners.

6. The Company changed its name to Pacific Alliance Corporation.

7. The Company obtained the preliminary agreement of a registered-broker to make a market in the Company's common stock.

8. The Company filed an application for approval of secondary trading

in its common stock with the Division of Securities of the State of Utah. An Order Granting such application was issued by the Utah Division of Securities.

9. The Company prepared and filed a Form 10-KSB for the years ended December 31, 1997 through December 2004, and all required Forms 10-QSB.

Financial Condition

Total assets at March 31, 2005 were $973. As of December 31, 2004, the Company had no assets and liabilities $549,423.

The Company's total liabilities as of March 31, 2005 were $569,289. The Company's liabilities include, but are not limited to, $234,388 loans from officers, $43,668 accrued interest, $152,019 attributed to tax liabilities, and $120,757 loans payable.

It is likely that the Company will be required to raise additional capital in order to attract any potential acquisition partner but there can be no assurance that the Company will be able to raise any additional capital. It is also likely that any future acquisition will be made through the issuance of shares of the Company's common stock which will result in the dilution of the percentage ownership of the current shareholders.

Results of Operations

The Company has generated no revenues since the Confirmation Date of its Bankruptcy Reorganization. The Company will not generate any revenues, if ever, until and unless it merges with an operating company or raises additional capital for its own operations. There can be no assurance that either of such events will happen.

The Company had a net loss of $29,393 for the three months ended March 31, 2005. This compares to a net loss of $38,562 for the three months ended March 31, 2004. The Company's expenses for the quarter ended March 31, 2005 consisted of management compensation, professional fees, interest and other expenses.

Plan of Operation

The Company's current business plan is to serve as a vehicle for the acquisition of, or the merger or consolidation with another company (a "Target Business"). The Company intends to utilize its limited current assets, equity securities, debt securities, borrowings or a combination thereof in effecting a Business Combination with a Target Business which the Company believes has significant growth potential. The Company's efforts in identifying a prospective Target Business are expected to emphasize businesses primarily located in the United States; however, the Company reserves the right to acquire a Target Business located primarily elsewhere. While the Company may, under certain circumstances, seek to effect Business Combinations with more than one Target Business, as a result of its limited resources the Company will, in all likelihood, have the ability to effect only a single Business Combination.

The Company may effect a Business Combination with a Target Business which may be financially unstable or in its early stages of development or growth. To the extent the Company effects a Business Combination with a financially unstable company or an entity in its early stage of development or growth (including entities without established records of revenue or income), the Company will become subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, to the extent that the Company effects a Business Combination with an entity in an industry characterized by a high level of risk, the Company will become subject to the currently unascertainable risks of that industry. An extremely high level of risk frequently characterizes certain industries which experience rapid growth. Although management will endeavor to evaluate the risks inherent in a particular industry or Target Business, there can be no assurance that the Company will properly ascertain or assess all risks.

Other Matters

In October, 2001, the Company entered into an agreement with PIL S.A., a Switzerland Corporation, under which PIL S.A. would move to increase the company's capital and bring in new majority shareholders. At December 31, 2002, the Company issued 1,250,000 shares of common stock to PIL S.A. for $249,871 that had been previously deposited by PIL S.A. with the Company. In September 2002, PIL S.A. elected to convert a $10,000 loan into 50,000 shares of the Company's common stock. Another subscription of 50,000 shares for $9,978 was also made by PIL S.A. These shares were issued during the quarter ended June 30, 2004. The Company does not anticipate the transaction with PIL S.A. will be completed according to the terms of the agreement.

The Company will not effect any merger unless it first obtains approval from its shareholders. In connection with obtaining shareholder approval of a proposed merger, the Company will distribute a Proxy, Notice of Meeting of Stockholders and Proxy Statement which contains information about the proposed acquisition transaction. Such information will likely include audited financial statements and other financial information about the acquisition target which meets the requirements of Form 8-K as promulgated under the Securities Exchange of 1934, as amended, resumes of potential new management, description of potential risk factors which shareholders should consider in connection with their voting on the proposed acquisition and a description of the business operations of the acquisition target.

Troika and its affiliate will vote all of their shares of the Company's common stock for or against any merger proposal in the same ratio which the shares owned by other shareholders are voted. This will permit other shareholders to be able to effectively determine whether the Company acquires any particular Operating Company. The merger will be effected only if a majority of the other shareholders attending the meeting of shareholders in person and/or by proxy, vote in favor of such proposed merger. The shares of Troika and its affiliates will be included for purposes of determining whether a quorum of shareholders is present at the meeting.

ITEM 3. CONTROLS AND PROCEDURES
EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Based on their evaluations as of March 31, 2005, the principal executive officer and principal financial officer of the Company have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act) are effective to ensure that information required to be disclosed by the Company in reports that the Company files or submits under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC.

(b) Changes in Internal Controls

There were no significant changes in the Company's internal controls over financial reporting or in other factors that could significantly affect these internal controls subsequent to the date of their most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

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

None.

Item 3. Defaults by the Company on its Senior Securities.

None.

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

No matter was submitted to a vote of the Company's security holders for the quarter ended March 31, 2005.

Item 5. Other Information.

-18-

Item 6. Exhibits.

31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

SIGNATURE

In accordance with the requirements of the Exchange Act, the Company has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: June 13, 2005

PACIFIC ALLIANCE CORPORATION

By /s/ Mark A. Scharmann

President/Principal Executive Officer

By /s/ David Knudson

Principal Financial Officer