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

FORM 10-Q/A

(Amendment No. 1)
(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: September 30, 2010

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

Commission file number: 000-50021

INTERLINK-US-NETWORK, LTD.
(Exact name of registrant as specified in its charter)

California	**95-4642831**
(State or other jurisdiction of Incorporation organization)	(I.R.S. Employer Identification No.)

575 Underhill Blvd, Suite 125, Syosset, NY 11791
(Address of principal executive offices) (Zip Code)

(516) 584-2110
(Registrant's telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all documents and reports required to be filed by Sections 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 filings for the past 90 days. **YES** ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer	☐		Accelerated filer	☐
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ **No** ☒

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of December 17, 2010, the number of the Company's shares of no par value common stock outstanding was 23,677,836.

EXPLANATORY NOTE

This Form 10-Q/A (“Amendment No. 1”) amends the Registrant’s Quarterly Report on Form 10-Q for the period ended September 30, 2010, filed with the Securities and Exchange Commission on November 22, 2010 (the “Original Report”). This Amendment No. 1 is being filed after our auditor’s quarterly review on Form 10-Q for the period ended September 30, 2010.

IN DEX

PART I - FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

INTERLINK-US-NETWORK, LTD.
BALANCE SHEETS
SEPTEMBER 30, 2010 AND DECEMBER 31, 2009

	(Unaudited) September 30, 2010	(Audited) December 31, 2009
ASSETS		
CURRENT ASSETS		
Cash in bank	$ -	$ 1,268
Due from VeriGreen, LLC	279,900	-
Prepaid expenses	-	6,357
TOTAL CURRENT ASSETS	279,900	7,625
PROPERTY AND EQUIPMENT, NET OF ACCUMULATED DEPRECIATION	12,435	22,939
OTHER ASSETS		
Security deposits	11,995	11,995
TOTAL ASSETS	$ 304,330	$ 42,559
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
CURRENT LIABILITIES		
Bank overdraft	$ 742	$ -
Accounts payable	329,487	875,455
Accrued liabilities	102,293	160,958
Due to VeriGreen, LLC	21,252	-
Legal settlement, current portion	37,500	37,500
Advances from related parties	834,307	878,013
Notes payable, related party	248,762	248,762
Notes payable, other	740,888	653,536
TOTAL CURRENT LIABILITIES	2,315,231	2,854,224
LONG-TERM LIABILITIES		
Legal settlement, net of current portion	150,000	178,125
STOCKHOLDERS' (DEFICIT)		
Preferred stock, Series A		
Authorized - 30,000 shares, $0.001 par value		
Issued and outstanding - 22,546 and 12,546 shares at September 30, 2010 and December 31, 2009, respectively	23	13
Additional paid in capital, preferred stock, series A	619,356	369,466
Preferred stock, Series B		
Authorized – 500,000 shares, no par value		
Issued and outstanding – No shares at September 30, 2010 and 10,000 shares at December 31, 2009	-	90,000
Common stock		
Authorized 100,000,000 shares, no par value		
Issued and outstanding – 12,966,248 shares at September 30, 2010 and 10,145,987 shares at December 31, 2009	7,689,670	7,524,993
Common stock owed but not issued, 20,000 shares at September 30, 2010 and no shares at December 31, 2009	90,000	-
Accumulated (deficit)	(10,559,950)	(10,974,262)
TOTAL STOCKHOLDERS' (DEFICIT)	(2,160,901)	(2,989,790)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	$ 304,330	$ 42,559

The accompanying notes are an integral part of the unaudited financial statements

INTERLINK-US-NETWORK, LTD.

STATEMENTS OF OPERATIONS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009

	(Unaudited) Three months ended September 30, 2010	(Unaudited) Three months ended September 30, 2009	(Unaudited) Nine months ended September 30, 2010	(Unaudited) Nine months ended September 30, 2009
SALES				
LICENSING – ENCORE JOINT VENTURES, L.P.	$ -	$ -	$ 9,912	$ 100,000
COST OF SALES	2,522	-	6,464	59,097
GROSS PROFIT (LOSS)	(2,522)	-	3,448	40,903
OPERATING EXPENSES				
CONSULTING FEES	2,250	38	2,250	13,963
RESEARCH AND DEVELOPMENT	-	26,258	-	153,406
LEGAL EXPENSES	8,440	38,405	17,140	240,183
RENT EXPENSES	(14,329)	63,999	14,808	183,495
GENERAL AND ADMINISTRATIVE EXPENSES	(35,907)	105,309	56,035	389,393
TOTAL (INCOME)EXPENSES	39,546	234,009	90,233	980,440
OPERATING INCOME (LOSS)	37,024	(234,009)	(86,785)	(939,537)
OTHER INCOME (EXPENSE)				
Acquisition costs	(20,178)	-	(20,178)	-
Interest expense	(54,890)	(8,597)	(95,817)	(27,563)
Legal settlement	-	(225,000)	-	(245,000)
Loss on impairment of assets	-	-	-	(700,909)
Gain on extinguishment of accounts payable	617,092	-	617,092	-
TOTAL OTHER INCOME (EXPENSE)	542,024	(233,597)	501,097	(973,472)
NET INCOME (LOSS)	$579,048	$ (467,606)	$ 414,312	$(1,913,009)
NET INCOME (LOSS) PER COMMON SHARE				
BASIC	$ 0.05	$ (0.07)	$ 0.04	$ (0.31)
DILUTED	$ 0.02	N/A	$ 0.02	N/A
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
BASIC	12,817,383	6,359,232	11,055,725	6,188,720
DILUTED	31,598,201	N/A	21,506,543	N/A

The accompanying notes are an integral part of the unaudited financial statements

INTERLINK-US-NETWORK, LTD.

STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009

	Nine months ended September 30,	
	2010 (Unaudited)	**2009** (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss) from operations	$ 414,312	$ (1,913,009)
Adjustments to reconcile net (loss) to net cash (used) by operating activities:		
Depreciation	10,504	11,466
Interest expense related to notes payable	25,000	-
Acquisition costs	20,178	-
Interest from beneficial conversion on convertible note payable	38,750	-
Common stock issued for accounting and consulting services	11,250	-
Gain on extinguishment of accounts payable	(617,092)	-
Impairment of assets	-	700,909
Changes in operating assets and liabilities:		
Prepaid expenses	6,357	15,108
Accounts payable	92,376	378,052
Accrued liabilities	(58,665)	17,201
Legal settlement payable	(28,125)	225,000
NET CASH (USED) FROM OPERATING ACTIVITIES	(85,156)	(565,273)
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Bank overdraft	742	-
Sale of preferred stock, series B, for cash	-	90,000
Sale of common stock for cash	57,000	-
Proceeds, net of repayments from related parties	(43,706)	-
Proceeds from convertible note payable	77,500	-
Proceeds from loan payable, other	-	400,172
Repayment of notes payable, other	(7,648)	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	83,888	490,172
NET (DECREASE) IN CASH	(1,268)	(75,101)
CASH BALANCE, AT BEGINNING OF PERIOD	1,268	84,856
CASH BALANCE, AT END OF PERIOD	$ -	$ 9,755
SUPPLEMENTARY DISCLOSURE OF CASH FLOW INFORMATION		
CASH PAID DURING THE PERIOD FOR:		
Interest	$ 7,488	$ 27,563
NON-CASH FINANCING ACTIVITIES		
Interest from beneficial conversion of convertible note payable	$ 18,958	$ -
Impairment of assets	$ -	$ 700,909
Increase in stockholders' equity from discount on convertible note payable	$ 38,750	$ -
Common stock issued for accounting and consulting services	$ 11,250	$ -
Common stock issued for amendment of convertible note	$ 7,500	$ -
Common stock issued to former majority shareholders	$ 20,178	$ -
Common stock issued to VeriGreen LLC	$ 30,000	$ -
Preferred stock issued to VeriGreen LLC	$ 249,900	$ -

The accompanying notes are an integral part of the unaudited financial statements

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The accompanying financial statements of Interlink-US-Network, Ltd (the "Company") have been prepared in accordance with generally accepted accounting principles for interim financial statements and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and disclosures required for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The financial statements as of September 30, 2010 and for the periods ended September 30, 2010 and September 30, 2009 are unaudited. The results of operations for the interim periods are not necessarily indicative of the results of operations for the year end. These financial statements should be read in conjunction with the consolidated financial statements and related footnotes included thereto in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

The interim financial statements of Interlink-US-Network, Ltd. do not include some of the information necessary to obtain a complete understanding of the financial data.. Management believes that the financial statements are accurate and free from material errors. Management believes that all adjustments necessary for a fair presentation of results have been included in the unaudited financial statements for the interim period presented. Operating results for the nine months ended September 30, 2010 are not necessarily indicative of the results that may be expected for the year ended December 31, 2010. Accordingly, your attention is directed to footnote disclosures found in December 31, 2009 Annual Report and particularly to Note 1, which includes a summary of significant accounting policies.

Nature of Business

On August 22, 2007, Interlink-US-Network, Ltd. changed its business operations to the marketing and sale of its exclusive line of devices and services for the distribution of entertainment video, 2WayTV (videophone) and internet access. Among its hardware products is the SDI-2 wireless video distribution point for surveillance, remote data and entertainment video including 1080P High Definition Video. Also among the Company's hardware products is the FRED, a set top unit that enables all of the Company's services in the home and at the office. The Company continues to use its previously developed technology for the distribution of Video on Demand. This service is being integrated into the new line of equipment as well, using existing servers that provide on-line purchasing interfaces with major credit card services and real time delivery of video. There have been no sales of products in the three months ended September 30, 2010. (See Note 9.)

Basis of Presentation – Going Concern

The Company's financial statements have been prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America. These principles contemplate the realization of assets and liquidation of liabilities in the normal course of business.

These financial statements are presented on the basis that the Company is a going concern. Going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable length of time. The following factors raise substantial doubt as to the Company's ability to continue as a going concern:

A. The Company has accumulated a deficit of $10,559,950 since inception.

B. The Company has a working capital deficit of $2,035,331.

C. The Company continues to incur operating losses.

NOTE 2 NOTES PAYABLE, OTHER

On January 6, 2010, the Company entered into a Securities Purchase Agreement providing for the issuance of a 9 Month Convertible Note in the principal amount of $50,000. The Company must reserve an initial amount of 4,000,000 shares of its common stock, which is to be convertible on October 6, 2010. The note bears interest at a rate of 8% and may not be prepaid without the written consent of the holder. The note will be converted into shares based on 50% of the market value, which is determined based on the lowest three trading prices during the ten day trading period ending one day prior to the date the Conversion Notice is sent by the holder to the Company, The Company recorded a $25,000 discount related to this beneficial conversion feature, and is amortizing the discount over the term of the loan and is included in interest expense in the accompanying statement of operations. On August 6, 2010, the holder converted $7,500 of the principal note amount into 104,675 shares of our common stock at a price per share of $0.07.

On May 4, 2010, the Company entered into a Securities Purchase Agreement providing for the issuance of a 9 Month Convertible Note in the principal amount of $27,500. The note will be converted into shares based on 50% of the market value, which is determined based on the lowest three trading prices during the ten day trading period ending one day prior to the date the Conversion Notice is sent by the holder to the Company,. The note bears interest at a rate of 8% and may not be prepaid without the written consent of the holder. The Company recorded a $13,750 discount related to this beneficial conversion feature, and is amortizing the discount over the term of the loan and is included in interest expense in the accompanying statement of operations..

In October of 2010, the Company and the note holder of the two above referenced notes amended the notes as follows : (i) the Company has the right to prepay the note before maturity and (ii) the note is not convertible into shares of the Company. In exchange for the amendment, the Company is required to pay an additional $25,000, which the Company recorded as interest expense. The Company recorded the remaining $19,072 of discounts from the original notes to beneficial interest expense, which is included in interest expense in the accompanying statement of operations for the three and nine month period ended September 30, 2010.

Included in notes payable, other is $ 645,888 of notes to the Small Business Administration loan with Comerica Bank participation, that the Company received $900,000 of proceeds in July of 2000. This loan is currently in default.

NOTE 3 PREFERRED STOCK, SERIES A

During 2009, Jump Communications exercised its rights to convert a portion of its shares of Series A convertible Preferred Stock to our Common Stock. Jump converted 5,207 shares of Series A Convertible Preferred Stock into 4,388,807 shares of Common Stock.

In July of 2010, the Company issued 10,000 shares of Series A convertible preferred stock to the VeriGreen Group LLC in connection with the purchase agreement, which was in exchange for certain assets of VeriGreen. The Company recorded the value of the shares as of the date of purchase of $249,900 and since the assets were not transferred as of September 30, 2010 the Company recorded a receivable from VeriGreen for $249,900.

As of September 30, 2010, there are 22,546 shares of Series A convertible preferred stock outstanding.

NOTE 4 PREFERRED STOCK, SERIES B

During the year ended December 31, 2009, the Company sold 10,000 shares of its Preferred stock, Series B for $100,000. There was $10,000 of expenses related to the sale. Preferred stock, Series B has no par value, has dividend and liquidation preference over common stock, and has no voting rights. Each share of Series B Preferred is convertible into shares of Common stock at a rate of the greater of (a) $6.50 per share of Series B Preferred at the time of conversion or (b) the actual price per share of common stock based on the average trading price of the common stock for the ten days preceding the date of the notice of conversion. The conversion period starts six months after the date of sale and ends after one year. On the one year anniversary of the sale, June 6, 2010, the preferred was automatically converted into 20,000 shares of common, which have not been issued as of September 30, 2010.

There are no shares issued or outstanding as of September 30, 2010.

NOTE 5 COMMON STOCK

During the year ended December 31, 2009, Jump Communications exercised its right to convert a portion of its shares of Series A convertible Preferred Stock to its Common Stock (See Note 3).

On June 6, 2010, the Company converted its Series B convertible Preferred Stock to 20,000 shares of its Common Stock (See Note 4). As of June 30, 2010, these shares have not been issued.

On June 29, 2010, the Company issued 1,025,000 shares of stock, with an aggregate value of $68,250 to three shareholders of the Company. A total of 375,000 shares, with an aggregate value of $11,250, were issued to the shareholders for services performed, and 650,000, with an aggregate value of $57,000, were issued sold for cash and transferred to advances to related parties.

On July 5, 2010, the Company issued 1,000,000 shares of its restricted common stock to VeriGreen Group, LLC in exchange for certain assets in accordance with the purchase agreement. The Company recorded the value of the shares of $30,000 and a due from VeriGreen for $30,000 as the assets were not transferred as of September 30, 2010.

On July 5, 2010, the Company issued 670,586 shares to the former President and Vice President in connection with the purchase agreement. The Company recorded the value of these shares as an acquisition cost for the period ended September 30, 2010.

On August 6, 2010, the Company issued 104,675 shares to a noteholder who converted $7,500 of principal.

As of September 30, 2010 there are 12,966,248 shares of common stock outstanding.

As of September 30, 2010 and 2009, there are 208,333 options outstanding at an exercise price of $45 per share.

NOTE 6 PENDING LITIGATION

In February of 2008, Mr. Kasper, a former officer/director of the Company, filed suit against the Company, directors of the Company, and Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at September 30, 2010 for this contingency.

NOTE 7 LEGAL SETTLEMENT

In March of 2008, Sony ATV filed suit against the Company, its former President and Director Lee Kasper, and unrelated third parties claiming copyright violations in connection with the Company's karaoke business, which was discontinued during prior years. On August 17, 2009, there was a settlement agreement reached for $225,000. The Company is to pay $3,125 per month beginning October 1, 2009 through September 1, 2015. If the Company defaults on the payments, an amount of $500,000, less payments made on the settlement, becomes due on demand by Sony ATV. The balance due at September 30, 2010 was $187,500.

NOTE 8 GAIN ON EXTINGUISHEMENT OF ACCOUNTS PAYABLE

During the nine months ended, the Company had a gain on extinguishment of accounts payable in the amount of $617,092 which consists of forgiveness of outstanding accounts payable due to the expiration of the statute of limitations for debt collection in the state of California.

NOTE 9 VERIGREEN, LLC

Pursuant to the 8-K filed on June 28, 2010, Interlink-US-Network, Ltd. (the "Company," "Interlink," "we," and " us") entered into a series of agreements with The VeriGreen Group, LLC ("VeriGreen" and the "Agreements") pursuant to which the Company agreed to acquire certain assets from VeriGreen including the rights to manufacture, market, sell and distribute permeable pavers under the name Permapave ("Permapave"), and various other assets from VeriGreen in exchange for the issuance of one million shares of our Common Stock and 10 ,000 Series A Preferred Stock to VeriGreen. In addition, our majority shareholder Jump Communications, Inc. ("Jump") agreed to sell all of its shares of our Common Stock and Series A Preferred Stock to VeriGreen, in exchange for a payment of $400,000 plus the assumption of all outstanding liabilities of the Company and to create a new corporate structure to exploit and market our existing businesses as well as new businesses enabled by the Company's acquired assets and technology licenses. Jump has already delivered its shares of Common Stock and Series A Preferred Stock to VeriGreen. We issued VeriGreen shares of Common Stock and convertible shares of Preferred Stock which will convert into a number of common shares that will result in VeriGreen owning 72% of our outstanding shares on a fully diluted basis as of the closing of the VeriGreen Stock Purchase Agreement. Also, in connection with the transaction, the Company issued 335,293 shares of Common Stock to our former Chief Executive Officer (and current Vice President) and 335,293 shares of Common Stock to our former President (and current Vice President). While the VeriGreen Stock Purchase Agreement provide for the completion of certain matters to occur at a later time (namely, the issuance of our stock to VeriGreen and its shareholders, and the completion of the acquisition of Permapave), the parties have since taken the position that the agreements are final, and as such cannot be cancelled or rescinded.

As of the date of this filing, VeriGreen has not transferred assets to the Company. VeriGreen intends to transfer assets as defined in the purchase agreement as soon as practicable. The Company has recorded a receivable from VeriGreen for the value of stock that has been issued of $249,900. In addition, VeriGreen paid $21,252 of the Company’s payables as of September 30, 2010 which as recorded as a liability on the balance sheet.

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

Forward-Looking Statements

In addition to historical information, this Quarterly Report on Form 10-Q contains forward-looking statements. Forward-looking statements involve risks and uncertainties that could and in all likelihood will cause actual results to differ materially. Factors that might cause or contribute to such differences include, but are not limited to, whether the Company can obtain financing as and when needed, competitive pressures, changes in consumer tastes away from the type of products the Company offers, changes in the economy that would leave less disposable income to be allocated to entertainment, the loss of any member of the Company's management team and other factors over which the Company has no control. When used in this report, the words "expects," "anticipates," "intends," " plans," "believes," "seeks," "estimates," and similar expressions are generally intended to identify forward-looking statements. You should not place undue reliance on these forward-looking statements, which reflect the opinion of the Company's management as of the date of this Annual Report. The Company undertakes no obligation to publicly release any revisions to the forward-looking statements after the date of this document. You should carefully review the documents the Company files from time to time with the Securities and Exchange Commission. Throughout the Quarterly Report, the terms the "Company," "Interlink," and words of similar meaning refer to Interlink-US-Network, Ltd.

Management's discussion and analysis of results of operations and financial condition are based upon the Company's financial statements. These statements have been prepared in accordance with accounting principles generally accepted in the United States of America. These principles require management to make certain estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates based on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

BUSINESS HISTORY

Products and Services Offered by the Company

The products and networking technology licensed to or acquired by the Company enable the Company to deliver telecommunication, television, and data services in the form of broadcast quality, bi-directional videophones; unlimited television and internet channels (including video on demand, high definition [1080P HD], and super high definition resolutions; voice over internet protocol (VoIP); and internet access to a broad range of vertical markets.

All of these services are to be made available through a single, inexpensive, user friendly, set top box ("STB") to be manufactured by the Company under its license that acts as the gateway to virtually all currently available communications, entertainment and data services, and "off-the-shelf" equipment (cameras, TVs, microphones and computers) over wired or wireless links (including Digital Subscriber Lines [DSL], cable modem, and private or public networking infrastructure). The STB has been named the "Fred." The Company will manufacture and sell the Fred in a variety of configurations and price points suitable for the full range of today's markets, including corporate, government, small business and the consumer.

The Fred works seamlessly with all network infrastructures and protocols to provide comprehensive services, simplifying operations, and reducing the costs for users. In addition to viewing an unlimited number of entertainment channels, accessing the public internet, and connecting via VoIP, users will be able to hear and see each other in real time on their TV sets or PC's with the same quality that TV programming comes to them, using the low cost Fred and inexpensive broadband connectivity. In providing this simple, inexpensive, bi-directional broadcast quality video, the Company distinguishes its product and service offerings from all others. The Company's service offering further differentiates itself from competitive offerings by empowering each end point on a network to be a video broadcast origination point.

The Fred, and linkage of multiple Fred's (the "Network") through interconnection to public and private networks, makes available a variety of network oriented services that augment and improve services available on the public internet. For instance, the Company's management and billing systems incorporated into the Network enable on demand, "point-to-point" 2WayTV, credit card approvals, VOD, billing for services and events, selection of services and account management. No special connection is needed to connect to the Network; a basic internet connection is sufficient. The interconnection between the Network to both the public internet and the existing national telephone communications switching infrastructure creates a virtually universal system of access for all.

The Company will be acquiring the rights to manufacture, market, sell and distribute permeable pavers under the name Permapave as a result of the transaction discussed in Note 9 to our Financial Statements on page 8.

Equity Incentive Plan

On February 10, 2009, the Company adopted the Interlink-U.S.-Network, Ltd. 2009 Equity Incentive Plan ("The Plan"). The Plan gives the Company the authority to grant and issue up to 2,000,000 shares of common stock to eligible employees and consultants. The grants may come in the form of options to purchase common stock, restricted stock awards or registered stock awards, in the discretion of the Company's board of directors. There were no options or stock granted at September 30, 2010.

Pending Litigation

In February of 2008, Mr. Lee Kasper filed suit against the Company, directors of the Company, and Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at September 30, 2010 for this contingency.

Legal Settlement

In March of 2008, Sony ATV filed suit against the Company, its former President and Director Lee Kasper, and unrelated third parties claiming copyright violations in connection with the Company's karaoke business, which was discontinued during prior years. On August 17, 2009, there was a settlement agreement reached for $225,000. The Company is to pay $3,125 per month beginning October 1, 2009 through September 1, 2015. If the Company defaults on the payments, an amount of $500,000, less payments made on the settlement, becomes due on demand by Sony ATV.

Critical Accounting Policies and Estimates

In consultation with the Company's Board of Directors, the Company identified various accounting principles that it believes are key to understanding the Company's financial statements. These important accounting policies require management's subjective judgments.

Accounting Estimates. Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

Income Taxes. The Company accounts for income taxes in accordance with ASC 740 (Formerly FASB No. 109), which is an asset and liability method of accounting requiring the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of accounting. In assessing whether deferred tax assets will be realized, 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. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

Common Stock Issued for Non-Cash Transactions. It is the Company's policy to value stock issued for non-cash transactions, such as services, at the fair market value of the goods or services received or the consideration granted, whichever is more readily determinable, at the date the transaction is negotiated.

Stock based Compensation. Effective January 1, 2006, the Company adopted ASC 718 (Formerly FASB No. 123(R)), "Share-Based Payment: An Amendment of FASB Statements No. 123 and 95" using the modified prospective method. Under this method, compensation cost is recognized on or after the effective date for the portion of outstanding awards, for which the requisite service has not yet been rendered, based on the grant date fair value of those awards.

Results of Operations

Selected Statement Of Operations Data

Comparison of Nine Month Periods. Summarized in the table below is statement of operations data comparing the nine months ended September 30, 2010 with the nine months ended September 30, 2010:

	Nine Months Ended September 30, 2010	September 30, 2009	Increase/(Decrease)
Net Income (Loss)	$ 414,312	$ (1,913,009)	$ 2,327,321
Net Income (Loss) Per Common Share from operations			
Basic	$ 0.04	$ (0.31)	$ 0.35
Diluted	$ 0.02	N/A	

During the nine months ended September 30, 2010 we had net income of $414,312 compared to a net loss for the nine months ended September 30, 2009 of $1,913,009. During the nine months ended September 30, 2010, we had a gain on extinguishment of accounts payable in the amount of $617, 092, and significantly reduced our expenditures, including research and development, rent and general and administrative. In addition, the Company reversed $60,203 of expenses and reduced the amount due to related parties for personal expenditures. During the nine months ended September 30, 2009 we had a loss on impairment of assets in the amount of $700,909, a legal settlement in the amount of $245,000 and legal fees in the amount of $240,183 associated with that settlement, as well as $153,406 of research and development expenses associated with the development of new products.

Comparison of Three Month Periods. Summarized in the table below is statement of operations data comparing the three months ended September 30, 2010 with the three months ended September 30, 2009:

	Three Months Ended September 30, 2010	September 30, 2009	Increase/(Decrease)
Net Income (Loss)	$ 579,048	$ (467,606)	$ 1,046,654
Net Income (Loss) Per Common Share from operations			
Basic	$ 0.05	$ (0.07)	$ 0.12
Diluted	$ 0.02	N/A	

During the three months ended September 30, 2010 we had net income of $579,048 compared to a net loss for the three months ended September 30, 2009 of $467,606. During the three months ended September 30, 2010, we had a gain on extinguishment of accounts payable in the amount of $617, 092, and significantly reduced our expenditures, including research and development, rent and general and administrative. In addition, the Company reversed $60,203 of expenses and reduced the amount due to related parties for personal expenditures. During the three months ended September 30, 2009 we had a legal settlement in the amount of $225,000 and legal fees in the amount of $38 ,405 associated with that settlement, as well as $26,258 of research and development expenses associated with the development of new products.

Liquidity and Capital Resources

To date, we have financed our operations with cash from our operating activities, a bank line of credit, a Small Business Administration loan, various loans from individuals, cash raised through the sale of our securities or the exercise of options or warrants, and the issuance of our securities to various consultants in payment for their services or to other creditors in satisfaction of our indebtedness to them.

In July 2000, we received a $900,000 Small Business Administration loan with Comerica Bank participation. The interest rate per annum is 2% over prime, and the loan is scheduled to be paid over an 18 year period.

In the past, Mr. Lee Kasper, a director and stockholder of the company advanced funds to the Company as follows:

A. On August 1, 2005, Mr. Kasper advanced funds to produce live music concerts, in the amount of $350,000. The interest rate on the loan is 8% per annum, and the loan was scheduled to be repaid over a 36 month period.

B. In May of 2006, Mr. Kasper advanced the amount of $22,000. There is no interest on the loan, and the loan was due in December 2007.

Each of these transactions is subject to review and scrutiny in connection with counter-claims and cross claims in the lawsuit initiated by Mr. Kasper and independent claims that the Company may choose to litigate in separate actions.

On December 26, 2008, we received a loan from Jump Communications in the amount of $100,000. No due date has been established and the loan is unsecured.

During 2009 and 2010, we received various loans from Jump Communications totaling $376,202. No due date has been established and the loans are unsecured.

During 2009 and 2010, we received various loans from ATTI totaling $370,669. No due date has been established and the loans are unsecured.

On January 6, 2010, the Company entered into a Securities Purchase Agreement providing for the issuance of a 9 Month Convertible Note in the principal amount of $50,000. The Company must reserve an initial amount of 4,000,000 shares of its common stock, which is to be convertible on October 6, 2010. The note bears interest at a rate of 8% and may not be prepaid without the written consent of the holder. The note will be converted into shares based on 50% of the market value, which is determined based on the lowest three trading prices during the ten day trading period ending one day prior to the date the Conversion Notice is sent by the holder to the Company, The Company recorded a $25,000 discount related to this beneficial conversion feature, and is amortizing the discount over the term of the loan and is included in interest expense in the accompanying statement of operations. On August 6, 2010, the holder converted $7,500 of the principal note amount into 104,675 shares of our common stock at a price per share of $0.07.

On May 4, 2010, the Company entered into a Securities Purchase Agreement providing for the issuance of a 9 Month Convertible Note in the principal amount of $27,500. The note will be converted into shares based on 50% of the market value, which is determined based on the lowest three trading prices during the ten day trading period ending one day prior to the date the Conversion Notice is sent by the holder to the Company,. The note bears interest at a rate of 8% and may not be prepaid without the written consent of the holder. The Company recorded a $13,750 discount related to this beneficial conversion feature, and is amortizing the discount over the term of the loan and is included in interest expense in the accompanying statement of operations..

In October of 2010, the Company and the note holder of the two above referenced notes amended the notes as follows : (i) the Company has the right to prepay the note before maturity and (ii) the note is not convertible into shares of the Company. In exchange for the amendment, the Company is required to pay an additional $25,000, which the Company recorded as interest expense. The Company recorded the remaining $19,072 of discounts from the original notes to beneficial interest expense, which is included in interest expense in the accompanying statement of operations for the three and nine month period ended September 30, 2010.

Sources And Uses Of Cash

Summarized in the table below is information derived from our statements of cash flow comparing the nine months ended September 30, 2010 with the nine months ended September 30, 2009:

	Nine Months Ended	
	September 30, 2010	September 30, 2009
Net Cash Provided (Used) By		
Operating Activities	$ (85,156)	$ (565,273)
Investing Activities	-	-
Financing Activities	83,888	490,172
Net Increase (Decrease) in Cash	$ (1,268)	$ (75,101)

Operating Activities

During the nine months ended September 30, 2010, our net income from operations was $414,312. This included the non-cash ite ms o f d epreciation in th e a mount o f $10,504,debt m odification exp ense o f $25,000, acq uisition co sts of $20,178interest from the beneficial conversion on the convertible note payable in the amount of $38,750, the issuance of common stock for accounting and consulting services in the amount of $11,250, and a gain on extinguishment of accounts payable in the amount of $617,092. This was offset by a decrease in changes in operating assets and liabilities of $11,943.

During the nine months ended September 30, 2009, our net loss from operations was $1,913,009, which included the non-cash item of depreciation in t he amount of $11,644, and an impairment of assets in the amount of $700,909. In addition, there was an increase in accounts payable of $378,052 and a legal settlement payable of $225,000.

Investing Activities

During the nine months ended September 30, 2010 and 2009, the Company did not have any investing activities.

Financing Activities

Financing activities for the nine months ended September 30, 2010 provided cash of $83,888. We had a bank overdraft in the amount of $742, the sale of common stock for cash in the amount of $57,000 proceeds from a convertible note payable in the amount of $77,500. We al so had repayments of adva nces from related parties, (net of proceeds of $98,064) in the amount of $43,706 and repayments of notes payable to unrelated parties in the amount of $7,648.

Financing acti vities fo r the nine m onths en ded Sep tember 30 , 2009 pro vided net cash of $49 0,172. We h ad a sale o f preferred st ock, se ries B for cash in t he am ount of $90, 000 and pro ceeds from loan paya ble, ot her in t he am ount of $400,172.

Commitments For Capital Expenditures

At September 30, 2010, we had no commitments for capital expenditures.

Going Concern

The financial statements included in this report are presented on the basis that the Company is a "going concern." Going concern co ntemplates th e realizatio n of assets and the satisfaction of l iabilities in the no rmal co urse of business ov er a reasonable length of time. Our auditors have indicated that the following factors raise substantial doubt as to our ability to continue as a going concern:

- we have an accumulated a deficit of $10,559,950 since inception;
- we have a working capital deficit of $2,315,231; and
- we continue to incur operating losses;

Past Due Accounts Payable

Approximately $250,000 of accounts payable is over 90 days old.

Off-Balance Sheet Arrangements

There are no guarantees, commitments, lease and debt agreements or other agreements that could trigger an adverse change in our credit rating, earnings, cash flows or stock price, including requirements to perform under standby agreements.

Capital Requirements And Available Capital Resources

Our cap ital req uirements will con tinue to be si gnificant. However, si nce we have ceased focusing ou r bu siness on th e production of popular music concerts, the Company's need for cash for that purpose has ended. Our current business focus is on t he m anufacturing, marketing a nd sal es of o ur equi pment and t elecommunications se rvices. Ou r fut ure cas h requirements and the adequacy of available funds will depend on many factors, including the pace at which we expand our manufacturing and sales, our ability to negotiate favorable manufacturing agreements, and whether our sales keep pace with our manufacture of product and network expansion, and the general state of the economy, which impacts the amount of money that may be spent for telecommunications and entertainment.

As of September 30, 2010 we had no cash on hand available and $2,315,231 of a working capital deficit. Cash generated by our current operations is not sufficient to continue our business for the next twelve months. We will need additional financing during the next 12 months to pay our costs and expenses, if they stay at current levels. To the extent it becomes necessary to raise additional cash in the future, we will seek to raise it through the public or private sale of debt or equity securities, funding from joint-venture or strategic partners, debt financing or short-term loans, or a combination of the foregoing. We may also seek to satisfy indebtedness without any cash outlay through the private issuance of debt or equity securities. We cannot provide any assurances that we will be able to secure the additional cash or working capital we may require to expand our business and exploit the Company's products and services.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interlink-US-Network, Ltd. is a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and is not required to provide the information under this Item.

ITEM 4T. CONTROLS AND PROCEDURES

Internal Controls

(a) Evaluation of Disclosure Controls and Procedures. The Company maintains controls and procedures designed to ensure that information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934, as amended ("Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. The Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of September 30, 2010 and have concluded that, as of such date, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported with the time periods specified in the Commission's rules and forms.

(b) Changes in Internal Controls. There were no changes in our internal controls over financial reporting that occurred during the three month period ended September 30, 2010 that have materially affected, or are reasonably like to materially affect, our internal controls over financial reporting.

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, does not expect that the Company's disclosure controls or the Company's internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and may not be detected. We will conduct periodic evaluations of our internal controls to enhance, where necessary, our procedures and controls.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Occasionally the Company is named as a party in claims and legal proceedings arising out of the normal course of the Company's business. These claims and legal proceedings may relate to contractual rights and obligations, employment matters, or to other matters relating to the Company's business and operations.

In February of 2008, Mr. Lee Kasper, a former officer and Director, filed suit against the Company, directors of the Company, and Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at June 30, 2010 for this contingency.

In March of 2008, Sony ATV filed suit against the Company, its former President and Director Lee Kasper, and unrelated third parties claiming copyright violations in connection with the Company's karaoke business, which was discontinued during prior years. On August 17, 2009, there was a settlement agreement reached for $225,000. The Company is to pay $3,125 per month beginning October 1, 2009 through September 1, 2015. If the Company defaults on the payments, an amount of $500,000, less payments made on the settlement, becomes due on demand by Sony ATV. The balance due at September 30, 2010 was $187,500.

ITEM 1A. RISK FACTORS

Interlink-US-Network, Ltd. is a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and is not required to provide the information under this Item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND THE COMPANY USE OF PROCEEDS

During the nine months ended September 30, 2010, the Company entered into the following transactions with respect to its equity securities:

On June 6, 2010, the Company converted 10,000 shares of its Series B Preferred Stock into 20,000 shares of its common stock pursuant to such conversion agreement.

On June 29, 2010, the Company issued 1,025,000 shares of its common stock, with an aggregate value of $68,250 to three shareholders of the Company. A total of 375,000 shares, with an aggregate value of $11,250, were issued to the shareholders for services performed, and 650,000, with an aggregate value of $57,000, were issued for cash and transferred to advances to related parties.

On July 5, 2010, the Company issued 1,670,586 shares of its common stock and 10,000 shares of its Preferred A stock in connection with a purchase agreement with VeriGreen.

On August 6, 2010, the holder of a convertible note in the original principal amount of $50,000 exercised its rights to convert a portion of the note into 104,675 shares of our common stock at a price per share of $0.07.

As of September 30, 2010 there are 12,966,248 shares of common stock outstanding, of which 20,000 shares have not been issued.

As of September 30, 2010, there are 22,546 shares of Series A convertible preferred stock outstanding.

The above securities were issued pursuant to the exemption from registration under Section 4(2) of the Securities Act for transactions not involving a public offering.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. (REMOVED AND RESERVED)

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Description of Exhibit
31.1*	Certificate of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2*	Certificate of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1*	Certificate of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

* Filed herein

SIGNATURES

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

December 20, 2010 **INTERLINK-US-NETWORK, LTD.**

By: /s/ Erica Zalbert
Chief Financial Officer
(Principal accounting
and financial officer)

EXHIBIT 31.1

CERTIFICATION OF
PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, Robert Kondratick, Chief Executive Officer and Principal Executive Officer of Interlink-US-Network, Ltd. (the “Company”), certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of the Company.

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

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

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under the Company’s supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the Company by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under the Company’s supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report the Company’s conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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

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

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

Date: December 20, 2010

By: /s/ Robert Kondratick
Robert Kondratick
Chief Executive Officer (Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF
PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, Erica Zalbert, Chief Financial Officer and Principal Financial and Accounting Officer of Interlink-US-Network, Ltd. (the "Company"), certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of the Company.

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

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

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under the Company's supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the Company by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under the Company's supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report the Company's conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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

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

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

Date: December 20, 2010

By: <u>/s/ Erica Zalbert</u>
Erica Zalbert
Chief Financial Officer (Principal Financial and
Accounting Officer)

EXHIBIT 32.1

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

Each of the undersigned officers of Interlink-US-Network, Ltd. (the "Company") certifies, under the standards set forth and solely for the purposes of 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q-A of the Company for the nine months ended September 30, 2010 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in that form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 20, 2010

/s/ Robert Kondratick

Robert Kondratick
Chief Executive Officer
(Principal executive officer)

Dated: December 20, 2010

/s/ Erica Zalbert

Erica Zalbert
Chief Financial Officer
(Principal financial and accounting officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.