

ARBOR ENTECH CORP
Form 10-Q
December 12, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

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

For the Quarter Ended
October 31, 2014

Commission File Number
000-30432

ARBOR ENTECH CORPORATION

State of Incorporation
Delaware

IRS Employer Identification
22-2335094

2295 N.W. Corporate Blvd., Suite 230, Boca Raton, FL 33431

Telephone **(561) 245-8347**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of regulation ST (Sec. 232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ . No ☐ .

Edgar Filing: ARBOR ENTECH CORP - Form 10-Q

The number of shares outstanding of registrant's common stock at October 31, 2014 was 7,350,540 shares.

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 definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company) ☒ X.

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

ARBOR ENTECH CORPORATION

INDEX

	Page
PART I. Financial Information	
Item 1. Financial Statements	3
Condensed Balance Sheets October 31, 2014 (unaudited) and April 30, 2014	3
Condensed Statements of Operations Three and Six Months Ended October 31, 2014 (unaudited) and 2013 (unaudited)	4
Condensed Statements of Cash Flows Six Months Ended October 31, 2014 (unaudited) and 2013 (unaudited)	6
Notes to Condensed Financial Statements	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	8
Item 3. Quantitative and Qualitative Disclosures About Market Risk	9
Item 4. Controls and Procedures	9
PART II. Other Information	
Item 1. Legal Proceedings	10
Item 1A. Risk Factors	10
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	10
Item 3. Defaults on Senior Securities	10
Item 4. Mine Safety Disclosures	10
Item 5. Other Information	10
Item 6. Exhibits	10

ARBOR ENTECH CORPORATION**CONDENSED BALANCE SHEETS**

	October 31, 2014	April 30, 2014
	(Unaudited)	
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$ 272,932	\$ 272,087
Due to Related Parties	—	12,200
Total Current Assets	272,932	284,287
 Total Assets	 \$ 272,932	 \$ 284,287
 LIABILITIES AND STOCKHOLDERS' EQUITY		
 Total Liabilities	 \$ —	 \$ —
 Commitments and Contingencies		
 Stockholders' Equity:		
Preferred Stock, \$.001 Par Value; 1,000,000 Shares Authorized; None Issued and Outstanding;	—	—
Common Stock, \$.001 Par Value; 100,000,000 Shares Authorized; 7,350,540 Shares Issued and Outstanding	7,350	7,350
Additional Paid-In Capital	2,372,640	2,372,640
Retained Deficit	(2,107,058)	(2,095,703)
 Total Stockholders' Equity	 272,932	 284,287
Total Liabilities and Stockholders' Equity	\$ 272,932	\$ 284,287

See accompanying notes to condensed financial statements.

ARBOR ENTECH CORPORATION

CONDENSED STATEMENTS OF OPERATIONS

	Three Months Ended (Unaudited) October 31,	
	2014	2013
Net Sales	\$ —	\$ —
Costs and Expenses:		
Selling, General and Administrative Expenses	3,370	3,325
Loss from Operations	(3,370)	(3,325)
Other Income:		
Interest	67	73
Net Loss	\$ (3,303)	\$ (3,252)
Loss Per Common Share – Basic and Diluted	\$ —	\$ —
Weighted Average Shares Outstanding	7,350,540	7,350,540

See accompanying notes to condensed financial statements.

ARBOR ENTECH CORPORATION

CONDENSED STATEMENTS OF OPERATIONS

	Six Months Ended	
	(Unaudited)	
	October 31,	
	2014	2013
Net Sales	\$ —	\$ —
Costs and Expenses:		
Selling, General and Administrative Expenses	11,490	14,884
Loss from Operations	(11,490)	(14,884)
Other Income:		
Interest	135	150
Net Loss	\$ (11,355)	\$ (14,734)
Loss Per Common Share – Basic and Diluted	\$ —	\$ —
Weighted Average Shares Outstanding	7,350,540	7,350,540

See accompanying notes to condensed financial statements.

ARBOR ENTECH CORPORATION

CONDENSED STATEMENTS OF CASH FLOWS

	Six Months Ended (Unaudited) October 31,	
	2014	2013
Cash Flows from Operating Activities:		
Net Loss	\$ (11,355)	\$ (14,734)
Changes in Operating Assets and Liabilities:		
Decrease in Due from Related Party	12,200	—
Net Cash Provided by (Used in) Operating Activities	845	(14,734)
Increase (Decrease) in Cash and Cash Equivalents	845	(14,734)
Cash and Cash Equivalents Beginning of Period	272,087	305,904
Cash and Cash Equivalents End of Period	\$ 272,932	\$ 291,170
Supplemental Cash Flow Information:		
Cash Paid for Interest	\$ —	\$ —
Cash Paid for Income Taxes	\$ —	\$ —

See accompanying notes to condensed financial statements.

ARBOR ENTECH CORPORATION

NOTES TO CONDENSED FINANCIAL STATEMENTS

(A)

The condensed balance sheet at April 30, 2014 was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America. The interim condensed financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission from the accounts of Arbor Entech Corporation (the Company) without audit; however, in the opinion of management, the information presented reflects all adjustments of a normal recurring nature which are necessary to present fairly the Company's financial position and results of operations and cash flows for the periods presented. It is recommended that these condensed financial statements be read in conjunction with the financial statements and the notes thereto included in the Company's fiscal year 2014 Annual Report on Form 10-K filed on July 29, 2014 and other financial reports filed by the Company from time to time.

(B)

SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

The Company considers all highly liquid short-term investments with a maturity of three months or less at time of purchase 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 and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

ARBOR ENTECH CORPORATION

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report may contain forward looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934 (including any statements regarding the Company's outlook for fiscal 2013 and beyond). Any forward looking statements are subject to a number of risks and uncertainties. These include, among other risks and uncertainties, without limitation, the lack of any current business operation, the possible failure to identify a suitable acquisition candidate, and specific risks which may be associated with any new business or acquisition that we may acquire.

In some cases, you can identify forward-looking statements by terms such as may, will, should, could, would, plans, anticipates, believes, estimates, projects, predicts, potential and similar expressions intended to identify forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this report. Except as otherwise required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this report to reflect any change in our expectations or any change in events, conditions or circumstances on which any of our forward-looking statements are based. We qualify all of our forward-looking statements by these cautionary statements.

Critical Accounting Policies and Significant Judgments and Estimates

The Securities and Exchange Commission ("SEC") issued disclosure guidance for "critical accounting policies." The SEC defines "critical accounting policies" as those that require the application of management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods.

Our significant accounting policies are described in the Notes to these financial statements. Currently, based on the Company's limited activity, we do not believe that there are any accounting policies that require the application of difficult, subjective or complex judgments.

Historical Background

Historically, we were a wood products company that had been in business since 1980. Our business fluctuated over the years. We were almost wholly dependent on sales to The Home Depot, Inc. As discussed below in Discontinued Operations, on September 2, 2003, we discontinued our wood products business.

We previously disclosed that we were in discussions with respect to a potential acquisition of an early stage, privately-held pre-revenue web portal company. These discussions are no longer ongoing. Currently, we are seeking other business opportunities, but there can be no assurance that such opportunities will be identified, capitalized upon, or result in any profits.

Results of Operations

Since we discontinued our wood products business in 2003, we have had no sales revenue, including during the three months and six months ended October 31, 2014. Selling, general and administrative expenses were \$3,370 for the quarter ended October 31, 2014, as compared to \$3,325 for the comparable prior period. For the six months ended October 31, 2014, selling, general and administrative expenses were \$11,490, as compared to \$14,884 for the comparable prior period. The changes in operating expenses were primarily due to changes in filing and professional fees.

For the quarter ended October 31, 2014, we had a net loss of \$3,303 compared to a net loss of \$3,252 for the comparable prior period. For the six months ended October 31, 2014, we had a net loss of \$11,355, compared to a net loss of \$14,734, for the comparable prior period. The changes in net loss were primarily due to changes in professional fees.

Discontinued Operations

On September 2, 2003, we terminated our business relationship with Home Depot due to increased difficulties in transacting business with such company on a profitable basis. These difficulties included Home Depot's prohibition against price increases, despite increases in our costs of production, a diminution in the Home Depot territories to which we were allowed to sell product, and Home Depot's demands regarding returns of ordered products that we were unwilling to accede to for economic reasons. The sale of our real estate resulted in a gain of approximately \$186,000 for the year ended April 30, 2005.

Liquidity and Capital Resources

At October 31, 2014, we had working capital of \$272,932, compared to working capital of \$284,287 at April 30, 2014.

As of October 31, 2014, we had cash and cash equivalents of \$272,932, an increase of \$845, compared with our cash on hand at April 30, 2014. Our assets at October 31, 2014 consisted solely of cash.

Operating activities provided \$845 in cash for the six months ended October 31, 2014, as compared to used \$14,734 during the comparable prior period.

Since terminating our wood products business in September 2003, due to limited cash resources and a limited and sporadic trading market for our Common Stock, among other reasons, we have been unable to find a suitable business opportunity or merger candidate. Nevertheless, we continue to seek business opportunities, including potential acquisition candidates.

During the remainder of fiscal 2015, we do not anticipate that we will incur any capital expenditures.

We anticipate that our operating activities will generate negative net cash flow during the balance of fiscal 2015. We believe that the cash on hand will be sufficient for meeting our liquidity and capital resource needs for the next year.

Off-Balance Sheet Transactions

We do not have any transactions, agreements or other contractual arrangements that constitute off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This Item is not applicable because we are a smaller reporting company, as defined by applicable SEC regulation.

ITEM 4. CONTROLS AND PROCEDURES

Management's Report on Disclosure Controls and Procedures. We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our President/Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, we recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as ours are designed to do, and we necessarily were required to apply our judgment in evaluating the cost-benefit relationship of possible changes or additions to our controls and procedures.

As of October 31, 2014, we carried out an evaluation, under the supervision and with the participation of our management, including our President/Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934. Based upon that evaluation, our President/Chief Financial Officer concluded that our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, provide a reasonable level of assurance that they are effective in enabling us to record, process, summarize and report information required to be included in our periodic SEC filings within the required time period.

Changes in Internal control Over Financial Reporting. There have been no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

This Item is not applicable because we are a smaller reporting company, as defined by applicable SEC regulation.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3. DEFAULTS ON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

3(a)

Articles of Incorporation, previously filed as an exhibit to the Company's Registration Statement on Form 10-SB (SEC File No. 0-30432) filed on or about July 30, 1999, and incorporated herein by this reference.

3(b)

By-laws of the Company, previously filed as an exhibit to Amendment No. 1 to the Company's Registration Statement on Form 10-SB (SEC File No. 01-15207) filed on or about August 2, 1999, and incorporated herein by this reference.

4.

Form of common stock certificate, filed as the same exhibit number to our Form 10Q filed on March 17, 2009, and incorporated herein by this reference.

31.

Certification of the Principal Executive and Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.*

32.

Certification of the Principal Executive and Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

101.INS

XBRL Instance Document *

101.SCH

Document, XBRL Taxonomy Extension *

101.CAL

Calculation Linkbase, XBRL Taxonomy Extension Definition *

101.DEF

Linkbase, XBRL Taxonomy Extension Labels *

101.LAB

Linkbase, XBRL Taxonomy Extension *

101.PRE

Presentation Linkbase *

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ARBOR ENTECH CORPORATION

/s/ Brad Houtkin

Dated: December 12, 2014

Brad Houtkin

President and Principal Financial Officer