

PACIFIC ALLIANCE CORP
Form 8-K
August 03, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 29, 2010**

PACIFIC ALLIANCE CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation)

000-51777

(Commission File Number)

87-0445849

(IRS Employer ID No.)

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986 West 2nd Street, Building 12-A, Bay 6, Ogden, UT 84404

(Address of principal executive office)

Registrant's telephone number, including area code: **801-621-5200**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 4.01 Changes in Registrant's Certifying Accountant.

(a) On July 29, 2010, Pacific Alliance Corporation (the Registrant) dismissed Spector & Associates, LLP (Spector) as the Registrant's independent registered public accounting firm. The decision to dismiss Spector was approved by the Registrant's board of directors on July 29, 2010.

During the past two fiscal years ended December 31, 2009 and 2008, Spector's reports on the Registrant's financial statements did not contain an adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles with the exception of a qualification expressing uncertainty about the Registrant's ability to continue as a going concern.

During the past two fiscal years ended December 31, 2009 and 2008, and from December 31, 2009 to July 29, 2010 (i) there were no disagreements between the Registrant and Spector on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of Spector would have caused Spector to make reference to the matter in its reports on the Registrant's financial statements; and (ii) there were no reportable events as the term described in Item 304(a)(1)(v) of Regulation S-K.

The registrant has requested Spector to furnish it with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the statement made above by the Registrant. A copy of such letter, dated July 29, 2010 is filed herewith as Exhibit 16.1 and incorporated herein by reference.

(b) On July 30, 2010, the Registrant engaged Gumbiner Savett Inc. (Gumbiner) to serve as the Registrant's independent registered public accounting firm for the year ending December 31, 2010. During the past two fiscal years ended December 31, 2009 and 2008, and from December 31, 2009 to July 30, 2010, the Registrant did not consult with Gumbiner regarding the application of accounting principles to a specific completed or contemplated transaction, or the type of audit opinion that might be rendered on the Registrant's financial statements. The decision to engage Gumbiner was approved by the Registrant's board of directors on July 30, 2010.

Item 9.01 Financial Statements and Exhibits

16.1 Letter from Spector & Associates, LLP to the Securities and Exchange Commission dated July 29, 2010.

SIGNATURES

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

Dated: August 2, 2010

PACIFIC ALLIANCE CORPORATION

By: /S/ Steven Clark

Steven Clark

Chief Executive Officer/President