

ARROW RESOURCES DEVELOPMENT INC  
Form 10-Q  
August 23, 2010

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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(Mark One)

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

For the quarterly period ended June 30, 2010

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (No fee required)

For the transition period from \_\_\_\_\_ to

Commission file number 1-9224

Arrow Resources Development, Inc.  
(Name of Small Business Issuer in Its Charter)

DELAWARE  
(State or Other Jurisdiction of Incorporation or  
Organization)

56-2346563  
(I.R.S. Employer Identification No.)

Carnegie Hall Tower, 152 W. 57 th Street, New York, NY 10019  
(Address of Principal Executive Offices) (Zip Code)

212-262-2300  
(Issuer's Telephone Number, including Area Code)

Securities registered under Section 12(b) of the Exchange Act:

Title of Each Class  
Common stock - par value \$0.00001

Name of Each Exchange on Which Registered  
OTC: Bulletin Board

Securities registered under Section 12(g) of the Exchange Act: None

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(Title of Class)

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(Title of Class)

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 for 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  No

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

The number of shares outstanding of each of the issuer's classes of common equity, as of August 23, 2010.

Class	Outstanding at August 23, 2010
Common stock - par value \$0.00001	678,452,244

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES  
 (A DEVELOPMENT STAGE COMPANY)  
 FORM 10-Q  
 SIX MONTHS ENDED JUNE 30, 2010

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## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES  
(A DEVELOPMENT STAGE COMPANY)

## Consolidated Balance Sheets

	June 30, 2010 Unaudited	December 31, 2009
<b>ASSETS</b>		
Current:		
Cash	\$ 2	\$ 91
Total current assets	2	91
Total assets	\$ 2	\$ 91
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIT)</b>		
Current:		
Accounts and accrued expenses payable, including \$7,247,291 and \$6,446,791 due to Company shareholders and directors, respectively	\$ 9,619,163	\$ 7,765,910
Estimated liability for legal judgment obtained by predecessor entity shareholder	1,298,297	1,266,695
Due to related parties	8,752,482	7,401,519
Notes payable, including accrued interest of \$156,893 and \$152,500 at June 30, 2010 and December 31, 2009, respectively	2,345,393	2,089,000
Total liabilities	22,015,335	18,523,124
Commitments and contingencies	-	-
<b>STOCKHOLDERS' (DEFICIT)</b>		
Preferred stock, \$0.00001 par value, 6 million shares authorized, no shares issued or outstanding at June 30, 2010 and December 31, 2009	-	-
Preferred stock Series A, \$0.00001 par value, 2 million shares authorized, none and none shares to be issued at June 30, 2010 and December 31, 2009, respectively	-	-
Preferred stock Series C, \$0.00001 par value, 2 million shares authorized, none and none shares to be issued at June 30, 2010 and December 31, 2009, respectively	-	-
Common stock, \$0.00001 par value, 1 billion shares authorized, 678,452,244 and 678,452,244 issued and outstanding at June 30, 2010 and December 31, 2009, respectively	6,785	6,785
Common stock to be issued, \$0.00001 par value, 33,179,684 and 32,804,684 shares to be issued at June 30, 2010 and December 31, 2009, respectively	332	328
Additional paid-in capital	128,217,621	128,213,875
Accumulated deficit	(150,240,071)	(146,744,021)
Total stockholders' (deficit)	(22,015,333)	(18,523,033)

Total liabilities and stockholders' (deficit)	\$	2	\$	91
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See accompanying notes to the consolidated financial statements.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES  
(A DEVELOPMENT STAGE COMPANY)

Unaudited Consolidated Statement of Operations (During the Development Stage)

	For the Three Months Ended June 30, 2010	For the Three Months Ended June 30, 2009	For the Six Months Ended June 30, 2010	For the Six Months Ended June 30, 2009	Accumulated During the Development Stage for the Period From Inception (November 15, 2005) to December 31, 2009	Accumulated During the Development Stage for the Period From Inception (November 15, 2005) to June 30, 2010
Revenue	\$ -	\$ -	\$ -	\$ -	\$ 52,000	\$ 52,000
Operating expenses:						
Consulting fees and services, including \$1,109,334, \$989,519, \$2,225,798, \$1,979,038, \$15,440,707 and \$17,666,505 incurred to related parties, respectively	1,109,334	1,032,578	2,244,483	2,043,804	16,481,694	18,726,177
General and administrative	125,944	23,129	141,112	42,552	861,275	1,002,387
Directors' compensation	35,625	60,000	78,750	115,000	772,678	851,428
Delaware franchise taxes	105	105	210	210	185,841	186,051
Total operating expenses	1,271,008	1,115,812	2,464,555	2,201,566	18,301,488	20,766,043
Loss from operations during the development stage	(1,271,008)	(1,115,812)	(2,464,555)	(2,201,566)	(18,249,488)	(20,714,043)
Other income (expense):						
Income from spin-off	-	2,491	-	52,491	52,491	52,491

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Income from forgiveness of debt	-	-	-	-	5,000	5,000
Gain on write off of liabilities associated with predecessor entity not to be paid	-	-	-	-	395,667	395,667
Loss on legal judgment obtained by predecessor entity shareholder	(15,801)	(15,801)	(31,602)	(31,602)	(1,266,695)	(1,298,297)
Penalty for default of notes payable	(506,000)		(995,500)	-	(578,000)	(1,573,500)
Loss on write-off of marketing agreement	-	-	-	-	(125,000,000)	(125,000,000)
Loss on settlement of predecessor entity stockholder litigation	-	-	-	-	(2,000)	(2,000)
Loss on debt conversion	-	-	-	-	(250,000)	(250,000)
Expenses incurred as part of recapitalization transaction	-	-	-	-	(249,252)	(249,252)
Debt issue costs including interest expense, of which none, none, none, \$150,000, \$1,336,320 and \$1,336,320 is to be satisfied in Company Common Stock and none, none, none, none, \$32,000, and \$32,000 incurred to related parties	(3,549)	(769)	(4,393)	(200,693)	(1,601,744)	(1,606,137)
	(525,350)	(14,079)	(1,031,495)	(179,804)	(128,494,533)	(129,526,028)
Net loss	\$ (1,796,358)	\$ (1,129,891)	\$ (3,496,050)	(2,381,370)	\$ (146,744,021)	\$ (150,240,071)
Basic and diluted net loss per weighted-average shares common stock outstanding	\$ (0.003)	\$ (0.002)	\$ (0.005)	(0.004)	\$ (0.232)	\$ (0.237)



Weighted-average number of shares of common stock outstanding	678,452,244	656,381,335	678,452,244	656,232,322	633,667,055	634,146,361
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See accompanying notes to the consolidated financial statements.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES  
(A DEVELOPMENT STAGE COMPANY)

Unaudited Consolidated Statement of Changes in Stockholders' (Deficit) Equity (During the Development Stage)

	Series A Convertible Preferred Stock		Series C Convertible Preferred Stock		Common Stock		Common Stock	
	Shares to be issued	Amount	Shares to be issued	Amount	Shares to be issued	Amount	Shares issued	Amount
Balance, November 14, 2005 pursuant to recapitalization transaction	—	\$ —	—	\$ —	—	\$ —	25,543,240	\$ 255
Common stock conversion and settlement of senior note pursuant to recapitalization transaction	—	—	—	—	—	—	624,000,000	6,240
Net loss for the period from November 15, 2005 to December 31, 2005	—	—	—	—	—	—	—	—
Balance, December 31, 2005	—	\$ —	—	\$ —	—	\$ —	649,543,240	\$ 6,495
Common stock to be issued for cash received by Company	—	—	—	—	985,000	10	—	—
Net loss for the year	—	—	—	—	—	—	—	—
Balance, December 31, 2006	—	\$ —	—	\$ —	985,000	\$ 10	649,543,240	\$ 6,495
Common stock to be issued for cash received by Company	—	—	—	—	500,000	5	—	—
Series A Convertible Preferred Stock to be issued for cash received by Company	280,000	280,000	—	—	—	—	—	—
Common stock issued in settlement of predecessor entity stockholder litigation	—	—	—	—	—	—	200,000	2

Common stock to be issued for directors' compensation	—	—	—	—	1,000,685	10	—	—
Net loss for the year	—	—	—	—	—	—	—	—
Balance, December 31, 2007	280,000	\$ 280,000	-	\$ -	2,485,685	\$ 25	649,743,240	\$ 6,497
Series A								
Convertible Preferred Stock to be issued for cash received by Company	75,000	75,000	—	—	—	—	—	—
Series C								
Convertible Preferred Stock to be issued for cash received by Company	—	—	25,000	25,000	—	—	—	—
Common Stock issued and to be issued for cash received by Company	—	—	—	—	305,000	3	250,000	3
Common stock to be issued for directors' compensation	—	—	—	—	1,000,000	10	—	—
Debt issue costs to be satisfied in Company Common Stock	—	—	—	—	4,704,000	47	3,000,000	30
Common stock to be issued for purchase of common stock	—	—	—	—	1,000,000	10	—	—
Common stock to be issued for consulting and marketing services	—	—	—	—	2,700,000	27	—	—
Common stock issued for consulting and marketing services	—	—	—	—	—	—	—	—