

EastBridge Investment Group Corp  
Form 10-Q  
August 14, 2009

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended June 30, 2009

OR

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

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

**Commission File Number: 0-52282**

**EastBridge Investment Group Corporation**

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

**Arizona**  
*(State or Other Jurisdiction of  
Incorporation)*

**86-1032927**  
*(I.R.S. Employer  
Identification No.)*

**8040 E. Morgan Trail, Unit 18, Scottsdale, Arizona 85258**

*(Address of principal executive offices) (Zip Code)*

**(480) 966-2020**

*(Issuer's telephone number)*

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

**None**

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

**Common Stock, \$0.001 par value per share**

**(Title of Class)**

Indicate by check mark whether the Registrant (1) has filed all reports required by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-Accelerated filer  Small Business Issuer

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

Transitional Small Business Disclosure Format (check one): Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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<b>Class</b>	<b>Outstanding at August 14, 2009</b>
Common stock, No par value	131,214,839

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**EastBridge Investment Group Corporation**

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**PART I FINANCIAL INFORMATION****ITEM 1.****FINANCIAL STATEMENTS****EASTBRIDGE INVESTMENT GROUP CORPORATION****CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>June 30, 2009 unaudited</b>	<b>December 31, 2008 audited</b>
<b>CURRENT ASSETS</b>		
Cash	\$ 617	\$ 4,347
Total current assets	617	4,347
Advances receivable from related party	60,220	53,375
<b>TOTAL ASSETS</b>	<b>\$ 60,838</b>	<b>\$ 57,722</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT:</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 110,617	\$ 26,287
Accrued expenses and other liabilities	600,917	381,509
Line of credit	86,250	100,000
Deferred revenue	82,702	
Advances payable to related party	55,800	33,300
Total current liabilities	936,286	541,096
<b>TOTAL LIABILITIES</b>	<b>936,286</b>	<b>541,096</b>

**CONTINGENCIES AND COMMITMENTS****STOCKHOLDERS' DEFICIT:**

Preferred stock series A, no par value, 50,000,000 shares authorized; none issued and outstanding as of June 30, 2009 and December 31, 2008, respectively

Preferred stock series B, no par value, 50,000,000 shares authorized; none issued and outstanding as of June 30, 2009 and December 31,

2008, respectively

Common stock, no par value, 300,000,000 shares authorized; 127,814,839 and 126,554,839 issued and outstanding as of June 30, 2009 and December 31, 2008, respectively	4,222,225	4,201,825
Additional paid in capital	4,000	
Accumulated deficit	(5,101,673 )	(4,685,200 )
Total stockholders' deficit	(875,449 )	(483,375 )
 TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	 \$ 60,838	 \$ 57,722

The accompanying notes are an integral part of these condensed consolidated financial statements.

## EASTBRIDGE INVESTMENT GROUP CORPORATION

## CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2009	2008	2009	2008
Revenue	\$	\$	\$	\$ 17,275
Total				17,275
OPERATING EXPENSES:				
General and administrative	193,528	138,506	383,854	265,932
Selling and marketing	13,927	19,775	29,706	44,982
Total operating expenses	207,455	158,281	413,560	310,914
OPERATING LOSS	(207,455 )	(158,281 )	(413,560 )	(293,639 )
OTHER (INCOME) AND EXPENSES				
Interest expense	2,463	518	4,160	912
Interest income	(664 )		(1,246 )	(50 )
Gain on early extinguishment of debt				(20,878 )
Total other (income) expense	1,798	518	2,913	(20,016 )
INCOME (LOSS) BEFORE TAXES, MINORITY INTEREST, DISCONTINUED OPERATIONS				
	\$ (209,253 )	\$ (158,799 )	\$ (416,473 )	\$ (273,623 )
Minority interest				2,041
Income tax provision				2,257
NET LOSS	\$ (209,253 )	\$ (158,799 )	\$ (416,473 )	\$ (277,921 )
NET LOSS PER SHARE:				
Basic and diluted:	\$ (0.00 )	\$ (0.00 )	\$ (0.00 )	\$ (0.00 )
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:				



Basic and diluted:	127,814,839	112,469,839	127,714,287	112,469,839
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The accompanying notes are an integral part of these condensed consolidated financial statements.

**EASTBRIDGE INVESTMENT GROUP CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

		<b>June 30,</b>	
		<b>2009</b>	<b>2008</b>
		<b>unaudited</b>	
Net loss	\$	(416,473 )	\$ (277,921 )
Adjustments to reconcile net loss to net cash used in operating activities:			
Common stock issued for services		4,600	4,500
Minority interest			550
Gain on the extinguishment of debt			(20,878 )
Common stock issued for conversion of debt		20,000	
Changes in operating assets and liabilities:			
Accounts receivables			68,498
Accounts payables		84,330	(1,322 )
Accrued liabilities		219,207	220,117
Deferred revenue		82,702	
Net cash used in operating activities		(5,634 )	(6,456 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Repayment of note payable		(13,750 )	
Advances to affiliate		(6,846 )	
Proceeds from line of credit			75,000
Repayment of advances from affiliate		(15,200 )	(5,219 )
Advances from affiliate		37,700	(35,000 )
Net cash provided by financing activities		1,904	34,781
<b>INCREASE IN CASH</b>		<b>(3,730 )</b>	<b>28,325</b>
<b>CASH, BEGINNING OF PERIOD</b>		<b>4,347</b>	<b>59,162</b>
<b>CASH, END OF PERIOD</b>	\$	<b>617</b>	\$ <b>87,487</b>
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>			
Interest paid	\$	1,246	\$ 517
Taxes paid	\$		\$
Issuance of company stock for accrued liabilities	\$	20,000	\$ 215,000

The accompanying notes are an integral part of these condensed consolidated financial statements.

**EASTBRIDGE INVESTMENT GROUP CORPORATION**

**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2009 AND 2008**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 DESCRIPTION OF BUSINESS**

**Overview**

EastBridge Investment Group Corporation (formally ATC Technology Corporation) ( EastBridge , we , us , our or Company ) was incorporated in the state of Arizona on June 25, 2001. The Company 's principle activity up through June 30, 2005 was to manufacture mobile entertainment products that provide a means to play video game consoles made by Sony, Microsoft and Nintendo, in the car, RV, SUV, van or boat with attachable viewing monitors.

On August 23, 2002, we entered into an agreement with Providential Holding, Inc. ( Providential ) to sell all the issued and outstanding shares of EastBridge. For consideration, Providential agreed to deliver (i) \$250,000 in non-interest bearing promissory notes, payable 270 days after closing, (ii) \$250,000 in non-interest bearing promissory notes, payable 180 days after closing, (iii) 3,000,000 shares of restricted stock of Providential with an option of additional shares to be issued after 270 days if the stock price does not reach \$0.30 and (iv) 1,000,000 shares of restricted stock of Providential with an option of additional shares to be issued after one year if the stock price does not reach \$0.30. The transaction between the original stockholders and Providential was consummated as of October 17, 2003. On June 30, 2005 the Company and Providential, agreed to a financial and ownership restructuring and executed a formal agreement to return the majority ownership of EastBridge to its original stockholders in exchange for a forgiveness of notes and obligations owed to the Company and its original stockholders. The total amount of the debt forgiven was \$1,932,617 and is recorded as paid-in capital by the majority original stockholders in the 2005 financial statement. As a result of the re-structuring, Providential has become a minority stock holder and the original stockholders of the Company have become the majority stockholders as a group.

In 2005, we decided to exit the mobile video game market and dedicate our activities to providing investment related services in Asia, with a strong focus on the high GDP growth countries, such as China and India. EastBridge will initially concentrate on the growing investment opportunities in China (Hong Kong, mainland China, Macao and Taiwan). Its products will be financial services that assist small to medium-size companies obtain capital to grow their business. Our financial services are expected to be in the form of joint ventures, wholly foreign owned enterprises, guaranteed return ventures, investment banking, financial advisory services or any other financial services allowed by the local government and in compliance with the United States Securities Exchange Commission regulations. In addition, EastBridge will also provide marketing, sales and strategic planning services for its clients to assist them to enter the United States market.

EastBridge is one of the very few United States companies solely concentrated in marketing financial services to the small to mid-size, but large number, of Asian companies that require financial services to assist them in expanding in their local markets. Usually, the first step is to help its clients become a public company in the US capital market. EastBridge currently has thirteen (13) clients that it intends to assist in becoming public companies, reporting pursuant to the Securities Exchange Act of 1934, as amended in the United States and lists each company in a U.S. stock exchange. All clients are located in Asia. . All of these transactions are described in more detail in the Management Discussion and Analysis section of this quarterly report.

In January, 2007, we formed Fiber One Limited ( Fiber One ) in Hong Kong as a wholly owned subsidiary of EastBridge to provide calibration and maintenance services to fiber optic companies in Asia, mainly in China and Japan. On June 11, 2007, we distributed 5.0% of Fiber One to our shareholders of record on June 11, 2007.

Accordingly, the results of Fiber One have been consolidated with those of EastBridge s from the date of formation of Fiber One. EastBridge has formed other subsidiaries since the formation of Fiber One these are noted below and in the Management Discussion and Analysis section. For most of these subsidiaries, EastBridge intends to distribute part of its ownership to its shareholders in the form of dividend shares as permitted under the Securities Act of 1933, as amended.

A list of the Company's subsidiaries includes: Arem Pacific Corporation, General Farms Corporation, Energy Corporation, Sunyi International Group Corporation, Wonder International Education and Investment Group Corporation, Alpha Green Energy Ltd., Huang Wei Pharmacy Group Holdings Ltd., International Bio-Phosphorus Group Corporation and China Properties Corporation which are all Arizona Corporations, and Fiber One Ltd. which is a Hong Kong Corporation. All of the aforementioned subsidiaries had no activity during the six months ended June 30, 2009.

## **NOTE 2 BASIS OF PRESENTATION**

### **Interim Financial Statements**

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In our opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months period ended June 30, 2009 are not necessarily indicative of the results that may be expected for the year ending December 31, 2009. For further information, refer to the financial statements and footnotes thereto included in our Form 10-K Report for the fiscal year ended December 31, 2008.

## **NOTE 3 GOING CONCERN**

As indicated in the accompanying financial statements, the Company has incurred cumulative net operating losses of \$5,101,673 since inception until the new acquisition. We place no assurance on the on going operations of our new subsidiaries. So far, most of the working capital has been provided by the Company's management team members. They have done so since EastBridge's inception and have indicated their continued support for EastBridge; however, there is no assurance that additional funds will be advanced. These matters raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

## **NOTE 4 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The Company prepares its financial statements in accordance with accounting principles generally accepted in the United States of America. Significant accounting policies are as follows:

### **Principle of Consolidation**

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Our management periodically evaluates the estimates and judgments made. Management bases its estimates and judgments on historical experience and on various factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates as a result of different assumptions or conditions.

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. These estimates and assumptions also affect the reported amounts of revenues, costs and expenses during the reporting period. Management evaluates these estimates and assumptions on a regular basis. Actual results could differ from those estimates.

These estimates and assumptions also affect the reported amounts of revenues, costs and expenses during the reporting period. Management evaluates these estimates and assumptions on a regular basis. Actual results could differ from those estimates.

### Revenue Recognition

Revenue includes product sales (financial services provided to EastBridge clients). The Company recognizes revenue from product sales in accordance with Staff Accounting Bulletin (SAB) No. 104, Revenue Recognition in Financial Statement which is at the time customers are invoiced at shipping point, provided title and risk of loss has passed to the customer, evidence of an arrangement exists, fees are contractually fixed or determinable, collection is reasonably assured through historical collection results and regular credit evaluations, and there are no uncertainties regarding customer acceptance.

### Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. At June 30, 2009, and December 31, 2008, respectively, cash and cash equivalents include cash on hand and cash in the bank.

### Property and Equipment

Property and equipment is recorded at cost and depreciated over the estimated useful lives of the assets using principally the straight-line method. When items are retired or otherwise disposed of, income is charged or credited for the difference between net book value and proceeds realized. Ordinary maintenance and repairs are charged to expense as incurred, and replacements and betterments are capitalized.

The range of estimated useful lives used to calculated depreciation for principal items of property and equipment are as follow:

	<b>Depreciation/ Amortization Period</b>
<b>Asset Category</b>	
Furniture and Fixture	3 Years
Office equipment	3 Years
Leasehold improvements	5 Years

### Impairment of Long-Lived Assets

In accordance with SFAS No. 144, long-lived assets, such as property, plant, and equipment, and purchased intangibles, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Goodwill and other intangible assets are tested for impairment. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. There were no events or changes in circumstances that necessitated an impairment of long lived assets.

### Income Taxes



Deferred income taxes are provided based on the provisions of SFAS No. 109, "Accounting for Income Taxes" ("SFAS No. 109"), to reflect the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company adopted the provisions of FASB Interpretation No. 48; "ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES-AN INTERPRETATION OF FASB STATEMENT NO. 109" ("FIN 48"). FIN 48 contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not, that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second

step is to measure the tax benefit as the largest amount, which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating the Company's tax positions and tax benefits, which may require periodic adjustments. At June 30, 2009, the Company did not record any liabilities for uncertain tax positions.

### Concentration of Credit Risk

The Company maintains its operating cash balances in banks in Phoenix, Arizona. The Federal Depository Insurance Corporation (FDIC) insures accounts at each institution up to \$250,000 until June 30, 2009.

### Share-Based Compensation

The Company applies SFAS No. 123 Share-Based Payments ( SFAS No. 123(R) ) to share-based compensation, which requires the measurement of the cost of services received in exchange for an award of an equity instrument based on the grant-date fair value of the award. Compensation cost is recognized when the event occurs. The Black-Scholes option-pricing model is used to estimate the fair value of options granted.

### Basic and Diluted Net Loss Per Share

Net loss per share was computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The weighted average number of shares was calculated by taking the number of shares outstanding and weighting them by the amount of time that they were outstanding. Diluted net loss per share for the Company is the same as basic net loss per share, as the inclusion of common stock equivalents would be antidilutive.

### Fair Value of Financial Instruments

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties other than in a forced sale or liquidation.

The carrying amounts of the Company's financial instruments, including cash, accounts payable and accrued liabilities, income tax payable and related party payable approximate fair value due to their most maturities.

### Reclassification

Certain prior period amounts have been reclassified to conform to current year presentations.

### Recent Accounting Pronouncements

Recent accounting pronouncements that the Company has adopted or that will be required to adopt in the future are summarized below.

#### *Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles*

In June 2009, the Financial Accounting Standards Board issued Statement FASB issued Statement No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles ( SFAS No. 168 ). SFAS No. 168 will become the single source of authoritative nongovernmental U.S. generally accepted accounting principles ( GAAP ), superseding existing FASB, American Institute of Certified Public Accountants ( AICPA ), Emerging Issues Task Force ( EITF ), and related accounting literature. SFAS No. 168 reorganizes the

thousands of GAAP pronouncements into roughly 90 accounting topics and displays them using a consistent structure. Also included is relevant Securities and Exchange Commission guidance organized using the same topical structure in separate sections. SFAS No. 168 will be effective for financial statements issued for reporting periods that end after September 15, 2009. This statement will have an impact on the Company's financial statements since all future references to authoritative accounting literature will be references in accordance with SFAS No. 168. The Company will adopt the use of the Codification for the quarter ending September 30, 2009. The Company is currently evaluating the effect on its financial statement disclosures since all future references to authoritative accounting literature will be references in accordance with the Codification.

*Subsequent Events*

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*. ( SFAS No. 165 ) This Statement establishes general standards of accounting for and disclosures of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date and is effective for interim and annual periods ending after June 15, 2009. We are currently assessing the impact of the adoption of SFAS 165, if any, on our financial position, results of operations or cash flows.

*Interim Disclosure about Fair Value of Financial Instruments*

In April 2009, the FASB issued FASB Staff Position FSP No. SFAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. This FSP amends SFAS No. 107 to require disclosures about fair values of financial instruments for interim reporting periods as well as in annual financial statements. The FSP also amends Accounting Principles Board Opinions APB Opinion No. 28 to require those disclosures in summarized financial information at interim reporting periods. This FSP becomes effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The adoption of this FSP is not expected to have a material impact on our consolidated financial statements.

*Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active*

In October 2008, the FASB issued FSP FAS No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active*. This FSP clarifies the application of SFAS No. 157, *Fair Value Measurements*, in a market that is not active. The FSP also provides examples for determining the fair value of a financial asset when the market for that financial asset is not active. FSP FAS No. 157-3 was effective upon issuance, including prior periods for which financial statements have not been issued. The impact of adoption was not material to the Company's consolidated financial condition or results of operations.

*Determination of the Useful Life of Intangible Assets*

In April 2008, the FASB issued FSP FAS No. 142-3, *Determination of the Useful Life of Intangible Assets*, which amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of intangible assets under SFAS No. 142 *Goodwill and Other Intangible Assets*. The intent of this FSP is to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142 and the period of the expected cash flows used to measure the fair value of the asset under SFAS No. 141 (revised 2007) *Business Combinations* and other U.S. generally accepted accounting principles. The Company is currently evaluating the potential impact of FSP FAS No. 142-3 on its consolidated financial statements.

*Disclosure about Derivative Instruments and Hedging Activities*

In March 2008, the FASB issued SFAS No. 161, *Disclosure about Derivative Instruments and Hedging Activities*, an amendment of SFAS No. 133. This statement requires that objectives for using derivative instruments be disclosed in terms of underlying risk and accounting designation. The Company was required to adopt SFAS No. 161 on January 1, 2009. The adoption of SFAS No.161 on January 1, 2009 did not have a material effect on the Company's consolidated financial statements

*Fair Value Option for Financial Assets and Financial Liabilities*

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* Including an amendment of SFAS No. 115, which becomes effective on February 1, 2008, permits companies to choose to measure many financial instruments and certain other items at fair value and report unrealized

gains and losses in earnings. Such accounting is optional and is generally to be applied instrument by instrument. The election of this fair-value option did not have a material effect on its consolidated financial condition, results of operations, cash flows or disclosures.

*Fair Value Measurements*

In September 2006, the FASB No. 157, *Fair Value Measurements* ( SFAS No. 157 ). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value investments. SFAS No. 157 was effective for financial assets and liabilities on January 1, 2008. The statement deferred the implementation of the provisions of SFAS No. 157 relating to certain non-financial assets and liabilities until January 1, 2009. The adoption of SFAS No.157 on January 1, 2009 for financial assets and liabilities did not have a material effect on the Company's consolidated financial statements.

*Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*

In April 2009, the FASB issued FSP FAS No. 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*". This FSP provides additional guidance for estimating fair value in accordance with FASB Statement No. 157, *Fair Value Measurements*, when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP FAS No. 157-4 is effective for interim and annual reporting periods ending after June 15, 2009, and shall be applied prospectively. The Company is currently assessing the impact of FSP FAS No. 157-4 on its financial position and results of operations.

*Recognition and Presentation of Other-Than-Temporary Impairments*

In April 2009, the FASB issued FSP FAS No. 115-2 and FAS No. 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* ". The objective of an other-than-temporary impairment analysis under existing U.S. generally accepted accounting principles (GAAP) is to determine whether the holder of an investment in a debt or equity security for which changes in fair value are not regularly recognized in earnings (such as securities classified as held-to-maturity or available-for-sale) should recognize a loss in earnings when the investment is impaired. An investment is impaired if the fair value of the investment is less than its amortized cost basis. FSP FAS No. 115-2 and FAS No. 124-2 is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. Earlier adoption for periods ending before March 15, 2009, is not permitted. The Company is currently assessing the impact of FSP FAS No. 115-2 and FAS No. 124-2 on its financial position and results of operations.

*Interim Disclosures about Fair Value of Financial Instruments*

In April 2009, the FASB issued FSP FAS No. 107-1 and APB No. 28-1, *Interim Disclosures about Fair Value of Financial Instruments*". This FSP amends SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This FSP also amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods. FSP FAS No. 107-1 is effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The Company is currently assessing the impact of FSP FAS No. 107-1 on its financial position and results of operations

*Amendments to the Impairment Guidance of EITF Issue No. 99-20*

In January 2009, the FASB issued FSP Emerging Issues Task Force ("EITF") Issue No. 99-20-1, *Amendments to the Impairment Guidance of EITF Issue No. 99-20*". This FSP amends the impairment guidance in EITF Issue No. 99-20, *Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests That Continue to Be Held by a Transferor in Securitized Financial Assets*, to achieve more consistent determination of whether an other-than-temporary impairment has occurred. The FSP also retains and emphasizes the objective of

another than- temporary impairment assessment and the related disclosure requirements in FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, and other related guidance. This Issue is effective for interim and annual reporting periods ending after December 15, 2008, and shall be applied prospectively. Retrospective application to a prior interim or annual reporting period is not permitted. The adoption of FSP EITF 99-20-1 did not have a material effect on the Company's consolidated financial statements

*Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing*

In June 2009, the FASB issued FSP Emerging Issues Task Force ("EITF") Issue No. 09-1, *Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing*. This Issue is effective for fiscal years beginning on or after December 15, 2009, and interim periods within those fiscal years for arrangements outstanding as of the beginning of those fiscal years. Share lending arrangements that have been terminated as a result of counterparty default prior to the effective date of this Issue but for which the entity has not reached a final settlement as of the effective date are within the scope of this Issue. This Issue requires retrospective application for all arrangements outstanding as of the beginning of fiscal years beginning on or after December 15, 2009. This Issue is effective for arrangements entered into on or after the beginning of the first reporting period that begins on or after June 15, 2009. Early adoption is not permitted. The Company is currently assessing the impact of FSP EITF 09-1 on its financial position and results of operations.

**NOTE 5 RELATED PARTY TRANSACTIONS**

The Company advanced funds to its CEO during the course of business at a rate of 4.5% annual interest. As of June 30, 2009 and December 31, 2008 advances receivable from the CEO were \$60,220 and \$53,375, respectively.

The Company received advances from its CFO and a shareholder during the course of business at a rate of 4.5% interest. As of June 30, 2009 and December 31, 2008 advances payable to the Company's CFO and a shareholder were \$55,800 and \$33,300.

The Company entered into a consulting agreement with the CEO on June 1, 2005. Under the terms of the agreement the CEO will receive consulting compensation in the amount of \$240,000 annually. The Company entered into a consulting agreement with its CFO on June 1, 2005. Under the terms of its agreement the CFO was to receive \$84,000 in consulting compensation annually from the inception of the agreement through January 1, 2007 at which point the consulting compensation was to increase to \$180,000. In consideration of the Company's lack of sufficient revenues the aforementioned officers of the company have received S-8 common stock in satisfaction of amounts due to them.

During the three months ended March 31, 2009, the Company issued 500,000 shares of common stock to each of our two officers, respectively. The common shares were issued and accepted by the Company's officers at \$.02 per share for a cumulative value of \$20,000. The Company reduced the value of the accrued balance due to the two Officers by \$20,000. Furthermore since the market value of the common stock on the date of issue was \$.016 per share the company booked an amount of \$4,000 as paid in capital.

During the three months ended March 31, 2008, the Company issued 1,166,666 common shares to our two officers respectively, with a total issued of 2,333,333 common shares. The shares issued are for the payment of the officers consulting fees that have accrued therefore the Company has reduced the accrued consulting fees by \$215,000. The shares were issued at \$.09 per share based on the trading date of the share value.

As of June 30, 2009 and December 31, 2008 the balances due to the two officers relating to their consulting agreements were \$310,000 and \$110,000, respectively.

**NOTE 6 EQUITY**

As of June 30, 2009, EastBridge had 127,814,839 shares of no par common stock issued and outstanding with 300,000,000 shares authorized.

During the three months ended March 31, 2009, the Company issued 500,000 shares of common stock to each of our two officers, respectively. The common shares were issued and accepted by the Company's officers at \$.02 per share for a cumulative value of \$20,000. The Company reduced the value of the accrued balance due to the two Officers by



\$20,000. Furthermore since the market value of the common stock on the date of issue was \$.016 per share the company booked an amount of \$4,000 as paid in capital.

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During the three months ended March 31, 2009, the Company issued 60,000 shares of common stock to a consultant for services rendered. The Company shares were issued at \$.02 per which was the trading value of the stock at the date of issuance. The Company expensed \$1,200.

During the three months ended June 30, 2009, the Company issued 200,000 shares of common stock to a consultant for services rendered. The Company shares were issued at \$.016 per which was the trading value of the stock at the date of issuance. The Company expensed \$3,200.

During the three months ended March 31, 2008, the Company issued 1,166,666 common shares to our two officers, respectively, with a total issued of 2,333,333 common shares. The shares issued are for the payment of the officers consulting fees that have accrued therefore the Company has reduced the accrued consulting fees by \$215,000. The shares were issued at \$.09 per share based on the trading date of the share value.

During the three months ended June 30, 2008 the Company did not issue any common shares.

In September of 2008 EastBridge authorized 100,000,000 shares of Preferred shares with no par value, of which the Company split evenly between Series A and Series B for 50,000,000, respectively. As of June 30, 2009 no shares of Preferred Stock in Series A or Series B were issued and outstanding.

### **NOTE 7 GAIN ON THE SETTLEMENT OF DEBT**

During the March 31, 2008, the Company recorded a \$20,878 gain on the settlement of debt. The gains are reflected in other income on the accompanying Statements of Operations.

### **NOTE 8 - PROPERTY AND EQUIPMENT**

The Company does not have any property and equipment as of June 30, 2009.

### **NOTE 9 NOTE PAYABLE**

Notes payable comprise the following as of:

	<b>June 30,</b>	<b>December 31,</b>
	<b>2009</b>	<b>2008</b>
Unsecured promissory note with Goldwater Bank, in Scottsdale, Arizona dated June 1, 2008 at an interest rate of 7.00% per annum. This note matured on February 6, 2009. The note was renewed in May, 2009 with a two year term. As of June 30, 2009 the principle balance of \$86,250 remains due and payable. The Company has accrued \$1,250 in related banking fees consistent with the terms of the agreement.	\$ 86,250	\$ 100,000
Total long-term note payable	86,250	100,000
Less current portion	86,250	100,000
Long-term portion of note payable	\$ 0	\$ 0

### **NOTE 10 INCOME TAXES**

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The provision (benefit) for income taxes from continued operations for the period ended June 30, 2009 consist of the following:

	<b>June 30,</b>		<b>June 30,</b>
	<b>2009</b>		<b>2008</b>
Current:			
Federal	\$		\$
State			
Deferred:			
Federal	\$	133,021	\$ 90,057
State		22,770	15,416
		155,791	105,473
Benefit from the operating loss carryforward		(155,791 )	(105,473 )
(Benefit) provision for income taxes, net	\$		\$

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The difference between income tax expense computed by applying the federal statutory corporate tax rate and actual income tax expense is as follows:

	<b>June 30,</b>	<b>June 30,</b>
	<b>2009</b>	<b>2008</b>
Statutory federal income tax rate	34.0%	34.0%
State income taxes and other	9.0%	9.0%
Effective tax rate	40.0%	40.0%

Deferred income taxes result from temporary differences in the recognition of income and expenses for the financial reporting purposes and for tax purposes. The tax effect of these temporary differences representing deferred tax asset and liabilities result principally from the following:

	<b>June 30,</b>	<b>June 30,</b>
	<b>2009</b>	<b>2008</b>
Net operating loss carryforward	155,791	105,473
Valuation allowance	(155,791 )	(105,473 )
Deferred income tax asset	\$	\$

The Company has a net operating loss carryforward of approximately \$5,101,673 available to offset future taxable income through 2030.

**NOTE 9 SUBSEQUENT EVENTS**

The Company entered into an agreement to sell Fiber One, Ltd for \$105,000 on April 10, 2009 subject to the final accounting records being delivered to the new owner. The "Company" for sale is: Fiber One Limited, located in Hollywood Plaza, 610 Nathan Road, Kowloon, Hong Kong. Business started in January of 2007.

- A. Seller owns 95% of the total outstanding common stock of Fiber One Ltd ("Company"), a company incorporated in Hong Kong;
- B. Seller wants to sell and Buyer wants to buy 95% of the common stock in the Company;
- C. After the sale, Seller agrees to relinquish and the Buyer agrees to gain control of the Company's board (the "Board");
- D. The board of directors of EBIG deems it to be in the best interest of EBIG and its shareholders to sell the Company to Buyer.
- E. The board of directors of Buyer deems it to be in the best interest of Buyer and its shareholders to buy the Company from Seller.

The purchase price shall be US\$105,000 dollars cash. \$50,000 deposit due on signing. Delivery of Shares on the Closing Date, Seller shall deliver a board resolution to Buyer to authenticate the transaction and relinquish all the 95%

equity of the Company to Buyer. The closing of this transaction has been extended to November 30, 2009.

Subsequent to the three months ended June 30, 2009, the Company issued 1,700,000 common shares to our two officers respectively, with the total issued of 3,400,000 common shares. The shares issued are for the payment of the officers consulting fees that have accrued; therefore the Company has reduced the accrued consulting fees by \$78,000. The shares were issued at \$.023 per share based on the trading date of the share value.

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In this Quarterly Report on Form 10-Q, Company, our company, us, and our refer to EastBridge Investment Group Corporation and its subsidiaries unless the context requires otherwise.

## ITEM 2.

### MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

Management's Discussion and Analysis contains various forward looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, regarding future events or the future financial performance of the Company that involve risks and uncertainties. Certain statements included in this Form 10-Q, including, without limitation, statements related to anticipated cash flow sources and uses, and words including but not limited to anticipates, believes, plans, expects, future and similar statements or expressions, identify forward looking statements. Any forward-looking statements herein are subject to certain risks and uncertainties in the Company's business, including but not limited to, reliance on key customers and competition in its markets, market demand, product performance, technological developments, maintenance of relationships with key suppliers, difficulties of hiring or retaining key personnel and any changes in current accounting rules, all of which may be beyond the control of the Company. The Company adopted at management's discretion, the most conservative recognition of revenue based on the most astringent guidelines of the SEC in terms of recognition of software licenses and recurring revenue. Management will elect additional changes to revenue recognition to comply with the most conservative SEC recognition on a forward going accrual basis as the model is replicated with other similar markets (i.e. SBDC). The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth therein.

Forward-looking statements involve risks, uncertainties and other factors, which may cause our actual results, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. Factors and risks that could affect our results and achievements and cause them to materially differ from those contained in the forward-looking statements include those identified in the section titled Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2008, as well as other factors that we are currently unable to identify or quantify, but that may exist in the future.

In addition, the foregoing factors may affect generally our business, results of operations and financial position. Forward-looking statements speak only as of the date the statement was made. We do not undertake and specifically decline any obligation to update any forward-looking statements.

#### **Overview**

We provide financial consulting services including public offering guidance, joint venture, and merchant banking services, to the small to medium-size businesses in China and other Asian countries. Normally, our first step is to help our clients become US public companies reporting pursuant to the Securities Exchange Act of 1934, as amended. Our target clients are mostly in China, Hong Kong, and Australia. We focus on short-term investment opportunities where the expected return is within a one to two year period and the potential gain is substantial for both parties. We generally seek transactions where we can assist in uncovering hidden value after our participation. Keith Wong (our President and Chief Executive Officer) and Norman Klein (our Chief Financial Officer) each have over twenty years of experience in the industrial, sales and financial industries. Our management believe they can understand our prospective client's business quickly and are capable to take fast and decisive actions to achieve business opportunities for our client. We plan China, Australia and Hong Kong to be our immediate focus and become our prospective revenue centers in 2009 and 2010. We plan to expand to other Asian countries after 2010 assuming that the business environment is positive at that time.

Many of the services we provide to our clients are as follows: assisting the client through audit preparation, legal process preparation, business plan development, web site development, strategic development and execution, selection of SEC approved auditor and attorneys, consultation during the SEC audit and legal process.

A new strategy has emerged during this past year. We seek business opportunities that provide us with a 51% ownership stake in the client's company. Each of these acquisitions will be a subsidiary of our company. We intend to eventually take each of these companies public in the United States. In short term, we are able to provide the necessary capital for these companies to expand their business.

## **Financial Services**

Our products and services consist of financial services that help small-to-medium-sized companies obtain capital to grow their business. Our financial services will be in the form of assisting the small-to-medium-sized companies in presenting Initial Public Offerings, engaging in Joint Ventures, acquiring Wholly Foreign Owned Enterprises, and assistance with Guaranteed Return Ventures, Investment Banking, Financial Advisory Services or any other financial services allowed by the local government and in compliance with the Securities and Exchange Commission regulations. Under a Guaranteed Return Venture agreement, we will contribute our intellectual capital in an enterprise through knowledge, or good will. In return, the enterprise will provide a written guarantee that we will receive a certain percentage of its profits. Further, the enterprise will guarantee that it will pay a specified minimum profit to us. If the enterprise fails to do so, we will be entitled to its total profit in any agreed period of interest.

We also provide marketing, sales, and strategic planning services for its clients to assist them in entering the United States market.

We maintain a company website at: [www.EbigCorp.com](http://www.EbigCorp.com), the contents of which are not a part of this filing. Our business plan is to provide financial services, including public offering guidance, joint venture, and merchant banking advice to small-to-medium-sized businesses in Asia. Through the public offering guidance service, we will provide consultation to our clients in the areas of: auditing, legal process, investor relations, public relations, and we will provide details on marketing, sales, and strategic planning services. Specifically, our management will provide our clients with valuable information about the U.S. stock market, and its general entry requirements. Further, our management will advise our clients on the pertinent information about U.S. investors before becoming reporting companies.

Our target clients are mostly in the Chinese territories and other Asian countries. Our management searches for opportunities to enhance hidden values to our clients. Though we focus on opportunities that can create value for both our shareholders and clients, we cannot provide any assurance that such opportunities will create value for our shareholders, or otherwise increase the value of their investment in our company.

## **Products and Marketing**

Our main business plan is to provide information on listing services for companies that want to be listed on a United State s stock exchange. We will also develop joint ventures and provide merchant banking services to our clients. Our potential income sources are derived from the following:

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Earning cash fees and stock equities in the companies we represent as a Listing Client;

.

Cash income by operating joint ventures with local partners

.

Cash fees earned in providing merchant banking services to small Asian companies to access US funds.

We will serve as consultants and advisors to these companies to obtain loans, find business partners, and find merger candidates or assisting with feasibility studies.

## **Competition**



At this time, we are unaware of any other companies that offer similar services with the same focus in Asia. Our management believes that larger investment firms may find the smaller Asian companies to be uneconomical for their resource investment. Further, the smaller companies may lack the knowledge capital to penetrate the barriers because of geographical, political, linguistic, cultural, or economy-of-scale reasons. However, the major brokerage and financial service companies, as well as some smaller companies, have competent advertising and marketing capabilities. Therefore, our management expects competition to increase in the near future.

Therefore, in due time, the expected higher returns on investment in Asia, most likely will attract new competitors. However, due to the market size of Asian countries, including China and India, a handful of new competitors may provide potential benefit for the industry. Competition will improve business results for both the financial service companies as well as the potential clients of such firms.

### **Government Approval and Regulation of Industry**

We face risks posed by any adverse laws and regulations affecting our business plans that may be enacted by the U.S. and foreign governments. In order to conduct our business in Asia, we will need to obtain some or all of the following licenses, approvals and/or concessions from the country we are in: Business registration, Tax certificate, Right to conduct Business Certificate, Employment Approval, Residency Approval, Asset Appraisal, Acquisition Approval, Import/Export License and Foreign Remission Approval. The list is subject to additions, dependant on a particular business sector we decide to enter into in the various Asian countries. We are subject to government approvals and concessions. There are no proclamations that we need to obtain all of the approvals and licenses above; nor is there a guarantee that we will obtain any of the approvals and licenses when we are required to do so.

### **Business Strategies**

We provide financial services including public offering guidance, joint venture, and merchant banking services, to the small to medium-size businesses in China, India and other Asian countries. Normally, our first step is to help our clients become US public companies reporting pursuant to the Securities Exchange Act of 1934, as amended. Our target clients are mostly in China, Hong Kong, and Australia. We focus on short-term investment opportunities where the expected return is within a one to two year period and the potential gain is substantial for both parties.

A new strategy has emerged during this past year. We plan to acquire several companies and own a minimum 51% stake in each company. Each of these acquisitions will be a subsidiary of our company. We intend to eventually take each of these companies public in the United States. In short term, we are able to provide the necessary capital for these companies to expand their business.

We currently have thirteen (13) clients that we are assisting with the process to register them with the Securities and Exchange Commission as public reporting companies in the United States and help them to begin trading their stock on a United States stock exchange. Management anticipates, but can provide no assurances, that some of these clients will go public in the United States and begin trading their stock in 2009 or 2010. We have currently formed several subsidiaries. We expect most of our clients to merge with one of our subsidiaries in the near future. After the mergers are completed, then our management will begin providing the listing services to commence the process to take these companies public and to begin trading their stock on a U.S. stock exchange. We may also choose to take some of the clients public directly without merging them with a subsidiary. Below is a summary of our clients and subsidiaries. Management expects, but cannot guarantee, that our financials should also improve significantly in late 2009 or early 2010 once our clients complete the registration process with the Securities and Exchange Commission as public reporting companies. Once a client is registered as a public company and its stock begins trading in a U.S. stock market, then we will, as permitted under GAAP, record the value of its stock in that client as revenue for that quarter and also record the value as an asset on its balance sheet. We typically receive a 10 to 20% equity position in a client as consideration for our services along with cash fees.

### **Current Listing Clients**

#### **Wenda Professional College**

We are providing listing services to Wenda, a major regional professional college located just west of Shanghai, China. It offers professional and vocational educational programs to assist post high school students to improve their skills for higher paying jobs. Wenda offers programs mainly in the computer related IT sectors such as network design, hardware technology, computer graphics, CAD, animation, network database and network security. We will receive restricted stock in Wenda as consideration for our services. We are currently working with Wenda to complete its requisite audit for the fiscal years 2007 and 2008. The field audit has been completed and we are currently working with the SEC auditor to complete the final report and issue the financials for 2007 and 2008 along with the first and

second quarter financials for 2009 for Wenda. We are also working with Wenda to complete its SEC registration documents which are necessary to file with the SEC as a prospective public company. We have formed a United States subsidiary, called Wonder International Education & Investment Group Corporation. Wenda will merge in this U.S. subsidiary in the near future as part of the listing process. For its services, we will own an equity position of approximately 17% in this U.S. public company, called Wonder. No stock has been distributed to our shareholders as of August 14, 2009.

### **Jinkuizi Science & Technology Company**

As of October 27, 2008, EastBridge executed a definitive listing agreement with Jinkuizi Science & Technology Company located in Foshan, China. Jinkuizi develops and manufactures environmentally safe fertilizers in China and Southeast Asia. For its services, we have received a cash fee and an equity position in the eventual United States subsidiary that Jinkuizi will merge into as part of the process to go public in the U.S. and become listed on a U.S. stock exchange. We are assisting Jinkuizi in completing its audit for fiscal years 2007 and 2008 and in completing the review of the first and second quarters of 2009. The field work of Jinkuizi has been completed and we are working with the SEC auditor to complete the final report and financials for 2007, 2008 and for the first and second quarters of 2009. We formed a U.S. subsidiary for Jinkuizi called International Bio-Phosphorus Group Corporation. We are also beginning to work with Jinkuizi on the SEC registration process.

### **Alpha Green Energy Company**

On February 19, 2009, we entered into a listing agreement with Alpha Green Energy Company, a company based in Phoenix, Arizona. Alpha Green is a holding company that owns a subsidiary in Guizhou, China. The subsidiary's main business is electricity production using renewable bio-mass from the agricultural industry in China. For its services, we will be compensated with a cash fee plus equity in Alpha Green. EastBridge will also assist in a capital raise for Alpha Green.

Alpha Green has also agreed to purchase Fiber One, our subsidiary in Hong Kong, for a cash fee. The closing of this transaction has been extended to November 30, 2009.

### **Huang Wei Pharmaceutical Company**

We are providing listing services to Huang Wei, a well know Chinese pharmaceutical company located approximately two hours from Beijing, China. We intend to list Huang Wei in a United States stock market within the next 12 to 18 months. Huang Wei has recently added over thirty drug approvals from the Chinese FDA. Its products range from the special anti-flammitory to blood pressure-lowering drugs. We will receive restricted stock of Huang Wei as consideration for its services. We are currently assisting Huang Wei with preparing for its audit for fiscal years 2007 and 2008. We have formed a United States subsidiary called Huang Wei Pharmacy Group Holdings Limited. For its services, we will own approximately 13% in the U.S. subsidiary, called Huang Wei Pharmacy Group Holdings Limited.

### **AREM Pacific Corporation**

On April 30, 2009, Arem Pacific Corporation has signed a new listing agreement with our company. Arem Pacific Corporation has signed a joint venture agreement with Hunan Construction Company of China. We will assist Arem Pacific Corporation to take the Joint Venture public in the United States and trade on a U.S. stock exchange. Details of this new listing agreement will be announced in the near future, as appropriate.

During July 2007, we organized Nanotec, Inc., ( Nanotec ) a wholly owned subsidiary of our company, to provide electronic and chemical products and services to companies in Asia, especially those in China and Japan. On July 11, 2007 we distributed 5% of Nanotec to our shareholders of record on that date. As of November 8, 2007, Arem Wines merged with Nanotec, Inc. Under the terms of the merger, the new stock ownership structure is as follows: 15% owned by EastBridge, 5% owned by EastBridge shareholders, and 80% owned by Arem Wines beneficiaries. The name of the merged company was Arem Group, Inc.

During September, 2007, we signed a definitive agreement to acquire 15% of AREM Wines Pty, Ltd, ( Arem ) an Australian wine company in Melbourne, Australia. Under the terms of the agreement, we gave Arem Pacific Corporation, the investment company that owns AREM Wines Pty, Ltd., 8,000,000 of our restricted common shares,

plus options to purchase our common shares, in exchange for the 15% equity position in AREM. In subsequent events, we issued only 2,000,000 of the restricted shares as part of 8,000,000 shares to be issued in accordance with the agreement. The September, 2007 agreement replaces all other stock exchange agreements between us and Arem. In addition to the restricted stock agreement, our company and Arem signed a second agreement. We will assist Arem to become listed on a U.S. stock exchange. We will be paid \$700,000 in cash, of which \$400,000 was due at signing and \$100,000 will be paid when the proper application is filed with the Securities and Exchange

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Commission and the remaining \$200,000 following the listing and trading of AREM's stock on a U.S. stock exchange. Arem will also issue 5% of its stock to our stockholders.

As of September, 2008, the Arem Wines Pty, Ltd Company in Australia has been dissolved. A new company called, Arem Pacific Corporation was formed with a new set of directors and officers along with a new ownership structure. The U.S. subsidiary's name was also changed to Arem Pacific Corporation. We continue to own 15% of this subsidiary and our shareholders continue to own 5% of this new entity. As of December, 2008, Arem Pacific Corporation and our company have mutually agreed to postpone the listing process until after a restructure process for Arem is complete and the world's economy and market conditions improve. As of December, 2009, Arem Pacific Corporation has not issued any stock to its shareholders.

For the six months ended June 30, 2009, no stock has been distributed to its shareholders for this subsidiary. There has been no activity for the three months ended June 30, 2009.

### **Yewo Group**

We will provide listing services to Yewo Group, a diversified holding company. Yewo owns and operates two shopping centers, several distribution centers and a theme park resort center. Yewo plans to build and operate a Golf Resort in Nanjing, a Chinese city which is approximately two hours from Shanghai, China. We formed a United States subsidiary, called Sunyi International Group Corporation. Yewo's management has decided to put a hold on the listing process to complete a restructure of their company.

### **Tianjin Heavy Steel**

On December 3, 2006, we entered into a listing agreement with Tianjin Hui Hong Heavy Steel Construction Co., Ltd ("Tianjin"), a company registered in China. Under the agreement, we agreed to assist Tianjin to become listed as a reporting company pursuant to the Securities Exchange Act of 1934, as amended in the United States within eighteen months from the execution date of the contract. We agreed to pay for certain legal, auditing, IR/PR, and advisory costs in conjunction with the listing process. Tianjin issued 15% of its outstanding common stock to the Company as consideration for its services on the date of execution of the contract. The shares are restricted stock pursuant to Rule 144 under the Securities Act of 1933, as amended. If we fail to list the client as a reporting company within the contract term, then we agreed to sell all the shares to the client for a nominal cost, unless the parties mutually agree to an extension. As of December, 2008, Tianjin and our company have mutually agreed to postpone the listing process until the world's economy and market conditions improve.

### **Ning Guo**

On January 6, 2007, we entered into a listing agreement with Ning Guo Shunchang Machinery Co., Ltd. ("Ning Guo"), a company registered in China. Under the agreement, we agreed to assist Ning Guo to become listed as a reporting company pursuant to the Securities Exchange Act of 1934, as amended in the United States. We agreed to pay for certain legal, auditing, IR/PR, and advisory costs in conjunction with the listing process. Ning Guo issued 20% of their company's common stock to us as consideration for its services on the date of execution of the contract. The shares are restricted stock pursuant to Rule 144 under the Securities Act of 1933, as amended. If we fail to list the client as a reporting company within the contract term, then we agreed to sell all the shares to the client for a nominal cost, unless the parties mutually agree to an extension. As of December, 2008, Ning Guo and our company have mutually agreed to postpone the listing process until the world's economy and market conditions improve.

### **GinKo**

On July 24, 2007, we entered into a listing agreement with Hefe GinKo Real Estate Company, Ltd. (GinKo), a company registered in Anhui, China. Under the agreement, we agreed to assist GinKo to become listed as a reporting

company pursuant to the Securities Exchange Act of 1934, as amended in the United States. We agreed to pay for certain legal, auditing, IR/PR, and advisory costs in conjunction with the listing process. GinKo issued 18% of their company's common stock to us as consideration for its services on the date of execution of the contract. The shares are restricted stock pursuant to Rule 144 under the Securities Act of 1933, as amended. If we fail to list the client as a reporting company within the contract term, then we agreed to sell all the shares to the client for a

nominal cost, unless the parties mutually agree to an extension. As of December, 2008, GinKo and our company have mutually agreed to postpone the listing process until the world's economy and market conditions improve.

### **Beijing Power Plant Equipment Company (ZZH)**

We will provide listing services to ZZH, a major coal fired ignition equipment manufacturer for electricity power plants. Under the agreement, we agreed to assist ZZH to become listed as a reporting company pursuant to the Securities Exchange Act of 1934, as amended in the United States. ZZH sells energy saving ignition equipment to control coal consumption in power plants and have been granted several critical patents for its core technology. ZZH currently provides equipment to save fuel and lower pollution to numerous major Chinese power plants, including the one providing power to Beijing-Da Tang Electricity Company. Coal is the main source of electricity generation in China and a major source in the U.S. We will receive restricted stock of ZZH as consideration for its services. As of December, 2008, ZZH and our company have mutually agreed to postpone the listing process until the world's economy and market conditions improve.

### **Ji-Bo Pipes and Valves Company**

We acquired a controlling interest in Ji-Bo, located in Zhejiang, China. We agreed to issue 1 million shares of B-preferred stock in exchange for 51% controlling interest in Ji-Bo. Ji-Bo is well known supplier of copper parts to the plumbing industry in China. As of December, 2008, our company and Ji-Bo have agreed to cancel the acquisition agreement and execute a listing agreement between the two companies. For its services, we will receive a cash fee and an equity position in the U.S. subsidiary that Ji-Bo will merge into as part of the process to go public in the U.S. and become listed on a U.S. stock exchange pursuant to the Securities Exchange Act of 1934, as amended. As of June 30, 2009, the two companies have not agreed to the final terms of the listing agreement. Further negotiations are required.

### **Aoxing Corporation**

We acquired a controlling interest in Aoxing, located in Jiangxi, China. We agreed to issue 1 million shares of A-preferred stock in exchange for 51% controlling interest in Aoxing. Aoxing manufactures copper alloy electrical cables for the domestic (China) and international markets. As of December, 2008, our company and Aoxing have agreed to cancel the acquisition agreement and execute a listing agreement between the two companies. For its services, we will receive a cash fee and an equity position in the United States subsidiary that Aoxing will merge into as part of the process to go public in the U.S. and become listed on a U.S. stock exchange pursuant to the Securities Exchange Act of 1934, as amended. As of June 30, 2009, the two companies have not agreed to the final terms of the listing agreement. Further negotiations are required.

### **HaoHai Media Company**

As of October 7, 2008, we signed a definitive listing agreement with HaoHai, which is located in Hangzhou, China. HaoHai is a television media company selling advertisement time to the pharmaceutical companies in China. For its services, we will receive a cash fee and an equity position in the eventual U.S. subsidiary that HaoHai will merge into as part of the process to go public in the U.S. and become listed on a U.S. stock exchange pursuant to the Securities Exchange Act of 1934, as amended. Currently, our company and HaoHai have agreed to postpone the listing agreement until the world's economy and market conditions improve.

## **Inactive Subsidiaries of EastBridge**

### **Fiber One Ltd (an EastBridge Subsidiary in Hong Kong)**

During July 2007, we organized Fiber One, Ltd. a Hong Kong based subsidiary of EastBridge. Fiber One is wholly owned by EastBridge. Fiber One provides services to the fiber optics industry in China and other Far East countries.



Fiber One is currently providing calibration service to Amonics of Hong Kong. Fiber One is an active subsidiary of our company and receiving revenue from Amonics. As of December, 2008, Amonics has cancelled its listing and maintenance agreement with us. Therefore, Fiber One is currently an inactive subsidiary. As of April 10, 2009, Alpha Green Energy Company, one of our listing clients, has agreed to purchase Fiber One for a cash fee of \$105,000. The closing of this transaction has been extended. We are currently working with a SEC auditor to complete the audit of Fiber One for the years 2007 and 2008 and completing the review of the first two quarters of

2009. The field work of Fiber One has been completed and we are working with the SEC auditor to write the final audit report and provide the financials for 2007 and 2008 along with the financials for the first and second quarters of 2009. This is being completed in anticipation of Fiber One being purchased by Alpha Green. The closing of this potential purchase has been extended to November 30, 2009. There has been no activity in Fiber One during the past six months ending on June 30, 2009.

#### **General Farms Corporation (EastBridge Subsidiary)**

On November 27, 2007, we organized General Farms Corporation ( General Farms ) a wholly owned subsidiary of EastBridge. A stock dividend of 5% of General Farm's common stock, or 10,000,000 shares, was intended to be distributed to our shareholders of record as of Nov 16, 2007. Under the terms of the share exchange agreement, the new stock ownership structure would be: 85% owned by EastBridge and 5% owned by our shareholders of record as of Nov 16, 2007. As of December 5, 2007, Rhino Two Horns merged with General Farms Corporation. Under the terms of the merger, the new stock ownership structure would be: 15% owned by EastBridge, 5% owned by EastBridge shareholders and 80% owned by Rhino's beneficiaries. In the 3<sup>rd</sup> quarter of 2008, Rhino cancelled its contract with us dissolving the above merger with General Farms Corporation. For the six months ended June 30, 2009, no stock has been distributed to its shareholders for this subsidiary. There has been no activity for the three months ended June 30, 2009.

#### **Energy Corporation (EastBridge Subsidiary)**

On November 27, 2007, we organized Energy Corporation ( Energy ) a wholly owned subsidiary of EastBridge. On December 28, 2007, we announced that we will distribute a stock dividend of 5% of Energy Corporation's common stock of 10 million shares, on a pro-rata basis and with no considerations to our shareholders of record on that date. We did not distribute the stock as of December 31, 2007. Energy Corporation, our wholly owned subsidiary, focuses on energy equipment manufacturers and the energy distribution business in Asia. Energy Corporation is presently an inactive subsidiary. For the three months ended June 30, 2009, no stock has been distributed to its shareholders for this subsidiary. There has been no activity for the six months ended June 30, 2009.

#### **China Properties Corporation (EastBridge Subsidiary)**

On November 27, 2007 we organized China Properties Corporation ( China Properties ) a wholly owned subsidiary. We announced a stock dividend announcement to distribute 5% of China Properties' common stock of 10,000,000 shares, on a pro-rata basis and without considerations to its shareholders of record on Friday, November 30, 2007. China Properties Corporation focuses on real estate development and construction business in Asia. China Properties is presently an inactive subsidiary. For the three months ended June 30, 2009, no stock has been distributed to its shareholders for this subsidiary. There has been no activity for the six months ended June 30, 2009.

### **RESULTS OF OPERATIONS**

Revenue was \$0 and \$17,275 for the three months ended June 30, 2009 and 2008, respectively.

#### **General and Administrative**

General and Administrative was \$193,481 and \$138,506 for the three months ended June 30, 2009 and 2008, respectively as compared to \$383,854 and \$265,932 for the six months ended June 30, 2009 and 2008 respectively. The decrease in general and administrative expenses for the three months ended relates to the reduction in consulting and legal services. Also the decrease is related to the cost of the Beijing Office which reduces our consulting and office rental expenses. Most of our current expenses focus on finding new clients for our company. We are beginning to incur expenses to take our clients public in the United States and begin trading on a US stock exchange. Both activities will help to improve the financials of the company.



## **Sales and Marketing Services**

Sales and Marketing was \$13,781 and \$19,775 for the three months ended June 30, 2009 and 2008, respectively as compared to \$29,706 and \$44,982 for the six months ended June 30, 2009 and 2008 respectively. The decrease in sales and marketing services relates to the reduction of the travel and hotel costs of staying in Beijing as we now have a Beijing office. Also there has been a decrease cost of hiring investor relations firms, marketing firms, and stock related services.

## **LIQUIDITY AND CAPITAL RESOURCES**

We have cash and cash equivalents of \$617 and \$4,347 as of June 30, 2009 and December 31, 2008, respectively.

We have operating activities used in \$5,634 and \$6,456 for the six months ended June 30, 2009 and 2008, respectively. The difference is mainly attributable to the increase in revenues in the current year and increase in operating expenses of the Company.

Cash provided by financing activities was \$1,904 and \$34,781 for the six months ended June 30, 2009 and 2008, respectively. The decrease is due to repayment of advances from affiliates of \$15,200 and \$5,219 for the six months ended June 30, 2009 and 2008, respectively. We received advances from affiliates of \$37,700 and \$0 for the six months ended June 30, 2009 and 2008 respectively. Also we repaid our line of credit of \$13,750 and \$0 for the six months ended June 30, 2009 and 2008 respectively.

Our operations are currently financed through various loans from senior management and principal shareholders as it has been the case for the past several years. We also had a line or credit that we can borrow against. However, there are no assurances that management will continue to fund the company. Management is in the process of taking action to strengthen our working capital position and generate sufficient cash to meet our operating needs. No assurances can be made that management will be successful in achieving its plan, or that additional capital will be available on a timely basis or at acceptable terms.

We had an unsecured promissory note in the amount of \$100,000 with Goldwater Bank, in Scottsdale, Arizona dated June 1, 2008 at an interest rate of 7.00% per annum. This note matured on February 6, 2009. As of June 30, 2009 there remains a balance due on the note of \$86,250. We accrued \$1,250 in related banking fees consistent with the terms of the agreement. The Company renegotiated the loan facility with Goldwater Bank and in May 6, 2009 at which point the Company entered into a secured promissory note in the amount of \$90,000. The promissory note matures on May 6, 2011. The promissory note has an interest rate of 8% per annum. This promissory note is personally guaranteed by our CEO and CFO. The balance of the promissory note as of June 30, 2009 is \$86,250.

We advanced funds to our CEO during the course of business at a rate of 4.5% annual interest. As of June 30, 2009 and December 31, 2008 advances receivable from the CEO were \$60,220 and \$53,375, respectively.

We received advances from its two officers and a shareholder during the course of business at a rate of 4.5% interest. As of March, 31, 2009 and December 31, 2008 advances payable to our two officers and a shareholder were \$55,800 and \$33,300.

## **WHERE YOU CAN FIND MORE INFORMATION**

You are advised to read this Form 10-Q in conjunction with other reports and documents that we file from time to time with the SEC. In particular, please read our Quarterly Reports on Form 10-Q, 10-K, and Current Reports on Form 8-K that we file from time to time. You may obtain copies of these reports directly from us or from the SEC at the SEC's Public Reference Room at 100 F. Street, N.E. Washington, D.C. 20549, and you may obtain information

about obtaining access to the Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains information for electronic filers at its website <http://www.sec.gov>.

**ITEM 3.**

**QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We do not hold any derivative instruments and do not engage in any hedging activities. Most of our activity is providing listing and financial services to companies in Asia and Taiwan. At present, the Company is providing these services to nine companies.

**ITEM 4.**

**CONTROLS AND PROCEDURES**

a) Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective such that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives. Furthermore, smaller reporting companies face additional limitations. Smaller reporting companies employ fewer individuals and find it difficult to properly segregate duties. Often, one or two individuals control every aspect of the Company's operation and are in a position to override any system of internal control. Additionally, smaller reporting companies tend to utilize general accounting software packages that lack a rigorous set of software controls.

Our Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's internal control over financial reporting as of June 30, 2009. In making this assessment, our Chief Executive Officer and Chief Financial Officer used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control -- Integrated Framework. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2009, our internal control over financial reporting was effective.

b) Changes in Internal Control over Financial Reporting.

During the Quarter ended June 30, 2009, there was no change in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**LACK OF INDEPENDENT BOARD OF DIRECTORS AND AUDIT COMMITTEE**

Management is aware that an audit committee composed of the requisite number of independent members along with a qualified financial expert has not yet been established. Considering the costs associated with procuring and providing the infrastructure to support an independent audit committee and the limited number of transactions, Management has concluded that the risks associated with the lack of an independent audit committee are not justified. Management will periodically reevaluate this situation.

**LACK OF SEGREGATION OF DUTIES**

Management is aware that there is a lack of segregation of duties at the Company due to the small number of employees dealing with general administrative and financial matters. However, at this time management has decided that considering the abilities of the employees now involved and the control procedures in place, the risks associated with such lack of segregation are low and the potential benefits of adding employees to clearly segregate duties do not justify the substantial expenses associated with such increases. Management will periodically reevaluate this situation

## PART II OTHER INFORMATION

### ITEM 1.

#### LEGAL PROCEEDINGS

Our company nor any of its officers or directors is a party to any material legal proceeding or litigation and such persons know of no material legal proceeding or litigation contemplated or threatened. There are no judgments against the Company or its officers or directors. None of the officers or directors has been convicted of a felony or misdemeanor relating to securities or performance in corporate office.

### ITEM 1A.

#### Risk Factors

*An investment in our common stock involves a high degree of risk. You should carefully consider the following information about these risks, together with the other information contained in this Quarterly Report on Form 10-Q, before investing in our common stock. If any of the events anticipated by the risks described below occur, our results of operations and financial condition could be adversely affected which could result in a decline in the market price of our common stock, causing you to lose all or part of your investment.*

#### *The Liquidity Of Our Common Stock Is Seriously Limited And There Is A Limited Market For Our Common Stock*

Our stock is currently being traded on the NASDAQ Over-The-Counter Bulletin Board, and the liquidity of our common stock is limited. The Bulletin Board is a limited market and subject to substantial restrictions and limitations in comparison to the NASDAQ system. Any broker/dealer that makes a market in our stock or other person that buys or sells our stock could have a significant influence over its price at any given time.

#### *We Depend Upon Key Management Personnel and the Loss of Any of Them Would Seriously Disrupt Our Operations:*

The success of our company is largely dependent on the personal efforts of Keith Wong and Norm Klein and other key executives. The loss of the services of Keith Wong and Norm Klein or other key executives would have a material adverse effect on our business and prospects. In addition, in order for us to undertake our operations as contemplated, it will be necessary for us to locate and hire experienced personnel who are knowledgeable in our business. Our failure to attract and retain such experienced personnel on acceptable terms will have a material adverse impact on our ability to grow our business.

#### *Our Common Stock Is Subject To Penny Stock Regulation*

Our shares are subject to the provisions of Section 15(g) and Rule 15g-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), commonly referred to as the "penny stock" rule. Section 15(g) sets forth certain requirements for transactions in penny stocks and Rule 15g-9(d)(1) incorporates the definition of penny stock as that used in Rule 3a51-1 of the Exchange Act. The Commission generally defines penny stock to be any equity security that has a market price less than \$5.00 per share, subject to certain exceptions. Rule



3a51-1 provides that any equity security is considered to be penny stock unless that security is: registered and traded on a national securities exchange meeting specified criteria set by the Commission; authorized for quotation on the NASDAQ Stock Market; issued by a registered investment company; excluded from the definition on the basis of price (at least \$5.00 per share) or the registrant's net tangible assets; or exempted from the definition by the Commission. Since our shares are deemed to be "penny stock", trading in the shares will be subject to additional sales practice requirements on broker/dealers who sell penny stock to persons other than established customers and accredited investors.

***We Do Not Intend To Pay Cash Dividends.***

We do not anticipate paying cash dividends on our common stock in the foreseeable future. We may not have sufficient funds to legally pay dividends. Even if funds are legally available to pay dividends, we may nevertheless decide in our sole discretion not to pay dividends. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of our

operations, cash flows and financial condition, operating and capital requirements, and other factors our board of directors may consider relevant. There is no assurance that we will pay any dividends in the future, and, if dividends are rapid, there is no assurance with respect to the amount of any such dividend.

***Because We Are Quoted On The OTCBB Instead Of An Exchange Or National Quotation System, Our Investors May Have A Tougher Time Selling Their Stock Or Experience Negative Volatility On The Market Price Of Our Stock.***

Our common stock is traded on the OTCBB. The OTCBB is often highly illiquid, in part because it does not have a national quotation system by which potential investors can follow the market price of shares except through information received and generated by a limited number of broker-dealers that make markets in particular stocks. There is a greater chance of volatility for securities that trade on the OTCBB as compared to a national exchange or quotation system. This volatility may be caused by a variety of factors, including the lack of readily available price quotations, the absence of consistent administrative supervision of bid and ask quotations, lower trading volume, and market conditions. Investors in our common stock may experience high fluctuations in the market price and volume of the trading market for our securities. These fluctuations, when they occur, have a negative effect on the market price for our securities. Accordingly, our stockholders may not be able to realize a fair price from their shares when they determine to sell them or may have to hold them for a substantial period of time until the market for our common stock improves.

***Failure To Achieve And Maintain Effective Internal Controls In Accordance With Section 404 Of The Sarbanes-Oxley Act Could Have A Material Adverse Effect On Our Business And Operating Results.***

It may be time consuming, difficult and costly for us to develop and implement the additional internal controls, processes and reporting procedures required by the Sarbanes-Oxley Act. We may need to hire additional financial reporting, internal auditing and other finance staff in order to develop and implement appropriate additional internal controls, processes and reporting procedures. If we are unable to comply with these requirements of the Sarbanes-Oxley Act, we may not be able to obtain the independent accountant certifications that the Sarbanes-Oxley Act requires of publicly traded companies.

If we fail to comply in a timely manner with the requirements of Section 404 of the Sarbanes-Oxley Act regarding internal control over financial reporting or to remedy any material weaknesses in our internal controls that we may identify, such failure could result in material misstatements in our financial statements, cause investors to lose confidence in our reported financial information and have a negative effect on the trading price of our common stock.

Pursuant to Section 404 of the Sarbanes-Oxley Act and current SEC regulations, beginning with our annual report on Form 10-K for our fiscal period ending December 31, 2007, we will be required to prepare assessments regarding internal controls over financial reporting and beginning with our annual report on Form 10-K for our fiscal period ending December 31, 2008, furnish a report by our management on our internal control over financial reporting. We have begun the process of documenting and testing our internal control procedures in order to satisfy these requirements, which is likely to result in increased general and administrative expenses and may shift management time and attention from revenue-generating activities to compliance activities. While our management is expending significant resources in an effort to complete this important project, there can be no assurance that we will be able to achieve our objective on a timely basis. There also can be no assurance that our auditors will be able to issue an unqualified opinion on management's assessment of the effectiveness of our internal control over financial reporting. Failure to achieve and maintain an effective internal control environment or complete our Section 404 certifications could have a material adverse effect on our stock price.

In addition, in connection with our on-going assessment of the effectiveness of our internal control over financial reporting, we may discover material weaknesses in our internal controls as defined in standards established by the Public Company Accounting Oversight Board, or the PCAOB. A material weakness is a significant deficiency, or

combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The PCAOB defines significant deficiency as a deficiency that results in more than a remote likelihood that a misstatement of the financial statements that is more than inconsequential will not be prevented or detected.

In the event that a material weakness is identified, we will employ qualified personnel and adopt and implement policies and procedures to address any material weaknesses that we identify. However, the process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company. We cannot assure you that the measures we will take will remediate any material weaknesses that we may identify or that we will implement and maintain adequate controls over our financial process and reporting in the future.

Any failure to complete our assessment of our internal control over financial reporting, to remediate any material weaknesses that we may identify or to implement new or improved controls, or difficulties encountered in their implementation, could harm our operating results, cause us to fail to meet our reporting obligations or result in material misstatements in our financial statements. Any such failure could also adversely affect the results of the periodic management evaluations of our internal controls and, in the case of a failure to remediate any material weaknesses that we may identify, would adversely affect the annual auditor attestation reports regarding the effectiveness of our internal control over financial reporting that are required under Section 404 of the Sarbanes-Oxley Act. Inadequate internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock.

***Operating History And Lack Of Profits Which Could Lead To Wide Fluctuations In Our Share Price. The Price At Which You Purchase Our Common Shares May Not Be Indicative Of The Price That Will Prevail In The Trading Market. You May Be Unable To Sell Your Common Shares At Or Above Your Purchase Price, Which May Result In Substantial Losses To You. The Market Price For Our Common Shares Is Particularly Volatile Given Our Status As A Relatively Unknown Company With A Small And Thinly Traded Public Float.***

The market for our common shares is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. The volatility in our share price is attributable to a number of factors. First, as noted above, our common shares are sporadically and thinly traded. As a consequence of this lack of liquidity, the trading of relatively small quantities of shares by our shareholders may disproportionately influence the price of those shares in either direction. The price for our shares could, for example, decline precipitously in the event that a large number of our common shares are sold on the market without commensurate demand, as compared to a seasoned issuer which could better absorb those sales without adverse impact on its share price. Secondly, we are a speculative or risky investment due to our limited operating history and lack of profits to date, and uncertainty of future market acceptance for our potential products. As a consequence of this enhanced risk, more risk-averse investors may, under the fear of losing all or most of their investment in the event of negative news or lack of progress, be more inclined to sell their shares on the market more quickly and at greater discounts than would be the case with the stock of a seasoned issuer. Many of these factors are beyond our control and may decrease the market price of our common shares, regardless of our operating performance. We cannot make any predictions or projections as to what the prevailing market price for our common shares will be at any time, including as to whether our common shares will sustain their current market prices, or as to what effect that the sale of shares or the availability of common shares for sale at any time will have on the prevailing market price.

Shareholders should be aware that, according to SEC Release No. 34-29093, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (1) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (2) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (3) boiler room practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (4) excessive and undisclosed bid-ask differential and markups by selling broker-dealers; and (5) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to

dictate the behavior of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities. The occurrence of these patterns or practices could increase the volatility of our share price.

***The Report Of Our Independent Registered Public Accounting Firm Contains Explanatory Language That Substantial Doubt Exists About Our Ability To Continue As A Going Concern***

The independent auditor's report on our financial statements contains explanatory language that substantial doubt exists about our ability to continue as a going concern. The report states that we depend on the continued contributions of our executive officers to work effectively as a team, to execute our business strategy and to manage our business. The loss of key personnel, or their failure to work effectively, could have a material adverse effect on our business, financial condition, and results of operations. If we are unable to obtain sufficient financing in the near term or achieve profitability, then we would, in all likelihood, experience severe liquidity problems and may have to curtail our operations. If we curtail our operations, we may be placed into bankruptcy or undergo liquidation, the result of which will adversely affect the value of our common shares.

***Our operations, revenue and profitability could be adversely affected by changes in laws and regulations in the countries where we do business.***

The governments of countries into which we sell our products, including the United States, Canada, Asia and the European Union, from time to time, consider regulatory proposals relating to raw materials, food safety and markets, and environmental regulations, which, if adopted, could lead to disruptions in distribution of our products and increase our operational costs, which, in turn, could affect our profitability. To the extent that we increase our product prices as a result of such changes, our sales volume and revenues may be adversely affected.

Furthermore, these governments may change import regulations or impose additional taxes or duties on certain Chinese imports from time to time. For example, in 2004, the United States government imposed heavy tariffs of more than 100 percent on certain Chinese shrimp exporters. Similar regulations and fees or new regulatory developments may have a material adverse impact on our operations, revenue and profitability.

***There could be changes in the policies of the PRC government that may adversely affect our business.***

The aquaculture industry in the PRC is subject to policies implemented by the PRC government. The PRC government may, for instance, impose control over aspects of our business such as distribution of raw materials, product pricing and sales. On the other hand, the PRC government may also make available subsidies or preferential treatment, which could be in the form of tax benefits or favorable financing arrangements.

If the raw materials used by us or our products become subject to any form of government control, then depending on the nature and extent of the control and our ability to make corresponding adjustments, there could be a material adverse effect on our business and operating results.

Separately, our business and operating results also could be adversely affected by changes in policies of the Chinese government such as: changes in laws, regulations or the interpretation thereof; confiscatory taxation; restrictions on currency conversion, imports on sources of supplies; or the expropriation or nationalization of private enterprises. Although the Chinese government has been pursuing economic reform policies for approximately two decades to liberalize the economy and introduce free market aspects, there is no assurance that the government will continue to pursue such policies or that such policies may not be significantly altered, especially in the event of a change in leadership, social or political disruption, or other circumstances affecting China's political, economic and social life.

***Certain political and economic considerations relating to PRC could adversely affect our company.***

The PRC is passing from a planned economy to a market economy. The Chinese government has confirmed that economic development will follow a model of market economy under socialism. While the PRC government has pursued economic reforms since its adoption of the open-door policy in 1978, a large portion of the PRC economy is still operating under five-year plans and annual state plans adopted by the government that set down national

economic development goals. Through these plans and other economic measures, such as control on foreign exchange, taxation and restrictions on foreign participation in the domestic market of various industries, the PRC government exerts considerable direct and indirect influence on the economy. Many of the economic reforms are unprecedented or experimental for the PRC government, and are expected to be refined and improved. Other political, economic and social factors can also lead to further readjustment of such reforms. This refining and readjustment process may not necessarily have a positive effect on our operations or future business development. Our operating results may be adversely affected by changes in the PRC's economic and social conditions as well as

by changes in the policies of the PRC government, which we may not be able to foresee, such as changes in laws and regulations (or the official interpretation thereof), measures which may be introduced to control inflation, changes in the rate or method of taxation, and imposition of additional restrictions on currency conversion.

***The recent nature and uncertain application of many PRC laws applicable to us create an uncertain environment for business operations and they could have a negative effect on us.***

The PRC legal system is a civil law system. Unlike the common law system, such as the legal system used in the United States, the civil law system is based on written statutes in which decided legal cases have little value as precedents. In 1979, the PRC began to promulgate a comprehensive system of laws and has since introduced many laws and regulations to provide general guidance on economic and business practices in the PRC and to regulate foreign investment. Progress has been made in the promulgation of laws and regulations dealing with economic matters such as corporate organization and governance, foreign investment, commerce, taxation and trade. The promulgation of new laws, changes of existing laws and the abrogation of local regulations by national laws could have a negative impact on our business and business prospects. In addition, as these laws, regulations and legal requirements are relatively recent, their interpretation and enforcement involve significant uncertainty.

***If relations between the United States and China worsen, our stock price may decrease and we may have difficulty accessing the U.S. capital markets.***

At various times during recent years, the United States and China have had disagreements over political and economic issues. Controversies may arise in the future between these two countries. Any political or trade controversies between the United States and China could adversely affect the market price of our common stock and our ability to access U.S. capital markets.

***Governmental control of currency conversion may affect the value of your investment.***

The PRC government imposes controls on the convertibility of Renminbi into foreign currencies and, in certain cases, the remittance of currency out of the PRC. Currently, the Renminbi is not a freely convertible currency. Shortages in the availability of foreign currency may restrict our ability to remit sufficient foreign currency to pay dividends, or otherwise satisfy foreign currency denominated obligations. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from the transaction, can be made in foreign currencies without prior approval from the PRC State Administration of Foreign Exchange by complying with certain procedural requirements. However, approval from appropriate governmental authorities is required where Renminbi is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans and corporate debt obligations denominated in foreign currencies.

The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay certain of our expenses as they come due.

***The fluctuation of the Renminbi may materially and adversely affect your investment.***

The value of the Renminbi against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in the PRC's political and economic conditions. Any significant revaluation of the Renminbi may materially and adversely affect our cash flows, revenues and financial condition. For example, to the extent that we need to convert U.S. dollars into Renminbi for our operations, appreciation of the Renminbi against the U.S. dollar could have a material adverse effect on our business, financial condition and results of operations.

Conversely, if we decide to convert our Renminbi into U.S. dollars for business purposes and the U.S. dollar appreciates against the Renminbi, the U.S. dollar equivalent of the Renminbi we convert would be reduced. Any



significant devaluation of Renminbi may reduce our operation costs in U.S. dollars but may also reduce our earnings in U.S. dollars. In addition, the depreciation of significant U.S. dollar denominated assets could result in a charge to our income statement and a reduction in the value of these assets.

Commencing from July 21, 2005, China has adopted a managed floating exchange rate regime based on market demand and supply with reference to a basket of currencies. The exchange rate of the US dollar against the RMB was adjusted from approximately RMB 8.28 per US dollar to approximately RMB 8.11 per US dollar on July 21, 2005. Since then, the PBOC administers and regulates the exchange rate of US dollar against RMB taking into account demand and supply of RMB, as well as domestic and foreign economic and financial conditions.

In addition, there can be no assurance that we will be able to obtain sufficient foreign exchange to pay dividends or satisfy other foreign exchange requirements in the future and we currently do not intend to pay dividends.

*It may be difficult to effect service of process and enforcement of legal judgments upon our company and our officers and directors because some of them reside outside the United States.*

Since part of our operations are presently based in China and some of our key directors and officers reside outside the United States, service of process on our key directors and officers may be difficult to effect within the United States. Also, some of our assets are located outside the United States and any judgment obtained in the United States against us may not be enforceable outside the United States. We have appointed Keith Wong, our Chief Executive Officer and President, as our agent to receive service of process in any action against our company in the United States.

## **ITEM 2.**

### **UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS SECURITIES**

During the three months ended June 30, 2009, the Company issued 200,000 shares of common stock to a consultant for services rendered. The Company shares were issued at \$.016 per which was the trading value of the stock at the date of issuance. The Company expensed \$3,200. We have sold or issued the following securities not registered under the Securities Act by reason of the exemption afforded under Section 4(2) of the Securities Act of 1933, within the last quarter. Except as stated below, no underwriting discounts or commissions were paid with respect to any of the following transactions. The offer and sale of the following securities was exempt from the registration requirements of the Securities Act under Rule 506 insofar as (1) except as stated below, each of the investors was accredited within the meaning of Rule 501(a); (2) the transfer of the securities were restricted by the company in accordance with Rule 502(d); (3) there were no more than 35 non-accredited investors in any transaction within the meaning of Rule 506(b), after taking into consideration all prior investors under Section 4(2) of the Securities Act within the twelve months preceding the transaction; and (4) none of the offers and sales were effected through any general solicitation or general advertising within the meaning of Rule 502(c).

## **ITEM 3.**

### **DEFAULTS UPON SENIOR SECURITIES**

There were no defaults upon senior securities during the period ended June 30, 2009.

## **ITEM 4.**

### **SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

There were no matters submitted to the vote of securities holders during the period ended June 30, 2009.

**ITEM 5.**

**OTHER INFORMATION**

None

**ITEM 6.**

**EXHIBITS**

**31.1** Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act

**31.2** Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act

**32.1** Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.

**32.2** Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**EastBridge Investment Group  
Corporation.**

/s/ KEITH WONG

Keith Wong,  
Chief Executive Officer

/s/ NORMAN KLEIN

Norman Klein  
Chief Financial Officer

Date: August 14, 2009

Date

August 16, 2006