As filed with the Securities and Exchange Commission on September 22, 2011

Registration No. 333-XXXXXX

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

FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

HANOVER PORTFOLIO ACQUISITIONS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

6153
(Primary Standard Industrial Classification Code Number)

45-2552528
(I.R.S. Employer Identification Number)

835 E. Lamar Blvd, 202, Arlington, TX 76011, Tel : (800) 701-1223
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Michael Mann, 835 E. Lamar Blvd, 202, Arlington, TX 76011, Tel : (800) 701-1223
(Name, address, including zip code, and telephone number, including area code, of agent of service)

Copies of communications to:
Frank J. Hariton, Esq.
1065 Dobbs Ferry Road
White Plains, NY 10607
Tel: (914) 674-4373
Fax (914) 693-2963

From time to time after the effective date of this Registration Statement
(Approximate date of commencement of proposed sale to the public)

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: [ ]

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

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [X]
(Do not check if a smaller reporting company)	

CALCULATION OF REGISTRATION FEE

Title of Each Class Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common stock, $0.0001 par value per share	1,541,413 shares	$1.00	$1,541,413	$178.96

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457(a) and (o) of the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

The information contained in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, Dated September 22, 2011

1,541,413 SHARES

HANOVER PORTFOLIO ACQUISITIONS, INC.

COMMON STOCK

As of September 22, 2011, we had 4,534,870 shares of our common shares outstanding.

This is a resale prospectus for the resale of up to 1,541,413 shares of our common stock by the selling stockholders listed herein. We will not receive any proceeds from the sale of the shares.

Our common stock is not traded on any public market and we have not yet signed an agreement with any broker dealer to apply to have our common stock quoted on the Over the Counter Bulletin Board ("OTCBB") maintained by the Financial Regulatory Authority (“FINRA”). We plan on signing agreements with a broker dealer sometime between the filing date and effective date of the registration statement. If a broker dealer were to make such application, they may not be successful in such efforts, and our common stock may never trade in any market.

Selling stockholders will sell at a fixed price of $1.00 per share until our common shares are quoted on the Over-the-Counter Bulletin Board and thereafter at prevailing market prices, or privately negotiated prices. Our sole officer, who is deemed to be an underwriter, must offer his shares at a fixed price of $1.00 per share even if our shares are quoted on the OTCBB. We are a debt portfolio acquisition, management and resale company that purchases unsecured consumer receivables in the secondary market and seeks to collect those receivables through an outsourced collections network.

Investing in our common stock involves very high risks. See "Risk Factors" beginning on page 6.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed upon the adequacy or accuracy of the prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 22, 2011.

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PROSPECTUS SUMMARY

SUMMARY

This summary highlights information contained elsewhere in this prospectus and may not contain all of the information that is important to you. You should carefully read this entire prospectus, including the "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" sections and our consolidated financial statements and the related notes, and other information appearing elsewhere in this prospectus before you decide to invest in our common stock. In this prospectus, unless the context suggests otherwise, references to the "Company", "we", "us" and "our" mean Hanover Portfolio Acquisitions, Inc. and its predecessor Hanover Asset Management, Inc. Unless otherwise indicated, share information in this prospectus, including our consolidated financial statements, gives retroactive effect to a reverse stock split of all outstanding shares of our common stock at an exchange rate of 1-for-30 effected by us in July, 2011.

About Hanover Portfolio Acquisitions, Inc.

Hanover Portfolio Acquisitions, Inc. (the "Company", "we", "us", "our") was formed as a Delaware corporation on May 26, 2011 for the purpose of effecting a reincorporation merger with Hanover Asset Management, Inc., a California corporation, formed in November 2008 engaged in the business of debt portfolio acquisition, management and resale by purchasing unsecured consumer receivables in the secondary market and seeking to collect those receivables through an outsourced collections network. The reincorporation merger was completed in July 2011 and we are now a Delaware corporation.

Our executive offices are located at 835 E. Lamar Blvd, 202, Arlington, TX 76011, and our telephone number is (800) 701-1223.

The Offering

The Offering

Securities being offered:	Up to 1,541,413 shares of common stock, par value $0.0001 by selling stockholders.
Offering price per share:	$1.00
Offering period:	The shares will be offered on a time to time basis by the selling stockholders.
Net proceeds:	We will not receive any proceeds from the sale of the shares.
Use of proceeds:	We will not receive any proceeds from the sale of the shares.
Number of Shares of Authorized and Outstanding:	4,534,870 shares of common stock issued and outstanding
Common:	75,000,000 shares of common stock authorized.
Preferred:	5,000,000 Authorized, none issued or outstanding

SUMMARY FINANCIAL DATA

The following summary financial data should be read in conjunction with the financial statements and the notes thereto included elsewhere in this prospectus.

Balance Sheet Data:	6 Months Ending June 30, 2011 (Unaudited)	Year Ending December 31, 2010 (Audited)
Total Assets	$ 113,800	$ 167,950
Total Liabilities	55	1,900
Shareholder Equity	$ 113,745	$ 166,050

Operating Data:	6 Months Ending June 30, 2011 (Unaudited)	Year Ending December 31, 2010 (Audited)
Net revenues	$ 27,828	$ 51,199
Operating expenses	$ 81,469	$ 129,185
Net loss	$ (52,305)	$ (69,400)
Net loss per common share	$ (0.01)	$ (0.07)
Weighted average number of shares outstanding (basic and diluted) *	4,534,870	4,534,870

** The number of shares outstanding for the six months ended June 30, 2011, reflects effects of the Company's reorganization, via merger, into a Delaware corporation on July 15, 2011.*

RISK FACTORS

You should be aware that there are various risks to an investment in our common stock. You should carefully consider these risk factors, together with all of the other information included in this prospectus, before you decide to invest in shares of our common stock.

If any of the following risks develop into actual events, then our business, financial condition, results of operations and/or prospects could be materially adversely affected. If that happens, the market price of our common stock, if any, could decline, and investors may lose all or part of their investment.

Risks Related to the Business

We have limited resources and our independent auditors' report includes an explanatory paragraph stating that there is substantial doubt about our ability to continue as a going concern

We have stockholders' equity of $113,745 at June 30, 2011. While this is not an insignificant amount, it is not sufficient for us to efficiently operate in our industry. Our independent auditors included an explanatory paragraph in their opinion on our financial statements as of and for the fiscal year ended December 31, 2010 that states that this lack of resources causes substantial doubt about our ability to continue as a going concern. No assurances can be given that we will generate sufficient revenue or obtain necessary financing to continue as a going concern.

If we are unable to access external sources of financing we may not be able to fund and grow our operations.

Our plan is to become a publicly traded company and then to raise funds for operations through private placements of our stock. While management believes this can be accomplished, we have not conducted any formal studies and there are no present commitments for anyone to invest in us. If we do not obtain additional capital, we will be forced to operate at reduced levels and our chances of attaining profitability will be greatly reduced.

We are and will continue to be completely dependent on the services of our founder and president, Michael Mann, the loss of whose services may cause our business operations to cease, and we will need to engage and retain qualified employees and consultants to further implement our strategy.

Our proposed business strategy is completely dependent upon the knowledge and business connections of Mr. Mann. He is under no contractual obligation to remain employed by us. If he should choose to leave us for any reason or if he becomes ill and is unable to work for an extended period of time before we have hired additional personnel, our operations will likely fail. Even if we are able to find additional personnel, it is uncertain whether we could find someone who could develop our business along the lines described in this prospectus. We will fail without the services of Mr. Mann or an appropriate replacement(s).

We intend to acquire key-man life insurance on the life of Mr. Mann and any other key officers we may hire in the future naming us as the beneficiary when and if we obtain the resources to do so and if he is insurable. We have not yet procured such insurance, and there is no guarantee that we will be able to obtain such insurance in the future. Accordingly, it is important that we are able to attract, motivate and retain highly qualified and talented personnel and independent contractors.

We may not be able to purchase consumer receivable portfolios at favorable prices or on sufficiently favorable terms or at all.

Our ability to execute our business strategy depends upon the continued availability of consumer receivable portfolios that meet our purchasing criteria and our ability to identify and finance the purchases of such assets. The availability of consumer receivable portfolios at favorable prices and on terms acceptable to us depends on a number of factors outside of our control, including:

- the continuation of the current growth trend in debt;
- the continued volume of consumer receivable portfolios available for sale;
- competitive factors affecting potential purchasers and
- fluctuations in interest rates.

We believe that the market for acquiring consumer receivable portfolios is becoming more competitive, thereby possibly diminishing our ability to acquire such portfolios at attractive prices in future periods. The growth in debt may also be affected by:

- a continued slowdown in the economy;
- continued reductions in consumer spending;
- changes in the underwriting criteria by originators;
- changes in laws and regulations governing lending and bankruptcy; and
- fluctuation in interest rates.

The slowing of growth in consumer spending could result in a decrease in the availability for purchase of consumer receivable portfolios that could affect the purchase prices of such portfolios. Any increase in the prices we are required to pay for such assets in turn will reduce the possible profit, if any, we generate from such assets.

There are significant potential conflicts of interest which may result in Mr. Mann devoting substantial portions of his time to other ventures.

Our sole officer is required to commit only part time to our affairs and owns other companies, accordingly, he may have conflicts of interest in allocating time among various business activities. In the course of other business activities, he may become aware of business opportunities which may be appropriate for presentation to us, as well as the other entities with which he is affiliated. As such, there may be conflicts of interest in determining to which entity a particular business opportunity should be presented.

We cannot provide assurances that our efforts to eliminate the potential impact of conflicts of interest will be effective.

We are dependent upon third parties, to service the collections process of our consumer receivable portfolios.

We outsource substantially all of our receivable servicing to collection agencies in the United States. As a result, we are dependent upon the efforts of our third party servicers to service and collect our consumer receivables. Any failure by our third party servicers to adequately perform collection services for us or remit such collections to us could materially reduce our revenues and possibly our profitability. In addition, our revenues and profitability could be materially adversely affected if we are not able to secure replacement servicers.

Revenue Recognition on our consumer receivable portfolio investments

The Company recognizes revenue on its debt portfolios using the cost recovery method in accordance with FASB ASC 310-30. Under the cost recovery method, the Company records cash receipts related to debt portfolios as a reduction of the cost of the debt portfolio. The Company will record revenue related to debt portfolios once cash collections exceed the portfolio's carrying amount.

Government regulations may limit our ability to recover and enforce the collection of our consumer receivables.

Federal, state and municipal laws, rules, regulations and ordinances may limit our ability to recover and enforce our rights with respect to the consumer receivables acquired by us. These laws include, but are not limited to, the following Federal statutes and related regulations and comparable statutes in states where obligors reside and/or where creditors are located:

- Consumer Financial Protection Act
- Fair Debt Collection Practices Act;
- Fair Credit Reporting Act;
- Gramm-Leach-Bliley Act;
- Electronic Funds Transfer Act;
- Telephone Consumer Protection Act;
- Servicemembers Civil Relief Act;
- U.S. Bankruptcy Code;
- Fair Credit Billing Act; and
- the Equal Credit Opportunity Act.

We may be precluded from collecting consumer receivables we purchase where the creditors or other previous owners or servicers failed to comply with applicable law in originating or servicing such acquired receivables. Laws relating to the collection of consumer debt also directly apply to our business. Our failure to comply with any laws applicable to us, including state licensing laws, could limit our ability to recover on our receivables and could subject us to fines and penalties, which could reduce our earnings and result in a default under our loan arrangements. Additional laws may be enacted that could impose additional restrictions on the servicing and collection of consumer receivables. Such new laws may adversely affect the ability to collect on our receivables which could also adversely affect our revenues and earnings.

Our inability to obtain or renew required licenses or to be qualified to do business in certain states could have a material adverse effect upon our results of operations and financial condition.

Any licenses that we may be required to obtain in the future may be subject to periodic renewal provisions and/or other requirements. In addition, many states require companies to be qualified to do business in such states in order for such companies to be able to bring lawsuits in the courts of such states, and unqualified companies transacting business in a state are generally barred from maintaining a lawsuit in such state's courts. If we are denied access to a state's courts, we may not be able to bring an action to enforce collection of our receivables in that state. Our inability to renew our licenses or take any other required action with respect to such licenses or obtain or maintain qualifications to do business in certain states could limit our ability to collect on some of our receivables and otherwise have a material adverse effect upon our results of operations and financial condition. Because our receivables are generally originated and serviced pursuant to a variety of federal and/or state laws by a variety of entities and may involve consumers in all 50 states, the District of Columbia and Puerto Rico, it is difficult to detect whether the original servicing entities have at all times been in substantial compliance with applicable law. Also, while we have no knowledge of circumstances to the contrary, it is possible that we or our servicers have been or will continue to be at all times in substantial compliance with applicable law. The failure to comply with applicable law could materially adversely affect our ability to collect our receivables and could subject us to increased costs, fines and penalties.

Class action suits and other litigation in our industry could divert our management's attention from operating our business and increase our expenses.

Certain originators and servicers in the consumer credit industry have been subject to class actions and other litigation. Claims have included failure to comply with applicable laws and regulations and improper or deceptive origination and servicing practices. If we become a party to any such class action suit or other litigation, our results of operations and financial condition could be materially adversely affected.

We are subject to the periodic reporting requirements of the Exchange Act that requires us to incur audit fees and legal fees in connection with the preparation of such reports. These additional costs could reduce or eliminate our ability to earn a profit.

Upon the effectiveness of the registration statement of which this prospectus forms a part, we will be required to file periodic reports with the SEC pursuant to the Exchange Act and the rules and regulations promulgated thereunder. In order to comply with these requirements, our independent registered public accounting firm will have to review our financial statements on a quarterly basis and audit our financial statements on an annual basis. Moreover, our legal counsel will have to review and assist in the preparation of such reports. The costs charged by these professionals for such services cannot be accurately predicted at this time because factors such as the number and type of transactions that we engage in and the complexity of our reports cannot be determined at this time and will have a major effect on the amount of time to be spent by our auditors and attorneys. However, the incurrence of such costs will obviously be an expense to our operations and thus have a negative effect on our ability to meet our overhead requirements and earn a profit. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our common stock, if a market ever develops, could drop significantly.

Michael Mann, our chief executive officer, chief financial officer and principal accounting officer has limited experience managing a public company and no meaningful accounting or financial reporting education or experience and, accordingly, our ability to meet Exchange Act reporting requirements on a timely basis will be dependent to a significant degree upon others.

Michael Mann has limited experience managing a public company and no meaningful financial reporting education or experience. He is and will be heavily dependent on engaging and dealing with outside professional advisors, primarily lawyers and financial advisors/accountants who are and will not be affiliated with our independent auditors. We have no formal arrangements with professionals to help Mr. Mann and cannot provide any assurances that we will be able to establish arrangements with professionals on terms or costs that are acceptable or affordable to us.

Our internal controls will be inadequate until we hire additional personnel, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Exchange Act Rule 13a-15(f), internal control over financial reporting is a process designed by, or under the supervision of, the principal executive and principal financial officer and effected by the board of directors, management and other personnel, 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 and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and/or directors of the Company; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Due to our only having one officer we will be unable to segregate duties and provide for checks and balances. Accordingly, our internal controls will be inadequate or ineffective, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public. Investors relying upon this misinformation may make an uninformed investment decision.

Having only one director limits our ability to establish effective independent corporate governance procedures and increases the control of our president over operations and business decisions.

We have only one director who is also our principal executive officer. Accordingly, we cannot establish board committees comprised of independent members to oversee functions like compensation or audit issues.

Until we have a larger board of directors that would include some independent members, if ever, there will be limited oversight of our president's decisions and activities and little ability for minority shareholders to challenge or reverse those activities and decisions, even if they are not in the best interests of minority shareholders.

Mr. Mann, our CEO and president, has made and will make all decisions concerning his compensation. These decisions may not be in the best interests of other investors.

There is no employment contract with Mr. Mann at this time. Nor are there any agreements for compensation in the future. He will make all decisions about the timing and amount of his compensation until, if ever, we have a sufficient number of directors to establish a compensation committee of the board of directors. Mr. Mann’s decisions about his compensation may not be in the best interests of other shareholders.

Even if he were to sell all of his shares offered hereby, Michael Mann would remain our largest shareholder. Our three largest shareholders own a majority of our stock and will be in a position to control our corporate affairs.

Michael Mann currently owns approximately 38.5% of our common stock. Even if he were to sell all of the shares he is offering under this Prospectus, he would continue to own 28.5% of our common stock. As set forth under “Principal Shareholders”, Mr. Mann and two other shareholders own approximately 76% of our common stock (66% if Mr. Mann sells all of his stock offered hereby.) Accordingly, these three persons should be in a position to control our affairs and purchasers of the stock offered hereby will have little or no say in corporate matters.

Risks Related to Our Common Stock

The offering price of our common stock has been determined arbitrarily and has no direct link to our operations or assets.

The price of our common stock in this offering has not been determined by any independent financial evaluation, market mechanism or by our auditors, and is therefore, to a large extent, arbitrary. Our audit firm has not reviewed management's valuation and, therefore, expresses no opinion as to the fairness of the offering price as determined by our management. As a result, the price of the common stock in this offering may not reflect the value perceived by the market. There can be no assurance that the shares offered hereby are worth the price for which they are offered and investors may, therefore, lose a portion or all of their investment.

Shareholders may be diluted significantly through our efforts to obtain financing and satisfy obligations through issuance of additional shares of our common stock.

We have no committed source of financing. Wherever possible, our board of directors will attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will

consist of restricted shares of our common stock. Our board of directors has authority, without action or vote of the shareholders, to issue all or part of the authorized (75,000,000 shares) but unissued shares.

The interests of shareholders may be hurt because we can issue shares of our common stock to individuals or entities that support existing management with such issuances serving to enhance existing management's ability to maintain control of our Company.

Our CEO and president will own a significant portion of the outstanding shares after the completion of the offering. In addition, he is our sole director and has authority, without action or vote of the shareholders, to issue all or part of the authorized but unissued common shares. Such issuances may be issued to parties or entities committed to supporting existing management and the interests of existing management which may not be the same as the interests of other shareholders. Although transactions, other than those described in this prospectus, are not currently being contemplated or discussed, our ability to issue shares without shareholder approval serves to enhance existing management's ability to maintain control of our Company or participate in other transactions, including entering into possible business combinations, without the support of other shareholders.

Delaware Law provides for indemnification of officers and directors at our expense and limit their liability. These provisions may result in a major cost to us and hurt the interests of our shareholders because corporate resources may be expended for the benefit of officers and/or directors.

Delaware Law contains substantial provisions for the indemnification of corporate officers and directors acting on behalf of the corporation and our Articles of Incorporation and By-Laws do not limit this right and obligation to indemnify.

We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with our activities, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question whether indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The legal process relating to this matter if it were to occur is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market and price for our shares, if such a market ever develops.

Currently, there is no established public market for our securities, and there can be no assurances that any established public market will ever develop or that our common stock will be quoted for trading and, even if quoted, it is likely to be subject to significant price fluctuations.

Prior to the date of this prospectus, there has not been any established trading market for our common stock, and there is currently no established public market whatsoever for our securities. We plan to engage a market maker to file an application with FINRA on our behalf so as to be able to quote the shares of our common stock on the OTCBB maintained by FINRA commencing after the effectiveness of our registration statement of which this prospectus is a part and the subsequent closing of this offering. There can be no assurance that the market maker's application will be accepted by FINRA nor can we estimate as to the time period that the application will require or that any buying of our shares will ever take place.

Our shares may not become eligible to be traded electronically which would result in brokerage firms being unwilling to trade them.

If we become able to have our shares of common stock quoted on the OTCBB, we will then try, through a broker-dealer and its clearing firm, to become eligible with the Depository Trust Company (DTC) to permit our shares to trade electronically. If an issuer is not "DTC-eligible," then its shares cannot be electronically transferred between brokerage accounts, which, based on the realities of the marketplace as it exists today (especially the OTCBB), means that shares of a company will not be traded (technically the shares can be traded manually between accounts, but this takes days and is not a realistic option for companies relying on broker dealers for stock

transactions like all companies on the OTCBB. What this boils down to is that while DTC-eligibility is not a requirement to trade on the OTCBB, it is a necessity to process trades on the OTCBB if a company's stock is going to trade with any volume. There are no assurances that our shares will ever become DTC-eligible or, if they do, how long it will take.

Any market that develops in shares of our common stock will be subject to the penny stock regulations and restrictions pertaining to low priced stocks that will create a lack of liquidity and make trading difficult or impossible.

Our shares will be considered a "penny stock". Rule 3a51-1 of the Exchange Act establishes the definition of a penny stock, for purposes relevant to us, as any equity security that has a minimum bid price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to a limited number of exceptions which are not available to us. This classification will severely and adversely affects any market liquidity for our common stock.

The market for penny stocks has experienced numerous frauds and abuses that could adversely impact investors in our stock.

Company management believes that the market for penny stocks has suffered from patterns of fraud and abuse. Such patterns include:

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- Boiler room practices involving high pressure sales tactics and unrealistic price projections by sales persons;
- Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and
- Wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

Any trading market that may develop may be restricted by virtue of state securities "Blue Sky" laws that prohibit trading absent compliance with individual state laws. These restrictions may make it difficult or impossible to sell shares in those states.

There is currently no established public market for our common stock, and there can be no assurance that any established public market will develop in the foreseeable future. Transfer of our common stock may also be restricted under the securities or securities regulations laws promulgated by various states and foreign jurisdictions, commonly referred to as "Blue Sky" laws. Absent compliance with such individual state laws, our common stock may not be traded in such jurisdictions. Because the securities registered hereunder have not been registered for resale under the blue sky laws of any state, the holders of such shares and persons who desire to purchase them in any trading market that might develop in the future, should be aware that there may be significant state blue sky law restrictions upon the ability of investors to sell the securities and of purchasers to purchase the securities. These restrictions prohibit the secondary trading of our common stock. We currently do not intend to and may not be able to qualify securities for resale in at least 17 states which do not offer manual exemptions (or may offer manual exemptions but may not offer one to us if we are considered to be a shell company at the time of application) and require shares to be qualified before they can be resold by our shareholders. Accordingly, investors should consider the secondary market for our securities to be a limited one. See also "Plan of Distribution-State Securities-Blue Sky Laws."

All of our presently issued and outstanding common shares that are not covered by this prospectus are restricted under rule 144 of the Securities Act, as amended. When the restriction on any or all of these shares is lifted, and the shares are sold in the open market, the price of our common stock could be adversely affected.

All of the presently outstanding shares of common stock (4,534,870 shares) are restricted securities as defined under Rule 144 promulgated under the Securities Act and may only be sold pursuant to an effective registration statement or an exemption from registration, if available. Rule 144 provides in essence that a person who is not an affiliate and has held restricted securities for a prescribed period of at least six months if purchased from a reporting issuer that is not a shell company or 12 months (as is the case herein) if purchased from a reporting shell Company, may, under certain conditions, sell all or any of his/her shares without volume limitation, in brokerage transactions. Affiliates, however, may not sell shares in excess of 1% of the Company's outstanding common stock each three months. As a result of revisions to Rule 144 which became effective on February 15, 2008, there is no limit on the amount of restricted securities that may be sold by a non-affiliate (i.e., a stockholder who has not been an officer, director or control person for at least 90 consecutive days) after the restricted securities have been held by the owner for the aforementioned prescribed period of time. A sale under Rule 144 or under any other exemption from the Act, if available, or pursuant to registration of shares of common stock of present stockholders, may have a depressive effect upon the price of the common stock in any market that may develop.

Because we have not been a “shell company”, all 4,534,870 issued and outstanding shares of our common stock may be sold commencing 90 days from the effective date of this prospectus. See "Market for Securities."

We do not expect to pay cash dividends in the foreseeable future.

We have never paid cash dividends on our common stock. We do not expect to pay cash dividends on our common stock at any time in the foreseeable future. The future payment of dividends directly depends upon our future earnings, capital requirements, financial requirements and other factors that our board of directors will consider. Since we do not anticipate paying cash dividends on our common stock, return on your investment, if any, will depend solely on an increase, if any, in the market value of our common stock.

Because we are not subject to compliance with rules requiring the adoption of certain corporate governance measures, our stockholders have limited protection against interested director transactions, conflicts of interest and similar matters.

The Sarbanes-Oxley Act of 2002, as well as rule changes proposed and enacted by the SEC, the New York and American Stock Exchanges and the Nasdaq Stock Market, as a result of Sarbanes-Oxley, require the implementation of various measures relating to corporate governance. These measures are designed to enhance the integrity of corporate management and the securities markets and apply to securities that are listed on those exchanges or the Nasdaq Stock Market. Because we are not presently required to comply with many of the corporate governance provisions and because we chose to avoid incurring the substantial additional costs associated with such compliance any sooner than legally required, we have not yet adopted these measures.

Because our sole director is not an independent director, we do not currently have independent audit or compensation committees. As a result, our sole director has the ability, among other things, to determine his own level of compensation. Until we comply with such corporate governance measures, regardless of whether such compliance is required, the absence of such standards of corporate governance may leave our stockholders without protections against interested director transactions, conflicts of interest, if any, and similar matters and investors may be reluctant to provide us with funds necessary to expand our operations.

We intend to comply with all corporate governance measures relating to director independence as and when required. However, we may find it very difficult or be unable to attract and retain qualified officers, directors and members of board committees required to provide for our effective management as a result of Sarbanes-Oxley Act of 2002. The enactment of the Sarbanes-Oxley Act of 2002 has resulted in a series of rules and regulations by the SEC that increase responsibilities and liabilities of directors and executive officers. The perceived increased personal risk associated with these recent changes may make it more costly or deter qualified individuals from accepting these roles.

For all of the foregoing reasons and others set forth herein, an investment in our securities in any market that may develop in the future involves a high degree of risk.

USE OF PROCEEDS

We will not receive any proceeds of the shares being offered hereunder

PRINCIPAL AND SELLING STOCKHOLDERS

All shares offered under this prospectus are being offered by selling shareholders, were issued to them in connection with the merger of Hanover Asset Management, Inc., a California corporation, with and into us in July 2011 and may be sold from time to time for the account of the selling stockholders named in the following table. The table also contains information regarding each selling stockholder's beneficial ownership of shares of our common stock as of September 22, 2011, and as adjusted to give effect to the sale of the shares offered hereunder.

SELLING SECURITYHOLDER AND RELATIONSHIP TO THE COMPANY OR ITS AFFILIATES, IF ANY	SHARES OWNED BEFORE OFFERING		SHARES OFFERED	SHARES OWNED AFTER OFFERING	
	Number	Percentage		Number	Percentage
Michael Mann, President, CEO and Director [1]	1,745,903	38.50%	453,000	1,292,903	28.51%
Victor S. Pankey Living Trust	106,667	2.35%	106,667	0	*%
Arthur L Winders Jr	80,000	1.76%	80,000	0	*%
PTC Group	50,667	1.12%	50,667	0	*%
Cyrus J Cole & Helen M Cole Revocable Living Trust	38,800	0.86%	38,800	0	*%
Guy Miller	30,667	0.68%	30,667	0	*%
Lawton 1990 Living Trust	27,334	0.60%	27,334	0	*%
Elvin L. Booth Revocable Trust	25,067	0.55%	25,067	0	*%
Jacqueline M Booth Revocable Trust	25,067	0.55%	25,067	0	*%
John O. Pierson Administrative Trust	22,667	0.50%	22,667	0	*%
Summer K. Hushing	17,334	0.38%	17,334	0	*%
Gypsum Enterprises, Inc.	16,267	0.36%	16,267	0	*%
Roger H. Zierenberg Jr, DDS MS, Inc., Pension Plan Trust	16,000	0.35%	16,000	0	*%
Robert and Hilde Kayser Revocable Trust	15,200	0.34%	15,200	0	*%
Eletha Howard	14,889	0.33%	14,889	0	*%
Dr. Daniel Zimmerman	14,000	0.31%	14,000	0	*%
Sterling Trust Co Cust FBO Arthur L Winders Jr, AC 093589	13,334	0.29%	13,334	0	*%
The Cobbs Living Trust, Herbert E. Cobbs, Trustee	11,600	0.26%	11,600	0	*%
IRA Resources Inc. FBO Anthony Kershaw, Acct # 18748	11,600	0.26%	11,600	0	*%
Arthur J. Spagnol	11,250	0.25%	11,250	0	*%
Renald J. Anelle and Catherine C. Anelle	10,667	0.24%	10,667	0	*%
Melvin C. Sanders	10,667	0.24%	10,667	0	*%
Chi-Hong Young	10,667	0.24%	10,667	0	*%
Frank W. Dunst & Elaine M. Dunst TTEES Dunst Living Trust	10,534	0.23%	10,534	0	*%
Cyrus Cole	10,000	0.22%	10,000	0	*%
Sharon Larkin	10,000	0.22%	10,000	0	*%
Dr. Robert W. Smith	9,600	0.21%	9,600	0	*%
Hylton Wright	9,334	0.21%	9,334	0	*%
Carl D. Hare	8,667	0.19%	8,667	0	*%
Sonny J. Parsad	8,667	0.19%	8,667	0	*%
Richard W. Martini	8,550	0.19%	8,550	0	*%

Richard E. Peterson and Jill Peterson	8,000	0.18%	8,000	0	*%
Steven Lee Hackett	8,000	0.18%	8,000	0	*%
Marsilujo Investments, LLC	8,000	0.18%	8,000	0	*%
Living Trust of James L. King	8,000	0.18%	8,000	0	*%
Francis H. Maroney, Inc. Profit Sharing Trust	8,000	0.18%	8,000	0	*%
Burnetta Smith	7,867	0.17%	7,867	0	*%
Sterling Trust Company Cust FBO John Palsgrove, AC 091584	7,094	0.16%	7,094	0	*%
Muriel A. Humphrey	6,667	0.15%	6,667	0	*%
Lewis Linson	6,667	0.15%	6,667	0	*%
Jerry S Hansen	6,667	0.15%	6,667	0	*%
Joseph Molnar	6,667	0.15%	6,667	0	*%
Zierenberg Trust	6,667	0.15%	6,667	0	*%
Lois C. Miracle	6,267	0.14%	6,267	0	*%
Lubomyr T. Romankiw	6,000	0.13%	6,000	0	*%
Sterling Trust Company Cust FBO John C. Caywood, AC 084930	6,000	0.13%	6,000	0	*%
Sterling Trust Company Cust FBO Mark A. Granger, AC 091615	5,734	0.13%	5,734	0	*%
Donald O. Edwards	5,600	0.12%	5,600	0	*%
Mallis Family Trust	5,334	0.12%	5,334	0	*%
Frank A Hensel	5,334	0.12%	5,334	0	*%
Luella B. Wesol Living Trust	5,334	0.12%	5,334	0	*%
Mellgren Family Revocable Living Trust	5,334	0.12%	5,334	0	*%
Mary Anne Oram	5,334	0.12%	5,334	0	*%
H.James Peterson	5,334	0.12%	5,334	0	*%
Watson Living Trust	5,334	0.12%	5,334	0	*%
Richard Stevens and Joan T. Stevens	5,334	0.12%	5,334	0	*%
A William Pollman	5,334	0.12%	5,334	0	*%
Kaye Fulrath	5,334	0.12%	5,334	0	*%
Anthony Kershaw	5,067	0.11%	5,067	0	*%
Karl A. Schaurer	5,067	0.11%	5,067	0	*%
Allen J. Samson	4,667	*%	4,667	0	*%
Sterling Trust, Custodian FBO: Robert D Tate ROTH IRA #160738	4,667	*%	4,667	0	*%
Vilma Joseph	4,667	*%	4,667	0	*%
Garnett M. Peters III Trust	4,260	*%	4,260	0	*%
Michael G. Mazick	4,000	*%	4,000	0	*%
Oris P. Mason and Janett Y. Mason	4,000	*%	4,000	0	*%
Arthur Cline Sr. and Michelle Cline	4,000	*%	4,000	0	*%
Gerald Janesick	4,000	*%	4,000	0	*%
IRA Services Trust Co, Custodian FBO John G P Orlando 170343	4,000	*%	4,000	0	*%
Susan Wiechmann	4,000	*%	4,000	0	*%
Sterling Trust Co Cust FBO Charles Nuernberger, AC 107738	4,000	*%	4,000	0	*%
The Tillman Trust	4,000	*%	4,000	0	*%
Larry J. Bodily	4,000	*%	4,000	0	*%
The John W. Winship and Barbara J. Winship Revocable Trust	4,000	*%	4,000	0	*%
Raptor, LLC	4,000	*%	4,000	0	*%
Sterling Trust Comp cust FBO Gary L. Carlberg, AC 127309	3,734	*%	3,734	0	*%
Frank V. Soracco	3,334	*%	3,334	0	*%
Jetseal Engineer & Technical Services, LLC	3,334	*%	3,334	0	*%
Dr. James Stokos	3,334	*%	3,334	0	*%

Bill J. Sanborn	3,200	*%	3,200	0	*%
Norman F. Barnes	3,200	*%	3,200	0	*%
Sterling Trust Co Cust FBO Audrey Treadway, AC 088826	3,200	*%	3,200	0	*%
Trust Company of America FBO Valerie Eaton, ROTH IRA, AC 32604	2,967	*%	2,967	0	*%
Sterling Trust Company, Cust FBO Lois C. Miracle, AC 088125	2,907	*%	2,907	0	*%
Nancy R. Greer-Linn	2,667	*%	2,667	0	*%
Larry Weber	2,667	*%	2,667	0	*%
David Templeton	2,667	*%	2,667	0	*%
Liparus, LLC	2,667	*%	2,667	0	*%
Sterling Trust Company, Cust FBO William D Julius, AC 114817	2,667	*%	2,667	0	*%
Jeffery Woodel	2,667	*%	2,667	0	*%
Le Com Enterprises, Inc.	2,667	*%	2,667	0	*%
Bowen Family Living Trust	2,667	*%	2,667	0	*%
Rose C. Larsen, Trustee -The Desertrose Charitable Remainder Trust DTD 9/7/99	2,667	*%	2,667	0	*%
Robert J. Tursi	2,667	*%	2,667	0	*%
Beverly Butt	2,667	*%	2,667	0	*%
Vincent J. Yacono	2,667	*%	2,667	0	*%
G.M. Peters Agency, Inc.	2,667	*%	2,667	0	*%
Sterling Trust Co Cust FBO Diana A. Wilde, AC 096603	2,667	*%	2,667	0	*%
Weldit Corp.	2,667	*%	2,667	0	*%
Joseph Desoto	2,667	*%	2,667	0	*%
Reynolds Family Survivors Trust	2,667	*%	2,667	0	*%
Joseph Zimmerman and Lynn Zimmerman	2,667	*%	2,667	0	*%
Robert J. McCracken	2,667	*%	2,667	0	*%
John R. Russell	2,667	*%	2,667	0	*%
Ronald K. Morris	2,667	*%	2,667	0	*%
Ramone I. Vigil	2,667	*%	2,667	0	*%
Jean M. Dobbins	2,400	*%	2,400	0	*%
Thomas J. Colton and Linda Colton	2,400	*%	2,400	0	*%
William D. Julius Revocable Living Trust	2,400	*%	2,400	0	*%
Gloria M. Rieschel-Flynn	2,400	*%	2,400	0	*%
Almond C. Edwards	2,267	*%	2,267	0	*%
Norman F. Barnes and Carolyn L. Barnes	2,134	*%	2,134	0	*%
Nicholas G. Szabo	2,134	*%	2,134	0	*%
Edward J. Durban	2,134	*%	2,134	0	*%
Calvin James and Karen Janet Donoghue Living Trust	2,134	*%	2,134	0	*%
Sterling Trust Company, Cust FBO Steven A. Delbuono, AC 105816	2,000	*%	2,000	0	*%
John Howell Jr.	2,000	*%	2,000	0	*%
Evalani Belknap	2,000	*%	2,000	0	*%
Kenneth D. Tollefson and E. Ruth Tollefson	2,000	*%	2,000	0	*%
Emil W. Baran	2,000	*%	2,000	0	*%
Florence Kosior	2,000	*%	2,000	0	*%
Sterling Trust Co Cust FBO A William Pollman, AC 082295	2,000	*%	2,000	0	*%
Deviprasad Malladi	2,000	*%	2,000	0	*%
Charles M. Rand	2,000	*%	2,000	0	*%
Frank Strong	2,000	*%	2,000	0	*%
Bruce E. Eccleston	1,823	*%	1,823	0	*%

Robyn M. Eckerman	1,823	*%	1,823	0	*%
Sheryn L. Dunham	1,823	*%	1,823	0	*%
Sterling Trust Co Cust FBO Charles Metenkanich, AC 109006	1,667	*%	1,667	0	*%
Robert Blum and Teresa Blum	1,667	*%	1,667	0	*%
Lionel Harley	1,600	*%	1,600	0	*%
Kenneth D. Tollefson	1,600	*%	1,600	0	*%
Paul Ridenour	1,600	*%	1,600	0	*%
Bethamy West and Werner Mall	1,600	*%	1,600	0	*%
Sterling Trust Company, Cust FBO Richard W. Martini, AC 063559	1,400	*%	1,400	0	*%
Donald H. Clark & Mary Ellen Clark Trust	1,334	*%	1,334	0	*%
John Mason and Virginia Mason	1,334	*%	1,334	0	*%
Terrance P. Alvord	1,334	*%	1,334	0	*%
The David M. Lynch and Marsha S. Lynch Family Living Trust	1,334	*%	1,334	0	*%
Toru Sakahra and Kiyo Sakahra	1,334	*%	1,334	0	*%
Charles Metenkanich	1,334	*%	1,334	0	*%
Sterling Trust, Custodian FBO Stewart Eaton ROTH IRA #158935	1,334	*%	1,334	0	*%
The O'Connor Trust	1,334	*%	1,334	0	*%
Robert Raimann	1,334	*%	1,334	0	*%
Rose Larsen	1,334	*%	1,334	0	*%
Helga L. Gingras	1,334	*%	1,334	0	*%
Charles Francis	1,334	*%	1,334	0	*%
Manya M. Meador	1,334	*%	1,334	0	*%
Robert Hilt	1,334	*%	1,334	0	*%
Sterling Trust Comp cust FBO Janet B. Hammerlund, AC 080156	1,334	*%	1,334	0	*%
Lisa Suzanne Harris	1,334	*%	1,334	0	*%
Lynel A. Selnes	1,334	*%	1,334	0	*%
Sterling Trust Comp cust FBO Glen Poche, AC 069668	1,334	*%	1,334	0	*%
Gary Lynn Graham and Margaret Anne Graham	1,334	*%	1,334	0	*%
1999 Alfred C. Chavez & Patricia R. Chavez Revocable Trust	1,334	*%	1,334	0	*%
Delano Delaplaine	1,334	*%	1,334	0	*%
Sterling Trust Company, Cust FBO Michael A. Banik, AC 101439	1,147	*%	1,147	0	*%
Florence Kosior Trust	1,000	*%	1,000	0	*%
Sterling Trust Company, Cust FBO Lisa Suzanne Harris, AC 121074	934	*%	934	0	*%
Sterling Trust Company, Cust FBO Timothy Sebenaler, AC 121611	800	*%	800	0	*%
Sterling Trust Comp cust FBO Gary Lynn Graham, AC 122948	800	*%	800	0	*%
Sterling Trust Comp cust FBO Margaret Anne Graham, AC 122129	800	*%	800	0	*%
Kellee Forrester	720	*%	720	0	*%
Hanna Roth	667	*%	667	0	*%
James Rhinebarger and Glenda Rhinebarger	667	*%	667	0	*%
Deborah Zandi	667	*%	667	0	*%
Joel Platt	667	*%	667	0	*%
Kiyo Sakahra	667	*%	667	0	*%
James G. Geistfeld	667	*%	667	0	*%

Sterling Trust Co,Cust FBO: James P. O'Connor,Roth IRA 02-130512	667	*%	667	0	*%
Sterling Trust Co,Cust FBO: Donna J. O'Connor,Roth IRA 02-130511	667	*%	667	0	*%
Steven T. Call	667	*%	667	0	*%
Audrey H. Treadway	667	*%	667	0	*%
Sterling Trust Company, Cust FBO Manya M. Meador, AC 122166	667	*%	667	0	*%
Timothy Sebenaler	667	*%	667	0	*%
Sterling Trust Company, Cust FBO Linda L Granger, AC 095983	534	*%	534	0	*%
Trust Company of America C/F Audrey H. Treadway, AC 26444	507	*%	507	0	*%
Sterling Trust Comp cust FBO Elaine A Paul, AC 063789	334	*%	334	0	*%
Luther C. Hammond and Dorothy S. Hammond Trust	267	*%	267	0	*%
Leo H. Matthews	267	*%	267	0	*%
Totals	**2,834,316**		**1,541,413**	**1,292,903**	**28.51 %**

** Percentage is only indicated if greater than 0.1%*

(1) Shares owned by Michael Mann do not include 453,481 shares which are to be reconveyed back to Michael Mann upon the repayment of a note. SEE section "Security Ownership of Certain Beneficial Owners and Management"

None of the Selling Stockholders are broker-dealers or affiliates of broker-dealers.

Plan of Distribution

Michael Mann, our CEO/President is a Selling Stockholder and will be considered to be an underwriter for purposes of this offering. Mr. Mann's current intention is to remain as our officer regardless of whether he sells a substantial portion of his stockholding in us. He is nevertheless offering the shares from his shareholder interest in this offering as set forth above since otherwise sales by them would each be restricted to 1% (or approximately 45,000 shares) of all outstanding shares every three months in accordance with Rule 144. As our officer/control persons, Mr. Mann may not avail himself of certain provisions of Rule 144 which otherwise would permit a non-affiliate to sell an unlimited number of restricted shares provided that the one-year holding period requirement is met.

Selling Stockholders, other than our officer, will sell at a fixed price of $1.00 per share until our common shares are quoted on the Over the Counter Bulletin Board and thereafter at prevailing market prices, or privately negotiated prices. Mr. Mann, who is deemed to be an underwriter, must offer his shares at a fixed price of $1.00 per share even if our shares are quoted on the OTCBB.

DETERMINATION OF OFFERING PRICE

The offering price of the common stock has been arbitrarily determined by us and bears no relationship to any objective criterion of value. The price does not bear any relationship to our assets, book value, historical earnings or net worth. In determining the offering price, management considered such factors as the prospects, if any, for similar companies, anticipated results of operations, present financial resources and the likelihood of acceptance of this offering. No valuation or appraisal has been prepared for our business. We cannot assure you that a public market for our securities will develop or continue or that the securities will ever trade at a price higher than the offering price.

DIVIDEND POLICY

We have never paid cash or any other form of dividend on our common stock, and we do not anticipate paying cash dividends in the foreseeable future. Moreover, any future credit facilities might contain restrictions on our ability to declare and pay dividends on our common stock. We plan to retain all earnings, if any, for the foreseeable future for use in the operation of our business and to fund the pursuit of future growth. Future dividends, if any, will depend on, among other things, our results of operations, capital requirements and on such other factors as our board of directors, in its discretion, may consider relevant.

MARKET FOR SECURITIES

There is no established public market for our common stock, and a public market may never develop. No market maker has agreed to file an application with FINRA so as to be able to quote the shares of our common stock on the OTCBB maintained by FINRA commencing upon the effectiveness of our registration statement of which this prospectus is a part and the subsequent closing of this offering. There can be no assurance that the market maker's application will be filed or accepted by FINRA, nor can we estimate as to the time period that the application will require. We are not permitted to file such application on our own behalf. If the application is accepted, there can be no assurances as to whether:

- any market for our shares will develop;
- the prices at which our common stock will trade; or
- the extent to which investor interest in us will lead to the development of an active, liquid trading market. Active trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors.

If we become able to have our shares of common stock quoted on the OTCBB, we will then try, through a broker-dealer and its clearing firm, to become eligible with the DTC to permit our shares to trade electronically. If an issuer is not "DTC-eligible," then its shares cannot be electronically transferred between brokerage accounts, which, based on the realities of the marketplace as it exists today (especially the OTCBB), means that shares of a company will not be traded (technically the shares can be traded manually between accounts, but this takes days and is not a realistic option for companies relying on broker dealers for stock transactions like all the companies on the OTCBB). What this boils down to is that while DTC-eligibility is not a requirement to trade on the OTCBB, it is a necessity to process trades on the OTCBB if a company's stock is going to trade with any volume. There are no assurances that our shares will ever become DTC-eligible or, if they do, how long it will take.

In addition, our common stock is unlikely to be followed by any market analysts, and there may be few institutions acting as market makers for our common stock. Either of these factors could adversely affect the liquidity and trading price of our common stock. Until our common stock is fully distributed and an orderly market develops in our common stock, if ever, the price at which it trades is likely to fluctuate significantly. Prices for our common stock will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity of the market for shares of our common stock, developments affecting our business, including the impact of the factors referred to elsewhere in these Risk Factors, investor perception of us and general economic and market conditions. No assurances can be given that an orderly or liquid market will ever develop for the shares of our common stock.

The trading of our securities, if any, will be in the over-the-counter market which is commonly referred to as the OTCBB as maintained by FINRA. As a result, an investor may find it difficult to dispose of, or to obtain accurate quotations as to the price of our securities.

Because of the anticipated low price of the securities being registered, many brokerage firms may not be willing to effect transactions in these securities. Purchasers of our securities should be aware that any market that develops in our stock will be subject to the penny stock restrictions.

Rule 3a51-1 of the Exchange Act establishes the definition of a penny stock, for purposes relevant to us, as any equity security that has a minimum bid price of less than $5.00 per share or with an exercise price of less than

$5.00 per share, subject to a limited number of exceptions which are not available to us. It is likely that our shares will be considered to be penny stocks for the immediately foreseeable future. This classification severely and adversely affects any market liquidity for our common stock.

For any transaction involving a penny stock, unless exempt, the penny stock rules require that a broker or dealer approve a person's account for transactions in penny stocks and the broker or dealer receive from the investor a written agreement to the transaction setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience and objectives of the person and make a reasonable determination that the transactions in penny stocks are suitable for that person and that that person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, which, in highlight form, sets forth:

- the basis on which the broker or dealer made the suitability determination, and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also has to be made about the risks of investing in penny stock in both public offerings and in secondary trading and commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Additionally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Because of these regulations, broker-dealers may not wish to engage in the above-referenced necessary paperwork and disclosures and/or may encounter difficulties in their attempt to sell shares of our common stock, which may affect the ability of selling shareholders or other holders to sell their shares in any secondary market and have the effect of reducing the level of trading activity in any secondary market. These additional sales practice and disclosure requirements could impede the sale of our securities, if and when our securities become publicly traded. In addition, the liquidity for our securities may decrease, with a corresponding decrease in the price of our securities. Our shares, in all probability, will be subject to such penny stock rules for the foreseeable future and our shareholders will, in all likelihood, find it difficult to sell their securities.

We have no common equity subject to outstanding options or warrants to purchase or securities convertible into our common equity. In general, under Rule 144, a holder of restricted common shares who is an affiliate at the time of the sale or any time during the three months preceding the sale can resell shares, subject to the restrictions described below.

If we have been a public reporting company under the Exchange Act for at least 90 days immediately before the sale and have not been a “shell company” for at least one year, then at least six months must have elapsed since the shares were acquired from us or one of our affiliates, and we must remain current in our filings for an additional period of six months; in all other cases, at least one year must have elapsed since the shares were acquired from us or one of our affiliates.

The number of shares sold by such person within any three-month period cannot exceed the greater of:

- 1% of the total number of our common shares then outstanding; or
- The average weekly trading volume of our common shares during the four calendar weeks preceding the date on which notice on Form 144 with respect to the sale is filed with the SEC (or, if Form 144 is not required to be filed, the four calendar weeks preceding the date the selling broker receives the sell order) This condition is not currently available to the Company because its securities do not trade on a recognized exchange.

Conditions relating to the manner of sale, notice requirements (filing of Form 144 with the SEC) and the availability of public information about us must also be satisfied.

All of the presently outstanding shares of our common stock are restricted securities as defined under Rule 144 promulgated under the Securities Act and may only be sold pursuant to an effective registration statement or an exemption from registration, if available.

At the present time, the currently outstanding shares of our common stock may be sold subject to the rules and limitations of Rule 144 90 days from the date of this Prospectus provided that we are current in all of our Reporting Requirements at that date.

Current Public Information

In general, for sales by affiliates and non-affiliates, the satisfaction of the current public information requirement depends on whether we are a public reporting company under the Exchange Act:

- If we have been a public reporting company for at least 90 days immediately before the sale, then the current public information requirement is satisfied if we have filed all periodic reports (other than Form 8-K) required to be filed under the Exchange Act during the 12 months immediately before the sale (or such shorter period as we have been required to file those reports).
- If we have not been a public reporting company for at least 90 days immediately before the sale, then the requirement is satisfied if specified types of basic information about us (including our business, management and our financial condition and results of operations) are publicly available.

However, no assurance can be given as to:

- the likelihood of a market for our common shares developing,
- the liquidity of any such market;
- the ability of the shareholders to sell the shares; or
- the prices that shareholders may obtain for any of the shares.

No prediction can be made as to the effect, if any, that future sales of shares or the availability of shares for future sale will have on the market price prevailing from time to time. Sales of substantial amounts of our common shares, or the perception that such sales could occur, may adversely affect prevailing market prices of the common shares.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain matters discussed herein are forward-looking statements. Such forward-looking statements contained in this prospectus which is a part of our registration statement involve risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects;
- any contractual arrangements and relationships with third parties;
- regulations affecting our industry;
- the dependence of our future success on the general economy;
- any possible financings; and
- the adequacy of our cash resources and working capital.

These forward-looking statements can generally be identified as such because the context of the statement will include words such as we "believe, "anticipate," "expect," "estimate" or words of similar meaning. Similarly,

statements that describe our future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties which are described in close proximity to such statements and which could cause actual results to differ materially from those anticipated as of the date of this prospectus. Shareholders, potential investors and other readers are urged to consider these factors in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included herein are only made as of the date of this prospectus, and we undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances except as required pursuant to applicable regulations to update this prospectus during the period of our continuous offering.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF PLAN OF OPERATION

Operations

We were founded as a California corporation in 2008 and became a Delaware corporation through a reincorporation merger in July 2011. In the reincorporation merger we issued all of our 4,534,870 shares to our existing shareholders and affected a 30-for-1 exchange of our common stock.

The Company has no plans to be acquired or to merge with any other company, nor does the Company or any of its shareholders have any plans to enter into a change of control or similar transaction.

Our independent registered auditors included an explanatory paragraph in their opinion on our financial statements as of and for the fiscal year ended December 31, 2010 that states that our ongoing losses and lack of resources causes substantial doubt about our ability to continue as a going concern.

We are a portfolio management company that purchases defaulted unsecured consumer receivables in the secondary market and seeks to collect those receivables through an outsourced collection network. Our primary business is to acquire credit-card receivable portfolios at significant discounts to the total amounts owed by the debtors. We generally purchase defaulted consumer receivable portfolios that include charged-off credit card receivables, which are accounts that have been written-off by the originators, and consumer installment loans. We purchase defaulted consumer receivable portfolios from creditors and others through privately negotiated direct sales. Our results depend upon our ability to purchase and collect on a sufficient volume of our consumer receivables to generate revenue that exceeds our costs.

Upon the completion of this offering, we will seek to use our status as a public company to privately place our shares and raise working capital to bid on and purchase portfolios. We cannot assure our investors that we will be successful in raising working capital or in acquiring portfolios.

Liquidity

As of June 30, 2011, we had $111,138 in cash and cash equivalents. These assets are not sufficient to operate in our industry on a meaningful scale.

We have embarked upon an effort to become a public company and, by doing so, have incurred and will continue to incur additional significant expenses for legal, accounting and related services. These include the reporting requirements of the Exchange Act of 1934. We do not anticipate that these costs will exceed $30,000 in any year. However, we will be required to raise additional funds through the sale of our securities. We do not have specific plans for any such activities.

Recent Accounting Pronouncements

Accounting standards promulgated by the FASB change periodically. Changes in such standards may have an impact on the Company’s future financial position. The following are a summary of recent relevant accounting developments.

In May 2011, the Financial Accounting Standard Board (“FASB”) issued ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure

Requirements in U.S. GAAP and IFRSs. ASU 2011-04 clarifies some existing concepts, eliminates wording differences between U.S. GAAP and International Financial Reporting Standards ("IFRS"), and in some limited cases, changes some principles to achieve convergence between U.S. GAAP and IFRS. ASU 2011-04 results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and IFRS. ASU 2011-04 also expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. ASU 2011-04 will be effective for Hanover Portfolio Acquisitions, Inc. beginning after December 15, 2011. Hanover Portfolio Acquisitions, Inc. does not expect the adoption of ASU 2011-04 to have a material effect on its operating results or financial position.

Critical Accounting Policies

The preparation of financial statements and related notes requires us to make judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities.

An accounting policy is considered to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the financial statements.

Financial Reporting Release No. 60 requires all companies to include a discussion of critical accounting policies or methods used in the preparation of financial statements.

Debt Portfolios

The Company reviews its debt portfolios for impairment each reporting period. If, based on current information and events, the Company determines that it is probable that it will be unable to collect all cash flows expected at acquisition of the portfolio, the Company will record an impairment of the portfolio in earnings to reduce the carrying amount to its fair market value. The Company uses 3rd party valuations of the resale value of its debt portfolios when assessing impairment. These valuations are based on industry data of portfolios with similar characteristics. The Company recorded $13,164 and $98,091 of impairment losses related to its debt portfolios during the years ended December 31, 2010 and 2009, respectively.

Revenue Recognition

The Company recognizes revenue on its debt portfolios using the cost recovery method in accordance with FASB ASC 310-30. Under the cost recovery method, the Company records cash receipts related to debt portfolios as a reduction of the cost of the debt portfolio. The Company will record revenue related to debt portfolios once cash collections exceed the portfolio's carrying amount.

Seasonality

We do not believe that our business will be seasonal to any material extent.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K, obligations under any guarantee contracts or contingent obligations. We also have no other commitments, other than the costs of being a public company that will increase our operating costs or cash requirements in the future.

OUR BUSINESS

Overview

Hanover Portfolio Acquisitions, Inc. (the "Company", "we", "us", "our") is a debt portfolio management company that specializes in the purchase, management, collections through third party agencies and resale of

defaulted consumer receivables. Defaulted consumer receivables are the unpaid obligations of individuals to credit grantors including credit card accounts issued by banks, credit unions, retail merchants and other consumer loans. We specialize in charged-off credit card debt including Visa ®, MasterCard ® and department store credit defaulted by consumers located nationally. The initial process of a credit grantor charging off this debt and selling it allows the credit grantor to focus on their core business and realize immediate cash proceeds and earnings. Our benefit in purchasing this defaulted debt is that we are able to purchase these receivables at a substantial discount to their face value since these receivables generally have already been subject to collection efforts. We generate revenue and earnings by collecting repayment of the debt obligations on the portfolios of debt we own through collection efforts and through the resale of accounts that we may strategically choose to sell.

Our predecessor company, Hanover Asset Management, Inc. was incorporated in November 2008 in California. Our first major milestone completed shortly thereafter was the purchase of the assets from a company in our industry that had been purchasing and managing defaulted consumer receivables since July 2004. For the purpose of reincorporating in Delaware, we merged with a newly incorporated successor company, Hanover Portfolio Acquisitions, Inc., in July 2011 under which we continue to operate as a debt portfolio management company.

Industry Overview

Consumer credit card growth, which has been on the decline for about three years, appears to be showing signs of life again, according to data Equifax Inc. released July 1, 2011. Equifax said that new bankcard account originations increased 35% during the 12 months ended March 2011 and credit lines also expanded incrementally. Equifax said in a press release that the increase in new card accounts is “a sign card lending competition is heating up”. Equifax senior vice president of client services, Michael Koukounas further said in a press release “Despite concerns of the economy relapsing, several current metrics indicate the credit cycle is stabilizing—even growing somewhat as consumer payment behavior improves”. Consumers in June 2011 borrowed more on credit cards, according to new data the Federal Reserve Board released Aug. 5, 2011 which is another positive sign for lender profitability. The Fed also said in its G.19 report that consumer revolving credit of which 98% is tied to consumer credit cards, increased $5.2 billion to $798.3 billion in June 2011 from $793.1 billion in May 2011. The results mark the second consecutive monthly increase in revolving credit after over two years of declining credit card receivables.

According to Fitch Ratings Inc, the average U.S. bankcard charge-off rate dropped sharply in June 2011 indicating the second-largest monthly decline since the Bankruptcy Reform Act took effect in 2005. The charge-off rate represents the percent of the total outstanding credit card debt that has been charged-off. Charging off credit card debt is the declaration by a credit grantor that an amount of debt is unlikely to be collected. Traditionally, creditors will make this declaration at the point of six months without payment. As the worst of the economic crisis that began in 2008 further recedes, the bankcard charge-off rate continues to improve, falling 96 basis points in June 2011 to 6.33% from 7.29% in May 2011. Herman Poon, a Fitch director said that the latest results bring the bankcard charge-off rate “closer in line” with historical averages. The historical average bankcard charge-off rate is 5.99%, according to data Fitch has collected since 1991. Bankcard charge-offs following the most recent recession peaked at about 11% during the first quarter of 2010, Fitch said.

The latest example of how smaller acquisitions are fueling a slow revival in the credit card portfolio sales market includes the August 15, 2011 transaction involving the sale of Bank of America’s unwanted Canadian card assets. Although bigger deals, like Capital One Financial Corp’s planned takeover of HSBC’s $30 billion U.S. card portfolio are getting attention, the B of A’s disposal of its $8.6 billion Canadian portfolio, along with other, smaller sales, will likely account for the significant card merger-and-acquisition activity this year. These types of transactions are reversing a years-long trend of smaller companies outsourcing their credit card operations to big banks. Now, as credit card giants like Bank of America try to unload assets they deem distracting, regional banks are taking back the opportunity to compete against larger issuers. Regions Financial Corp. is an example of regional banks getting back involved with credit card lending. Regions Chief Financial Officer David Turner said at an investors conference in June 2011 that issuing credit cards was a business his bank had wanted to reenter for a while. Returning to credit card lending could also help Regions make up some lost revenue from the Dodd-Frank financial reform law. A provision of the law capped the interchange fees that banks earn on debit card transactions, but those caps do not affect credit card interchange fees.

We believe that there are clear signs of recovery in our industry. With certain industry metrics as outlined above beginning to stabilize and more competition among credit grantors to attract new customers growing, we believe the prospects are positive for our industry.

We believe that the industry is seeing improved results from debt buyers. Due to economic factors of recent years, the industry has needed to evolve which is healthy for the industry. When capital was plentiful, companies quickly grew and a number of companies were less careful then prudence would dictate. Many of those companies went by the wayside but it is clear that companies that purchased wisely were able to weather an economic storm as great as the recent one and in some cases somewhat thrive. We believe we can incorporate those lessons learned into our business processes to increase our resilience to future economic fluctuations.

As with other markets and industries, the law of supply and demand is at work for defaulted consumer receivables available in the market. The market is influenced by the levels of outstanding consumer credit and charge-off rates, among other factors. With lenders that tightened credit standards during the economic downturn, scaled back new accounts was the result. Some credit card issuers lowered credit limits as a way to hedge their risk against higher charge-offs in the wake of the unemployment rate exceeding 9%, lower supplies of defaulted debt portfolios resulted. With some reduction in supply and in general, with more capital entering the industry, portfolio acquisition prices have stabilized in 2011 for paper in all stages of delinquency. In some cases prices have slightly increased in the fresh and primary segments. Although pricing is nowhere near the higher rates prior to the recent economic downturn, it is a positive sign that experienced industry players are starting to have more confidence in the industry moving forward.

Credit grantors have traditionally looked to limit their credit losses either through collection efforts with their own personnel or outsourcing collection activities to third party collectors. Another way credit grantors limit their losses is through selling its charged-off receivables for immediate cash. When the credit grantor chooses to sell its receivables to a debt purchaser such as us, the credit grantor can potentially receive the following benefits:

- Provides immediate cash for reinvestment, expansion and new business loans.
- Allows the company to focus on its primary business.
- Eliminates the wait for contingency payments.
- Reduces collection workforce and associated costs.
- Eliminates the work of managing agencies.
- Removes the risk of debtors declaring bankruptcy or collateral damage.
- Reduces warehouse and file storage expenses.
- Allows an exit strategy for bad debt.
- Potential tax benefits.

Our benefit in purchasing this defaulted debt is that we are able to purchase these receivables at a substantial discount to their face value and generate revenue and earnings through collections and strategic resale of these assets. We have relied on third party brokers to facilitate acquisitions and sales and third party collection agencies that work on a contingency basis to collect on our portfolios.

In our industry, there are a number of factors that affect the value of portfolios. Factors include the supply, age, location, history of the debt including how many collection agencies have worked on the portfolio, lending policies of the original credit grantor, and other factors. Portfolios that are sold direct from the original creditor with conservative lending criteria and recent charge-off dates would tend to realized higher values, with prices decreasing based on looser lending practices, age of the debt and on the number of agencies that have previously attempted to collect the debt among other factors.

Debt buyers evaluate a specific portfolio utilizing a unique set of financial assumptions that reflect their expected rate of return, liquidation strategy and the potential risk associated with achieving the desired liquidation performance. These variances in buyer expectations result in different values being placed on a portfolio by different buyers. Sellers who participate in public auctions tend to maximize value when utilizing a competitive bidding

process in a stable or growing market. However, in a recessionary market, debt buyers expecting a decline in liquidation tend to use more conservative assumptions in their liquidation calculations which produce lower bids. As a result, certain portfolios generate bids that fall short of the seller's minimum price requirement to consummate a deal.

Owners of consumer debt including credit grantors utilize a variety of processes to sell receivables, including the following:

- Competitive bidding process for specific portfolios through a sealed bid or sometimes through an on-line process;
- Transactions that are privately negotiated between the portfolio owner including the original credit grantor and a purchaser. This can be directly between the parties or through a broker; and
- Forward flow contracts that commit a seller of debt to sell and a purchaser to purchase a pre-agreed quantity of debt at a pre-agreed price on a pre-determined schedule that for example may be monthly or quarterly.

Despite previous collection efforts of a credit grantor or their third party collection agency, we believe a debt buyers' ability to successfully collect payments on charged-off receivables includes the ability to pursue collections over multi-year periods and to tailor repayment plans based on a consumer's ability to pay.

Once a portfolio is owned, the debt buyer will either utilize an internal collection agency or contract out collections to a third party collection agency and legal firms or a combination of these. Collection agencies are generally paid a percentage of what is collected. The rate collection agencies charge largely depends on the type, age and the number of previous agencies that have previously attempted collections on the portfolio. We have utilized third party collection agencies and a legal firm since our inception. When it comes to portfolio hold times, debt buyers utilize different strategies depending on their corporate objectives. Some buyers will keep debt for a relatively short period of time as short as 3 to 6 months to much longer periods of 5 years or more. Our hold times have ranged from approximately 6 months to 2 years. Our future hold times will vary depending on the strategy we employ for a respective portfolio that we may acquire in the future. At the end of whichever hold time is employed, debt buyers will generally resell the portfolio to further add to the overall return of investment.

We believe that the outlook for the industry is a positive one. Looking forward, the recent economic downturn has served to help the industry mature. Although it is unlikely that we will again see the perfect storm of economic factors that so negatively affected our economy in recent years including a combination of low interest rates and excessive access to consumer credit due to the rapid and sustained increases in home values and corresponding home equity loans, the lessons learned by many in our industry will aid in shoring up policies and procedures and valuation strategies to manage future fluctuations in a profitable manner.

Competition

We receive competition from other purchasers of charged-off consumer receivables, third party collection agencies, other financial service companies and credit originators that manage their own consumer receivables. Our business of purchasing charged-off consumer receivables is highly competitive and fragmented. There are few significant barriers for entry to our industry and we expect that competition from new and existing companies will increase.

Some of our competitors are larger and more established and may have substantially greater financial, technological, personnel and other resources than we have, including greater access to capital markets. Companies with greater financial resources may elect at a future date to enter the consumer debt purchasing business. However, we believe that no individual competitor or group of competitors currently has a dominant presence in the market. Current debt sellers may change strategies and cease selling debt portfolios in the future which would decrease supplies and increase competition for available portfolios.

Since we utilize an outsourced collection agencies model, there may be competition for the agencies financial, technological, personnel and other resources when servicing our placed accounts for collections. Competition for agency resources can come from other debt buyers and from other commercial client accounts.

The availability and pricing of receivables portfolios, as well as the availability and cost of qualified debt collectors are affected by competitive pressures. In addition, some of our competitors may have signed forward flow contracts under which originating institutions have agreed to transfer charged-off receivables to them in the future, which could restrict those originating institutions from selling receivables to us.

We face bidding competition in our acquisition of charged-off consumer receivables. The two primary competitive purchasing environments can be summarized as (1) the competitive bidding process that many credit grantors utilize to sell their charged off consumer debt and; (2) the open secondary market that involves the reselling of portfolios through private negotiation between the seller and the buyer either directly or through a broker.

Additionally, for accounts we already own, we face competition with other debt buyers for the resources of the debt seller in sending to us on a timely basis requested representations, warranties and indemnities.

In the future, we may not have the resources or ability to compete successfully. There can be no assurance that we will be able to offer competitive bids for defaulted consumer receivables portfolios. If we are unable to develop and expand our business or adapt to changing market needs as well as our current or future competitors are able to do, we may experience reduced access to defaulted consumer receivables portfolios at appropriate prices and reduced profitability.

Strategy

Our next step to facilitate our growth is to become publicly listed by having our common stock included in the Over the Counter Bulletin Board maintained by FINRA. We believe that obtaining a stock symbol will better enable us (1) attract the capital required to fund our growth through the ongoing acquisition of portfolios of defaulted consumer receivables; (2) attract seasoned management personnel from within the industry to our management team; (3) to further develop or acquire software and hardware portfolio management tools; (4) move to a larger office and build out the required office infrastructure. Our revenue and owned asset base will not be sufficient to fund any of our proposed growth plans including the acquisitions of additional debt portfolio. Our ability to engage in our proposed business operations is dependent on our raising other debt or equity financing once we have become publicly listed.

Once we become publicly listed by having our common stock included in the Over the Counter Bulletin Board maintained by FINRA, our plan includes the hiring of a new President possessing significant industry experience and relationships with extensive underwriting expertise and analytical valuation methodology experience. With our new president, we plan at that time to raise the required capital to fund our initial growth. Once funding commitments are in place, we will move to a larger office and complete the related infrastructure and technical build out. Our new president will work on establishing our ‘On-Board’ buying relationships to become qualified as a purchaser with leading credit issuers, credit resellers and brokers. As we commence acquiring new portfolios and raising additional capital, VP of Portfolio Acquisitions and VP of Operations as well as other personnel will be added as required.

There are a number of different types of defaulted consumer receivables that we may potentially purchase. The types and amount of each type as a percentage of our asset pool will vary depending on market conditions and opportunities. We may select to include one or more of the following types of debt to acquire:

1. Credit Cards
    i. VISA®/MasterCard®
    ii. Private Label
    iii. Retail Cards
    iv. Branded Cards

2. Installment Loans
    i. Promissory Notes
    ii. Auto and Recreational Vehicle Loans
    iii. Student Loans
    iv. Retail Installment Contracts
3. Judgments – All Types

We will give acquisition preference to purchasing portfolios direct from issuers. However, our constant evaluation of market conditions including market supply and pricing will dictate the type, quality and age among many other portfolio profile factors in our buying strategy to maximize the return on capital.

Our company will continue to use and plans on significantly growing our dynamic network of skilled recovery and legal agencies that will be subject to our strict due diligence process to ensure that each satisfy specific standards and requirements. A premium is placed on strict adherence to a complicated environment of legal and regulatory requirements. The interface between creditor and debtor is conducted with a strict code of ethics and fairness. We will coordinate and maintain intensive oversight over these agencies to maximizes account performance, maximize the value of receivable accounts and assure the proper execution of our strategies.

We plan on implementing the most current and robust software portfolio analytical in addition to portfolio and agency management tools along with the latest industry best practices to reduce our operating costs and maximize efficiency and our return on investment on acquisitions. With no legacy equipment and software to get in the way, we will avoid the considerable expense and time delays of having to handle integration with legacy systems.

As our firm grows and our size warrants, we will add to our core team with specialized portfolio acquisition, management and liquidation departments to further combine their extensive underwriting expertise, analytical methods and to price and design portfolio specific receivable liquidation strategies to increase return on investment and control the debt assets.

We have developed a clear and defined growth strategy to capitalize on the slowly stabilizing economy and to avoid the mistakes many have made prior to the economic downturn. It is clear to us moving forward that companies that are capitalized and well managed and that purchase defaulted consumer receivables intelligently can be perfectly situated to reap the financial benefits as the economy and consumers' financial positions improve. There remains great opportunity for growth.

Portfolios

The portfolios acquired in our November 2008 asset purchase were made up of 33,198 accounts with a face value of $46,203,475. Approximately 94% of the entire portfolio was out of statute meaning that the age would disallow us from taking legal action to collect the debt. Further still, over 28% of the entire portfolio was older than seven years from the date of charge-off, an age that would prevent us from listing the accounts with the credit bureaus.

In November 2008, we utilized cash that was included in the asset purchase to acquire a portfolio of statute accounts with an average age at the time acquired of approximately 2 years since the dates of charge-off. The portfolio was made up of 1,743 accounts and a face value of $5,132,852.

Revenue from collections and strategic sales of the above portfolios have funded our operations to date. As of June 30th, 2011, we currently own 487 active accounts with a face value of $970,000 with an average charge-off date of 12/17/2005.

Government Regulations

Federal, state and municipal statutes, rules, regulations and ordinances establish specific guidelines and procedures which debt purchasers must follow when collecting consumer accounts. It is our policy to comply with

the provisions of all applicable federal laws and comparable state statutes in all of our recovery activities, even in circumstances in which we may not be specifically subject to these laws. Our failure to comply with these laws could have a material adverse effect on us in the event and to the extent that they limit our recovery activities or subject us to fines or penalties in connection with such activities. Federal and state consumer protection, privacy and related laws and regulations extensively regulate the collection of consumer debt and the relationship between customers and credit card issuers. Significant federal laws and regulations applicable to our business include the following:

- Consumer Financial Protection Act of 2010. On July 21, 2010, President Obama signed into law the financial reform bill (H.R. 4173) that creates the Consumer Financial Protection Bureau (CFPB) as it carries out its responsibilities under the Consumer Financial Protection Act of 2010. The CFPB, which began operation on July 21, 2011 is the federal agency that holds primary responsibility for regulating consumer protection in the United States. The jurisdiction of the bureau includes banks, credit unions, securities firms, payday lenders, mortgage-servicing operations, foreclosure relief services, debt collectors companies, mortgages, credit cards, student loans and other financial companies. New rules in the process of being formulated under this Act may require those debt buying companies determined by the CFPB to be larger participants to be subject to supervision, including, potentially, CFPB information requests, reporting requirements and on-site examinations. The bureau will be an independent unit located inside and funded by the United States Federal Reserve, with interim affiliation with the U.S. Treasury Department. It will write and enforce bank rules, conduct bank examinations, monitor and report on markets, as well as collect and track consumer complaints.
- Fair Debt Collection Practices Act ("FDCPA"). This act was enacted in 1977 to protect consumers from abusive, unfair, and deceptive practices by third-party debt collectors. This act imposes certain obligations and restrictions on collection practices, including specific restrictions regarding communications with consumer customers, including the time, place and manner of the communications. This act also gives consumers certain rights, including the right to dispute the validity of their obligations and a right to sue third parties who fail to comply with its provisions, including the right to recover their attorney fees.
- Fair Credit Reporting Act ("FCRA"). Originally passed in 1970, the FCRA is a U.S. federal law that regulates the collection, dissemination, and use of consumer credit information. Although third party agencies we utilize may be subject to this act as they provide information concerning our accounts to the three major credit reporting agencies, we believe that we are not currently subject to this act as we do not currently directly furnish information to the credit reporting agencies or use credit reports, we may decide to furnish or use such information in the future. This act places certain requirements on credit information providers regarding verification of the accuracy of information provided to credit reporting agencies and investigating consumer disputes concerning the accuracy of such information. The Fair Credit Reporting Act includes additional duties applicable to data furnishers with respect to information in the consumer's credit file that the consumer identifies as resulting from identity theft, and requires that data furnishers have procedures in place to prevent such information from being furnished to credit reporting agencies.
- Gramm-Leach-Bliley Act. This act requires that certain financial institutions, including debt purchasers, collection agencies, develop policies to protect the privacy of consumers' private financial information and provide notices to consumers advising them of their privacy policies. This act also requires that if private personal information concerning a consumer is shared with another unrelated institution, the consumer must be given an opportunity to opt out of having such information shared. Since we do not share consumer information with non-related entities, except as required by law, or except as needed to collect on the receivables, our consumers are not entitled to any opt-out rights under this act. This act is enforced by the Federal Trade Commission, which has retained exclusive jurisdiction over its enforcement, and does not afford a private cause of action to consumers who may wish to pursue legal action against a financial institution for violations of this act.
- Electronic Funds Transfer Act. This act regulates the use of the Automated Clearing House, or ACH, system to make electronic funds transfers. All ACH transactions must comply with the rules of the National Automated Check Clearing House Association, or NACHA, and Uniform Commercial Code § 3-402. This act, the NACHA regulations and the Uniform Commercial Code give the consumer, among other things, certain privacy rights with respect to the transactions, the right to stop payments on a pre-approved fund transfer, and the right to receive certain documentation of the transaction. This act also gives consumers a right to sue institutions which cause financial damages as a result of their failure to comply with its provisions.
- Telephone Consumer Protection Act of 1991 ("TCPA"). The TCPA is the primary law in the U.S. governing the conduct of telemarketers. Its primary regulator is the Federal Communications Commission (FCC).

The TCPA restricts the use of dialers, prerecorded voice messages, SMS text messages received by cell phones, and the use of fax machines. As such, debt collectors often find themselves restricted in the communication technology they can use, especially when the technology is not explicitly mentioned in the law.

- Servicemembers Civil Relief Act. The Soldiers' and Sailors' Civil Relief Act of 1940 was amended in December 2003 as the Servicemembers Civil Relief Act, or SCRA. The SCRA gives U.S. military service personnel relief from credit obligations they may have incurred prior to entering military service, and may also apply in certain circumstances to obligations and liabilities incurred by a servicemember while serving on active duty. The SCRA prohibits creditors from taking specified actions to collect the defaulted accounts of servicemembers. The SCRA impacts many different types of credit obligations, including installment contracts and court proceedings, and tolls the statute of limitations during the time that the servicemember is engaged in active military service. The SCRA also places a cap on interest bearing obligations of servicemembers to an amount not greater than 6% per year, inclusive of all related charges and fees.
- U.S. Bankruptcy Code. In order to prevent any collection activity with bankrupt debtors by creditors and collection agencies, the U.S. Bankruptcy Code provides for an automatic stay, which prohibits certain contacts with consumers after the filing of bankruptcy petitions.
- Health Insurance Portability and Accountability Act ("HIPAA"). This act requires that healthcare institutions provide safeguards to protect the privacy of consumers' healthcare information. Although we do not currently own or collect on medical debt, we may in the future. Should we collect medical debt in the future, we would be considered a business associate to the healthcare institutions and are required to abide by HIPAA.

Additionally, there are some states statutes and regulations comparable to the above federal laws, and specific licensing requirements which affect our operations. State laws may also limit credit account interest rates and the fees, as well as limit the time frame in which judicial actions may be initiated to enforce the collection of consumer accounts.

Although we are not a credit originator, some of these laws directed toward credit originators, including the Truth in Lending Act, Fair Credit Billing Act, Equal Credit Opportunity Act and the Retail Installment Sales Act may occasionally affect our operations because our receivables were originated through credit transactions. Federal laws which regulate credit originators require, among other things, that credit card issuers disclose to consumers the interest rates, fees, grace periods and balance calculation methods associated with their credit card accounts. Consumers are entitled under current laws to have payments and credits applied to their accounts promptly, to receive prescribed notices and to require billing errors to be resolved promptly. Some laws prohibit discriminatory practices in connection with the extension of credit. Federal statutes further provide that, in some cases, consumers cannot be held liable for, or their liability is limited with respect to, charges to the credit card account that were a result of an unauthorized use of the credit card. These laws, among others, may give consumers a legal cause of action against us, or may limit our ability to recover amounts owing with respect to the receivables, whether or not we committed any wrongful act or omission in connection with the account. If the credit originator fails to comply with applicable statutes, rules and regulations, it could create claims and rights for consumers that could reduce or eliminate their obligations to repay the account and have a possible material adverse effect on us. Accordingly, while we seek to contractually obtain indemnification from creditor originators and others against losses caused by the failure to comply with applicable statutes, rules and regulations relating to the receivables before they are sold to us, we may not be able to do so. If some of the receivables were established as a result of identity theft or unauthorized use of a credit card and, accordingly, we could not recover the amount of such defaulted consumer receivables. As a purchaser of defaulted consumer receivables, we may acquire receivables subject to legitimate defenses on the part of the consumer. Our account purchase contracts allow us to return to the debt owners certain defaulted consumer receivables that may not be collectible, due to these and other circumstances. Upon return, the debt owners are required to replace the receivables with similar receivables or repurchase the receivables. These provisions limit to some extent our losses on such accounts.

The U.S. Congress and several states have enacted legislation concerning identity theft. Additional consumer protection and privacy protection laws may be enacted that would impose additional requirements on the enforcement of and recovery on consumer credit card or installment accounts. Any new laws, rules or regulations that may be adopted, as well as existing consumer protection and privacy protection laws may adversely affect our ability to recover the receivables. In addition, our failure to comply with these requirements could adversely affect our ability to enforce the receivables.

Any licenses issued under applicable credit laws that we may be required to obtain in the future may be subject to periodic renewal provisions and/or other requirements. Our inability to renew licenses or to take any other required action with respect to such licenses could have a material adverse effect upon our results of operation and financial condition.

Internal Revenue Code Section 6050P and the related Treasury Regulations, in certain circumstances, require creditors to send out Form 1099-C information returns to those debtors whose debt, in an amount in excess of $600, has been deemed to have been forgiven for tax purposes, thereby alerting them to the amount of the forgiveness and the fact that such amount may be taxable income to them. Under these regulations, a debt is deemed to have been forgiven for tax purposes if (i) there has been no payment on the debt for 36 months and if there were no "bona fide collection activities" (as defined in the regulation) for the preceding 12 month period, (ii) the debt was settled for less than the full amount or (iii) other similar situations outlined in the regulations. U.S. Treasury Regulation Section 1.6050P-2 became final in 2004 and is effective for 2005 and forward. The regulations indicate that the rules apply to companies who acquire indebtedness and, therefore, we will need to comply with the reporting requirements. Our cost of compliance with these regulations are uncertain. In some instances, we may engage in additional monitoring activities of accounts and will send 1099-C information returns, which will increase our administrative costs. If we are required to send a 1099-C information return, despite the fact that we are continuing our collections efforts on an account, it may become more difficult to collect from those accounts because debtors may perceive the 1099-C as notice of debt relief rather than as tax information.

Kaulkin Ginsberg Director Mark Russell said the industry should be concerned that local government agencies are pushing for stricter regulation, even as the industry faces a new federal regulator with rulemaking authority through the Federal Reserve's new Consumer Financial Protection Bureau. "They want more power at the state and local level," he said. "The industry is hoping this new entity (CFPB) will standardize the rules. If ARM companies have to continue to follow regulations at the local, state and federal level it will be more challenging to adhere to all the regulations while doing their job." Compliance with various legislation has grown and moving forward, compliance will become greater and more costly to adhere to.

Employees

We do not currently have any employees. Mr. Mann serves us on a part time as needed basis.

Properties/Principal Executive Offices

We currently use space within offices leased by Mr. Mann without cost to us in Arlington, Texas. The value of using this space is de-minimus.

Legal Proceedings

We are not involved in any litigation. However, we may initiate legal proceedings as a plaintiff in connection with our routine collection activities. In such instances, debtors frequently initiate counterclaims against the creditor.

MANAGEMENT

Our sole director and executive officer and additional information concerning him is as follows:

Name	AGE	Position(s)
Michael Mann	53	Director, President and Chief Executive Officer

As President and Chief Executive Officer of Hanover Portfolio Acquisitions, Inc. (formerly Hanover Asset Management, Inc.) since 2008, Mr. Mann brings significant related experience in the consumer debt industry, corporate finance and business operations. Immediately before forming Hanover Portfolio Acquisitions and currently, Mr. Mann was the Founder and is currently the President and Chief Executive Officer of U.S. Debt Settlement, Inc. Mr. Mann has personally overseen the growth and development of U.S. Debt Settlement by listing his company's stock on the Frankfurt Stock Exchange in October of 2009 and through the acquisition of numerous

companies. From January 2002 to July 2003, Mr. Mann was the Chief Executive Officer of Shared Vision Capital, a boutique investment banking firm that assisted emerging companies with early seed capital and bridge loans. Earlier still, from October 1998 to December 2001, Mr. Mann was the Vice President of Investor Relations for JuriSearch.com, an online legal research platform. During his tenure with JuriSearch.com, Mr. Mann was directly responsible for funding the company's growth and development. In addition, Mr. Mann founded Universal Pacific Communications, a privately owned telecommunications company. Under his leadership as President of Universal Pacific, the company developed a fiber optic disaster recovery telecommunications network, designed for and successfully marketed to Fortune 1000 companies. Mr. Mann sold out his percentage of the company in 1995 to his partner.

During the past five years, there have been no events under any bankruptcy act, no criminal proceedings and no judgments, injunctions, orders or decrees material to the evaluation of the ability and integrity of any director, executive officer, promoter or control person of the Company, including any allegations (not subsequently reversed, suspended or vacated), permanent or temporary injunction, or any other order of any federal or state authority or self-regulatory organization, relating to activities in any phase of the securities, commodities, banking, savings and loan, or insurance businesses in connection with the purchase or sale of any security or commodity, or involving mail or wire fraud in any business.

There are no family relationships among our officers and directors.

Executive Compensation

Mr. Mann is not under an employment agreement and has received compensation from time to time for services rendered to our company. Until our company receives additional capital as is planned in the future, Mr. Mann intends to devote limited time to our business affairs and may earn compensation that is commensurate to the time and responsibilities of his duties. No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by us.

Because we have only one director, we do not have standing audit, compensation and corporate governance committees, or committees performing similar functions.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The following table sets forth, as of September 22, 2011, the stock ownership of (i) each of our named executive officers and directors, (ii) all executive officers and directors as a group, and (iii) each person known by us to be a beneficial owner of 5% or more of our common stock assuming the sale of all of the stock offered hereby. No person listed below has any option, warrant or other right to acquire additional securities from us, except as may be otherwise noted. We believe that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them except as stated therein.

Name and Address	**Amount and Nature of Beneficial Ownership [(1)]**	**Percentage of Class**
Michael Mann 835 E. Lamar Blvd, 202 Arlington, TX 76011	2,199,384[(2)]	48.5%[(2)]
Peter Hall 11664 National Blvd, 407 Los Angeles, CA 90064	1,133,703	25.0%
Purple Grasshopper, LP Brandon Davenport, Manager 302 Stonebridge Drive Richardson, Texas 75080	566,851[(2)]	12.5% [(2)]
All officers and directors As a group (1 persons)	2,199,384	48.5%

(1) All shares are owned directly unless otherwise indicated.

(2) 453,481 of the shares are to be reconveyed to Michael Mann if a personal loan is repaid by December 31, 2011. Accordingly, these shares are included in the ownership for Michael Mann and Purple Grasshopper, LP.

CERTAIN TRANSACTIONS

Upon the incorporation of Hanover Asset Management, Inc. in 2008, we offered and sold an aggregate of 103,393,707 shares of our Common Stock (pre 30-to-1 exchange that occurred July 15, 2011) to our founders Michael Mann (69,382,619 shares) and Peter Hall (34,011,088 shares), for services rendered. In November 2008 we acquired all of the assets of The Hanover Group, LLC in exchange for 32,650,644 of our shares. Neither us nor any person acting on our behalf offered or sold the securities by means of any form of general solicitation or general advertising. We issued these shares of Common Stock under the exemption from registration provided by Section 4(2) of the Securities Act.

DESCRIPTION OF SECURITIES

We were incorporated in November 2008 as a California corporation and became a Delaware corporation through a reincorporation merger in July 2011. We are authorized to issue 75,000,000 shares of common stock and 5,000,000 shares of preferred stock.

Preferred Stock

We are authorized to issue 5,000,000 shares of preferred stock with designations, rights and preferences determined from time to time by our Board of Directors. No shares of preferred stock have been designated, issued or outstanding. Accordingly, our Board of Directors is empowered, without stockholder approval, to issue up to 5,000,000 shares of preferred stock with voting, liquidation, conversion, or other rights that could adversely affect the rights of the holders of the common stock. Although we have no present intention to issue any shares of preferred stock, there can be no assurance that we will not do so in the future.

Among other rights, our Board of Directors may determine, without further vote or action by our stockholders:

- the number of shares and the designation of the series;
- whether to pay dividends on the series and, if so, the dividend rate, whether dividends will be cumulative and, if so, from which date or dates, and the relative rights of priority of payment of dividends on shares of the series;
- whether the series will have voting rights in addition to the voting rights provided by law and, if so, the terms of the voting rights;
- whether the series will be convertible into or exchangeable for shares of any other class or series of stock and, if so, the terms and conditions of conversion or exchange;
- whether or not the shares of the series will be redeemable and, if so, the dates, terms and conditions of redemption and whether there will be a sinking fund for the redemption of that series and, if so, the terms and amount of the sinking fund; and
- the rights of the shares of the series in the event of our voluntary or involuntary liquidation, dissolution or winding up and the relative rights or priority, if any, of payment of shares of the series.

We presently do not have plans to issue any shares of preferred stock. However, preferred stock could be used to dilute a potential hostile acquirer. Accordingly, any future issuance of preferred stock or any rights to purchase preferred shares may have the effect of making it more difficult for a third party to acquire control of us. This may delay, defer or prevent a change of control in our Company or an unsolicited acquisition proposal. The issuance of preferred stock also could decrease the amount of earnings attributable to, and assets available for

distribution to, the holders of our common stock and could adversely affect the rights and powers, including voting rights, of the holders of our common stock.

Common Stock

We are authorized to issue 75,000,000 shares of common stock. There are 4,534,870 shares of our common stock issued and outstanding at September 22, 2011 which shares are held by 182 shareholders. The holders of our common stock:

- have equal ratable rights to dividends from funds legally available for payment of dividends when, as and if declared by the Board of Directors;
- are entitled to share ratably in all of the assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of our affairs;
- do not have preemptive, subscription or conversion rights, or redemption; and
- are entitled to one non-cumulative vote per share on all matters submitted to stockholders for a vote at any meeting of stockholders.

See also “Plan of Distribution” subsection entitled "Any market that develops in shares of our common stock will be subject to the penny stock restrictions which will make trading difficult or impossible" regarding negative implications of being classified as a "Penny Stock."

Authorized but Un-issued Capital Stock

Delaware law does not require stockholder approval for any issuance of authorized shares. However, the marketplace rules of the NASDAQ, which would apply only if our common stock were listed on the NASDAQ, require stockholder approval of certain issuances of common stock equal to or exceeding 20% of the then-outstanding voting power or then-outstanding number of shares of common stock, including in connection with a change of control, the acquisition of the stock or assets of another company or the sale or issuance of common stock below the book or market value price of such stock. These additional shares may be used for a variety of corporate purposes, including future public offerings to raise additional capital or to facilitate corporate acquisitions.

One of the effects of the existence of un-issued and unreserved common stock may be to enable our Board of Directors to issue shares to persons friendly to current management, which issuance could render more difficult or discourage an attempt to obtain control of our board by means of a merger, tender offer, proxy contest or otherwise, and thereby protect the continuity of our management and possibly deprive the stockholders of opportunities to sell their shares of our common stock at prices higher than prevailing market prices.

Delaware Anti-Takeover Law

We will be subject to the provisions of Section 203 of the Delaware General Corporation Law regulating corporate takeovers. This section prohibits, subject to exceptions, publicly-traded Delaware corporations from engaging in a business combination, which includes a merger or sale of more than 10% of the corporation's assets, with any interested stockholder. An interested stockholder is generally defined as a person who, with its affiliates and associates, owns or, within three years before the time of determination of interested stockholder status, owned 15% or more of a corporation's outstanding voting securities. This prohibition does not apply if: the transaction is approved by the Board of Directors before the time the interested stockholder attained that status; upon the closing of the transaction that resulted in the stockholder becoming an interest stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the start of the transaction; or at or after the time the stockholder became an interested stockholder, the business combination is approved by the board and authorized at an annual or special meeting of stockholders by at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder.

A Delaware corporation may opt out of this provision with an express provision in its original certificate of incorporation or an express provision in its certificate of incorporation or bylaws resulting from an amendment approved by at least a majority of the outstanding voting shares. However, we have not opted out of this provision.

This provision of the Delaware General Corporation Law could prohibit or delay a merger or other takeover or change-in-control attempts and may discourage attempts to acquire us.

Shareholder Matters

Certain provisions of Delaware law create rights that might be deemed material to our shareholders. Other provisions might delay or make more difficult acquisitions of our stock or changes in our control or might also have the effect of preventing changes in our management or might make it more difficult to accomplish transactions that some of our shareholders may believe to be in their best interests.

Dissenters' Rights

Among the rights granted under Delaware law which might be considered as material is the right for shareholders to dissent from certain corporate actions and obtain payment for their shares (see Delaware Revised Statutes ("DRS") 92A.380-390). This right is subject to exceptions, summarized below, and arises in the event of mergers or plans of exchange. This right normally applies if shareholder approval of the corporate action is required either by Delaware law or by the terms of the articles of incorporation.

A shareholder does not have the right to dissent with respect to any plan of merger or exchange, if the shares held by the shareholder are part of a class of shares which are:

- listed on a national securities exchange;
- included in the national market system by the National Association of Securities Dealers; or
- held of record by not less than 2,000 holders.

This exception notwithstanding, a shareholder will still have a right of dissent if it is provided for in the articles of incorporation (our certificate of incorporation does not so provide) or if the shareholders are required under the plan of merger or exchange to accept anything but cash or owner's interests, or a combination of the two, in the surviving or acquiring entity, or in any other entity falling in any of the three categories described above in this paragraph.

Inspection Rights

Delaware law also specifies that shareholders are to have the right to inspect company records. This right extends to any person who has been a shareholder of record for at least six months immediately preceding his demand. It also extends to any person holding, or authorized in writing by the holders of, at least 5% of our outstanding shares. Shareholders having this right are to be granted inspection rights upon five days' written notice. The records covered by this right include official copies of: the articles of incorporation, and all amendments thereto, bylaws and all amendments thereto; and a stock ledger or a duplicate stock ledger, revised annually, containing the names, alphabetically arranged, of all persons who are stockholders of the corporation, showing their places of residence, if known, and the number of shares held by them, respectively.

In lieu of the stock ledger or duplicate stock ledger, Delaware law provides that the corporation may keep a statement setting out the name of the custodian of the stock ledger or duplicate stock ledger, and the present and complete post office address, including street and number, if any, where the stock ledger or duplicate stock ledger specified in this section is kept.

Transfer Agent

The transfer agent for our common stock is _____ . Its telephone number is _____.

Warrants or Convertible Securities

We have not issued any warrants, options or other securities which are convertible into or exercisable for shares of our Common Stock.

Indemnification of Directors and Officers.

Under Delaware Law and our Bylaws, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Delaware.

Regarding indemnification for liabilities arising under the Securities Act which may be permitted to directors or officers under Delaware law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Securities Act and is, therefore, unenforceable.

LEGAL MATTERS

Validity of the securities offered by this prospectus will be passed upon for us by Frank J. Hariton, Esq., White Plains, New York.

EXPERTS

The financial statements included in this prospectus have been audited by Rose, Snyder & Jacobs, A Corporation of Certified Public Accountants, who is an independent registered public accounting firm, to the extent and for the periods set forth in their reports appearing elsewhere herein, and are included herein in reliance upon such reports given upon the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

We will file annual, quarterly and special reports and other information with the SEC. These filings contain important information that does not appear in this prospectus. For further information about us, you may read and copy any reports, statements and other information filed by us at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549-0102. You may obtain further information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available on the SEC Internet site at http://www.sec.gov, which contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Hanover Portfolio Acquisitions, Inc.
(formerly known as Hanover Asset Management, Inc.)

We have audited the accompanying balance sheets of Hanover Portfolio Acquisitions, Inc. (formerly known as Hanover Asset Management, Inc.) as of December 31, 2010 and 2009, and the related statements of operations, stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Hanover Portfolio Acquisitions, Inc. (formerly known as Hanover Asset Management, Inc.) as of December 31, 2010 and 2009, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has incurred recurring net losses. This condition raises substantial doubt about the Company's ability to continue as a going concern. Management's plans regarding those matters also are described in Note 1. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Rose, Snyder & Jacobs
Rose, Snyder & Jacobs
A Corporation of Certified Public Accountants

Encino, California
April 4, 2011, except for Note 8, for which the date is September 20, 2011

HANOVER PORTFOLIO ACQUISITIONS, INC.
FKA HANOVER ASSET MANAGEMENT, INC.
BALANCE SHEETS
AS OF DECEMBER 31, 2010 AND 2009

	December 31, 2010	December 31, 2009
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 34,772	$ 49,236
Debt portfolios	35,398	119,771
Notes receivable - related party, note 6	85,300	62,500
Accrued interest income - related party, note 6	9,336	-
TOTAL CURRENT ASSETS	164,806	231,507
PROPERTY AND EQUIPMENT		
Office equipment	630	630
Furniture and fixtures	165	-
Computer equipment	4,151	4,151
	4,946	4,781
Less accumulated depreciation	(1,802)	(838)
NET PROPERTY AND EQUIPMENT	3,144	3,943
TOTAL ASSETS	$ 167,950	$ 235,450
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 1,900	-
TOTAL CURRENT LIABILITIES	1,900	-
COMMITMENTS AND CONTINGENCIES, note 4		
STOCKHOLDERS' EQUITY		
Preferred stock, $0.0001 par value; 5,000,000 shares authorized, 0 shares issued and outstanding	-	-
Common stock, $0.0001 par value; 75,000,000 shares authorized, 4,534,870 shares issued and outstanding*	453	453
Additional paid-in capital	656,528	656,528
Accumulated deficit	(490,931)	(421,531)
TOTAL STOCKHOLDERS' EQUITY	166,050	235,450
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 167,950	$ 235,450

* The number of shares outstanding at December 31, 2010 and 2009, reflects the effects of the Company's reorganization, via merger, into a Delaware corporation on July 15, 2011.

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

HANOVER PORTFOLIO ACQUISITIONS, INC.
FKA HANOVER ASSET MANAGEMENT, INC.
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	December 31, 2010	December 31, 2009
REVENUE, NET	$ 51,199	$ 58,301
OPERATING EXPENSES		
Consulting	62,990	159,598
Collection agency fees	30,496	47,279
Professional fees	15,971	16,968
Impairment loss	13,164	98,091
Telephone	4,423	8,151
Depreciation	964	4,166
Computer and network	614	3,256
Bank fees	284	464
Office supplies	171	1,543
Business licenses and permits	75	1,342
Miscellaneous	33	2,852
Rent	-	31,357
Printing and reproduction	-	4,198
Parking	-	3,118
TOTAL OPERATING EXPENSES	129,185	382,383
LOSS FROM OPERATIONS	(77,986)	(324,082)
OTHER INCOME (EXPENSE)		
Loss on disposal of property and equipment	-	(6,053)
Interest income	9,386	4,765
TOTAL OTHER INCOME (EXPENSE)	9,386	(1,288)
LOSS BEFORE PROVISION FOR INCOME TAXES	(68,600)	(325,370)
PROVISION FOR INCOME TAXES	800	800
NET LOSS	$ (69,400)	$ (326,170)
Net loss per share	$ (0.02)	$ (0.07)
Weighted average shares outstanding (basic and diluted)*	4,534,870	4,534,870

* The number of shares outstanding at December 31, 2010 and 2009, reflects the effects of the Company's reorganization, via merger, into a Delaware corporation on July 15, 2011.

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

HANOVER PORTFOLIO ACQUISITIONS, INC.
FKA HANOVER ASSET MANAGEMENT, INC.
STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock		Additional Paid-in	Accumulated	
	Shares	Amount	Capital	Deficit	Total
Balance, January 1, 2009	4,534,870	$ 453	$ 656,528	$ (95,361)	$ 561,620
Net loss	-	-	-	(326,170)	(326,170)
Balance, December 31, 2009	4,534,870	$ 453	$ 656,528	$(421,531)	$ 235,450
Net loss	-	-	-	(69,400)	(69,400)
Balance, December 31, 2010	4,534,870	$ 453	$ 656,528	$(490,931)	$ 166,050

* The number of shares outstanding at January 1, 2009 and December 31, 2009 and 2010, reflects the effects of the Company's reorganization, via merger, into a Delaware corporation on July 15, 2011.

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

HANOVER PORTFOLIO ACQUISITIONS, INC.
FKA HANOVER ASSET MANAGEMENT, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	December 31, 2010	December 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (69,400)	$(326,170)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	964	4,166
Loss on disposal of property and equipment	-	6,053
Impairment loss	13,164	98,091
Changes in assets and liabilities		
Other current assets	-	717
Debt portfolios	71,210	133,292
Accrued interest income	(9,336)	
Accounts payable	1,900	-
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	8,502	(83,851)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Loans made to a related party	(22,800)	(126,000)
Repayment of loans made to a related party	-	63,500
Loans made to a third party	-	(25,000)
Repayment of loans made to a third party	-	25,000
Purchase of property and equipment	(166)	(3,407)
Proceeds from sale of property and equipment	-	9,313
NET CASH USED IN INVESTING ACTIVITIES	(22,966)	(56,594)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(14,464)	(140,445)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	49,236	189,681
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 34,772	$ 49,236
Supplemental disclosure of cash flow data:		
Interest paid in cash	$ -	$ -
Income taxes paid in cash	$ 800	$ 800

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

1. ORGANIZATION AND NATURE OF BUSINESS

Hanover Asset Management, Inc. (the "Company") purchases distressed debt portfolios at a significant discount to their face value and seeks to either collect on the outstanding balances or resell some or all of the portfolios. The Company incorporated on November 8, 2008 in the state of California.

Going Concern

During the years ended December 31, 2010 and 2009, the Company incurred a net loss of $69,400 and $326,170, respectively. The Company raised $8,502 of cash from operations during the year ended December 31, 2010 and used $83,851 of cash in operations during the year ended December 31, 2009. The Company has incurred substantial losses to date and has an accumulated deficit of $490,931 as of December 31, 2010.

The Company has received collections on its debt portfolio balance and has been successful in selling portions of its debt portfolios. However, the Company cannot predict with any degree of certainty the level of revenues it will be able to sustain. The Company intends to continue to generate revenue from the ongoing collection and sale of debt portfolios. Also, the Company intends to raise additional capital through the issuance of its equity.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. Because of our historic net losses, our independent auditors, in their reports on our financial statements for the years ended December 31, 2010 and 2009, expressed substantial doubt about our ability to continue as a going concern. The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that could result from the outcome of this uncertainty.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

The Company considers all highly liquid financial instruments with a maturity of three months or less to be cash equivalents.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses during the reportable period. Management estimates the value of its debt portfolios, the useful lives of property and equipment, and the valuation of deferred income tax assets. Management uses its historical records and knowledge of its business in making these estimates. Actual results could differ from these estimates.

Revenue Recognition

The Company recognizes revenue on its debt portfolios using the cost recovery method in accordance with FASB ASC 310-30. Under the cost recovery method, the Company records cash receipts related to debt portfolios as a reduction of the cost of the debt portfolio. The Company will record revenue related to debt portfolios once cash collections exceed the portfolio's carrying amount.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Debt Portfolios

The Company reviews its debt portfolios for impairment each reporting period. If, based on current information and events, the Company determines that it is probable that it will be unable to collect all cash flows expected at acquisition of the portfolio, the Company will record an impairment of the portfolio in earnings to reduce the carrying amount to its fair market value. The Company uses 3rd party valuations of the resale value of its debt portfolios when assessing impairment. These valuations are based on industry data of portfolios with similar characteristics. The Company recorded $13,164 and $98,091 of impairment losses related to its debt portfolios during the years ended December 31, 2010 and 2009, respectively.

Property and Equipment

The Company's property and equipment are recorded at cost. Depreciation of all assets are computed on the straight-line basis. The assigned useful lives for the assets are as follows:

Office equipment	5-7 years
Computer equipment	5 years
Furniture and fixtures	7 years

Income Taxes

The Company accounts for income taxes in accordance with generally accepted accounting principles. Income taxes are recognized for the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets are recognized for the future tax consequences of transactions that have been recognized in the Company's financial statements or tax returns. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax asset will not be realized.

Notes Receivable

The Company maintains an allowance for doubtful accounts for estimated losses that may arise if any of its notes receivables are unlikely to be collected. The Company does not require collateral or other security for notes receivable. However, credit risk is mitigated by the Company's ongoing evaluations and the reasonably short collection terms. Management specifically analyzes the age of receivable balances, historical bad debt experience, debtor credit-worthiness, and changes in payments terms when making estimates of the collectability of the Company's notes receivable balances. If the Company determines that the financial conditions of any of its debtors have deteriorated, whether due to debtor specific or general economic issues, increases in the allowance may be made. Notes receivable are written off when all collection attempts have failed.

The Company recognizes interest income on notes receivable using the effective interest method.
If the Company determines that the recoverability of any of its notes receivable is not probable, it will place the notes on nonaccrual status and will cease recording interest income. Should the Company later determine that the notes receivable balance is recoverable, it will resume the accrual of interest.

Net Loss per Share

Net loss per common share is calculated in accordance with FASB ASC 260. Basic net loss per share is computed by dividing the net loss for the period by the weighted average common shares outstanding. As of December 31, 2010 and 2009, the Company had no outstanding instruments that could potentially dilute the number of weighted average common shares outstanding. The number of common shares have been retroactively restated to reflect the 30-for-1 exchange of the Company common stock for the common stock of Hanover Capital Management, Inc. (see note 8).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value of Financial Instruments

The Company has adopted accounting standards that define fair value, establish a framework for measuring fair value in accordance with existing generally accepted accounting principles, and expand disclosures about fair value measurements. Assets and liabilities recorded at fair value in the balance sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair value. The categories are as follows:

Level Input:	Input Definition:
Level I	Inputs are unadjusted, quoted prices for the identical assets or liabilities in active markets at the measurement date.
Level II	Inputs, other than quoted prices included in Level I, that are observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The carrying amount of certain of the Company's financial instruments approximates fair value due to the relatively short maturity of such instruments. The fair value of notes receivable is not considered to be significantly different than its carrying amount because the stated rates for such debt reflect current market rates and conditions.

3. INCOME TAXES

The Company has $389,190 and $386,549 in federal and state net operating loss carryforwards, respectively, that it can use to offset a certain amount of taxable income in the future. These net operating loss carryforwards expire between 2029 and 2031. The resulting deferred tax asset is offset by a 100% valuation allowance due to the uncertainty of its realization. The primary difference between income tax expense attributable to continuing operations and the amount of income tax expense that would result from applying domestic federal statutory rates to income before provision for income taxes relates to the change in the valuation allowance.

The Company has adopted the accounting standards that clarify the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold of more likely than not and a measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. In making this assessment, a company must determine whether it is more likely than not that a tax position will be sustained upon examination, based solely on the technical merits of the position and must assume that the tax position will be examined by taxing authorities. Our policy is to include interest and penalties related to unrecognized tax benefits in income tax expense. Interest and penalties totaled $0 for the years ended December 31, 2010 and 2009. The Company files income tax returns with the Internal Revenue Service ("IRS") and the State of California. As of December 31, 2010, all of the Company's tax filings are subject to examination.

4. COMMITMENTS AND CONTINGENCIES

Legal Matters

The Company may become involved in various legal proceedings in the normal course of business. The Company is not a party to any legal proceedings as of December 31, 2010.

Leases

During 2008, the Company assumed an office lease that expired in December 2009. The Company incurred $31,357 of expense related to this lease during the year ended December 31, 2009. The lease was not renewed and the Company moved its principal executive office to the office of a shareholder during 2010. Rent expense relating to the use of the shareholder's office is de minimis and is included in the consulting fees paid to the shareholder (see Note 5).

5. CONCENTRATIONS AND RELATED PARTY TRANSACTIONS

Cash Deposits

The Company maintains its cash and cash equivalent balances with financial institutions. These accounts are typically insured through the Federal Deposit Insurance Corporation ("FDIC"). At times, such amounts may exceed Federally insured limits. The Company has not incurred any losses related to concentration of cash deposits through December 31, 2010.

Notes Receivable – Related Party

The Company had notes receivable totaling $85,300 and $62,500 at December 31, 2010 and 2009 respectively. These notes are due from a single debtor (see note 6).

Consulting Services

The Company paid its President, Mr. Michael Mann, $20,250 and $48,600 for consulting services during the years ended December 31, 2010 and 2009, respectively.

6. NOTES RECEIVABLE – RELATED PARTY

During 2009, the Company loaned U.S. Debt Settlement, Inc. $63,500 via seven promissory notes throughout the first eight months of 2009. All of these loans were repaid, in full, with interest of $2,681 in September 2009. Subsequent to the repayment of the initial loans, the Company loaned $62,500 via two promissory notes and the balance of $62,500 remained outstanding at December 31, 2009. The Company amended these two loans during 2010 to extend the maturity dates by six months. In addition, the Company loaned U.S. Debt Settlement, Inc. an additional $22,800 via four promissory notes during the first quarter of 2010. At December 31, 2010, the notes receivable due from U.S. Debt Settlement, Inc. totaled $85,300, are each due in one payment of all principal and accrued interest, bear interest at 10% per annum, and mature between February, 2011 and May, 2011. No interest was paid to the Company by U.S. Debt Settlement, Inc. during 2010. The Company's Chief Executive Officer is also the Chief Executive Officer of U.S. Debt Settlement, Inc. In March 2011, U.S. Debt Settlement, Inc. repaid all outstanding loans to the Company including interest (see note 7).

7. SUBSEQUENT EVENTS

In March 2011, U.S. Debt Settlement, Inc. paid the Company $85,300 plus $11,212 of accrued interest relating to its outstanding promissory notes. As of April 4, 2011, all outstanding debts due from U.S. Debt Settlement, Inc. were paid in full.

8. MERGER, RECAPITALIZATION AND NAME CHANGE

On July 15, 2011, the Company merged with and into Hanover Capital Management, Inc., a Delaware corporation. The merger was effected via a 30-for-1 exchange of the Company's common stock for the common stock of Hanover Capital Management, Inc., resulting in a decrease in the number of common shares outstanding from 136,044,351 to 4,534,870. The effect of the share exchange has been presented retrospectively for all periods. The ownership of the Company did not change as a result of the merger. As such, the merger was considered a continuation of the same business, under a different entity, for accounting and financial reporting purposes.

As a part of the merger, Hanover Capital Management, Inc. changed its name to Hanover Portfolio Acquisitions, Inc. and moved its offices from California to Texas. The Company began operating under the name Hanover Portfolio Acquisitions, Inc. on July 15, 2011.

HANOVER PORTFOLIO ACQUISITIONS, INC.
FKA HANOVER ASSET MANAGEMENT, INC.
BALANCE SHEETS
AS OF JUNE 30, 2011 AND DECEMBER 31, 2010

	(Unaudited) June 30, 2011	December 31, 2010
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 111,138	$ 34,772
Debt portfolios	-	35,398
Notes receivable - related party, note 6	-	85,300
Accrued interest income - related party, note 6	-	9,336
TOTAL CURRENT ASSETS	111,138	164,806
PROPERTY AND EQUIPMENT		
Office equipment	630	630
Furniture and fixtures	165	165
Computer equipment	4,151	4,151
	4,946	4,946
Less accumulated depreciation	(2,284)	(1,802)
NET PROPERTY AND EQUIPMENT	2,662	3,144
TOTAL ASSETS	$ 113,800	$ 167,950
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 55	$ 1,900
TOTAL CURRENT LIABILITIES	55	1,900
COMMITMENTS AND CONTINGENCIES, note 4		
STOCKHOLDERS' EQUITY		
Preferred stock, $0.0001 par value; 5,000,000 shares authorized, 0 shares issued and outstanding	-	-
Common stock, $0.0001 par value; 75,000,000 shares authorized, 4,534,870 shares issued and outstanding*	453	453
Additional paid-in capital	656,528	656,528
Accumulated deficit	(543,236)	(490,931)
TOTAL STOCKHOLDERS' EQUITY	113,745	166,050
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 113,800	$ 167,950

* The number of shares outstanding at June 30, 2011 and December 31, 2010, reflects the effects of the Company's reorganization, via merger, into a Delaware corporation on July 15, 2011.

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

HANOVER PORTFOLIO ACQUISITIONS, INC.
FKA HANOVER ASSET MANAGEMENT, INC.
STATEMENTS OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2011 AND 2010
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
REVENUE, NET	$ 9,128	$ 13,717	$ 27,828	$ 32,203
OPERATING EXPENSES				
Consulting	15,625	17,500	41,000	34,500
Professional fees	10,060	1,725	25,029	1,955
Collection agency fees	2,503	7,969	8,409	18,611
Impairment loss	-	4,038	3,477	8,567
Depreciation	241	241	482	482
Other operating expenses	1,766	2,320	3,072	4,220
TOTAL OPERATING EXPENSES	30,195	33,793	81,469	68,335
LOSS FROM OPERATIONS	(21,067)	(20,076)	(53,641)	(36,132)
OTHER INCOME (EXPENSE)				
Interest income	-	2,133	2,124	3,912
Other income (expense)	35	18	12	1,868
TOTAL OTHER INCOME (EXPENSE)	35	2,151	2,136	5,780
LOSS BEFORE PROVISION FOR INCOME TAXES	(21,032)	(17,925)	(51,505)	(30,352)
PROVISION FOR INCOME TAXES	-	800	800	800
NET LOSS	$ (21,032)	$ (18,725)	$ (52,305)	$ (31,152)
Net loss per share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Weighted average shares outstanding (basic and diluted)*	4,534,870	4,534,870	4,534,870	4,534,870

* The number of shares outstanding for the three and six months ended June 30, 2011 and 2010, reflects the effects of the Company's reorganization, via merger, into a Delaware corporation on July 15, 2011.

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

HANOVER PORTFOLIO ACQUISITIONS, INC.
FKA HANOVER ASSET MANAGEMENT, INC.
STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2011 AND 2010
(UNAUDITED)

	June 30, 2011	June 30, 2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (52,305)	$ (31,152)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	482	482
Impairment loss	3,477	8,567
Changes in assets and liabilities:		
Debt portfolios	31,921	25,831
Accrued interest income	9,336	(3,871)
Accounts payable	(1,845)	-
NET CASH USED IN OPERATING ACTIVITIES	(8,934)	(143)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Repayment of loans made to a related party	85,300	-
Loans made to a related party	-	(22,800)
Loans made to a third party	-	(300)
Purchase of property and equipment	-	288
Return of property and equipment	-	(288)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	85,300	(23,100)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	76,366	(23,243)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	34,772	49,236
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 111,138	$ 25,993
Supplemental disclosure of cash flow data:		
Interest paid in cash	$ -	$ -
Income taxes paid in cash	$ 800	$ 800

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

1. ORGANIZATION AND NATURE OF BUSINESS

Hanover Portfolio Acquisitions, Inc., which was formerly known as and operated under the name Hanover Asset Management, Inc. through July 15, 2011 (the "Company"), purchases distressed debt portfolios at a significant discount to their face value and seeks to either collect on the outstanding balances or resell some or all of the portfolios. The Company incorporated on November 8, 2008 in the state of California. Effective July 15, 2011, the Company became a Delaware Corporation operating under the name Hanover Portfolio Acquisitions, Inc. (see footnote 7).

Going Concern

As of June 30, 2011, the Company has incurred losses and has an accumulated deficit of $543,236. During the six months ended June, 2011 and 2010, the Company incurred a net loss of $52,305 and $31,152, respectively. The Company used $8,934 and $143 of cash in operations during the six months ended June 30, 2011 and 2010, respectively.

The Company has received collections on its debt portfolio balance and has been successful in selling portions of its debt portfolios. However, the Company cannot predict with any degree of certainty the level of revenues it will be able to sustain. The Company intends to continue to generate revenue from the ongoing collection and sale of debt portfolios. Also, the Company intends to raise additional capital through the issuance of its equity.

These conditions, among others, may indicate the Company's ability to continue as a going concern. Because of our historic net losses, our independent auditors, in their report on our financial statements for the years ended December 31, 2010 and 2009, expressed doubt about our ability to continue as a going concern. The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that could result from the outcome of this uncertainty. Should we be unable to continue as a going concern, we may curtail our operations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

The Company considers all highly liquid financial instruments with a maturity of three months or less to be cash equivalents.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses during the reportable period. Management estimates the value of its debt portfolios, the useful lives of property and equipment, and the valuation of deferred income tax assets. Management uses its historical records and knowledge of its business in making these estimates. Actual results could differ from these estimates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition

The Company recognizes revenue on its debt portfolios using the cost recovery method in accordance with FASB ASC 310-30. Under the cost recovery method, the Company records cash receipts related to debt portfolios as a reduction of the cost of the debt portfolio. The Company will record revenue related to debt portfolios once cash collections exceed the portfolio's carrying amount.

Debt Portfolios

The Company reviews its debt portfolios for impairment each reporting period. If, based on current information and events, the Company determines that it is probable that it will be unable to collect all cash flows expected at acquisition of the portfolio, the Company will record an impairment of the portfolio in earnings to reduce the carrying amount to its fair market value. The Company uses 3rd party valuations of the resale value of its debt portfolios when assessing impairment. These valuations are based on industry data of portfolios with similar characteristics. The Company recorded an impairment loss of $0 and $4,038 on its debt portfolios during the three months ended June 30, 2011 and 2010, respectively, and $3,477 and $8,567 during the six months ended June 30, 2011 and 2010, respectively.

Property and Equipment

The Company's property and equipment are recorded at cost. Depreciation of all assets is computed on the straight-line basis. The assigned useful lives for the assets are as follows:

Office equipment	5-7 years
Computer equipment	5 years
Furniture and fixtures	7 years

Income Taxes

The Company accounts for income taxes in accordance with generally accepted accounting principles. Income taxes are recognized for the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets are recognized for the future tax consequences of transactions that have been recognized in the Company's financial statements or tax returns. A valuation allowance is provided when it is more likely than not that some portion or the entire deferred tax asset will not be realized.

Notes Receivable

The Company maintains an allowance for doubtful accounts for estimated losses that may arise if any of its notes receivables are unlikely to be collected. The Company does not require collateral or other security for notes receivable. However, credit risk is mitigated by the Company's ongoing evaluations and the reasonably short collection terms. Management specifically analyzes the age of receivable balances, historical bad debt experience, debtor credit-worthiness, and changes in payments terms when making estimates of the collectability of the Company's notes receivable balances. If the Company determines that the financial conditions of any of its debtors have deteriorated, whether due to debtor specific or general economic issues, increases in the allowance may be made. Notes receivable are written off when all collection attempts have failed.

The Company recognizes interest income on notes receivable using the effective interest method. If the Company determines that the recoverability of any of its notes receivable is not probable, it will place the notes on nonaccrual status and will cease recording interest income. Should the Company later determine that the notes receivable balance is recoverable, it will resume the accrual of interest.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Net Loss per Share

Net loss per common share is calculated in accordance with FASB ASC 260. Basic net loss per share is computed by dividing the net loss for the period by the weighted average common shares outstanding. At June 30, 2011 and 2010, the Company had no outstanding instruments that could potentially dilute the number of weighted average common shares outstanding.

Fair Value of Financial Instruments

The Company has adopted accounting standards that define fair value, establish a framework for measuring fair value in accordance with existing generally accepted accounting principles, and expand disclosures about fair value measurements. Assets and liabilities recorded at fair value in the balance sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair value. The categories are as follows:

Level Input:	Input Definition:
Level I	Inputs are unadjusted, quoted prices for the identical assets or liabilities in active markets at the measurement date.
Level II	Inputs, other than quoted prices included in Level I, that are observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The carrying amount of certain of the Company's financial instruments approximates fair value due to the relatively short maturity of such instruments. The fair value of notes receivable is not considered to be significantly different than its carrying amount because the stated rates for such debt reflect current market rates and conditions.

3. INCOME TAXES

As of December 31, 2010, the Company had $389,190 and $386,549 in federal and state net operating loss carryforwards, respectively, that it can use to offset a certain amount of taxable income in the future. These net operating loss carryforwards expire between 2029 and 2030. The resulting deferred tax asset is offset by a 100% valuation allowance due to the uncertainty of its realization. The primary difference between income tax expense attributable to continuing operations and the amount of income tax expense that would result from applying domestic federal statutory rates to income before provision for income taxes relates to the change in the valuation allowance.

The Company has adopted the accounting standards that clarify the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold of more likely than not and a measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. In making this assessment, a company must determine whether it is more likely than not that a tax position will be sustained upon examination, based solely on the technical merits of the position and must assume that the tax position will be examined by taxing authorities. Our policy is to include interest and penalties related to unrecognized tax benefits in income tax expense. Interest and penalties totaled $0 for the three and six months ended June 30, 2011 and 2010, respectively.

3. INCOME TAXES (Continued)

The Company files income tax returns with the Internal Revenue Service (“IRS”) and the State of California. As of June 30, 2011, all of the Company’s tax filings are subject to examination.

4. COMMITMENTS AND CONTINGENCIES

Legal Matters

The Company may become involved in various legal proceedings in the normal course of business. The Company is not a party to any legal proceedings at June 30, 2011.

Leases

During 2008, the Company assumed an office lease that expired in December 2009. The lease was not renewed and the Company moved its principal executive office to the office of a shareholder during 2010. In July 2011, in connection with the merger with and into Hanover Capital Management, Inc. (see footnote 7), the Company moved its office from California to the office of the Chief Executive Officer in Arlington, Texas. Rent expense relating to the use of the office is de minimis and is included in the consulting fees paid to the Chief Executive Officer (see footnote 5).

5. CONCENTRATIONS AND RELATED PARTY TRANSACTIONS

Cash Deposits

The Company maintains its cash and cash equivalent balances with financial institutions. These accounts are typically insured through the Federal Deposit Insurance Corporation ("FDIC"). At times, such amounts may exceed federally insured limits. The Company has not incurred any losses related to concentration of cash deposits through June 30, 2011.

Notes Receivable – Related Party

The Company had notes receivable totaling $85,300 at December 31, 2010. These notes and related interest were repaid in full during March 2011 (see footnote 6).

Consulting Services

The Company paid its President, Mr. Michael Mann, $5,125 and $3,500 for consulting services during the three months ended June 30, 2011 and 2010, respectively, and $20,500 and $12,000 for consulting services during the six months ended June 30, 2011 and 2010, respectively.

6. NOTES RECEIVABLE – RELATED PARTY

During 2009, the Company loaned U.S. Debt Settlement, Inc. $63,500 via seven promissory notes throughout the first eight months of 2009. All of these loans were repaid, in full, with interest of $2,681 in September 2009. Subsequent to the repayment of the initial loans, the Company loaned $62,500 via two promissory notes and the balance of $62,500 remained outstanding at December 31, 2009. The Company amended these two loans during 2010 to extend the maturity dates by six months. In addition, the Company loaned U.S. Debt Settlement, Inc. an additional $22,800 via four promissory notes during the first quarter of 2010. At December 31, 2010, the notes receivable due from U.S. Debt Settlement, Inc. totaled $85,300, were each due in one payment of all principal and accrued interest, bear interest at 10% per annum, and would mature between February, 2011 and May, 2011. The Company's Chief Executive Officer is also the Chief Executive Officer of U.S. Debt Settlement, Inc. In March 2011, U.S. Debt Settlement, Inc. repaid all outstanding loans and accrued interest.

7. SUBSEQUENT EVENT

The Company has evaluated events occurring after the date of the accompanying balance sheet through August 8, 2011, which is the date the financial statements were available to be issued.

Merger, Recapitalization and Name Change

On July 15, 2011, the Company merged with and into Hanover Capital Management, Inc., a Delaware corporation. The merger was effected via a 30-for-1 exchange of the Company's common stock for the common stock of Hanover Capital Management, Inc., resulting in a decrease in the number of common shares outstanding from 136,044,351 to 4,534,870. The effect of the share exchange has been presented retrospectively for all periods. The ownership of the Company did not change as a result of the merger. As such, the merger was considered a continuation of the same business, under a different entity, for accounting and financial reporting purposes.

As a part of the merger, Hanover Capital Management, Inc. changed its name to Hanover Portfolio Acquisitions, Inc. and moved its offices from California to Texas. The Company began operating under the name Hanover Portfolio Acquisitions, Inc. on July 15, 2011.

Dealer Prospectus Delivery Obligation

Until _____, 2011, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus.

HANOVER PORTFOLIO ACQUISITIONS, INC.
1,541,413 Shares of Common Stock

PROSPECTUS DATED _____, 2011

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution

The following table sets forth the various costs and expenses payable by us in connection with the sale of the securities being registered. All such costs and expenses shall be borne by us. Except for the SEC registration fee, all the amounts shown are estimates.

	Amount To be Paid
SEC registration fee	$ $178.96
Legal fees and expenses	$15,000.00
Accounting fees and expenses	(1)
Printing and miscellaneous expenses	(1)
Total	(1)

(1) To be provided by amendment.

Item 14. Indemnification of Directors and Officers

The Certificate of Incorporation and the Bylaws of our Company provide that our Company will indemnify, to the fullest extent permitted by the Delaware Revised Statutes, each person who is or was a director, officer, employee or agent of our Company, or who serves or served any other enterprise or organization at the request of our Company. Pursuant to Delaware law, this includes elimination of liability for monetary damages for breach of the directors' fiduciary duty of care to our Company and its stockholders. These provisions do not eliminate the directors' duty of care and, in appropriate circumstances, equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law. In addition, each director will continue to be subject to liability for breach of the director's duty of loyalty to our Company, for acts or omissions not in good faith or involving intentional misconduct, for knowing violations of law, for any transaction from which the director derived an improper personal benefit, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Delaware law. The provision also does not affect a director's responsibilities under any other laws, such as the federal securities laws or state or federal environmental laws.

We have not entered into any agreements with our directors and executive officers that require us to indemnify these persons against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred (including expenses of a derivative action) in connection with any proceeding, whether actual or threatened, to which any such person may be made a party by reason of the fact that the person is or was a director or officer of our Company or any of our affiliated enterprises.

We do not maintain any policy of directors' and officers' liability insurance that insures its directors and officers against the cost of defense, settlement or payment of a judgment under any circumstances.

Item 15. Recent Sales of Unregistered Securities

Upon our incorporation in May 2011, we entered into a reincorporation merger with Hanover Asset Management, Inc., a California corporation ("HAMI") where all of our issued and outstanding shares were issued to the holders of HAMI on a pro-rata basis. Upon the incorporation of HAMI in 2008, we offered and sold an aggregate of 136,044,351 shares of our Common Stock (pre 30-for-1 exchange that occurred July 15, 2011) to our founders Michael Mann (69,382,619 shares) and Peter Hall (34,011,088 shares), for services. In November 2008, we purchased the assets from The Hanover Group, LLC in exchange for 32,650,644 of our shares. Neither us nor any person acting on our behalf offered or sold the securities by means of any form of general solicitation or general advertising. We issued these shares of Common Stock under the exemption from registration provided by Section 4(2) of the Securities Act. We maintain stop transfer instructions with respect to all of the certificates issued to these persons contain and our transfer agent will add an appropriate restrictive legend reflecting the need for registration under or an exemption from the registration requirements of the Securities Act.

Item 16. Exhibits and Financial Statement Schedules

(a)(3) **Exhibits**

The following exhibits are filed as part of this report:

Exhibit No.	Description
3.1	Certificate of Incorporation of Hanover Asset Management, Inc. as filed with the Secretary of State of Delaware on July 8, 2011.
3.2	By Laws
3.3	Agreement and Plan of Merger
4.1	Specimen Common Stock Certificate.
5.1	Form of Opinion of counsel as to legality of securities being registered
10.1	Asset Purchase Agreement relating to The Hanover Group, LLC – November 2008
21.1	Subsidiaries of the Company – None
23.1	Consent of Independent Registered Public Accounting Firm – Rose, Snyder & Jacobs, CPAs.
23.2	Consent of Frank J. Hariton, Esq. (to be included in exhibit 5.1)
24.1	Power of Attorney (included on signature page).

Item 17. Undertakings

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
   i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
   ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.
   iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
4. That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
   i. If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration

statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

5. That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
    i. Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
    ii. Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
    iii. The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
    iv. Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
    v. Request for Acceleration of Effective Date or Filing of Registration Statement Becoming Effective Upon Filing.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Arlington, State of Texas, on the 2nd day of September, 2011.

HANOVER PORTFOLIO ACQUISITIONS, INC.

By: /s/ Michael Mann, CEO
Michael Mann, CEO

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
By: /s/ Michael Mann Michael Mann	President, CEO and Sole Director (Principal Executive, Financial and Accounting Officer)	September 22, 2011

Exhibit 3.1

CERTIFICATE OF INCORPORATION

OF

HANOVER CAPITAL MANAGEMENT, INC.

The undersigned, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is: HANOVER CAPITAL MANAGEMENT, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The nature of the business and of the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Eighty Million (80,000,000) shares of which Five Million (5,000,000) shares shall be Preferred Stock, par value $.0001 per share, and Seventy Five Million (75,000,000) shall be Common Stock, par value $.0001 per share. The voting power, designations, preferences and relative participating option or other special qualifications, limitations or restrictions are set forth hereinafter:

1. Preferred Stock

(a) The Preferred Stock may be issued in one or more series, each of which shall be distinctively designated, shall rank equally and shall be identical in all respects except as otherwise provided in subsection 1(b) of this Section FOURTH.

(b) Authority is hereby vested in the Board of Directors to issue from time to time the Preferred Stock of any series and to state in the resolution or resolutions providing for the issuance of shares of any series the voting powers, if any, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions of such series to the full extent now or hereafter permitted by the law of the State of Delaware in respect of the matters set forth in the following clauses (i) to (viii) inclusive;

(i) the number of shares to constitute such series, and the distinctive designations thereof;

(ii) the voting powers, full or limited, if any, of such series;

(iii) the rate of dividends payable on shares of such series, the conditions on which and the times when such dividends are payable, the preference to, or the relation to, the payment of the dividends payable on any other class, classes or series of stock, whether cumulative or non-cumulative and, if cumulative, the date from which dividends on shares of such series shall be cumulative;

(iv) the redemption price or prices, if any, and the terms and conditions on which shares of such series shall be redeemable;

(v) the requirement of any sinking fund or funds to be applied to the purchase or redemption of shares of such series and, if so, the amount of such fund or funds and the manner of application;

(vi) the rights of shares of such series upon the liquidation, dissolution or winding up of, or upon any distribution of the assets of, the Corporation;

(vii) the rights, if any, of the holders of shares of such series to convert such shares into, or to exchange such shares for, shares of any other class, classes or series of stock and the price or prices or the rates of exchange and the adjustments at which such shares shall be convertible or exchangeable, and any other terms and conditions of such conversion or exchange;

(viii) any other preferences and relative, participating, optional or other special rights of shares of such series, and qualifications, limitations or restrictions including, without limitation, any restriction on an increase in the number of shares of any series theretofore authorized and any qualifications, limitations or restrictions of rights or powers to which shares of any future series shall be subject.

(c) The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the votes of all classes of voting securities of the Corporation without a class vote of the Preferred Stock, or any series thereof, except as otherwise provided in the resolution or resolutions fixing the voting rights of any series of the Preferred Stock.

2. Common Stock

(a) After the requirements with respect to preferential dividends on the Preferred Stock (fixed in accordance with the provisions of Paragraph 1 of this Section FOURTH), if any, shall have been met and after the corporation shall have complied with all the requirements, if any, with respect to the setting aside of same as sinking funds or redemption or purchase accounts (fixed in accordance with the provisions of Paragraph 1 of this Section FOURTH), and subject further to any other conditions which may be fixed in accordance with the provisions of Paragraph 1 of this Section FOURTH, then and not otherwise the holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(b) After distribution in full of the preferential amount (fixed in accordance with the Provisions of Paragraph 1 of this Section FOURTH), if any, to be distributed to the holders of Preferred Stock in the event of the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, the holders of Common Stock shall, subject to the rights, if any, of the holders of Preferred Stock to participate therein (fixed in accordance with the provisions of Paragraph 1 of this Section FOURTH) be entitled to receive all the remaining assets of the Corporation, tangible and intangible, of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

(c) Except as may otherwise be required by law or by the provisions of such resolution or resolutions as may be adopted by the Board of Directors pursuant to Paragraph 1 of this Section FOURTH, each holder of Common Stock shall have one vote in respect of each share of Common Stock held by him on all matters voted upon by the stockholders.

3. OTHER PROVISIONS RELATED TO SHARES OF STOCK:

(a) No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of

stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series or any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the Corporation of any class or series, or bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation of any class or series, or carrying any right to purchase stock of any class or series, but such unissued stock, additional authorized issue of shares of any class or series of stock or securities convertible into or exchangeable for stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations, whether such holders or others, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its sole discretion.

(b) The powers and rights of Common Stock shall be subordinated to the powers, preferences and rights of the holders of Preferred Stock. The relative powers, preferences and rights of each series of Preferred Stock in relation to the powers, preferences and rights of each other series of Preferred Stock shall, in each case, be as fixed from time to time by the Board of Directors in the resolution or resolutions adopted pursuant to authority granted in Paragraph I of this Section 4 and the consent, by Class or series, vote or otherwise, of the holders of such of the series of are from time to time outstanding Preferred Stock as for the issuance by the Board of shall not be required Directors of any other series of rights of such other series shall be fixed by the Board of Directors as senior to, or on a parity with, the powers, preferences and rights of such outstanding series, or any of them; provided, however, that the Board of Directors may provide in the resolution or resolutions as to any series of Preferred Stock adopted pursuant to Paragraph 1 of this Section FOURTH that the consent of the holders of a majority (or such greater proportion as shall be therein fixed) of the outstanding shares of such series voting thereon shall be required for the issuance of any or all other series of Preferred Stock.

(c) subject to the provisions of subparagraph (b) of this Paragraph 3 of this Section FOURTH, shares of any series of Preferred Stock may be authorized or issued from time to time as the Board of Directors in its sole discretion shall determine and on such terms and for such consideration as shall be fixed by the Board of Directors in its sole discretion.

(d) Shares of Common stock may be issued from time to time as the Board of Directors in its sole discretion shall determine and on such terms and for such consideration as shall be fixed by the board of Directors in its sole discretion.

(e) The authorized number of shares of Common Stock and of Preferred Stock Preferred Stock may be increased or decreased from time to time by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock and Preferred Stock of the corporation entitled to vote thereon.

FIFTH: The name and the mailing address of the incorporator are as follows:

NAME	MAILING ADDRESS
Frank J. Hariton	1065 Dobbs Ferry Road, White Plains, NY, 10607

SIXTH: The corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number

of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

NINTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented..

TENTH: The corporation shall, to the fullest extent permitted by the provisions of 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ELEVENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed on May 25, 2011

/s/ Frank J. Hariton
Frank J. Hariton, Incorporator

Exhibit 3.2

BY-LAWS

OF

HANOVER PORTFOLIO ACQUISITIONS, INC.

FOREMERLY HANOVER CAPITAL MANAGEMENT, INC.

ARTICLE 1
OFFICES

SECTION 1. REGISTERED OFFICE. The registered office shall be established and maintained at the office of Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, State of Delaware 19808, County of New Castle and said corporation shall be the registered agent of this corporation in charge thereof unless and until a successor registered agent is appointed by the Board of Directors.

SECTION 2. OTHER OFFICES. The corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE II
MEETINGS OF STOCKHOLDERS

SECTION 1. ANNUAL MEETINGS. Annual meetings of stockholders for the election of Directors and for such other business as may be stated in the notice of the meeting, shall be held on such date as the Board of Directors, by resolution, may designate, at such place, either within or without the State of Delaware, as the Board of Directors, by resolution, shall determine and as set forth in the notice of the meeting.

At each annual meeting, the stockholders entitled to vote shall elect a Board of Directors and they may transact such other corporate business as shall be stated in the notice of the meeting or as may properly come before the meeting in accordance with these By-laws.

SECTION 2. VOTING. Each stockholder entitled to vote in accordance with the terms of the Certificate of Incorporation and in accordance with the provisions of these By-Laws shall be entitled to one vote in person or by proxy, for each share of stock held by such stockholder which has voting power upon the matter in question, but no proxy shall be voted after three years from its date unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and only as long as it is coupled with

an interest sufficient in law to support an irrevocable power. The vote for Directors and the vote upon any question before the meeting, shall be by ballot. With respect to the election of Directors, a plurality of the votes cast at a meeting shall be sufficient to elect. All other matters or questions shall, unless otherwise provided by law, by the Certificate of Incorporation or by these By-laws, be decided by the affirmative vote of a majority of shares of stock present in person or by proxy at the meeting and entitled to vote on such matter or question.

A complete list of the stockholders entitled to vote at the ensuing election, arranged in alphabetical order, with the address of each, and the number of shares held by each, shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

SECTION 3. QUORUM. Except as otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the holders, represented in person or by proxy at any duly called meeting of shareholders, of shares representing a majority of the total of the number of shares of stock issued and outstanding and entitled to vote at such meeting shall constitute a quorum for the transaction of business at such meeting. In case a quorum shall not be present at any meeting, the holders of a majority of the shares entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of shares entitled to vote shall be present. At any such adjourned meeting at which the requisite number of shares entitled to vote shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed; but only those stockholders entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof.

SECTION 4. SPECIAL MEETINGS. Special meetings of the shareholders of the corporation shall be called by the Secretary of the corporation (A) at the request of the Chairman of the Board of Directors or the President of the corporation or (B) at the request of a majority of the entire Board of Directors. Special meetings may be held at such place within or without the State of Delaware, as designated in the notice of meeting.

SECTION 5. NOTICE OF MEETINGS. Written notice, stating the place, date and time of any meeting of stockholders, and the general purpose or purposes of the business to be considered, shall be given to each stockholder entitled to vote thereat at his address as it appears on the records of the corporation, not less than 10 nor more than 60 days before the date of the meeting. No business other than that stated in the notice shall be transacted at any special meeting without the unanimous consent of all the stockholders entitled to vote thereat.

SECTION 6. ORGANIZATION OF MEETINGS. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in his absence, or if there be none,

by the President, or in his absence by a Vice President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

SECTION 7. ACTION WITHOUT MEETING. Unless otherwise provided by the Certificate of Incorporation, any action required to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III
DIRECTORS

SECTION 1. NUMBER AND TERM; ADVANCE NOTIFICATION OF STOCKHOLDER NOMINATIONS. The Board of Directors shall consist of one or more members. Subject to any provision set forth in the corporation's Certificate of Incorporation, the number of Directors shall be as designated by resolution adopted from time to time by the Directors. The Directors shall be elected at the annual meeting of the stockholders and each Director shall be elected to serve until his successor shall be elected and shall qualify or until his earlier resignation or removal. Directors need not be stockholders.

SECTION 2. RESIGNATIONS. Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 3. REMOVAL. A Director may be removed from office either for or without cause prior to the expiration of his term by the affirmative vote of the holders of a majority of all the shares outstanding and entitled to vote at an election of Directors at a Special Meeting of stockholders called for that purpose in accordance with the provisions of these By-Laws. A Director may also be removed for cause by a majority of the entire Board of Directors.

SECTION 4. VACANCIES AND NEWLY CREATED DIRECTORSHIPS. Vacancies and newly created directorships occurring on the Board of Directors may be filled by a vote of the remaining directors (although less than a quorum) and the Directors thus chosen shall hold office until the next annual election and until their successors are elected and qualify, or, if the Directors are divided into classes, until the next election of the class for which such Directors shall have been chosen and until their successors are elected and qualify.

SECTION 5. POWERS. The Board of Directors shall exercise all of the powers of the corporation except such as are by law, or by the Certificate of Incorporation of the corporation or by these By-Laws conferred upon or reserved to the stockholders. If a quorum is present at any meeting, all action permitted or required to be taken shall be taken by a vote of a majority of those present, unless a different vote is specified by law, the Certificate of Incorporation or these By-Laws.

SECTION 6. COMMITTEES. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the Directors of the corporation. The board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Directors, or in these By-Laws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the By-Laws of the corporation; and, unless the resolution, these By-Laws, or the Certificate of Incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

SECTION 7. MEETINGS. The newly elected Directors may hold their first meeting for the purpose of organization and the transaction of business, if a quorum be present, after their appointment by the incorporator(s) of the corporation or after the annual meeting of the stockholders; or the time and place of such meeting may be fixed by consent in writing of all the Directors.

Regular meetings of the Directors may be held without notice at such places and times as shall be determined from time to time by resolution of the Directors.

Special meetings of the board may be called by the President or by the Secretary on the written request of any two Directors on at least two day's written notice or one days' notice by telephone, telecopy, telex or telegram to each Director and shall be held at such place or places as may be determined by the Directors, or as shall be stated in the call of the meeting. All notices shall be given to the Directors at their business or home addresses.

Any waiver or notice of meeting need not specify the purposes of the meeting.

Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

SECTION 8. QUORUM. A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

SECTION 9. COMPENSATION. Directors shall not receive any stated salary for their services as Directors or as members of committees, except as otherwise provided by a resolution adopted by the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

SECTION 10. ACTION WITHOUT MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee.

ARTICLE IV
OFFICERS

SECTION 1. OFFICERS. The officers of the corporation may include a Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, President and a Secretary, all of whom shall be elected by the Board of Directors and who shall hold office until their successors are elected and qualified or until their earlier resignation, death or removal. In addition, the Board of Directors may elect a Treasurer, a Secretary, a Chairman, one or more Vice-Presidents and such Assistant Secretaries and Assistant Treasurers as they may deem proper. None of the officers of the corporation need be Directors. The officers shall be elected at the first meeting of the Board of Directors after each annual meeting. More than two offices may be held by the same person.

SECTION 2. OTHER OFFICERS AND AGENTS. The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices

for such term and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 3. ELECTION. The Chief Executive Officer, Chief Operating Officer, President, Treasurer and Secretary shall be elected annually by the Board of Directors at its first meeting following the annual meeting of stockholders. Other officers may be appointed by the Board of Directors at such meeting or at any other meeting.

SECTION 4. RESIGNATION AND REMOVAL. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary (or if there be none to a member of the Board of Directors). Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

The Board of Directors, or a committee duly authorized to do so, may remove any officer with or without cause. Except as the Board of Directors may otherwise determine, no officer who resigns or is removed shall have any right to any compensation as an officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless such compensation is expressly provided in a duly authorized written agreement with the corporation.

SECTION 5. VACANCIES. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Secretary. Each such successor shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified, or until his earlier death, resignation or removal.

SECTION 6. CHAIRMAN. The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors and the shareholders and he shall have and perform such other duties as from time to time may be assigned to him by the Board of Directors.

SECTION 7. Chief Executive Officer, Chief Operating Officer, and PRESIDENT. The Chief Executive Officer, Chief Operating Officer and President shall be the principal executive officers of the corporation and shall each have the general powers and duties of supervision and management usually vested in the office of Chief Executive Officer, Chief Operating Officer and President of a corporation. In the absence or non-election of the Chairman of the Board of Directors, and if the Chief Executive Officer is a member of the Board of Directors, he shall preside at all meetings of the Board of Directors, and shall have general supervision, direction and control of the business of the corporation. Except as the Board of Directors shall authorize the execution thereof in some other manner, he shall execute bonds, mortgages and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer.

SECTION 8. VICE-PRESIDENT. Each Vice-President shall have such powers and shall perform such duties as shall be assigned to him by the Directors.

SECTION 9. TREASURER. The Treasurer and the Chief Financial Officer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the President, taking proper vouchers for such disbursements. He shall render to the Chief Executive Officer, Chief Operating Officer, President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors, he shall give the corporation a bond for the faithful discharge of his duties in such amount and with such surety as the board shall prescribe.

SECTION 10. SECRETARY. The Secretary shall give, or cause to be given, notice of all meetings of stockholders and Directors, and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the Chief Executive Officer, Chief Operating Officer, President, or by the Directors, or stockholders, upon whose requisition the meeting is called as provided in these By-Laws. He shall record all the proceedings of the meetings of the corporation and of the Directors in a book to be kept for that purpose, and shall perform such other duties as may be assigned to him by the Directors or the Chief Executive Officer, Chief Operating Officer, or President. He shall have the custody of the seal of the corporation and shall affix the same to all instruments requiring it, when authorized by the Directors or the Chief Executive Officer, Chief Operating Officer or President, and attest the same.

SECTION 11. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. Assistant Treasurers and Assistant Secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the Directors.

ARTICLE V
STOCK

SECTION 1. CERTIFICATES OF STOCK. Certificates of stock, signed by the Chairman or Vice Chairman of the Board of Directors, if they be elected, Chief Executive Officer, Chief Operating Officer, President or Vice-President, and the Treasurer or an Assistant Treasurer, or Secretary or an Assistant Secretary, shall be issued to each stockholder certifying the number of shares owned by him in the corporation. Any of or all the signatures may be facsimiles.

SECTION 2. LOST CERTIFICATES. A new certificate of stock may be issued in the place of any certificate theretofore issued by the corporation, alleged to have been lost or destroyed, and the Directors may, in their discretion, require the owner of the lost or destroyed certificate, or his legal representatives, to give the corporation a bond, in such sum as they may direct, not exceeding double the value of the stock, to indemnify the corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate, or the issuance of any such new certificate.

SECTION 3. TRANSFER OF SHARES. The shares of stock of the corporation shall be transferable only upon its books by the holders thereof in person or by their duly authorized attorneys or legal representatives, and upon such transfer the old certificates shall be surrendered to the corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers, or to such other person as the Directors may designate, by whom they shall be cancelled, and new certificates shall thereupon be issued. A record shall be made of each transfer and whenever a transfer shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer.

SECTION 4. STOCKHOLDERS RECORD DATE. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 5. DIVIDENDS. Subject to the provisions of the Certificate of Incorporation, the Board of Directors may, out of funds legally available therefor, at any regular or special meeting, declare dividends upon the capital stock of the corporation as and when they deem expedient. Before declaring any dividend there may be set apart out of any funds of the corporation available for dividends, such sum or sums as the Directors from time to time in their discretion deem proper for working capital or as a reserve fund to need contingencies or for equalizing dividends or for such other purposes as the Directors shall deem conducive to the interests of the corporation.

ARTICLE VI
MISCELLANEOUS

SECTION 1. SEAL. The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL

DELAWARE". An alternate corporate seal shall contain the words "CORPORATE SEAL". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

SECTION 2. FISCAL YEAR. The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

SECTION 3. CHECKS. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer of officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

SECTION 4. NOTICE AND WAIVER OF NOTICE. Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Stockholders not entitled to vote shall not be entitled to receive notice of any meeting except as otherwise provided by Statute.

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice or such person's duly authorized attorney or by telegraph, cable or other available method, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VI
AMENDMENTS

Except as otherwise provided by these By-laws, these By-Laws may be altered or repealed and By-Laws may be made at any annual meeting of the stockholders or at any special meeting thereof if notice of the proposed alteration or repeal or By-Law or By-Laws to be made be contained in the notice of such special meeting in accordance with the provisions of these By-laws, by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote thereat, or by the affirmative vote of a majority of the Board of Directors, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice of the proposed alteration or repeal, or By-Law or By-Laws to be made, be contained in the notice of such special meeting.

Dated: May 26, 2011

/s/ Frank J. Hariton
Frank J. Hariton,
Sole Incorporator

Exhibit 3.3

AGREEMENT AND PLAN OF MERGER
OF
HANOVER ASSET MANAGEMENT, INC (a California corporation)
AND
HANOVER CAPITAL MANAGEMENT, INC. (a Delaware corporation)

This Agreement and Plan of Merger, dated as of June 15, 2011 (the " Agreement "), is made by and between Hanover Asset Management, Inc., a California corporation (" Hanover California"), and Hanover Capital Management, Inc., a Delaware corporation and wholly-owned subsidiary of Hanover California ("Hanover Delaware "). Hanover California and Hanover Delaware are sometimes referred to herein as the (" Constituent Corporations .")

Whereas, Hanover Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 80,000,000 shares, 75,000,000 of which are designated common stock, par value $0.0001 per share, and 5,000,000 of which are designated preferred stock, par value $0.0001 per share. The preferred stock of Hanover Delaware is undesignated as to series, rights, preferences, privileges or restrictions. As of the date of this Agreement, 100 shares of common stock were issued and outstanding, all of which were held by Hanover California, and no shares of preferred stock were issued and outstanding.

Whereas, Hanover California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 205,000,000 shares, 200,000,000 of which are designated common stock, par value $0.001 per share, and 5,000,000 of which are designated preferred stock, par value $0.001 per share. The preferred stock of Hanover California is undesignated as to series, rights, preferences, privileges or restrictions. As of the date of this Agreement, 136,044,351 shares of common stock and no shares of preferred stock were issued and outstanding.

Whereas, the Board of Directors of Hanover California has determined that, for the purpose of effecting the reincorporation of Hanover California in the State of Delaware, it is advisable and in the best interests of Hanover California and its shareholders that Hanover California merge with and into Hanover Delaware upon the terms and conditions herein provided.

Whereas, the respective Boards of Directors of Hanover Delaware and Hanover California have approved and declared the advisability of this Agreement, and have directed that this Agreement be submitted to a vote of their respective sole stockholder and shareholders and executed by the undersigned officers.

Whereas, shareholders holding a majority of the outstanding common stock of Hanover California approved this Agreement by written consents executed on or before June 15, 2011.

Whereas, the Merger is intended to qualify as a transaction governed by Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW THEREFOR IT IS AGREED:

That in consideration of the mutual agreements and covenants set forth herein, Hanover California shall merge with and into Hanover Delaware:

ARTICLE I.

MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law (" DGCL ") and the California General Corporation Law (" CGCL "), Hanover California shall be merged with and into Hanover Delaware (the " Merger "), the separate existence of Hanover California shall cease and Hanover Delaware shall survive the Merger and shall continue to be governed by the laws of the State of Delaware, and Hanover Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation". The name of the Surviving Corporation shall be "Hanover Portfolio Acquisitions, Inc."

1.2 Filing and Effectiveness. Subject to applicable law, the Merger shall become effective when the following actions shall have been completed: (a) This Agreement shall have been adopted by the sole stockholder of Hanover Delaware and the principal terms of this Agreement shall have been approved by the shareholders of Hanover California in accordance with the requirements of the DGCL and the CGCL, which adoption and approval by such sole stockholder of Hanover Delaware and by the shareholders of Hanover California has occurred as of June 9, 2011 and June 15, 2011, respectively; (b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and (c) A certificate of merger meeting the requirements of the DGCL (the " Certificate of Merger ") shall have been filed with the Secretary of State of the State of Delaware and this Agreement, together with a Certificate of Ownership as provided in Section 1110 of the CGCL or the Certificate of Merger, shall have been filed with the Secretary of State of the State of California or, in the case of the applicable requirements of California law, as otherwise provided by the CGCL. The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger ."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Hanover California shall cease and Hanover Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Hanover California's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Hanover California in the manner more fully set forth in Section 259 of the DGCL, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Hanover Delaware as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Hanover California in the same manner as if Hanover Delaware had itself incurred them, all as more fully provided under the applicable provisions of the DGCL and the CGCL.

ARTICLE II.

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Hanover Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Hanover Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2 2.3 Directors and Officers. The directors and officers of Hanover Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation serving until their successors shall have been duly elected and qualified or until as otherwise provided by law or the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

ARTICLE III.

MANNER OF CONVERSION OF STOCK

3.1 Hanover California Common Stock. Upon the Effective Date of the Merger, for each thirty shares of Hanover California common stock, par value $0.001 per share, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into one (1) fully paid and non-assessable share of common stock, par value $0.0001 per share, of the Surviving Corporation. Any fractional share to which a holder is entitled shall be rounded up to the next whole number and upon the completion of the Merger. Hanover Delaware shall have approximately 4,534,812 shares of common stock outstanding upon the effectiveness of the Merger.

3.2 Hanover California Options, Equity Incentive Plan Awards, Restricted Stock and Other Convertible Securities. (a) Upon the Effective Date of the Merger, the Surviving Corporation shall assume and continue any and all stock option, stock incentive, employee benefit and other equity-based award plans heretofore adopted by Hanover California (collectively, the " Incentive Plans "). Each outstanding and unexercised option, warrant or other right to purchase or receive, or a security convertible into, Hanover California common stock shall become an option, warrant or right to purchase or receive, or a security convertible into, the Surviving Corporation's common stock on the basis of one share of the Surviving Corporation's common stock for each thirty shares of Hanover California common stock issuable pursuant to any such option, warrant, right to purchase or convertible security, on the same terms and conditions and at an exercise price per share equal to the exercise price applicable to any such Hanover California option, warrant, stock purchase right or convertible security at the Effective Date of the Merger. There are no options, warrants, purchase rights for or securities convertible into preferred stock of Hanover California under any Incentive Plans. (b) A number of shares of the Surviving Corporation's common stock shall be

reserved for issuance under the Incentive Plans equal to the number of shares of Hanover California common stock so reserved immediately prior to the Effective Date of the Merger.

3.3 Hanover Delaware Common Stock. Upon the Effective Date of the Merger, each share of common stock, par value $0.0001 per share, of Hanover Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Hanover Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares, without any consideration being delivered in respect thereof.

3.4 Exchange of Certificates. After the Effective Date of the Merger, each holder of a certificate representing shares of Hanover California common stock outstanding immediately prior to the Effective Date of the Merger may, at such shareholder's option, surrender the same for cancellation to an exchange agent designated by the Surviving Corporation (the " Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's common stock into which the shares formerly represented by the surrendered certificate were converted as herein provided. Unless and until so surrendered, each certificate representing shares of Hanover California common stock outstanding immediately prior to the Effective Date of the Merger shall be deemed for all purposes, from and after the Effective Date of the Merger, to represent the number of shares of the Surviving Corporation's common stock into which such shares of Hanover California common stock were converted in the Merger. The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any shares of stock represented by such certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of common stock of the Surviving Corporation represented by such certificate as provided above. Each certificate representing common stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Hanover California so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws, or other such additional legends as agreed upon by the holder and the Surviving Corporation.

ARTICLE IV.

CONDITIONS

The obligations of Hanover California under this Agreement shall be conditioned upon the occurrence of the following events: (a) Shareholder Approval. The principal terms of this Merger Agreement shall have been duly approved by the shareholders of Hanover California, which approval was duly obtained on or before June 15, 2011; and (b) Consents, Approvals or Authorizations. Any consents, approvals or authorizations that Hanover California deems necessary or appropriate to be obtained in connection with the consummation of the Merger shall have been obtained, including, but not limited to, approvals with respect to federal and state securities laws.

ARTICLE V.

GENERAL

5.1 Covenants of Hanover Delaware. Hanover Delaware covenants and agrees that it will, on or before the Effective Date of the Merger: (a) Qualify to do business as a foreign corporation in the State of Texas and in connection therewith appoint an agent for service of process as required under the provisions of applicable Texas law or, alternatively determine that qualification in such state is not required, but in such alternative case it shall qualify to do business in each such state where such qualification may be required; (b) File the Certificate of Merger with the Secretary of State of the State of Delaware; (c) File this Agreement, together with the Certificate of Ownership, or the Certificate of Merger, with the Secretary of State of the State of California; (d) Take such other actions as may be required by the CGCL (e) Make all required filings under Texas law.

5.2 Further Assurances. From time to time, as and when required by Hanover Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Hanover California such deeds and other instruments, and there shall be taken or caused to be taken by Hanover Delaware and Hanover California such further and other actions as shall be appropriate or necessary to vest or perfect in or conform of record or otherwise by Hanover Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Hanover California and otherwise to carry out the purposes of this Agreement, and the officers and directors of Hanover Delaware are fully authorized in the name and on behalf of Hanover California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Hanover California or of Hanover Delaware, or of both, notwithstanding the approval of the principal terms of this Agreement by the shareholders of Hanover California or the adoption of this Agreement by the sole shareholder of Hanover Delaware, or by both.

5.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the Effective Date of the Merger, provided that an amendment made subsequent to applicable shareholder or shareholder approval shall not, unless approved by such shareholders or shareholders as required by law: (a) Alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation; (b) Alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger; or (c) Alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

5.5 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the CGCL.

5.6 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

5.7 Appraisal Rights. If shareholders of Hanover California shall assert appraisal rights that in the aggregate may be in excess of $50,000, either party shall have the right to abandon this agreement.

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Hanover California and Hanover Delaware, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

HANOVER ASSET MANAGEMENT, INC., a California corporation

By: /s/ Michael Mann

Michael Mann, President and Chief Executive Officer

HANOVER CAPITAL MANAGEMENT, INC., a Delaware corporation

By: /s/ Michael Mann

Michael Mann, President and Chief Executive Officer

Exhibit 5.1

FRANK J. HARITON, ATTORNEY AT LAW

1065 Dobbs Ferry Road, White Plains, New York 10607
TEL (914) 674-4373
FAX (914) 693-2963

September 22, 2011

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Hanover Portfolio Acquisitions, Inc. - Registration Statement on Form S-1 # 333-XXXXXX

Gentlemen:

I have been requested by Hanover Portfolio Acquisitions, Inc., a Delaware corporation (the "Company"), to furnish you with my opinion as to the matters hereinafter set forth in connection with the above-captioned registration statement (the "Registration Statement") covering an aggregate of 1,541,413 shares (the "Shares") of the Company's common stock, offered on behalf of certain selling stockholders.

In connection with this opinion, I have examined the Registration Statement and the Company's Certificate of Incorporation and By-laws (each as amended to date), copies of the records of corporate proceedings of the Company, and such other documents as I have deemed necessary to enable me to render the opinion hereinafter expressed.

Based upon and subject to the foregoing, I am of the opinion that the Shares have been legally issued and are fully paid and non-assessable.

I render no opinion as to the laws of any jurisdiction other than the States of New York and Delaware. I hereby consent to the use of this opinion as an exhibit to the Registration Statement and to the reference to my name under the caption "Legal Opinions" in the Registration Statement and in the prospectus included in the Registration Statement. I confirm that, as of the date hereof, I own no securities of the Company.

Very truly yours,
/s/ FRANK J. HARITON

Frank J. Hariton

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Registration Statement on Form S-1 of our report dated April 4, 2011, except for Note 8, for which the date is September 20, 2011, relating to the financial statements of Hanover Portfolio Acquisitions, Inc. (formerly known as Hanover Asset Management, Inc.), and to the reference to our Firm under the caption "Experts" in the Prospectus.

/s/ Rose, Snyder & Jacobs
Rose, Snyder & Jacobs
A Corporation of Certified Public Accountants

Encino, California
September 20, 2011