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Net loss

\$(6,520,053) \$(5,360,576) \$(134,863,392) \$(146,744,021)

Basic and diluted net loss per weighted-average shares common stock outstanding

\$(0.010) \$(0.008) \$\$ (0.214) \$(0.232)

Weighted-average number of shares of common stock outstanding

662,865,179 650,970,699 631,654,538 633,667,055

See accompanying notes to the consolidated financial statements.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

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	280,000	280,000	-	-	--	--	--	--

by Company									
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	--	--	

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Common stock issued for consulting and marketing services	--	--	--	--	--	--	--	2,250,000	23
Net loss for twelve months ended December 31, 2008	--	--	--	--	--	--	--	--	--
Balance, December 31, 2008	355,000	\$ 355,000	25,000	\$ 25,000	12,194,685	\$ 122	655,243,240	\$ 6,552	
Series A Convertible Preferred Stock converted into common stock	(355,000)	(355,000)	-	-	--	--	7,100,000		71
Series C Convertible Preferred Stock converted into common stock	-	-	(25,000)	(25,000)	--	--	500,000		5
Common Stock to be issued for cash received by Company	--	--	--	--	2,500,000	25	--		--
Common stock to be issued for directors' compensation	--	--	--	--	1,000,000	10	--		--
Debt issue costs to be satisfied in Company Common Stock	--	--	--	--	16,000,000	160	--		--
Debt issue costs satisfied in Company Common Stock	--	--	--	--	-	-	1,000,000		10
Common stock issued for reset of previous subscription agreement	--	--	--	--	--	--	138,095		2
Common stock to be issued for reset of previous subscription agreement	--	--	--	--	1,109,999	11	-		-
	--	--	--	--	-	-	14,470,909		145

Common stock
issued for debt
conversion

Net loss for the year ended December 31, 2009	--	--	--	--	--	--	--	--	--			
Balance, December 31, 2009	0	\$	0	0	\$	0	32,804,684	\$	328	678,452,244	\$	6,785

See accompanying notes to the consolidated financial statements.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

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

	Additional Paid-in Capital	Accumulated Deficit	Total
Balance, November 14, 2005 pursuant to recapitalization transaction	\$ (2,674,761)	\$ --	\$ (2,674,506)
Common stock conversion and settlement of senior note pursuant to recapitalization transaction	125,907,967	--	125,914,207
Net loss for the period from November 15, 2005 to December 31, 2005	--	(1,272,258)	(1,272,258)
Balance, December 31, 2005	\$ 123,233,206	\$ (1,272,258)	\$ 121,967,443
Common stock to be issued for cash received by Company	984,990	--	985,000
Net loss for the year	--	(3,514,445)	(3,514,445)
Balance, December 31, 2006	\$ 124,218,196	\$ (4,786,703)	\$ 119,437,998
Common stock to be issued for cash received by Company	499,995	--	500,000
Series A Convertible Preferred Stock to be issued for cash received by Company	--	--	280,000
Common stock issued in settlement of predecessor entity stockholder litigation	11,998	--	12,000
Common stock to be issued for directors' compensation	60,031	--	60,041
Net loss for the year	--	(130,076,689)	(130,076,689)
Balance, December 31, 2007	\$ 124,790,220	\$ (134,863,392)	\$ (9,786,650)
Series A Convertible Preferred Stock to be issued for cash received by Company	--	--	75,000
Series C Convertible Preferred Stock to be issued for cash received by Company	--	--	25,000
Common Stock issued and to be issued for cash received by Company	104,996	--	105,002
Common stock to be issued for directors' compensation	77,490	--	77,500
Debt issue costs to be satisfied in Company Common Stock	536,243	--	536,320
Common stock to be issued for purchase of common stock	49,990	--	50,000
Common stock to be issued for consulting and marketing services	245,969	--	245,996
Common stock issued for consulting and marketing services	122,481	--	122,504
Net loss for twelve months ended December 31, 2008	--	(5,360,576)	(5,360,576)
Balance, December 31, 2008	\$ 125,927,389	\$ (140,223,968)	\$ (13,909,905)
Series A Convertible Preferred Stock converted into common stock	354,929	--	-
Series C Convertible Preferred Stock converted into common stock	24,995	--	-
Common Stock to be issued for cash received by Company	249,975	--	250,000
Common stock to be issued for directors' compensation	34,990	--	35,000
Debt issue costs to be satisfied in Company Common Stock	719,840	--	720,000
Debt issue costs satisfied in Company Common Stock	79,990	--	80,000
Common stock issued for reset of previous subscription agreement	5,523	--	5,525
Common stock to be issued for reset of previous subscription agreement	44,389	--	44,400
Common stock issued for debt conversion	771,855	--	772,000
Net loss for the year ended December 31, 2009	--	(6,520,053)	(6,520,053)

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Balance, December 31, 2009 \$ 128,213,875 \$ (146,744,021) \$ (18,523,033)

See accompanying notes to the consolidated financial statements.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

Consolidated Statement of Cash Flows (During the Development Stage)

	For the Year Ended December 31, 2009	For the Year Ended December 31, 2008	Accumulated During the Development Stage for the Period From Inception (November 15, 2005) to December 31, 2007	Accumulated During the Development Stage for the Period From Inception (November 15, 2005) to December 31, 2009
Net loss	\$ (6,520,053)	\$ (5,360,576)	\$ (134,863,392)	\$ (146,744,021)
Adjustments to reconcile net loss to net cash (used in) operating activities:				
Net non-cash change in stockholders' equity due to recapitalization transaction	-	-	1,264,217	1,264,217
Loss on write-off of marketing and distribution agreement	-	-	125,000,000	125,000,000
Common stock issued for reset of previous subscription agreement	5,525	-	-	5,525
Common stock to be issued for reset of previous subscription agreement	44,400	-	-	44,400
Debt issue costs to be satisfied in Company Common Stock	720,000	536,320	-	1,256,320
Debt issue costs satisfied in Company Common Stock	80,000	-	-	80,000
Common stock issued for debt conversion	772,000	-	-	772,000
Common stock issued for conversion of due to Related party	(39,000)	-	-	(39,000)
Debt issue costs paid in cash	-	50,000	-	50,000
Common stock issued for marketing services	-	122,500	-	122,500
Common stock to be issued for consulting services	-	246,007	-	246,007
Stock-based directors' compensation to be issued	35,000	77,500	60,041	172,541
Changes in operating asset and liabilities:				
Increase in accounts and accrued expenses payable	2,400,868	1,822,620	2,848,562	7,072,050
Estimated liability for legal judgement obtained by predecessor entity shareholder	63,203	150,107	1,053,385	1,266,695
Net cash (used in) operating activities	(2,438,057)	(2,355,522)	(4,637,187)	(9,430,766)
Cash flows from investing activities:				
Cash acquired as part of merger transaction	-	-	39,576	39,576
Advances to related party	(210,700)	(320,000)	(369,575)	(900,275)
Net cash (used in) investing activities	(210,700)	(320,000)	(329,999)	(860,699)
Cash flows from financing activities:				
Proceeds of issuance of note payable	861,000	983,000	25,000	1,869,000
Proceeds of loans received from related parties	30,000	670,000	1,175,000	1,875,000

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Repayment towards loan from related party	(5,000)	(88,000)	(86,425)	(179,425)
Net increase in due to related parties attributed to operating expenses paid on the Company's behalf by the related party	1,512,832	904,496	2,027,653	4,444,981
Net increase in investments/capital contributed	250,000	205,002	1,776,998	2,232,000
Advances from senior advisor	-	-	50,000	50,000
Net cash provided by financing activities	2,648,832	2,674,498	4,968,226	10,291,556
Net change in cash	75	(1,024)	1,040	91
Cash balance at beginning of period	16	1,040	-	-
Cash balance at end of period	\$ 91	16	\$ 1,040	\$ 91

Supplemental disclosures of cash flow information:

Cash paid during the period for:

Income taxes	\$ -	\$ -	\$ -	\$ -
Interest expense	\$ -	\$ -	\$ -	\$ -

Non-cash investing and financing activities:

Non-cash purchase of marketing and distribution agreement	\$ -	\$ -	\$ 125,000,000	\$ 125,000,000
Settlement of senior note payable through issuance of convertible preferred stock	\$ -	\$ -	\$ 125,000,000	\$ 125,000,000
Non-cash acquisition of accrued expenses in recapitalization	\$ -	\$ -	\$ 421,041	\$ 421,041
Non-cash acquisition of notes payable in recapitalization	\$ -	\$ -	\$ 220,000	\$ 220,000

See accompanying notes to the consolidated financial statements.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - NATURE OF BUSINESS / ORGANIZATION

Business Description

Arrow Resources Development, Inc. and Subsidiaries (“the Company”), was subject to a change of control transaction that was accounted for as a recapitalization of CNE Group, Inc. (“CNE”) in November 2005. Arrow Resources Development, Ltd., (“Arrow Ltd.”) the Company’s wholly-owned subsidiary, was incorporated in Bermuda in May 2005. Arrow Ltd. provides marketing and distribution services for natural resource products. .

In April of 2006, Arrow Ltd. entered into an agency agreement with APR to provides marketing and distribution services for timber and natural resource products and currently has an exclusive marketing and sales agreement with APR to market lumber and related plantation products from land leased by GMPLH which is operated by APR and it's subsidiaries, located in Indonesia. Under the agreement Arrow Ltd. will receive a commission of 10% of gross sales derived from lumber and plantation related products. The consideration to be paid to APR will be in the form of a to-be-determined amount of the Company's common stock, subject to the approval of the Board of Directors.

As of December 31, 2005, the Company also had a wholly-owned subsidiary, Career Engine, Inc. (“Career Engine”) for which operations were discontinued prior to the recapitalization transaction. The net assets of Career Engine had no value as of December 31, 2005.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Going-Concern Status:

These consolidated financial statements are presented on the basis that the Company is a going concern. Going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable period of time.

As shown in the accompanying consolidated financial statements, the Company incurred a net loss of \$6,520,053 for the year ended December 31, 2009, and a net loss during the development stage from inception in November 15, 2005 through December 31, 2009 of \$146,744,021. The Company’s operations are in the development stage, and the Company has substantially not generated any revenue since inception. The Company’s existence in the current period has been dependent upon advances from related parties and other individuals, and proceeds from the issuance of senior notes payable.

One of the principal reasons for the Company’s substantial doubt regarding its ability to continue as a going concern involves the fact that as of December 31, 2007, the Company’s principal asset, a marketing and distribution intangible asset in the amount of \$125,000,000 was written off as impaired as discussed in Note 6 due to the fact that environment laws affecting timber harvesting have become more restrictive in Papua New Guinea.

The condensed consolidated financial statements do not include any adjustments relating to the carrying amounts of recorded assets or the carrying amounts and classification of recorded liabilities that may be required should the Company be unable to continue as a going concern.

Principles of consolidation:

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Arrow. All significant inter-company balances and transactions have been eliminated.

Development Stage Company:

The accompanying financial statements have been prepared in accordance with the FASB Accounting Standards Codification No 915, Development Stage Entities. A development stage enterprise is one in which planned and principal operations have not commenced or, if its operations have commenced, there has been no significant revenue there from. Development-stage companies report cumulative costs from the enterprise's inception.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes:

The Company follows FASB Accounting Standards Codification No 740, Income Taxes. Deferred tax assets or liabilities are recorded to reflect the future tax consequences of temporary differences between the financial reporting basis of assets and liabilities and their tax basis at each year-end. These amounts are adjusted, as appropriate, to reflect enacted changes in tax rates expected to be in effect when the temporary differences reverse.

The Company records deferred tax assets and liabilities based on the differences between the financial statement and tax bases of assets and liabilities and on operating loss carryforwards using enacted tax rates in effect for the year in which the differences are expected to reverse. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized.

Fair value of financial instruments:

For financial statement purposes, financial instruments include cash, accounts and accrued expenses payable, and amounts due to Empire Advisory, LLC ("Empire") (as discussed in Notes 5 and 7) for which the carrying amounts approximated fair value because of their short maturity.

Use of estimates:

The preparation of consolidated 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 and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Loss per share:

The Company complies with the requirements of the FASB Accounting Standard Codification No 260, Earnings Per Share. FASB No. 260 specifies the compilation, presentation and disclosure requirements for earning per share for entities with publicly held common stock or potentially common stock. Net loss per common share, basic and diluted, is determined by dividing the net loss by the weighted average number of common shares outstanding. Net loss per common share, basic and diluted, is determined by dividing the net loss by the weighted average number of common shares outstanding.

Net loss per diluted common share does not include potential common shares derived from stock options and warrants because they are anti-dilutive for the period from November 15, 2005 to December 31, 2007 and for the years ended December 31, 2009 and 2008. As of December 31, 2009, there are no dilutive equity instruments outstanding.

Acquired intangibles:

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Intangible assets are comprised of an exclusive sales and marketing agreement. In accordance with FASB Accounting Standard Codification No 350, Intangibles-Goodwill and Other, the Company assesses the impairment of identifiable intangibles whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors the Company considers to be important which could trigger an impairment review include the following:

1. Significant underperformance relative to expected historical or projected future operating results;
2. Significant changes in the manner of use of the acquired assets or the strategy for the overall business; and
3. Significant negative industry or economic trends.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

When the Company determines that the carrying value of intangibles may not be recoverable based upon the existence of one or more of the above indicators of impairment and the carrying value of the asset cannot be recovered from projected undiscounted cash flows, the Company records an impairment charge. The Company measures any impairment based on a projected discounted cash flow method using a discount rate determined by management to be commensurate with the risk inherent in the current business model. Significant management judgment is required in determining whether an indicator of impairment exists and in projecting cash flows.

The sales and marketing agreement was to be amortized over 99 years, utilizing the straight-line method. Amortization expense had not been recorded since the acquisition occurred as the company had not yet made any sales.

The value of the agreement was assessed to be fully impaired by the Company and it recorded a loss on the write off of the Marketing and Distribution agreement of \$125,000,000 at December 31, 2007 (See Note 6).

Consideration of Other Comprehensive Income Items:

FASB Accounting Standard Codification No 220, Comprehensive Income, requires companies to present comprehensive income (consisting primarily of net income plus other direct equity changes and credits) and its components as part of the basic financial statements. For the period from inception (November 15, 2005) to December 31, 2009, the Company's consolidated financial statements do not contain any changes in equity that are required to be reported separately in comprehensive income.

Stock Based Compensation

The Company applies ASC 718-10 and ASC 505-50 (formerly SFAS 123R) in accounting for stock options issued to employees. For stock options and warrants issued to non-employees, the Company applies the same standard, which requires the recognition of compensation cost based upon the fair value of stock options at the grant date using the Black-Scholes option pricing model.

Recent Accounting Pronouncements:

In January 2010, the Company adopted FASB ASU No. 2010-06, Fair Value Measurement and Disclosures (Topic 820) - Improving Disclosures about Fair Value Measurements ("ASU 2010-06"). These standards require new disclosures on the amount and reason for transfers in and out of Level 1 and 2 fair value measurements. The standards also require new disclosures of activities, including purchases, sales, issuances, and settlements within the Level 3 fair value measurements. The standard also clarifies existing disclosure requirements on levels of disaggregation and disclosures about inputs and valuation techniques. These new disclosures are effective beginning with the first interim filing in 2010. The disclosures about the roll forward of information in Level 3 are required for the Company with its first interim filing in 2011. The Company does not believe this standard will impact their financial statements. Other ASU's that have been issued or proposed by the FASB ASC that do not require adoption until a future date and are not expected to have a material impact on the financial statements upon adoption.

Effective July 1, 2009, the Company adopted The “FASB Accounting Standards Codification” and the Hierarchy of Generally Accepted Accounting Principles (ASC 105-10), (formerly SFAS No. 168, The “FASB Accounting Standards Codification” and the Hierarchy of Generally Accepted Accounting Principles). This standard establishes only two levels of U.S. generally accepted accounting principles (“GAAP”), authoritative and nonauthoritative. The Financial Accounting Standard Board (“FASB”) Accounting Standards Codification (the “Codification”) became the source of authoritative, nongovernmental GAAP, except for rules and interpretive releases of the SEC, which are sources of authoritative GAAP for SEC registrants. All other non-grandfathered, non-SEC accounting literature not included in the Codification became nonauthoritative. The Company began using the new guidelines and numbering system prescribed by the Codification when referring to GAAP in the third quarter of fiscal 2009. As the Codification was not intended to change or alter existing GAAP, it did not have any impact on the Company’s condensed consolidated financial statements.

In June 2009, the FASB issued FASB Accounting Standards Codification No 810, Consolidation. FASB Accounting Standards Codification No 810 improves financial reporting by enterprises involved with variable interest entities. FASB Accounting Standards Codification No 810 is effective as of the beginning of each reporting entity’s first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. The Company is evaluating the impact the adoption of FASB Accounting Standards Codification No 810 will have on its financial statements.

In June 2009, the FASB issued FASB Accounting Standards Codification No 860, Transfers and Servicing. FASB Accounting Standards Codification No 860 improves the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor’s continuing involvement, if any, in transferred financial assets. FASB Accounting Standards Codification No 860 is effective as of the beginning of each reporting entity’s first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. The Company is evaluating the impact the adoption of FASB Accounting Standards Codification No 860 will have on its financial statements.

Effective for the interim reporting period ending June 30, 2009, the Company adopted two new accounting standard updates which were intended to provide additional application guidance and enhanced disclosures regarding fair value measurements and impairments of securities as codified in ASC 820 “Interim Disclosures about Fair Value of Financial Instruments”. ASC 820 requires disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. ASC 820 requires related disclosures in summarized financial information at interim reporting periods. ASC 820 was effective for the interim reporting period ending June 30, 2009. The adoption of ASC 820 did not have a material impact on the Company’s condensed consolidated financial statements.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Effective June 15, 2009, the Company adopted a new accounting standard for subsequent events, as codified in ASC 855. The update modifies the names of the two types of subsequent events either as recognized subsequent events (previously referred to in practice as Type I subsequent events) or non-recognized subsequent events (previously referred to in practice as Type II subsequent events). In addition, the standard modifies the definition of subsequent events to refer to events or transactions that occur after the balance sheet date, but before the financial statements are issued (for public entities) or available to be issued (for nonpublic entities). It also requires the disclosure of the date through which subsequent events have been evaluated. The update did not result in significant changes in the practice of subsequent event disclosures, and therefore the adoption did not have any impact on our condensed consolidated financial statements. In accordance with ASC 855, the Company evaluated all events or transactions that occurred after September 30, 2009 up through November 19, 2009, the date the Company issued these condensed consolidated financial statements. During this period, the Company had material subsequent events as set forth in Note 12 to these condensed consolidated financial statements.

In June 2008, the FASB ratified ASC 815-40-25 (formerly EITF Issue No. 07-05, "Determining Whether an Instrument (or Embedded Feature) is Indexed to an Entity's Own Stock"). ASC 815-40-25 mandates a two-step process for evaluating whether an equity-linked financial instrument or embedded feature is indexed to the entity's own stock. Warrants that a company issues that contain a strike price adjustment feature, upon the adoption of ASC 815-40-25, results in the instruments no longer being considered indexed to the company's own stock. On January 1, 2009, the Company adopted ASC 815-40-25 and re-evaluated its issued and outstanding warrants that contain a strike price adjustment feature. The Company reclassified certain warrants from equity to a derivative liability and used the Black-Scholes valuation model to determine the fair market value of the warrants. Based upon the Company's re-evaluation, ASC 815-40-25 has had no material impact on the Company's condensed consolidated financial statements.

In June 2008, the FASB issued FASB Accounting Standards Codification No 260 "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities." Under the FSP, unvested share-based payment awards that contain rights to receive nonforfeitable dividends (whether paid or unpaid) are participating securities, and should be included in the two-class method of computing EPS. The FSP is effective for fiscal years beginning after December 15, 2008, and interim periods within those years, and did not expect to have a significant impact on the Company's results of operations, financial condition or cash flows.

In May 2008, the FASB issued FASB Accounting Standards Codification No 944-605, Financial Guarantee Insurance Contracts. Diversity exists in practice in accounting for financial guarantee insurance contracts by insurance enterprise in FASB Accounting Standards Codification No 944-605. This results in inconsistencies in the recognition and measurement of claim liabilities. This Statement requires that an insurance enterprise recognize a claim liability prior to an event of default (insured event) when there is evidence that credit deterioration has occurred in an insured financial obligation. This Statement requires expanded disclosures about financial guarantee insurance contracts. The accounting and disclosure requirements of the Statement will improve the quality of information provided to users of financial statements. The adoption of FASB Accounting Standards Codification No 944-605 is not expected to have a material impact on the Company's financial position.

In April 2008, ASC issued ASC 350, "Determination of the Useful Life of Intangible Assets". This amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under ASC 350. The guidance is used for determining the useful life of a recognized intangible asset shall be applied prospectively to intangible assets acquired after adoption, and the disclosure requirements shall be applied prospectively to all intangible assets recognized as of, and subsequent to, adoption. The Company does not believe ASC 350 will materially impact their financial position, results of operations or cash flows.

ASC 470-20, "Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)" ("ASC 470-20") requires the issuer of certain convertible debt instruments that may be settled in cash (or other assets) on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's non-convertible debt borrowing rate. ASC 470-20 is effective for fiscal years beginning after December 15, 2008 on a retroactive basis. The Company does not believe that the adoption of ASC 470-20 will have a material effect on its financial position, results of operations or cash flows.

In March 2008, ASC issued ASC 815, Disclosures about Derivative Instruments and Hedging Activities", ("ASC 815"). ASC 815 requires enhanced disclosures about an entity's derivative and hedging activities. These enhanced disclosures will discuss: how and why an entity uses derivative instruments; how derivative instruments and related hedged items are accounted for and its related interpretations; and how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. ASC 815 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The Company does not believe that ASC 815 will have an impact on their results of operations or financial position.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

In December 2007, the FASB issued FASB Accounting Standards Codification No 810-10-65, "Noncontrolling Interests in Consolidated Financial Statements - an amendment of ARB No. 51". FASB Accounting Standards Codification No 810-10-65 requires that the ownership interests in subsidiaries held by parties other than the parent be clearly identified, labeled, and presented in the consolidated statement of financial position within equity, in the amount of consolidated net income attributable to the parent and to the noncontrolling interest on the face of the consolidated statement of income, and that entities provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. FASB Accounting Standards Codification No 810-10-65 is effective for fiscal years, beginning on or after December 15, 2008 and cannot be applied earlier.

In December 2007, the Company adopted ASC 805, Business Combinations ("ASC 805"). ASC 805 retains the fundamental requirements that the acquisition method of accounting be used for all business combinations and for an acquirer to be identified for each business combination. ASC 805 defines the acquirer as the entity that obtains control of one or more businesses in the business combination and establishes the acquisition date as the date that the acquirer achieves control. ASC 805 will require an entity to record separately from the business combination the direct costs, where previously these costs were included in the total allocated cost of the acquisition. ASC 805 will require an entity to recognize the assets acquired, liabilities assumed, and any non-controlling interest in the acquired at the acquisition date, at their fair values as of that date. ASC 805 will require an entity to recognize as an asset or liability at fair value for certain contingencies, either contractual or non-contractual, if certain criteria are met. Finally, ASC 805 will require an entity to recognize contingent consideration at the date of acquisition, based on the fair value at that date. This will be effective for business combinations completed on or after the first annual reporting period beginning on or after December 15, 2008. Early adoption is not permitted and the ASC is to be applied prospectively only. Upon adoption of this ASC, there would be no impact to the Company's results of operations and financial condition for acquisitions previously completed. The adoption of ASC 805 is not expected to have a material effect on the Company's financial position, results of operations or cash flows.

The Company does not anticipate that the adoption of FASB Accounting Standards Codification No 805 and FASB Accounting Standards Codification No 810-10-65 will have an impact on the Company's overall results of operations or financial position, unless the Company makes a business acquisition in which there is a non-controlling interest.

In February 2007, ASC issued 825-10, The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of ASC 320-10, ("ASC 825-10") which permits entities to choose to measure many financial instruments and certain other items at fair value at specified election dates. A business entity is required to report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. This statement is expected to expand the use of fair value measurement. ASC 825-10 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company does not expect that the adoption of FASB Accounting Standards Codification No 825 will have a material effect on the Company's consolidated financial statements.

In September 2006, the FASB issued ASC 820. ASC 820 defines fair value, establishes a framework for measuring fair value under GAAP and expands disclosures about fair value measurements. ASC 820 applies under other accounting pronouncements that require or permit fair value measurements. Accordingly, ASC 820 does not require

any new fair value measurements. However, for some entities, the application of ASC 820 will change current practice. The changes to current practice resulting from the application of ASC 820 relate to the definition of fair value, the methods used to measure fair value and the expanded disclosures about fair value measurements. The provisions of ASC 820 are effective as of January 1, 2008, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. However, delayed application of this statement is permitted for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. The Company adopted ASC 820 effective January 1, 2008 for financial assets and the adoption did not have a significant effect on its financial statements. The Company has adopted the remaining provisions of ASC 820 beginning in 2009. The adoption of SFAS No. 157 did not have a material impact on the Company's consolidated results of operations or financial condition.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 - AGREEMENT AND PLAN OF MERGER BETWEEN ARROW RESOURCES DEVELOPMENT, LTD. AND CNE GROUP, INC ..

In August 2005, the Company entered into an Agreement and Plan of Merger (“the Agreement”) with CNE Group, Inc. (“CNE”) under which, CNE was required to issue 10 million shares of Series AAA convertible preferred stock (“the Preferred Stock”) to the Company, representing 96% of all outstanding equity of CNE on a fully diluted basis for the Marketing and Distribution Agreement provided to the Company, Empire, as agent. Under the Agreement, the Company changed its name to Arrow Resources Development, Inc. and divested all operations not related to Arrow Ltd. The Preferred Stock contained certain liquidation preferences and each share of the Preferred Stock was convertible to 62.4 shares of common stock.

The transaction was consummated upon the issuance of the Preferred Stock on November 14, 2005, which was used to settle the senior secured note payable for \$125,000,000 and \$1,161,000 of cash advances from Empire. The Preferred Stock was subsequently converted to common stock on December 2, 2005, for a total of approximately 649 million shares of common stock outstanding. This was recorded as a change of control transaction that was accounted for as a recapitalization of CNE.

The operations of the Company’s wholly-owned subsidiary, Career Engine, Inc. were discontinued prior to the recapitalization transaction. The net assets of Career Engine had no value as of December 31, 2005.

During the period from November 15, 2005 to December 31, 2005, the Company incurred \$249,252 of expenses incurred as part of recapitalization transaction.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4 - INCOME TAXES

In August 2005, the Company entered into an Agreement and Plan of Merger (“the Agreement”) with CNE Group, Inc. (“CNE”). Under the Agreement, the Company changed its name to Arrow Resources Development, Inc. and divested all operations not related to Arrow Ltd. The transaction was consummated upon the issuance of the Preferred Stock on November 14, 2005. (See Note 3 for a detailed description of the transaction.)

Consequently, as of November 14, 2005 the predecessor CNE entity had a net operating loss carryforward available to reduce future taxable income for federal and state income tax purposes of the successor entity of approximately zero, because those losses arose from the predecessor CNE exiting previous business lines that had generated operating losses.

For tax purposes, all expenses incurred by the re-named entity now known as Arrow Resources Development, Inc. after November 14, 2005 have been capitalized as start up costs in accordance with Internal Revenue Code Section (“IRC”) No. 195. Pursuant to IRC 195, the Company will be able to deduct these costs by amortizing them over a period of 15 years for tax purposes once the Company commences operations. Accordingly for tax purposes none of the Company’s post November 14, 2005 losses are as yet reportable in Company income tax returns to be filed for either the year ended December 31, 2005, 2006, 2007 or 2008.

The significant components of the Company’s deferred tax assets are as follows:

Net operating loss carryforward	\$ 63,186
Differences resulting from use of cash basis for tax purposes	-
Total deferred tax assets	63,186
Less valuation allowance	(63,186)
Net deferred tax assets	\$ —

The net operating losses expire as follows:

December 31, 2026	\$ 127,349
December 31, 2027	57,652
December 31, 2028	420
December 31, 2029	420
Net Operating Loss Carryover	\$ 185,841

Reconciliation of net loss for income tax purposes to net loss per financial statement purposes:

Costs capitalized under IRC Section 195 which will be amortizable over 15 years for tax purposes once the Company commences operations	\$ 146,558,180
Delaware franchise taxes deductible on Company's tax return	185,841
Net loss for the period from inception (November 15, 2005) to December 31, 2009	\$ 146,744,021

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 - NOTES PAYABLE

As of December 31, 2009 and 2008, the Company had notes payable outstanding as follows:

Holder	Terms	December 31, 2009	December 31, 2008
Barry Blank (1)	Due on demand, 10% interest	\$ 200,000	\$ 200,000
Accrued interest (1)		50,000	20,000
H. Lawrence Logan	Due on demand, non-interest bearing	25,000	25,000
John Marozzi (2)	Due on demand, non-interest bearing	265,500	150,000
James R. McConnaughy (3)	Due on demand, non-interest bearing	53,000	53,000
Christopher T. Joffe (4)	Due on demand, non-interest bearing	63,000	63,000
John E. McConnaughy III (5)	Due on demand, non-interest bearing	-	12,000
Frank Ciolli (6)	Due on demand, non-interest bearing	550,000	550,000
John Frugone (7)	Due on demand, non-interest bearing	155,000	100,000
Money Info LLC (8)	Due on demand, non-interest bearing	-	5,000
Scott Neff (9)	Due on demand, non-interest bearing	50,000	50,000
Cliff Miller (10)	Due on 10/11/09, interest bearing	450,000	-
Accrued interest (10)		100,000	-
Butler Ventures (11)	Due on demand, non-interest bearing	-	-
John McConnaughy (12)	Due on demand, 10% interest	25,000	-
Accrued interest (12)		2,500	-
Greg and Lori Popke (13)	Due on 12/11/09	100,000	-
Total		\$ 2,089,000	\$ 1,228,000

- (1) The Company has a note payable outstanding for \$200,000, plus \$20,000 in accrued interest. Although the predecessor company (CNE) reserved 456,740 shares of its common stock to retire this debt pursuant to a settlement agreement, the stock cannot be issued until the party to whom the note was assigned by its original holder emerges from bankruptcy or reorganization. In March 2010, the noteholder emerged from bankruptcy and the note was settled. During the year ended December 31, 2009, an additional \$30,000 in interest expense was recorded for a total of \$50,000 accrued interest outstanding on the note.
- (2) On March 31, 2008, the Company received a \$150,000 non-interest bearing advance from John Marozzi, which is due on demand. As payment for his services, the Company will repay the full amount of the note plus 1,000,000 shares of unregistered restricted common stock. The Company recorded \$40,000 of debt issue costs related to the 1,000,000 shares of common stock that are now issuable John Marozzi as of March 31, 2008 (See Note 8). On May 5, 2008, John Marozzi received repayment of \$50,000 from the Company. On October 13, 2008, the Company received a \$50,000 interest bearing advance from John Marozzi. The Company was to repay the full amount of the October 31, 2008 \$50,000 note in cash within

60 calendar days from the date the note was executed plus interest paid in the form of 1,000,000 shares of unregistered Company common stock. The Company recorded \$60,000 of debt issue costs related to the 1,000,000 shares of common stock that are now issuable John Marozzi as of December 31, 2008 (See Note 5 On March 5, 2009, the Company received \$50,000 interest bearing advance from John Marozzi. The Company is to repay the full amount of the March 5, 2009 \$50,000 note in cash within 60 calendar days from the date the note was executed plus interest paid in the form of 1,000,000 shares of unregistered Company common stock. This leaves a balance of \$200,000 unpaid principal as of June 30, 2009. On August 12, 2009, the Company and John Marozzi entered into a six month extension for the Senior Note and Purchase Agreement for the amount of \$200,000. The principal amount was payable on February 5, 2010. On April 17, 2009, the Company received a \$12,500 non-interest bearing advance from John Marozzi. The Company is to repay the full amount of the April 17, 2009 \$ 12,500 note in cash within 60 calendar days from the date the note was executed. On May 8, 2009, the Company received a \$ 20,000 non- interest bearing advance from John Marozzi. On August 13, 2009, the Company and John Marozzi entered into a six month extension for the Senior Note and Purchase Agreement for the amount of \$32,500. The principal amount was payable on February 5, 2010. On August 7, 2009, the Company received a \$33,000 non-interest bearing advance from John Marozzi. In repayment, the Company will repay the full amount of the note in cash within 60 calendar days from the date the note is executed. On November 5, 2009, the Company entered into a thirty day loan extension agreement with John Marozzi for the \$33,000 loan to the Company. The principal amount and interest was payable on December 5, 2009. This leaves a total balance of \$265,500 unpaid principal as of December 31, 2009. The balance of \$265,500 note payable is currently in default.

- (3) On April 24, 2008, the Company received a \$38,000 non-interest bearing advance from James R. McConnaughy, which is due on demand. In repayment, the Company will repay the full amount of the note plus 304,000 shares of the Company's unregistered restricted common stock. The Company recorded \$24,320 in debt issue costs related to the 304,000 shares of common stock that are issuable to James R. McConnaughy as of December 31, 2008. On December 23, 2008, the Company received \$15,000 non-interest bearing advance from James R. McConnaughy, which is due on demand. James McConnaughy is a relative of John E. McConnaughy Jr., a Company Director discussed in Note 7 [3].
- (4) On April 24, 2008, the Company received a \$38,000 non-interest bearing advance from Christopher T. Joffe, which is due on demand. In repayment, the Company will repay the full amount of the note plus 304,000 shares of the Company's unregistered restricted common stock. The Company recorded \$24,320 in debt issue costs related to the 304,000 shares of common stock that are issuable to Christopher T. Joffe as of December 31, 2008. On June 13, 2008, the Company received \$25,000 non-interest bearing advance from Christopher T. Joffe, which is due on demand. In repayment, the Company will repay the full amount of the note.
- (5) On April 25, 2008, the Company received \$12,000 non-interest bearing advance from John E. McConnaughy III, which was due on demand. In repayment, the Company will repay the full amount of the note plus 96,000 shares of the Company's unregistered restricted common stock. The Company recorded \$7,680 in debt issue costs related to the 96,000 shares of common stock that are issuable to John E. McConnaughy III as of December 31, 2008. As of December 31, 2009, John E. McConnaughy III assigned the \$12,000 advance to John McConnaughy, Jr.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 - NOTES PAYABLE (CONTINUED)

- (6) On April 30, 2008, the Company received a \$500,000 non-interest bearing advance from Frank Ciolli. In repayment, the Company promised to pay Frank Ciolli the principal sum of \$550,000 on or before October 31, 2008. On October 31, 2008, the Company entered into a 60 day loan extension with Frank Ciolli. In payment, the Company issued 1,000,000 shares of the Company's unregistered restricted common stock to Frank Ciolli and 1,000,000 shares of the Company's unregistered restricted common stock to Donna Alferi on behalf of Michael Alferi as designated by Frank Ciolli. The Company recorded \$100,000 and \$100,000, respectively, in debt issue costs related to the 1,000,000 and 1,000,000, respectively, of shares of common stock that were issued to Frank Ciolli and Donna Alferi as of December 31, 2008. On January 15, 2009, the Company entered into the thirty-one day extension from December 31, 2008 for the Convertible Loan Agreement and Convertible Note with Frank Ciolli for the loan amount of \$550,000 dated as of April 30, 2008. The Company issued 500,000 shares of restricted, unregistered common stock each for Michael Alferi and Frank Ciolli, which resulted in Company debt issue costs of \$80,000 as of September 30, 2009. On August 12, 2009, the Company and Frank Ciolli entered into a six month extension for the Senior Note and Purchase Agreement for the principal sum of \$550,000. The principal amount was payable on February 12, 2010. The balance of \$550,000 note payable is currently in default.
- (7) On September 10, 2008, the Company received a \$100,000 non-interest bearing advance from John Frugone, which is due on demand. In repayment, the Company will repay the full amount of the note in cash over two years from the date the note is executed. On February 25, 2009, the Company received a \$30,000 non-interest bearing advance from John Frugone, which is due on demand. In repayment, the Company will repay the full amount of the note in cash over two years from the date the note is executed. On July 30, 2009, the Company repaid \$75,000 to John Frugone as a partial payment on the outstanding balance. On November 6, 2009, the Company received a \$100,000 non-interest bearing advance from John Frugone. The Company will repay the loan amount in cash over two years from the date the note is executed. This leaves a balance of \$155,000 unpaid principal as of December 31, 2009. John Frugone is a relative of Peter Frugone, the Company's CEO and also a Company Director.
- (8) On October 30, 2008, the Company received a \$2,500 non-interest bearing advance from Money Info, LLC. On December 23, 2008, the Company received \$2,500 non-interest bearing advance from Money Info, LLC. On January 21, 2009, the Company repaid the full amount of both notes in cash. On January 15, 2009, the Company received a \$5,000 non-interest bearing advance from Money Info, LLC. In repayment, the Company will repay the full amount of the note in cash within 60 calendar days from the date the note is executed. As of December 31, 2009, the note was written off.
- (9) On October 13, 2008, the Company received a \$50,000 interest bearing advance from Scott Neff, the Company was to repay the full amount of the note in cash within 60 calendar days from the date the note is executed plus interest expense paid in the form of 1,000,000 shares of Company common stock. During the period ended December 31, 2008, the Company recorded \$60,000 in debt issue costs related to the 1,000,000 shares of common stock that are issuable to Scott Neff as of December 31, 2008. On August 12, 2009, the Company and Scott Neff entered into a six month extension for the Senior Note and Purchase

Agreement for the principal sum of \$50,000. The principal amount was payable on February 5, 2010. The note is currently in default.

- (10) On June 29, 2009, the Company received a \$100,000 interest bearing advance from Cliff Miller. In repayment, the Company will repay the full amount of the note in cash not later than July 29, 2009. During the period ended September 30, 2009, the Company recorded \$70,000 in debt issue costs related to the 1,000,000 shares of restricted common stock that are issuable to Cliff Miller for interest expense as of July 29, 2009. On July 30, 2009, the Company received a \$100,000 interest bearing advance from Cliff Miller. In repayment, the Company will repay the full amount of the note in cash not later than August 30, 2009. During the period ended September 30, 2009, the Company recorded \$60,000 in debt issue costs related to the 1,000,000 shares of restricted common stock that are issuable to Cliff Miller for interest expense as of August 30, 2009. On August 11, 2009, the Company received a \$250,000 interest bearing advance from Cliff Miller. In repayment, the Company will repay the full amount of the note in cash not later than October 11, 2009. The Company shall pay interest in the form of 10,000,000 shares of the Company's restricted stock and a \$100,000 cash payment due at maturity. During the year ended December 31, 2009, the Company recorded accrued interest of \$100,000 and debt issue costs of \$400,000 for interest expense. On November 11, 2009, the Company entered into a thirty day loan extension agreement with Cliff Miller for the \$100,000 loan on June 29, 2009, the \$100,000 loan on July 30, 2009 and the \$250,000 loan on August 11, 2009. In consideration of the extending the term of the loan, the Company will issue 2,000,000 shares of the Company's common stock on January 4, 2010. During the year ended December 31, 2009, the Company recorded debt issue costs of \$60,000 related to the 2,000,000 shares for interest expense. The total unpaid principal balance of \$450,000 is in default. As of December 31, 2009, the Company accrued a \$476,000 default penalty in interest expense.
- (11) On December 14, 2005 Empire entered into a non interest bearing note agreement with Butler Ventures for \$250,000. The cash from this note was invested in the Company. On June 17, 2009, the Company assumed the non interest bearing note from Empire for \$250,000 to Butler Ventures. In repayment, the Company will repay the full amount of the note not later than July 29, 2009. On July 14, 2009, the Company issued 9,690,909 shares of common stock to Butler Ventures, LLC with a market value on the date of issuance of \$533,000 in full settlement of the \$250,000.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 - NOTES PAYABLE (CONTINUED)

- (12) On June 2, 2009, the Company received a \$25,000 10% interest bearing advance from John E. McConnaughy Jr. In repayment, the Company will repay the full amount of the note and accrued interest in cash by September 1, 2009. On November 5, 2009, the Company entered into a thirty day loan extension agreement with John E. McConnaughy Jr. for this \$25,000 loan. The principal amount and interest was payable on December 5, 2009 and the loan is currently in default.
- (13) On July 20, 2009, the Company received a \$100,000 interest bearing advance from Greg and Lori Popke. In repayment, the Company will repay the full amount of the note in cash not later than September 19, 2009. During the period ended September 30, 2009, the Company recorded \$60,000 in debt issue costs related to the 1,000,000 shares of restricted common stock that are issuable to Greg and Lori Popke for interest expense as of September 19, 2009. On November 12, 2009, the Company entered into a thirty day loan extension agreement with Greg Popkes to extend this \$100,000 loan. The principal amount was payable on December 11, 2009 and the loan is currently in default. As of December 31, 2009, the Company accrued a \$102,000 default penalty in interest expense.

NOTE 6 - IMPAIRMENT OF MARKETING AND DISTRIBUTION AGREEMENT AND RELATED SENIOR NOTE PAYABLE DUE TO EMPIRE ADVISORY, LLC

As discussed in Note 1, in August 2005, the Company executed a marketing and distribution agreement with Arrow Pte. This agreement was valued at fair value as determined based on an independent appraisal, which approximates the market value of 96% of the CNE public stock issued in settlement of the note.

The marketing and distribution agreement would have been amortized over the remainder of 99 years (the life of the agreement) once the Company commenced sales. As of December 31, 2005, the Company had recorded a \$125,000,000 amortizable intangible asset for this agreement and corresponding credits to common stock and additional paid-in capital in conjunction with the stock settlement of the senior secured note payable to Empire Advisory, LLC and related cash advances in the same aggregate amount. The senior secured note payable was non-interest bearing and was repaid in the form of the preferred stock, which was subsequently converted to common stock (See Note 3). Any preferred stock issued under the senior secured note payable is considered restricted as to the sale thereof under SEC Rule 144 as unregistered securities.

NOTE 6 - IMPAIRMENT OF MARKETING AND DISTRIBUTION AGREEMENT AND RELATED SENIOR NOTE PAYABLE DUE TO EMPIRE ADVISORY, LLC (CONTINUED)

The Company's only intangible asset was comprised of this marketing and distribution agreement with Arrow Pte. In accordance with SFAS 142, "Goodwill and Other Intangible Assets" this intangible agreement is no longer amortized; instead the intangible is tested for impairment on an annual basis. The Company assesses the impairment of identifiable intangibles and goodwill whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors the Company considers to be important which could trigger an impairment review include the following:

- Significant inability to achieve expected projected future operating results;

- Significant changes in the manner in which the work is able to be performed what increases costs;
- Significant negative impact on the environment.

We perform goodwill impairment tests on an annual basis and on an interim basis if an event or circumstance indicates that it is more likely than not that impairment has occurred. We assess the impairment of other amortizable intangible assets and long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors we consider important that could trigger an impairment review include significant underperformance to historical or projected operating results, substantial changes in our business strategy and significant negative industry or economic trends.

The World Bank and World Wildlife Federation have adopted forest management guidelines to ensure economic, social and environmental benefits from timber and non-timber products and the environmental services provided by forests. Most countries, including Indonesia as of 2007, have adopted these guidelines as law in order to promote economical development while combating the ongoing crisis of worldwide deforestation.

It has always been the policy of Arrow Pte to follow the international guidelines for the harvesting of timber in virgin forests. In December 2007, Arrow Pte. assessed that it would be unable to harvest the timber products in Papua, New Guinea due to the fact that the widely accepted international guidelines of the World Wildlife Federation had not been adopted by Papua, New Guinea. This fact is adverse to the economic, social and environmental goals of Arrow Pte. because with the amount of land that the project was allotted combined with the agreed upon previous guidelines of the marketing and distribution agreement, yields would be significantly reduced. Given the significant change in the economics of the harvesting of the timber in Papua, New Guinea, Arrow Pte. has decided not to pursue any further operations in Papua, New Guinea given that the above restrictions cause a significant reduction in the volume of harvesting, which results in a disproportionate cost to yield ration at the Papua, New Guinea site which makes the project not economically feasible in the foreseeable future.

Based on the fact that Arrow Pte. is unable to fulfill their part of the agreement, the Company has reached the conclusion that the marketing and distribution agreement has no value. Therefore, the Company has fully impaired the value of the agreement and recorded a loss on write-off of the marketing and distribution agreement of \$125,000,000 at December 31, 2007.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 7 - RELATED PARTY TRANSACTIONS

[1] Management Agreement with Empire Advisory, LLC

Effective August 1, 2005, the Company entered into a Management Agreement with Empire Advisory, LLC (“Empire”) under which Empire provides chief executive officer and administrative services to the Company in exchange for a) an annual fee of \$300,000 for overhead expenses, b) \$25,000 per month for rent, c) \$1,000,000 per annum (subject to increases in subsequent years) for executive services, and d) a one-time fee of \$150,000 for execution of the proposed transaction. In addition, the Board authorized a one-time payment of \$500,000 to Empire upon closing the transaction.

As of December 31, 2009 and December 31, 2008, the Company had short-term borrowings of \$5,472,111 and \$3,933,679, respectively, due to Empire, consisting of cash advances to the Company and working capital raised by Empire, as agent, on behalf of the Company. These amounts are non-interest bearing and due on demand.

Peter Frugone is a member of the Board of Directors of the Company and is the owner of Empire. Empire, as agent, was the holder of the \$125 million senior secured note payable settled in December 2005.

Consulting fees and services charged in the Statement of Operations for the years ended December 31, 2009 and 2008 incurred to Empire totaled \$2,661,526 and \$2,223,711, respectively. Consulting fees and services charged to the Statement of Operations for the year ended December 31, 2009, December 31, 2008 and for the period from inception November 15, 2005 to December 31, 2009 incurred to Empire totaled \$4,296,832, \$4,229,796 and \$16,481,694, respectively.

During the year ended December 31, 2009, the Company also incurred Director’s compensation expense of \$58,750 to Mr. Frugone, consisting of cash compensation of \$50,000 and stock based compensation of \$8,750 based upon the Company’s share trading price on the date of the grant. During the year ended December 31, 2008, the Company also incurred Director’s compensation expense of \$69,375 to Mr. Frugone, consisting of cash compensation of \$50,000 and stock based compensation of \$19,375 based upon the Company’s share trading price on the date of the grant of December 3, 2008. At December 31, 2009 the Company is obligated to issue 750,000 Common Stock shares to him, and “Accounts payable and accrued liabilities” includes \$150,000 due to him for the cash based portion of his 2009, 2008 and 2007 director’s compensation (See Note 7[4]).

During the years ended December 31, 2009 and 2008, the Company made cash payments of \$992,570 and \$1,187,707, respectively, to Empire under the agreement.

[2] Engagement and Consulting Agreements entered into with individuals affiliated with Arrow PNG:

Consulting fees and services charged in the Statement of Operations for the year ended December 31, 2009 and December 31, 2008 incurred to Hans Karundeng and Rudolph Karundeng under Engagement and Consulting Agreements totaled \$1,500,000 and \$1,500,000, respectively. In addition, as of December 31, 2009 and 2008 the Company owed them a total of \$6,146,791 and \$4,819,491, respectively. These agreements are discussed in detail in Note 11.

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During the year ended December 31, 2009, the Company also incurred Director's compensation expense \$58,750 to Rudolph Karundeng, consisting of cash compensation of \$8,750 and stock based compensation of \$50,000 based upon the Company's share trading price on the date of the grant. During the year ended December 31, 2008, the Company also incurred Director's compensation expense of \$69,375 to Rudolph Karundeng, consisting of cash compensation of \$19,375 and stock based compensation of \$50,000 based upon the Company's share trading price on the date of the grant of December 31, 2008. At December 31, 2009 the Company is obligated to issue 750,000 Common Stock shares to him, and "Accounts payable and accrued liabilities" includes \$150,000 due to him for the cash based portion of his 2009, 2008 and 2007 director's compensation (See Note 7[4]).

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 7 - RELATED PARTY TRANSACTIONS (CONTINUED)

[3] Non-Interest Bearing Advance Received from Company Director:

In July 2006, the Company received a \$150,000 non-interest bearing advance from John E. McConnaughy, Jr., a Director of the Company, which is due on demand. This note was repaid in October 2006. Also, in October 2006, the Company received an additional \$200,000 non-interest bearing advance from Mr. McConnaughy, Jr. which is also due on demand. Of this amount, \$25,000 was repaid in March 2007 and \$88,000 in April and May 2008, leaving a balance due of \$87,000 on this note. In February and March 2007, the Company received an additional \$200,000 non-interest bearing advance from John E. McConnaughy, Jr., which is due on demand. In May and June 2007, the Company received an additional \$250,000 non-interest bearing advance from John E. McConnaughy, Jr., which is due on demand. In July 2007, the Company received \$250,000 of additional non-interest bearing advances from John E. McConnaughy, Jr., which is due on demand. In August 2007, the Company received a \$50,000 non-interest bearing advance from John E. McConnaughy, Jr., which is due on demand. In October 2007 the Company received a \$200,000 non-interest bearing advance from John E. McConnaughy, Jr., which is due on demand. In December 2007 the Company received a \$250,000 non-interest bearing advance from John E. McConnaughy, Jr., which is due on demand. In March 2008, the Company received an additional \$110,000 non-interest bearing advance from John E. McConnaughy, Jr. In May and June 2008, the Company received \$75,000 non-interest bearing advance from John E. McConnaughy, Jr, which is due on demand. In July 2008, the Company received \$90,000 non-interest bearing advance from John E. McConnaughy, Jr, which is due on demand.

In August 2008, the Company received \$240,000 non-interest bearing advance from John E. McConnaughy, Jr, which is due on demand. In September 2008, the Company received \$90,000 non-interest bearing advance from John E. McConnaughy, Jr, which is due on demand. In October 2008, the Company received \$50,000 non-interest bearing advance from John E. McConnaughy, Jr, which is due on demand. In November 2008, the Company received \$10,000 non-interest bearing advance from John E. McConnaughy, Jr, which is due on demand. In December 2008, the Company received \$5,000 non-interest bearing advance from John E. McConnaughy, Jr, which is due on demand. On January 15, 2009, the Company received a \$5,000 non-interest bearing advance from John E. McConnaughy Jr. In repayment, the Company will repay the full amount of the note in cash over two years from the date the note is executed. On January 27, 2009, the Company repaid \$5,000 to John E. McConnaughy, Jr against the outstanding balance owed to him. On September 28, 2009, John E. McConnaughy, Jr. converted \$9,000 of non-interest bearing advance owed to him by the Company into 180,000 shares of restricted, unregistered common stock at \$0.05 per share into the name of Roberta Konrad. On September 28, 2009, John E. McConnaughy, Jr. converted \$30,000 of non-interest bearing advance owed to him by the Company into 600,000 shares of restricted, unregistered common stock at \$0.05 per share into the name of Jacqueline Rowen. As of December 31, 2009, John E. McConnaughy III assigned a \$12,000 advance to John McConnaughy, Jr. As of December 31, 2009 and December 31, 2008, the Company had \$1,955,000 and \$1,957,000, respectively, left to be repaid to Mr. McConnaughy, which is included in "Due to Related Parties."

On June 2, 2009, the Company received a \$25,000 10% interest bearing advance from John E. McConnaughy Jr. In repayment, the Company will repay the full amount of the note and accrued interest in cash by September 1, 2009. As of December 31, 2009, the outstanding principal and accrued interest of \$2,500 has been included in "Notes Payable". On November 5, 2009, the Company entered into a thirty day loan extension agreement with John E. McConnaughy Jr. for this \$25,000 loan. The principal amount and interest was payable on December 5, 2009. This note is currently

in default.

During the year ended December 31, 2009, the Company also incurred Director's compensation expense \$58,750 to Mr. McConnaughy, consisting of cash compensation of \$50,000 and stock based compensation of \$8,750 based upon the Company's share trading price on the date of the grant. During the year ended December 31, 2008, the Company also incurred Director's compensation expense \$69,375 to Mr. McConnaughy, consisting of cash compensation of \$50,000 and stock based compensation of \$19,375 based upon the Company's share trading price on the date of the grant of December 31, 2008. At December 31, 2009 the Company is obligated to issue 750,000 Common Stock shares to him, and "Accounts payable and accrued liabilities" includes \$150,000 due to him for the cash based portion of his 2009, 2008 and 2007 director's compensation (See Note 7[4]).

[4] Directors' Compensation:

On December 3, 2007, the Board of Directors approved a plan to compensate all members of the Board of Directors at a rate of \$50,000 per year and 250,000 shares of Company common stock effective January 1, 2007. This compensation plan applies to any board member that belonged to the Board as of and subsequent to January 1, 2007. Those board members that were only on the Board for part of the year will received pro-rata compensation based on length of service. As of December 31, 2009 and December 31, 2008, none of the shares under this plan have been issued and the Company has an accrued liability of \$600,137 and \$400,137, respectively, of cash-based compensation and recorded additional paid-in capital through those dates of \$172,541 and \$137,541, respectively, for stock-based compensation based on the fair value of 3,000,685 and 2,000,685 shares to be issued to the members of the Board, respectively.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 – STOCKHOLDER’S EQUITY

Arrow Ltd. was incorporated in May 2005 as a Bermuda corporation. Upon incorporation, 1,200,000 shares of \$.01 par value common stock were authorized and issued to CNE.

On November 14, 2005, the Company increased its authorized shares to 1 billion and reduced the par value of its common stock to \$0.00001 per share, resulting in a common stock conversion rate of 1 to 62.4.

On November 14, 2005, the Company completed a reverse merger with CNE Group, Inc. by acquiring 96% of the outstanding shares of CNE’s common stock in the form of convertible preferred stock issued in settlement of the senior note payable.

During 2005, CNE divested or discontinued all of its subsidiaries in preparation for the reverse merger transaction. Accordingly, the results of operations for the divested or discontinued subsidiaries are not included in the consolidated results presented herein. In conjunction with the divestitures, CNE repurchased and retired all preferred stock and made certain payments to related parties.

In conjunction with the reverse merger transaction, the Company retired 1,238,656 shares of Treasury Stock.

On August 2, 2006, the Company entered into a stock purchase agreement with APR wherein APR agreed to purchase up to an aggregate amount of 15,000,000 shares of common stock in the Company for \$1.00 per share, making this a capital contribution of \$15,000,000 in total. The stock will be delivered at the time the Company files for registration. During the third and fourth quarters of 2006, the Company received a total of \$985,000 in capital contribution towards the stock purchase agreement with APR to purchase up to an aggregate amount of 15,000,000 shares of common stock in the Company for \$1.00 per share. During the year ended December 31, 2007, the Company received an additional \$500,000 in capital contribution towards the stock purchase agreement with APR to purchase up to an aggregate amount of 15,000,000 shares of common stock in the Company for \$1.00 per share. (See Note 10 [5] - Stock Purchase Agreement.)

On November 20, 2007, the Board of Directors approved a private placement offering (the "Offering") approximating \$2,000,000 to accredited investors at \$1.00 per share of Series A Convertible Preferred Stock. The Offering will consist of the Company's Series A Convertible Preferred Stock that will be convertible into our common stock. These securities are not required to be and will not be registered under the Securities Act of 1933. Shares issued under this placement will not be sold in the United States, absent registration or an applicable exemption from registration. As of December 31, 2009, the Company had received \$355,000 from investors towards 355,000 Series A Convertible Preferred Stock shares issuable under subscription agreements covering the placement offering. Each Series A Convertible Preferred Stock is convertible into 20 shares of the Company’s Common Stock. The holders of the preferred stock have no voting rights except as may be required by Delaware law, no redemption rights, and no liquidation preferences over the Common Stock holders. On November 3, 2009, the 355,000 Series A Convertible Preferred Stock were converted into 7,100,000 Common shares. As of December 31, 2009, there were no Series A Convertible Preferred Stock outstanding.

On December 3, 2007, the Board of Directors approved a plan to compensate all members of the Board of Directors at a rate of \$50,000 per year and 250,000 shares of Company common stock effective January 1, 2007. This

compensation plan applies to any board member that belonged to the Board as of and subsequent to January 1, 2007. Those board members that were only on the Board for part of the year will received pro-rata compensation based on length of service. As of December 31, 2009 and December 31, 2008, none of the shares under this plan had been issued and the Company has accrued \$600,137 and \$400,137 of cash-based compensation and recorded additional paid-in capital of \$172,541 and \$137,541 for stock compensation based on the fair value of 3,000,685 shares and 2,000,685 to be issued to the members of the Board.

On February 1, 2008, the Company entered into Independent Contractor Agreement with Charles A. Moskowitz of MoneyInfo. Inc. to provide consulting services to the Company in the lumber market development, ethanol market development, and compilation of market prices associated with lumber and ethanol and development of a database for the ongoing analysis of these markets. The term of this agreement was February 1, 2008 through July 31, 2008. As payment for the Consultant's services, the Company will issue 2,600,000 shares of common stock to Charles A. Moskowitz. During the year ended December 31, 2008, the Company recorded consulting fees and services of \$208,000 related to the 2,600,000 shares of common stock that are now issuable to Charles A. Moskowitz. As of December 31, 2009, none of these shares have been issued to Charles A. Moskowitz.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 - STOCKHOLDER'S EQUITY (CONTINUED)

On March 13, 2008, the Company and Micro-Cap Review, Inc. ("Micro-Cap") executed an Advertising Agreement wherein the Company will pay Micro-Cap Review, Inc. 1,000,000 of restricted common shares to display advertisements and advertorial in the Micro-cap Review magazine and on <http://www.microcapreview.com> website on a rotating basis. The services began on March 13, 2008 and expired on June 30, 2008. On April 29, 2008, the Company issued 1,000,000 shares of unregistered restricted common stock to Micro-Cap Review, Inc. The Company recorded a marketing expense of \$70,000 in consulting fees and services related to the issuance of the 1,000,000 shares of common stock as of December 31, 2008.

On March 15, 2008, the Company and Seapotter Corporation ("Seapotter") executed a Consulting Agreement wherein Seapotter would provide information technology support from March 15, 2008 to July 15, 2008 in exchange for \$9,000 per month and 250,000 shares of common stock. On April 29, 2008, the Company issued 250,000 shares of unregistered restricted common stock to Charles Potter per the Consulting Agreement entered into by the Company on March 15, 2008. The Company recorded consulting fees and services of \$17,500 related to the 250,000 shares of common stock that were issued to Seapotter on April 29, 2008.

On April 30, 2008, the Company entered into Independent Contractor Agreement with Ciolli Management Consulting, Inc. to provide advisory services in the land development, construction management, equipment acquisition and project management industries. As payment for the Consultant's services, the Company will issue a one-time, non-refundable fee of 1,000,000 unrestricted shares of common stock. As of December 31, 2008, the Company has expensed \$60,000 for the 1,000,000 shares of common stock that were issued to Ciolli Management Consulting, Inc. as of December 31, 2008.

On April 30, 2008, the Company received a \$500,000 non-interest bearing advance from Frank Ciolli. In repayment, the Company promises to pay Frank Ciolli the principal sum of \$550,000 on or before October 31, 2008. On January 15, 2009, the Company entered into the thirty-one day extension December 31, 2008 for the Convertible Loan Agreement and Convertible Note with Frank Ciolli for the loan amount of \$550,000 dated as of April 30, 2008. The Company issued 500,000 shares of restricted, unregistered common stock each for Michael Alferi and Frank Ciolli, which resulted in Company debt issue costs of \$80,000 as of June 30, 2009.). On August 12, 2009, the Company and Frank Ciolli entered into a six month extension for the Senior Note and Purchase Agreement for the principal sum of \$550,000. The principal amount was payable on February 12, 2010. The note is currently in default.

On March 31, 2008, the Company received a \$150,000 non-interest bearing advance from John Marozzi, which is due on demand. As payment for his services, the Company will repay the full amount of the note plus 1,000,000 shares of unregistered restricted common stock. The Company recorded \$40,000 of debt issue costs related to the 1,000,000 shares of common stock that are now issuable John Marozzi as of March 31, 2008 (See Note 5). On May 5, 2008, John Marozzi received repayment of \$50,000 from the Company. On October 13, 2008, the Company received a \$50,000 interest bearing advance from John Marozzi. The Company was to repay the full amount of the note in cash within 60 calendar days from the date the note is executed plus interest expense paid in the form of 1,000,000 shares of unregistered Company common stock. The Company recorded \$60,000 of debt issue costs related to the 1,000,000 shares of common stock that were issuable John Marozzi as of December 31, 2008 (See Note 5). On March 5, 2009, the Company received another \$50,000 interest bearing advance from John Marozzi. The Company is to repay the full amount of the March 5, 2009 \$50,000 note in cash within 60 calendar days from the date the note was executed plus interest paid in the form of 1,000,000 shares of unregistered Company common stock. The Company

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recorded \$70,000 of debt issue costs related to the 1,000,000 shares of common stock that are now issuable John Marozzi as of June 30, 2009 (See Note 5). On August 12, 2009, the Company and John Marozzi entered into a six month extension for the Senior Note and Purchase Agreement for the amount of \$200,000. The principal amount is now payable on February 5, 2010. On April 17, 2009, the Company received a \$12,500 non-interest bearing advance from John Marozzi. The Company is to repay the full amount of the April 17, 2009 \$ 12,500 note in cash within 60 calendar days from the date the note was executed. On May 8, 2009, the Company received a \$ 20,000 non- interest bearing advance from John Marozzi. The Company is to repay the full amount of the May 8, 2009 \$20,000 note in cash within 30 calendar days from the date the note was executed. On August 13, 2009, the Company and John Marozzi entered into a six month extension for the Senior Note and Purchase Agreement for the amount of \$32,500. The principal amount is now payable on February 5, 2010. On August 7, 2009, the Company received a \$33,000 non-interest bearing advance from John Marozzi. In repayment, the Company will repay the full amount of the note in cash within 60 calendar days from the date the note is executed. On November 5, 2009, the Company entered into a thirty day loan extension agreement with John Marozzi for \$33,000 loan to the Company. The principal amount and interest was payable on December 5, 2009. This leaves a total unpaid principal balance of \$265,500 as of December 31, 2009 and currently this note is in default.

On April 8, 2008, the Company received a \$50,000 non-interest bearing advance from Barry Weintraub, which was due on demand. In repayment, the Company repaid the full amount of the note on April 30, 2008 and is obligated to issue 2,000,000 shares of the Company's unregistered restricted common stock to Barry Weintraub. The Company recorded \$120,000 in debt issue costs related to the 2,000,000 shares of common stock that were issuable to Barry Weintraub as of December 31, 2008 (See Note 5).

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 - STOCKHOLDER'S EQUITY (CONTINUED)

On April 24, 2008, the Company received a \$38,000 non-interest bearing advance from Christopher T. Joffe, which is due on demand. In repayment, the Company will repay the full amount of the note plus 304,000 shares of the Company's unregistered restricted common stock. The Company recorded \$24,320 in debt issue costs related to the 304,000 shares of common stock that are issuable to Christopher T. Joffe as of December 31, 2008 (See Note 5).

On April 24, 2008, the Company received another \$38,000 non-interest bearing advance from James R. McConnaughy, which is due on demand. In repayment, the Company will repay the full amount of the note plus 304,000 shares of the Company's unregistered restricted common stock. The Company recorded \$24,320 in debt issue costs related to the 304,000 shares of common stock that are issuable to James R. McConnaughy as of December 31, 2008 (See Note 5).

On April 25, 2008, the Company received a \$12,000 non-interest bearing advance from John E. McConnaughy, III, which is due on demand. In repayment, the Company will repay the full amount of the note plus 96,000 shares of unregistered restricted common stock. The Company recorded \$7,680 in debt issue costs related to the 96,000 shares of common stock that are issuable to John E. McConnaughy, III as of December 31, 2008 (See Note 5). As of December 31, 2009, John E. McConnaughy III assigned a \$12,000 advance to John McConnaughy, Jr.

On May 15, 2008, the Board of Directors approved a private placement offering (the "Offering") approximating \$2,000,000 to accredited investors at \$1.00 per share of Series C Convertible Preferred Stock. The Offering will consist of the Company's Series C Convertible Preferred Stock that will be convertible into our common stock. These securities are not required to be and will not be registered under the Securities Act of 1933. Shares issued under this placement will not be sold in the United States, absent registration or an applicable exemption from registration. As of September 30, 2009, the Company received \$25,000 from investors towards the fulfillment of the financing agreement. On November 3, 2009, the 25,000 Series C Convertible Preferred Stock were converted into 500,000 Common shares. As of December 31, 2009, there were no Series C Convertible Preferred Stock outstanding.

Also on May 15, 2008, the Board of Directors approved the issuance of 50,000 shares of unregistered restricted common stock to Sheerin Alli and 50,000 shares of unregistered restricted common stock to Lori McGrath for consulting services provided. As of September 30, 2008, the Company has not yet issued these shares. The Company recorded \$6,500 and \$6,500, respectively, in consulting fees related to the 100,000 shares of common stock that are issuable to Sheerin Alli and Lori McGrath as of September 30, 2008.

On June 24, 2008, Arrow Resources Development, Inc. entered into a Subscription Agreement with Timothy J. LoBello ("Purchaser") in which the Purchaser subscribed for and agreed to purchase 1,000,000 shares of the Company's common stock on June 13, 2008 for the purchase price of \$50,000 (\$0.05 per share). As of December 31, 2009, the Company has not yet issued these shares to the Purchaser. On the date of the purchase, the fair value of these shares was \$140,000. As of December 31, 2008, the Company recorded 49,990 to Additional Paid-in Capital to be issued related to this transaction.

On October 13, 2008, the Company received a \$50,000 interest bearing advance from Scott Neff. The Company was to repay the full amount of the note in cash within 60 calendar days from the date the note is executed plus interest expense paid in the form of 1,000,000 shares of unregistered Company common stock. The Company recorded

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\$60,000 in costs related to the 1,000,000 shares of common stock that are issuable to Scott Neff as of December 31, 2008. On August 12, 2009, the Company and Scott Neff entered into a six month extension for the Senior Note and Purchase Agreement for the principal sum of \$50,000. The principal amount was he note is currently in default.

On October 29, 2008, the Company entered into a Subscription Agreement with James Fuchs by which he purchased 250,000 shares of common stock in the amount of \$0.10 per share for total of \$25,000. On November 24, 2008, the Company issued 250,000 shares of restricted, unregistered common stock to James Fuchs.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 - STOCKHOLDER'S EQUITY (CONTINUED)

On October 31, 2008, the Company entered into a 60 day loan extension with Frank Ciolli related to the \$550,000 in principal loan incurred by the Company on April 30, 2008. The Company issued 1,000,000 shares of the Company's unregistered restricted common stock to Frank Ciolli and 1,000,000 shares of the Company's unregistered restricted common stock to Donna Alferi on behalf of Michael Alferi as Frank Ciolli's designee. The Company recorded \$200,000 in debt issue costs related to the 1,000,000 and 1,000,000, respectively, of shares of common stock that were issued to Frank Ciolli and Donna Alferi as of December 31, 2008 (See Note 5). On August 12, 2009, the Company and Frank Ciolli entered into a six month extension for the Senior Note and Purchase Agreement for the principal sum of \$550,000. The principal amount was payable on February 12, 2010. The note is currently in default.

On November 14, 2008, the Company entered into a Subscription Agreement with Peter Benolie Lane, Jacques Benolie Lane, and Christopher Benoliel Lane for the purchase of 250,000 shares of common stock in the amount of \$0.10 per share for total of \$25,000.

On December 11, 2008, the Company received \$55,000 from Han Karundeng and Arrow Pacific Resources Group Limited for the purchase of 55,000 shares of common stock at \$1.00 per share pursuant to the Stock Purchase Agreement that was executed on August 2, 2006.

On January 15, 2009, the Company entered into a stock purchase agreement with APR wherein APR agreed to purchase up to an aggregate amount of 15,000,000 shares of common stock in the Company for \$.10 per share. On January 15, 2009, the Company received \$85,000 from Hans Karundeng and Arrow Pacific Resources Group Limited for the purchase of 850,000 shares of common stock at \$.10 per share pursuant to the APR to purchase up to an aggregate amount of 15,000,000 shares of common stock in the Company for \$.10 per share. On January 20, 2009, the Company received \$165,000 from Hans Karundeng and Arrow Pacific Resources Group Limited for the purchase of 1,650,000 shares of common stock at \$.10 per share pursuant to the APR to purchase up to an aggregate amount of 15,000,000 shares of common stock in the Company for \$.10 per share. (See Note 10 [5] - Stock Purchase Agreement.)

On December 14, 2005 Empire entered into a non interest bearing note agreement with Butler Ventures for \$250,000. The cash from this note was invested in the Company. On June 17, 2009, the Company assumed the non interest bearing note from Empire for \$250,000 to Butler Ventures. In repayment, the Company will repay the full amount of the note not later than July 29, 2009. On July 14, 2009, the Company issued 9,690,909 shares of common stock to Butler Ventures, LLC with a market value on the date of issuance of \$533,000 in full settlement of the \$250,000 note payable.

On June 29, 2009, the Company received a \$100,000 interest bearing advance from Cliff Miller. In repayment, the Company will repay the full amount of the note in cash not later than July 29, 2009. During the period ended September 30, 2009, the Company recorded \$70,000 in debt issue costs related to the 1,000,000 shares of restricted common stock that are issuable to Cliff Miller for interest expense as of July 29, 2009. On July 30, 2009, the Company received a \$100,000 interest bearing advance from Cliff Miller. In repayment, the Company will repay the full amount of the note in cash not later than August 30, 2009. During the period ended September 30, 2009, the Company recorded \$60,000 in debt issue costs related to the 1,000,000 shares of restricted common stock that are issuable to Cliff Miller for interest expense as of August 30, 2009. On August 11, 2009, the Company received a

\$250,000 interest bearing advance from Cliff Miller. In repayment, the Company will repay the full amount of the note in cash not later than October 11, 2009. The Company shall pay interest in the form of 10,000,000 shares of the Company's restricted stock and a \$100,000 cash payment due at maturity. During the period ended September 30, 2009, the Company recorded accrued interest of \$81,967 and debt issue costs of \$327,869 for interest expense. On November 11, 2009, the Company entered into a thirty day loan extension agreement with Cliff Miller for the \$100,000 loan on June 29, 2009, the \$100,000 loan on July 30, 2009 and the \$250,000 loan on August 11, 2009. In consideration of the extending the term of the loan, the Company will issue 2,000,000 shares of the Company's common stock on January 4, 2010. During the year ended December 31, 2009, the Company recorded debt issue costs of \$60,000 related to the 2,000,000 shares for interest expense. The total unpaid principal balance of \$450,000 was payable on December 11, 2009. The total unpaid principal balance of \$450,000 is in default. As of December 31, 2009, the Company accrued a \$476,000 default penalty in interest expense.

On July 20, 2009, the Company received a \$100,000 interest bearing advance from Greg and Lori Popke. In repayment, the Company will repay the full amount of the note in cash not later than September 19, 2009. During the period ended September 30, 2009, the Company recorded \$60,000 in debt issue costs related to the 1,000,000 shares of restricted common stock that are issuable to Greg and Lori Popke for interest expense as of September 19, 2009. On November 12, 2009, the Company entered into a thirty day loan extension agreement with Greg Popkes to extend this \$100,000 loan. The principal amount was payable on December 11, 2009 and the loan is currently in default. As of December 31, 2009, the Company accrued a \$102,000 default penalty in interest expense.

On September 28, 2009, John E. McConnaughy, Jr. converted \$9,000 of non-interest bearing advance owed to him by the Company into 180,000 shares of restricted, unregistered common stock at \$0.05 per share into the name of Roberta Konrad. On September 28, 2009, John E. McConnaughy, Jr. converted \$30,000 of non-interest bearing advance owed to him by the Company into 600,000 shares of restricted, unregistered common stock at \$0.05 per share into the name of Jacqueline Rowen.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 - STOCKHOLDER'S EQUITY (CONTINUED)

On November 3, 2009, Hans Karundeng converted \$100,000 of non-interest bearing advance owed to him by the Company into 2,000,000 shares of common stock.

On November 3, 2009, Empire converted \$100,000 of non-interest bearing advance owed to them by the Company into 2,000,000 shares of common stock.

Reset of 2005 Subscription Agreement

On February 5, 2009 the Company agreed to issue 1,248,094 shares of common stock to certain investors as settlement for the reset of their August 3, 2005 subscription agreements. As of December 31, 2009, 138,095 shares had been issued.

NOTE 9 - GAIN ON WRITE OFF OF PREDECESSOR ENTITY LIABILITIES

During the fourth quarter of 2006, the Company wrote off accounts payable and accrued expenses in the amount of \$395,667 associated with CNE, the predecessor entity in the reverse merger transaction, which will not be paid. This resulted in the recognition of a gain reflected in the Statement of Operations for the year ended December 31, 2006 in the same amount.

NOTE 10 - COMMITMENTS AND OTHER MATTERS

[1] Engagement and Consulting Agreements entered into with individuals affiliated with APR

Effective May 20, 2005, the Company entered into an Engagement Agreement with Hans Karundeng for business and financial consulting services for fees of \$1,000,000 per annum. The term of the agreement is five years. Payments under the agreement are subject to the Company's cash flow.

Effective August 1, 2005, the Company entered into a Consulting Agreement with Rudolph Karundeng for his services as Chairman of the Board of the Company for fees of \$1,000,000 per annum. The term of the agreement was five years. Rudolph Karundeng is a son of Hans Karundeng. However, on May 1, 2006, the Company accepted the resignation of Rudolph Karundeng as Chairman of the Board, but he continues to be a director of the Company. Peter Frugone has been elected as Chairman of the Board until his successor is duly qualified and elected. Subsequent to his resignation, it was agreed that Rudolph Karundeng's annual salary is to be \$500,000 as a director.

During the year ended December 31, 2009, the Company made cash payments to Hans Karundeng of \$122,700 under his agreement. During the year ended December 31, 2009, the Company made no cash payments to Rudolph Karundeng under his agreement. During the year ended December 31, 2008, the Company made cash payments to Hans Karundeng of \$320,000 under his agreement. During the year ended December 31, 2008, the Company made no cash payments to Rudolph Karundeng under his agreement. During the year ended December 31, 2007, the Company received additional advances of \$100,000 from Hans Karundeng under his agreement and made cash payments to him of \$556,000. During the year ended December 31, 2007, the Company made cash payments of \$7,000 to Rudolph Karundeng under his agreement. During the year ended December 31, 2006, the Company received additional

advances of \$61,787 from Hans Karundeng under his agreement. During the year ended December 31, 2006, the Company made cash payments of \$62,174 to Rudolph Karundeng under his agreement. During the period from November 15, 2005 to December 31, 2007, the Company made cash payments to Hans Karundeng and Rudolph Karundeng of \$563,000 under the agreements.

[2] Management Agreement with Empire Advisory, LLC

Effective August 1, 2005, the Company entered into a Management Agreement with Empire Advisory, LLC (“Empire”) under which Empire provides chief executive officer and administrative services to the Company in exchange for a) an annual fee of \$300,000 for overhead expenses, b) \$25,000 per month for reimbursable expenses, c) \$1,000,000 per annum (subject to increases in subsequent years) for executive services, and d) a one-time fee of \$150,000 for execution of the proposed transaction.

During the year ended December 31, 2009, the Company made cash payment of \$992,570 to Empire under the agreement. During the year ended December 31, 2008, the Company made cash payments of \$1,319,216 to Empire under the agreement. During the year ended December 31, 2007, the Company made cash payments of \$1,140,529 to Empire under the agreement. During the year ended December 31, 2006, the Company made cash payments of \$562,454 to Empire under the agreement. During the period from November 15, 2005 to December 31, 2005, the Company made cash payments of approximately \$364,000 to Empire under this agreement.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 - COMMITMENTS AND OTHER MATTERS (CONTINUED)

[3] Litigation- predecessor entity stock holders

The Company was a party to a lawsuit where the plaintiff alleged that he was entitled to \$60,000 and 1,300,000 of common stock based upon CNE's failure to compensate him for services related to identifying financing for CNE, based upon an agreement that was entered into between CNE and the plaintiff in April 2005. On November 28, 2007, the Company settled the lawsuit with the plaintiff. In full and final settlement of the claims asserted in the action, the Company has paid the plaintiff \$10,000 in cash and issued the plaintiff 200,000 shares of the Company's common stock having a fair value of \$12,000, based on the public traded share price on December 21, 2007. The settlement resulted in a loss on debt conversion of \$2,000 during the year ended December 31, 2008 because an estimated liability had been recognized prior to 2007.

In May 2006, the Company was advised that it was alleged to be in default of a settlement agreement entered into in January of 2005 by CNE, its predecessor company, related to the release of unrestricted, freely-tradable, non-legend shares of stock. In August 2006, the plaintiffs, alleging the default, obtained a judgment in the 17th Judicial Circuit Court Broward County, Florida for approximately \$1,000,000. On November 13, 2007, legal counsel engaged by Management commenced an action on the Company's behalf in the above Circuit Court seeking to vacate and set aside the 2006 judgment asserting claims under Rule 1.540(b) of the Florida Rules of Civil Procedure. Our counsel's evaluation was that the Company had only a limited chance of having the 2006 judgment opened by the Court because Florida law provides very narrow grounds for opening a judgment once a year has passed from its entry. The Courts are generally reluctant to disturb final judgments and the Company's grounds for opening the judgment depend on the Court's adopting a somewhat novel argument regarding such matters. If, however, the Court does open the default judgment, the Company would then have the opportunity to defend the 2006 action and, in such event, our counsel believes that the Company has a reasonable chance of succeeding in defending that claim, at least in part, based on the documents he has reviewed. As of December 31, 2009, the Company had accrued \$1,266,695, including accrued interest of \$213,310, related to this matter.

On December 14, 2005, Empire Advisory received a \$250,000 non-interest bearing advance from Butler Ventures, LLC. In repayment, the Company would repay the full amount of the note in converted securities and U.S. dollars on the earlier of March 31, 2006, without further notice or demand, or immediate payment in the event of default. On December 8, 2008, Butler filed a motion for summary judgment in lieu of complaint against Empire in the Supreme Court of the State of New York for failing to repay the loan on the maturity date. On January 29, 2009, Empire Advisory, LLC and Butler Ventures, LLC entered into Settlement Agreement and Mutual Release where the parties had agreed to resolve amicably the amounts due and owing to Butler by issuing to Butler common stock in Empire's affiliated company, Arrow Resources Development, Inc. as well as by payment of all attorneys' fees and expenses accrued to date. Empire Advisor shall cause the Company to issue to Butler shares of common stock in the Company. Butler agreed to extend until on or prior to March 31, 2009 for performance of all of Empire's obligations. In consideration for this extension, Empire Advisor agreed to cause the Company to issue to Butler an additional 100,000 shares of the Company common stock. On June 17, 2009, Empire Advisory transferred the loan obligations to the Company, and the Company agreed to assume the loan obligations. On July 14, 2009, the Company issued 9,690,909 shares of common stock to Butler Ventures, LLC with a market value on the date of issuance of \$533,000 in full settlement of the \$250,000 note payable. 9,090,909 shares were issued in exchange for a senior note payable that has been assumed by the Company and 600,000 shares were issued as consideration for certain other obligations assumed

by the Company.

[4] Consulting/Marketing and Agency Agreements

On April 4, 2006, the Company entered into a consulting agreement with Dekornas GMPLH (“Dekornas”) (a non profit organization in Indonesia responsible for replanting of trees in areas that were destroyed by other logging companies) in which the Company will provide financial consultancy services to Dekornas for an annual fee of \$1.00 for the duration of the agreement. The term of the agreement is effective upon execution, shall remain in effect for ten (10) years and shall not be terminated until the expiration of at least one (1) year. As of December 31, 2009, the Company has not recovered any revenue from this agreement.

In April of 2006, Arrow Resources Development, Ltd. entered into an agency agreement with APR to provides marketing and distribution services for timber resource products and currently has an exclusive marketing and sales agreement with APR to market lumber and related products from land leased by GMPLH which is operated by APR and it's subsidiaries, located in Indonesia. Under the agreement Arrow Ltd. will receive a commission of 10% of gross sales derived from lumber and related products. As of December 31, 2009, the Company has recovered \$52,000 of revenue from this agreement.

On April 14, 2006, the Company entered into a consulting agreement with P.T. Eucalyptus in which the Company will provide financial consultancy services to P.T. Eucalyptus for an annual fee, payable quarterly, equal to 10% of P.T. Eucalyptus’ gross revenue payable commencing upon execution. The term of the agreement is effective upon execution, shall remain in effect for ninety-nine (99) years and shall not be terminated until the expiration of at least ten (10) years. As of December 31, 2009, the Company has not recovered any revenue from this agreement.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 - COMMITMENTS AND OTHER MATTERS (CONTINUED)

On February 1, 2008, the Company entered into Independent Contractor Agreement with Charles A. Moskowitz of MoneyInfo. Inc. to provide consulting services to the Company in the lumber market development, ethanol market development, and compilation of market prices associated with lumber and ethanol and development of a database for the ongoing analysis of these markets. The term of this agreement is February 1, 2008 through July 31, 2008. As payment for the Consultant's services, the Company will issue 2,600,000 shares of common stock to Charles A. Moskowitz. The Company recorded consulting fees and services of \$208,000 related to the 2,600,000 shares of common stock that are issuable to Charles A. Moskowitz as of December 31, 2008. As of December 31, 2009, the Company has not recovered any revenue from this agreement.

On March 13, 2008, the Company and Micro-Cap Review, Inc. ("Micro-Cap") executed an Advertising Agreement wherein the Company will pay Micro-Cap Review, Inc. 1,000,000 of restricted common shares to display advertisements and advertorial in the Micro-cap Review magazine and on <http://www.microcapreview.com> website on a rotating basis. The services began on March 13, 2008 and expired on June 30, 2008. On April 29, 2008, the Company issued 1,000,000 shares of unregistered restricted common stock to Micro-Cap Review, Inc. The Company recorded a marketing expense of \$70,000 in consulting fees and services related to the issuance of the 1,000,000 shares of common stock as of December 31, 2008.

On March 15, 2008, the Company and Seapotter Corporation ("Seapotter") executed a Consulting Agreement wherein Seapotter would provide information technology support from March 15, 2008 to July 15, 2008 in exchange for \$9,000 per month and 250,000 shares of common stock. On April 29, 2008, the Company issued 250,000 shares of unregistered restricted common stock to Charles Potter per the Consulting Agreement entered into by the Company on March 15, 2008. The Company recorded consulting fees and services of \$17,500 related to the 250,000 shares of common stock that were issued to Seapotter on April 20, 2008.

On April 30, 2008, the Company entered into Independent Contractor Agreement with Ciolli Management Consulting, Inc. to provide advisory services in the land development, construction management, equipment acquisition and project management industries. As payment for the Consultant's services, the Company will issue a one-time, non-refundable fee of 1,000,000 unrestricted shares of common stock. As of December 31, 2008, the Company has expensed \$60,000 related to the 1,000,000 shares of common stock that are were issued to Ciolli Management Consulting, Inc. on November 26, 2008.

On September 15, 2008, the Company entered into a Consulting Agreement with Infrastructure Financial Services, Inc. to assist and advise the Company in obtaining equity financing up to \$5,000,000. As payment for the Consultant's services, the Company will pay a cash transaction fee of 7% upon closing of any equity financing the Consultants assist in obtaining.

[5] (a) Stock Purchase Agreement

On August 2, 2006, the Company entered into a stock purchase agreement with APR wherein APR agreed to purchase up to an aggregate amount of 15,000,000 shares of common stock in the Company for \$1.00 per share, making this a capital contribution of \$15,000,000 in total. The stock will be delivered at the time the Company files for registration. APR is currently the principal shareholder of the Company, owning 352,422,778 shares or 52%. As of December 31,

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2009, the Company has received \$1,540,000 from APR towards the fulfillment of this agreement. As of March 31, 2010, the Company has received no additional funds.

On January 15, 2009, the Company entered into a stock purchase agreement with APR wherein APR agreed to purchase up to an aggregate amount of 15,000,000 shares of common stock in the Company for \$.10 per share. On January 15, 2009, the Company received \$85,000 from Hans Karundeng and Arrow Pacific Resources Group Limited for the purchase of 850,000 shares of common stock at \$.10 per share pursuant to the APR to purchase up to an aggregate amount of 15,000,000 shares of common stock in the Company for \$.10 per share. On January 20, 2009, the Company received \$165,000 from Hans Karundeng and Arrow Pacific Resources Group Limited for the purchase of 1,650,000 shares of common stock at \$.10 per share pursuant to the APR to purchase up to an aggregate amount of 15,000,000 shares of common stock in the Company for \$.10 per share.

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ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 - COMMITMENTS AND OTHER MATTERS (CONTINUED)

(b) Private Placement Offering- Series A Convertible Preferred Stock

On November 20, 2007, the Board of Directors approved a private placement offering (the "Offering") approximating \$2,000,000 to accredited investors at \$1.00 per share of Series A Convertible Preferred Stock. The Offering was to consist of the Company's Series A Convertible Preferred Stock that will be convertible into our common stock. These securities are not required to be and will not be registered under the Securities Act of 1933 and will not be sold in the United States.. Each Series A Convertible Preferred Stock is convertible into 20 shares of the Company's Common Stock. The holders of the preferred stock have no voting rights except as may be required by Delaware law, no redemption rights, and no liquidation preferences over the Common Stock holders absent registration or an applicable exemption from registration. On January 31, 2008, the Board of Directors approved an extension of the private placement offering until February 15, 2008, after which the offer was closed. As of September 30, 2009, the Company raised \$355,000 from investors under this financing agreement. On November 3, 2009, the 355,000 Series A Convertible Preferred Stock were converted into 7,100,000 Common shares. As of December 31, 2009, there were no Series A Convertible Preferred Stock outstanding.

(c) Private Placement Offering- Series C Convertible Preferred Stock

On May 15, 2008, the Board of Directors approved a private placement offering (the "Offering") approximating \$2,000,000 to accredited investors at \$1.00 per share of Series C Convertible Preferred Stock. The Offering will consist of the Company's Series C Convertible Preferred Stock that will be convertible into our common stock. These securities are not required to be and will not be registered under the Securities Act of 1933. Shares issued under this placement will not be sold in the United States, absent registration or an applicable exemption from registration. As of September 30, 2009, the Company received \$25,000 from investors towards the fulfillment of the financing agreement. On November 3, 2009, the 25,000 Series C Convertible Preferred Stock were converted into 500,000 Common shares. As of December 31, 2009, there were no Series C Convertible Preferred Stock outstanding.

[6] Delaware Corporate Status

The Company is delinquent in its filing and payment of the Delaware Franchise Tax Report and, accordingly, is not in good standing.

At December 31, 2009, the Company has accrued an additional \$420 for estimated unpaid Delaware franchise taxes incurred to date reportable during the year ended December 31, 2009. At December 31, 2008 the Company has accrued \$420 for estimated unpaid Delaware franchise taxes incurred to date reportable during the year ending December 31, 2008. The Company had estimated unpaid Delaware franchise taxes for the years ended December 31, 2007, 2006 and 2005 in the amount of \$57,650, \$57,650 and \$69,699, respectively. Accordingly, as of December 31, 2009 accounts and accrued expenses payable includes aggregate estimated unpaid Delaware Franchise taxes of \$185,841. The Company hopes to file the delinquent tax returns in the second quarter of 2010 and pay the amount owned in full during the third quarter of 2010.

[7] 5 Year Table of obligations under [1] and [2] above:

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The minimum future obligations for consulting fees and services under agreements outlined in [1] and [2] are as follows:

Years Ending December 31,	Amounts
2009	\$ 2,440,821
2010	-
	\$ 2,440,821

The Company also engages certain consultants to provide services including management of the corporate citizenship program and investor relation services. These agreements contain cancellation clauses with notice periods ranging from zero to sixty days.

NOTE 11 – SPIN OFF AGREEMENT

On March 12, 2009, the Company entered into an agreement with a third party company to reinstate a Letter Agreement dated March 13, 2006 (the “Original Agreement”) and extend time to close on a contemplated spin-off. Pursuant to the Original Agreement, the Company will incorporate a new 100% owned Bermudan subsidiary that will be spun out to the Company’s shareholders. The third party company will put assets into the new subsidiary and assume 90% of the new subsidiary. The third party company paid the Company \$250,000 for anticipated closing and transactional costs in March 2006 pursuant to the Original Agreement. It costs \$50,000 to the Company to reinstate the Letter Agreement and to disclose reinstatement in its public filings by amendment. Therefore, the third party company paid the Company an additional \$25,000 upon acceptance of the agreement and \$25,000 on March 30, 2009.

ARROW RESOURCES DEVELOPMENT, INC. AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 12 - SUBSEQUENT EVENTS

On January 4, 2010, the Company approved the resignation of James Rothenberg from the position as a director, effective as of December 31, 2009. At the same time, Peter J. Frugone, John E. McConnaughy and Rodolph Karundeng have been re-elected to a 3-year term to the board of directors.

On March 3, 2010, the Company received a \$110,000 interest bearing advance from John Marozzi. The Company will pay interest at the interest rate of 10% which shall be payable at the time of repayment. The principal of this loan is mature and payable no later than March 3, 2011. The Company has the option to repay the loan in Company stock at a price based on a 50% discount off the market price, calculated on the average closing price five days prior to delivery of the stock.

On March 30, 2010, the Company received a \$100,000 non-interest bearing advance from John Frugone. The principal of this loan is mature and payable no later than March 30, 2012.

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Exhibit Index

Exhibit No.

- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of the Principal Accounting Officer
- 32.1 Certification Pursuant to 18 U.S.C. §1350 of Chief Executive Officer
- 32.2 Certification Pursuant to 18 U.S.C. §1350 of the Principal Accounting Officer

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