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

FORM 10-QSB/A

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 1996

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____________ to ____________

Commission file number ________________________________

INTERUNION FINANCIAL CORPORATION

(Exact name of small business issuer as specified in its charter)

Delaware   87-0520294
- --------   ----------
(State or other jurisdiction of incorporation or organization)   (IRS Employer Identification No.)

249 Royal Palm Way, Suite 301 H, Palm Beach, Fl   33480
- --   -----
(Address of principal executive offices)   (Zip Code)

(561) 820-0084
- --------------
(Issuer's telephone number)

- ---
(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by section 13 or 15(d) of the Exchange Act during the past 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes [ ] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of share outstanding of each of the issuer's classes of common equity, as of the latest practicable date: $0.001 Par Value Common Shares - 969,714 as of December 31, 1996.

Transitional Small Business Disclosure Format (Check One) Yes [ ] No [X]

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

INTERUNION FINANCIAL CORPORATION
CONSOLIDATED STATEMENT OF OPERATIONS AND DEFICIT
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 1996
(Expressed in U.S. Dollars)

<TABLE>
<CAPTION>

	6 mos ended Sept-96	6 mos ended Sept-95	12 mos ended Mar-96	12 mos ended Mar-95
<S>	<C>	<C>	<C>	<C>
REVENUES				
Commissions, trading & investment income	2,300,357	2,156,556	4,500,899	3,971,160
Sales	709,726			
Fee Revenue	317,308	456,524	1,364,297	56,907
	3,327,390	2,613,080	5,857,196	4,028,067
EXPENSES				
Cost of Goods Sold	709,726			
Selling, Marketing & Research	1,697,964	2,056,179	4,207,289	2,868,886
Salaries & Benefits	514,436	315,976	759,361	291,687
General & Administration	318,206	290,310	710,939	796,673
Other Expenses	(1,108)	1,083	13,132	
Foreign Exchange Loss (Gain)	5	(22,780)	(20,902)	(247)
Interest & Bank Charges Expense (Income)	(12,647)	(20,274)	(37,337)	5,830
Amortization & Depreciation	164,353	107,686	218,083	24,272
	3,390,935	2,648,180	5,842,565	3,987,101
PROFIT (LOSS) FROM CONTINUING OPERATIONS	(63,545)	(35,100)	14,631	40,966
Loss from Discontinued Operation		(94,252)	(94,252)	(184,845)
Gain on Disposal of Discontinued Assets		409,418	409,418	
PROFIT (LOSS) FOR THE PERIOD - BEFORE INCOME TAXES	(63,545)	280,066	329,797	(143,879)
PROVISION FOR INCOME TAXES (RECOVERABLE)	6,533	5,909	28,231	9,441
NET PROFIT (LOSS) FOR THE PERIOD	(70,078)	274,157	301,566	(134,438)
RETAINED EARNINGS (DEFICIT) - BEGINNING OF PERIOD	167,128	(134,438)	(134,438)	0
RETAINED EARNINGS (DEFICIT) - END OF PERIOD	97,050	139,719	167,128	(134,438)
FINANCIAL OVERVIEW				
Common Shares Outstanding	969,714	531,558	692,572	369,058
Weighted Average Shares Outstanding	738,129	482,140	501,335	157,531
EPS - From Continuing Operations	(0.09)	(0.07)	0.03	0.26
EPS - After Discontinued Operations	(0.09)	0.57	0.60	(0.85)

</TABLE>

See Accompanying Notes

INTERUNION FINANCIAL CORPORATION
CONSOLIDATED BALANCE SHEET
AS AT SEPTEMBER 30, 1996
(Expressed in U.S. Dollars)

<TABLE>
<CAPTION>

	6 mos ended Sept-96	6 mos ended Sept-95	12 mos ended Mar-96	12 mos ended Mar-95
<S>	<C>	<C>	<C>	<C>
CURRENT ASSETS				
Cash	599,162	294,528	722,795	490,681
Due from brokers and dealers	3,629,834	568,355	1,168,190	172,944
Client deposits	2,865,584	10,036,091	2,093,966	21,147,890
Marketable securities	292,014	161,069	2,625,585	15,682,071
Accounts receivable	1,076,333	241,039	208,727	55,262
Income tax receivable	20,506	22,941	1,597	15,866
Sundry assets and prepaid expenses	127,385	57,261	75,906	31,615
	8,610,818	11,381,283	6,896,766	37,596,329
CAPITAL ASSETS	882,827	984,869	948,892	933,380
START-UP COSTS	394,923	241,914	438,803	
LONG TERM INVESTMENTS	913,834	927,913	913,834	900,361
DEFERRED CHARGES	380,581	190,120	184,944	234,574
GOODWILL	1,057,870	1,115,052	1,086,461	1,143,982
DISCONTINUED ASSETS				240,693
	3,630,035	3,459,868	3,572,934	3,452,990
	12,240,853	14,841,151	10,469,700	41,039,319
CURRENT LIABILITIES				
Accounts payable and accrued liabilities	1,079,819	487,471	675,623	283,459
Due to brokers and dealers		353,503	2,499,665	30,168,593
Due to clients	6,388,090	10,006,099	3,035,310	6,368,681
	7,467,909	10,847,073	6,210,598	36,820,733
DUE TO RELATED PARTIES		168,094	119,462	100,873
DISCONTINUED LIABILITIES				499,377
	0	168,094	119,462	600,250
SHAREHOLDERS EQUITY				
Capital Stock and additional paid-in capital	4,675,894	3,686,265	3,972,512	3,762,774
Retained Earnings (Deficit)	97,050	137,719	167,128	(134,438)
	4,772,944	3,825,984	4,139,640	3,628,336
	12,240,853	14,841,151	10,469,700	41,039,319

</TABLE>

See Accompanying Notes

INTERUNION FINANCIAL CORPORATION
CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 1996
(Expressed in U.S. Dollars)

<TABLE>
<CAPTION>

	6 mos ended Sept-96	6 mos ended Sept-95	12 mos ended Mar-96	12 mos ended Mar-95
<S>	<C>	<C>	<C>	<C>
OPERATING ACTIVITIES				
Net Income (Loss)	(70,078)	274,157	301,566	(134,438)
Amortization	164,353	107,686	218,084	24,272
Gain on disposition of discontinued operations		(409,418)	(409,418)	
	94,275	(27,575)	110,232	(110,166)
Increase (decrease) in due to brokers and dealers, net	(4,961,309)	(30,210,501)	(28,664,174)	29,995,649
Increase (decrease) in due to clients	2,581,162	14,749,217	15,720,553	(14,779,209)
Increase (decrease) in marketable securities	2,333,571	15,521,002	13,056,486	(15,682,071)
Increase (decrease) in accounts receivable & sundry assets	(937,993)	(218,497)	(183,487)	(102,741)
Decrease (increase) in accounts payable and accrued liabilities	404,196	204,012	392,164	283,460
CASH PROVIDED (USED) BY OPERATING ACTIVITIES	(486,098)	(17,658)	431,774	(395,078)
FINANCING ACTIVITIES				
Capital stock and additional paid-in capital issued	703,382	325,000	555,000	3,762,774
Increase (decrease) in due to related parties	(119,462)	(67,221)	18,589	100,872
CASH PROVIDED (USED) BY FINANCING ACTIVITIES	583,920	392,221	573,589	3,863,646
INVESTING ACTIVITIES				
Capital assets	(2,405)	57,336	(132,533)	(957,654)
Start-up costs		(241,914)	(438,803)	
Long term investments		(27,552)	(13,472)	(900,361)
Deferred & Reorganization Costs	(70,547)	(20,546)	(61,632)	(234,574)
Goodwill				(1,143,982)
Investment in subsidiaries				(507,456)
Acquisition Costs	(148,503)			
Discontinued operations		(258,684)	(126,809)	258,684
CASH PROVIDED (USED) IN INVESTING ACTIVITIES	(221,455)	(606,032)	(773,249)	(3,485,343)
INCREASE (DECREASE) IN CASH	(123,633)	(196,153)	232,114	(16,775)
CASH - BEGINNING OF YEAR	722,795	490,681	490,681	
CASH ACQUIRED ON ACQUISITION OF SUBSIDIARIES				507,456
CASH - END OF YEAR	599,162	294,528	722,795	490,681

</TABLE>

See Accompanying Notes

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Interim information is unaudited; however, in the opinion of the Company's management, all adjustments necessary for a fair statement of interim results

have been included in accordance with Generally Accepted Accounting Principles in Canada. All adjustments are of a normal recurring nature unless specified in a separate note included in these Notes to Consolidated Financial Statements. The results for interim periods are not necessarily indicative of results to be expected for the entire year. These financial statements and notes should be read in conjunction with the Company's annual consolidated financial statements and the notes thereto for the fiscal year ended March 31, 1996, included in its Form 10-SB/A for the year ended March 31, 1996 (the "1996 Form 10-SB/A") and available from the Company. As of March 31, 1997, the Company will report solely under US GAAP.

2. In the second quarter of 1997, the Company issued 277,142 common shares for gross proceeds to the company of US$759,710. The Company incurred approximately US$56,328 in costs associated with the issuance of these common shares: these costs are accounted for as a deduction from the gross proceeds.

3. Earnings per share is computed using the weighted average number of common shares outstanding during the period. Loss per share is computed using the weighted average number of common shares outstanding during the period.

4. Reconciling Canadian GAAP to U.S. GAAP: The following is a reconciliation of Net Income under Canadian GAAP to U.S. GAAP for the 6 months ending September 30.

<TABLE>
<CAPTION>

	1996	1995
Net Income (Loss), in accordance with Canadian GAAP	(70,078)	274,157
Start-up Costs	43,880	(241,914)
Reorganization Costs	28,862	47,315
Deferred Costs	(218,050)	--
Acquisitions	(39,142)	(382,975)
Net Income (Loss), in accordance with U.S. GAAP	(254,528)	(303,417)
Retained Earning, Opening	(1,328,128)	(823,502)
Retained Earning, Ending	(1,582,656)	(1,126,919)

</TABLE>

The following is a reconciliation of Shareholders' Equity under Canadian GAAP to U.S. GAAP as at September 30.

<TABLE>
<CAPTION>

	1996	1995
Shareholders' Equity, in accordance with Canadian GAAP	4,772,944	3,825,984
Start-up Costs	(394,923)	(241,914)
Reorganization Costs	(151,383)	(182,561)
Deferred Costs	(218,050)	--
Long-term Investments	(773,834)	(773,834)
Acquisitions	247,948	(24,127)
Shareholders' Equity, in accordance with U.S. GAAP	3,482,702	2,603,548

</TABLE>

Below is a summary of the reconciliation note that can be obtained in the Company's Consolidated Financial Statements. In addition, any new information has been added.

a) Start-up Costs: The Company's policy as permissible under Canadian GAAP has been to capitalize the result of the first year of operation for the auction house. Under U.S. GAAP, these amounts are charged to earnings as incurred.

b) Reorganization Costs: The Company's policy as permissible under Canadian GAAP has been to capitalize Reorganization Costs. Under U.S. GAAP, these amounts are charged to earnings as incurred.

c) Deferred Costs and Acquisition Costs: The Company's policy as permissible under Canadian GAAP is to capitalize Deferred Costs and Acquisition Costs. These costs are then amortized over five (5) year, on a straight line basis. Should during this time the capitalized amount no longer carry a benefit to the Company, the unamortized amount will be charged to earnings at that time. The Company capitalized approximately $220,000 in the second quarter as deferred costs and acquisition costs. Under U.S. GAAP, the Company's policy is to charge to earnings these deferred costs when incurred. Acquisitions costs would be added to the cost of the acquisition is those costs meet the requirement outlined in APB 16, otherwise, these would be charged to earnings when incurred.

d) Long-term Investments: Shares of the Company held by a subsidiary have not been eliminated under Canadian GAAP as they are held for resale. Under U.S. GAAP, these shares would be eliminated in consolidation. In addition, under Canadian GAAP the sale of these shares would be treated as a capital transaction. Under U.S. GAAP, the sale of these shares will not be treated as a capital transaction.

e) Acquisitions: Under US GAAP, the Company's acquisitions of its subsidiaries are required to be accounted for either as a purchase or a pooling of interest depending on whether or not there is any beneficial change in control. U.S. GAAP requires the value of the assets acquired to be based on the value of the consideration given under the purchase method. Whereas, under Canadian GAAP, assets acquired are valued on the basis of the fair market value of the assets at the date acquired. In the pooling of interest method where there is no effective change in beneficial ownership the assets are consolidated using their historical values and retained earnings are carried forward with no adjustments.

This difference in GAAP in the application of the purchase method described above would have caused the Company to carry the ITM software at a greater value under US GAAP. The original carrying value under Canadian GAAP is $864,554, while under US GAAP that amount is $1,924,443, for an increase of $1,059,889. The value of the software was determined at acquisition on the basis that Bearhill Limited ("Bearhill") had no liabilities and no other asset except the ITM Software that was created in-house. Therefore, since the transaction was done at arms length, the fair market value of the ITM Software was determined to be the value of the transaction. Under both Canadian and US GAAP, this amount is being charged to earnings on a straight line basis.

After recognizing the new value for the software and evaluating the carrying cost in accordance with SFAS 121 "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be disposed of", it was decided that no reduction in the carrying value was required. The cash flow stream that justifies the Company to maintain the current carrying value is the revenues that Guardian Timing Services receive on a continuous basis by utilizing the ITM Software. The Company did not consider the Option Agreement that was entered into in its cash flow stream.

In accounting for the purchase of Guardian Timing Services Inc. ("Guardian") under US GAAP, Goodwill in the amount of $438,138 would have been recorded as a result in the difference in the purchase accounting described above. Under U.S. GAAP, this Goodwill must be charged to operations over a period not to exceed forty (40) years. The Company's policy is to amortize this amount over a period of twenty (20) years starting in fiscal 1996, on a straight-line basis under U.S. GAAP as it is under Canadian GAAP. No Goodwill for Guardian was recognized under Canadian GAAP as the Guardian and Bearhill purchase was treated as a single acquisition due to their common beneficial controlling shareholder. Therefore, in accordance with Canadian GAAP, all value in excess of the carrying amounts was attributed to the ITM Software.

I & B Inc. and its subsidiaries, Credifinance Capital Inc., Credifinance

Securities Limited and 95% of Rosedale Realty Limited were acquired on a tax free basis. In connection with these transactions the company incurred professional fees. It is the Company's policy, in accordance with Canadian GAAP to capitalize and to amortize them over a period of five (5) years, on a straight-line basis. Under US GAAP, these cost must be charged to operations when incurred.

Under Canadian GAAP, Goodwill in the amount of $1,143,982 was recorded. This amount represented the Au `N Ag deficit at the time of the change in control. Under US GAAP, this amount is recorded as a reduction in Additional Paid-In Capital.

f) Shareholders Equity and Additional Paid-In Capital: The variances between Canadian GAAP and US GAAP are due to the different methods of accounting for the disposition of Rosedale Realty Corporation.

g) Income Taxes: Under Canadian GAAP the deferral method is used to account for the timing differences between accounting and taxable income. U.S GAAP (SFAS 109, "Accounting for Income Taxes"), requires the use of the liability method to account for the differences between the accounting basis and the income tax basis of assets and liabilities. Under the liability method, deferred assets and liabilities are recognized for temporary differences between the accounting basis and the taxes basis for the respective assets and liabilities based on currently enacted tax rates.

Temporary differences, therefore, would arise from the requirements under SFAS 109 to provide for deferred income taxes on the difference between book value of assets and liabilities recorded under U.S. GAAP and their respective tax values.

In addition, Canadian GAAP requires that the tax benefit of net operating losses available to reduce future tax liabilities only be recorded when "virtual certainty" (as defined by section 3470 of the Handbook of the Canadian Institute of Chartered Accountants) of their use to reduce taxable income in the carry-forward period exists. FSAS 109 requires that such benefits be recorded if it is more likely than not that such losses will be used to reduce future income tax liabilities in the carry forward period.

There are no significant items that would have a difference between their carrying value based on U.S. GAAP and their respective tax values.

h) Statement of Changes In Financial Position: Canadian GAAP presentation requires a Statement of Changes in Financial Position. U.S. GAAP requires a Statement of Changes in Cash Flows. The Canadian GAAP presentation contains similar information and disclosures except as described below to that required by U.S. GAAP.

Under U.S. GAAP, investing and financing activities of an enterprise that do not result in cash receipts or cash payments are reported in supplemental information to the Statement of Cash Flows and not in the Statement of Cash Flows.

i) Earnings (Loss) Per Share: Under Canadian and U.S GAAP, the earnings (loss) per share is computed on the basis of weighted average number of common shares outstanding. The effect of common shares equivalents arising from stock options was not included as they are anti-dilutive using the treasury method.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS

(1) OVERVIEW

During the second quarter of fiscal 1997 (three months ending September 30, 1996), InterUnion reported consolidated revenues of $1.2 million versus $1.3 million a year earlier.

Selected financial data from InterUnion's financial statements is (figures in 000's except per share data):

<TABLE>
<CAPTION>

	3 mo ended Sept-96	3 mo ended Sept-95	6 mo ended Sept-96	6 mo ended Sept-95
	----------	----------	----------	----------
<S>	<C>	<C>	<C>	<C>
Commission Income	936	1,121	2,300	2,157
Sales	194		710	
Fee Revenue	87	233	317	456
Total Revenues	1,217	1,354	3,327	2,613
Cost of Goods Sold	194		710	
Net Revenues (i)	1,023	1,354	2,617	2,613
Net Profit (Loss)	(76)	(20)	(70)	274
EPS - Operations	(0.10)	(0.03)	(0.09)	(0.07)
EPS	(0.10)	0.76	(0.09)	0.57
Common Share, #	969,714	531,588	969,714	531,558
Working Capital	1,143	534	1,143	534
Cash Flow	8	(41)	94	67
Shareholders' Equity	4,773	3,826	4,773	3,826
Book Value Per Share	4.92	7.20	4.92	7.20

</TABLE>

(i) This amount is equal to Total Revenues under U.S. GAAP. In fiscal year 1996, Total Revenues, under U.S. GAAP would have been $6,169,578, as the sales component of revenues and the cost of goods sold under expenses are eliminated.

(2) NET REVENUES

During the second quarter of fiscal 1997, InterUnion reported consolidated revenues of $1.2 million versus $1.3 million a year earlier. Commissions and fee revenues were $1.02 million versus $1.35 million a year earlier, for a decrease of 24.4%. Revenues for the six months to September 1996 were $3,327,390 versus $2,613,080, for an increase of 27.3%. If we exclude the sales revenues of Reeve, Mackay revenues, commissions and fees would have been substantially level, showing an increase of just over $4,500.

The reduction in the revenues for the second quarter is due to the following factors:

- Credifinance Securities Limited: a number of sales people left the firm to join another.

- Reeve, Mackay & Associates Limited: there are two high seasons in the auction business: fall (October, November & December) and late spring (May, June). Reeve, Mackay incurred a great portion of the expenses related to important sales in the off season months: moving and storage of goods, marketing of consignments and cataloging.

(3) COST OF REVENUES

Costs of revenues for the quarter decreased by $310,059, to $929,395 from $1,239,454 for the same period a year earlier. This translates into a 25% reduction. This reduction is in line with the reduction for Commissions and fee revenues discussed above of 24.4%.

(4) NET INCOME

Net loss from operations for the six months ending September 30, 1996 was $70,078 or $0.09 per share versus a loss of $41,009 or $0.07 per share a year earlier. Net loss for the three months ending September 30, 1996 is $127,343 or $0.10 per share versus a loss of $20,098 or $0.03 in 1995. These figures do not include an extra ordinary gain of $409,418 in 1995 on the disposal of Rosedale

Realty, nor does it include the operating loss of

this unit's discontinued operation of $94,252. The increase in the loss is due to the start-up of a new auction business, Reeve, Mackay. When Reeve, Mackay was launched, management did not anticipate to reach break-even until the third year of operations, fiscal 1998.

The average number of common shares outstanding for the six months ending September 30, 1996 is 738,129 versus 482,140 a year earlier. The Company issued additional shares in the form of Regulation "D" during the year in order to finance the cash flow requirements of its subsidiaries.

(5) LIQUIDITY AND CAPITAL RESOURCES

The Company does not have any long term debt. In order to meet its growth plans and any operating cash requirement the Company's current policy is to issue additional capital stock. To date the Company has done this either through the issuance of Confidential Private Placement Offerings under Regulation "D" or Regulation "S". The following are details of these private placements:

<TABLE>
<CAPTION>

Date	# of Shares	Amount	Type
April 1994	2,500	10,000	Regulation "D"
May 1994	5,000	20,000	Regulation "D"
July 1994	11,250	35,000	Regulation "D"
August 1994	43,511	87,022	Regulation "D"
October 1994	5,000	50,000	Regulation "D"
March 1995	75,000	300,000	Regulation "D"
June 1995	62,500	125,000	Regulation "D"
October 1995	100,000	200,000	Regulation "D" & "S"
March 1996	160,000	320,000	Regulation "D"
September 1996	277,142	759,710	Regulation "D"

</TABLE>

Reeve, Mackay has been in operation for approximately 15 months and InterUnion did not expect its operation to be profitable prior to its third year. Since inception, Reeve Mackay has posted a loss of approximately $750,000, of which $438,000 was during the first year of operation. For the six months ending September 30, 1996, Reeve Mackay lost over $300,000 versus an anticipated loss of approximately $275,000. During that period, Reeve, Mackay has broken even in just two separate months.

Reeve, Mackay's sales have been according to schedule, however, their expenses have exceeded pro-forma budgets. Reeve, Mackay was adversely affected due to negotiated commissions on two major collections. The cost of reducing the commission charged to the consignors was required in order to be awarded the mandate of selling the goods on behalf of the consignor. The success of the auctions that presented these collections to the public was instrumental to the Company's objective to gain industry approval as a viable alternative to the competition. Additional costs over-run was due to the larger than expected number of items in each of the autumn auctions which drastically increased the cost of cataloguing and processing. In addition, marketing and advertising expenditures ran over budget.

The continuous operating problem has caused Reeve, Mackay to have a substantial working capital deficit of over $325,000. The Company has managed to date to finance this deficit by deferring the payment on the goods sold on behalf of its consignors and delaying suppliers. To date certain consignors have requested to have their goods returned, however, Reeve, Mackay has been able to replace these consigned goods as the number of active consignors continues to grow. This is demonstrated by the fact that Reeve, Mackay has more collectors' auctions than any other competing auctioneer in Toronto.

To date, suppliers have not refused to provide services. However, should suppliers and particularly consignors as a group start to withdraw their goods the company's auction subsidiary's ability to operate would be in jeopardy unless the Company agrees to inject the additional cash as required. Currently, Reeve, Mackay's liabilities have not been guaranteed by any other subsidiary within the group nor by InterUnion, itself.

(6) CONCLUDING REMARKS

There are no other known trends, events or uncertainties that may have, or are reasonably likely to have, a material impact on the Company's short-term or long-term liquidity.

In addition, there is no significant income or losses that has risen from the Company's continuing operations that has not been analyzed or discussed above. Nor has there been any material change in any line item that is presented on the financial statements which has also not been discussed above.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS.

The Company is not a party to any pending legal proceeding, nor is its property the subject of a pending legal proceeding for which the claims, exclusive of interest and costs, exceed 10% of the current assets of the Company on a consolidated basis with the exception of the following.

As reported in our Form 10-SB, a Statement of Claim was filed in Ontario Court (General Division) on May 31, 1996 against Credifinance Securities Limited, InterUnion Financial Corporation, Georges Benarroch and Ann Glover by Mr. John Illidge, a former President and Chief Operating Officer of Credifinance Securities Limited and Director of the Company. The plaintiff is seeking in excess of $1.8 million. In the opinion of management and its legal advisors, the likelihood that this law suit will adversely affect the Company is negligible.

There has not been any change in the status of this claim.

ITEM 2 - CHANGES IN SECURITIES

None.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

There have been no defaults in the payment of principal or interest with respect to any senior indebtedness of InterUnion Financial Corporation.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

Exhibit 27 Financial Data Schedule (for S.E.C. use only).

SIGNATURES

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

InterUnion Financial Corporation

(Registrant)

Date March 31, 1997 /s/ Georges Benarroch, Director
(Signature)*

Date March 31, 1997 /s/ Ann Glover, Director
(Signature)*

* Print the name and title of each signing officer under his signature.