

(Instr. 5)

Stock Options	05/13/2010 ⁽¹⁾	05/13/2015 ⁽¹⁾	Common Stock	325,000	\$ 0.4	D	Â
Stock Options	05/28/2010 ⁽²⁾	05/28/2015 ⁽²⁾	Common Stock	175,000	\$ 0.4	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moran Maggie M C/O AMP HOLDING INC. 4540 ALPINE AVENUE BLUE ASH, OH 45242	Â X	Â	Â	Â

Signatures

/s/ Maggie M. Moran 12/01/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The 325,000 in stock options granted on May 28, 2010 vest at the rate of 75,000 immediately and 50,000 every six months thereafter.
- (2) The 175,000 in stock options granted on May 28, 2010 will vest quarterly in equal installments over a period of two years at a rate of 21,875 shares per quarter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.