

HUNT GLOBAL RESOURCES, INC.
Form 10-Q
August 15, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2011

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: 000-53515

HUNT GLOBAL RESOURCES, INC.
(Exact name of registrant as specified in its charter)

Colorado 51-0541963
State or (IRS
Incorporation Employer
ID

10001Woodloch Forest Drive, Suite 325, The Woodlands, TX 77380
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: 281-825-5000

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the 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 for Regulation S-T (ss.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

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Indicate by check mark whether the registrant is a large accelerated file, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Larger accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

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

As of August 10, 2011, there were 70,795,582 shares of the registrant's common stock issued and outstanding.

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PART I

ITEM 1. FINANCIAL STATEMENTS:

HUNT GLOBAL RESOURCES, INC.
(A Development Stage Company)
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

| | June 30, 2011 | December 31, 2010 |
|---|------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 1,732,484 | \$ 1,069,473 |
| Accounts receivable | 67,061 | - |
| Short-term loan receivable | 50,000 | - |
| Related party receivables | 72,801 | 29,413 |
| Inventory | 274,604 | - |
| Prepaid royalties to related parties | 634,986 | 622,986 |
| Prepaid expenses and other | 390,697 | 59,074 |
| Total current assets | 3,222,634 | 1,780,946 |
| | | |
| Property, plant and equipment, net of accumulated depreciation | 11,954,261 | 918,047 |
| Surface mining rights and royalty agreement | 3,696,177 | 3,696,177 |
| Intangible assets, net of accumulated amortization | 134,463,332 | - |
| Other assets | 15,000 | 25,000 |
| | | |
| Total assets | \$ 153,351,403 | \$ 6,420,170 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable, including amounts due to related parties | \$ 1,378,470 | \$ 757,879 |
| Accrued dividend payable | 232,344 | 46,666 |
| Accrued interest payable | 179,236 | 323,653 |
| Accrued liability to related party | 1,236,607 | 276,000 |
| Other current liabilities | 439,648 | - |
| Notes payable, net of unamortized discount of \$2,195,001 at June 30, 2011 | 5,431,824 | 4,346,704 |
| Notes payable to related parties | 500,000 | 1,100,000 |
| Total current liabilities | 9,398,129 | 6,850,902 |
| | | |
| Shareholders' equity (deficit) | | |
| Preferred stock, no par value, 1,000,000 shares authorized | | |
| Class A convertible - 325,000 shares authorized, 247,138 and 123,463 shares issued and outstanding at June 30, 2011 and December 31, 2010, respectively | 46,553,117 | 2,414,139 |
| Class B convertible - 325,000 shares authorized, 248,675 and 125,000 shares issued and outstanding at June 30, 2011 and December 31, 2010, respectively | 52,705,539 | 310,642 |
| Common stock, no par value, 500,000,000 shares authorized, 70,795,582 and 37,442,453 shares issued and outstanding at June 30, 2011 and December 31, 2010, respectively | 72,702,624 | 13,884,175 |
| Additional paid-in capital | 7,932,370 | - |

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| | | |
|--|----------------|--------------|
| Shareholder receivable | (8,782,141) | - |
| Unissued common stock | 297,350 | - |
| Accumulated other comprehensive income (loss) | 459,373 | - |
| Loss accumulated during the development stage | (36,319,475) | (17,039,688) |
| Total Hunt Global Resources, Inc. shareholders' equity (deficit) | 135,548,757 | (430,732) |
| Non-controlling interest | 8,404,517 | - |
| Total shareholders' equity (deficit) | 143,953,274 | (430,732) |
| Total liabilities and shareholders' equity (deficit) | \$ 153,351,403 | \$ 6,420,170 |

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

HUNT GLOBAL RESOURCES, INC.
(A Development Stage Company)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

| | For the Six Months Ended June 30, | | For the Three Months Ended June 30, | | Period From Inception to June 30, |
|--|--------------------------------------|-----------------|--|-----------------|---|
| | 2011 | 2010 | 2011 | 2010 | 2011 |
| Product sales | \$ 160,251 | \$ - | \$ 133,566 | \$ - | \$ 160,251 |
| Cost of sales | 359,696 | - | 314,517 | - | 359,696 |
| Gross profit | (199,445) | - | (180,951) | - | (199,445) |
| Operating expenses | | | | | |
| Selling, general and administrative | 6,173,303 | 1,782,131 | 4,168,734 | 925,186 | 18,316,234 |
| Depreciation and amortization | 4,987,407 | 52,836 | 3,740,063 | 26,576 | 5,129,797 |
| Total operating expenses | 11,160,710 | 1,834,967 | 7,908,797 | 951,762 | 23,446,029 |
| Loss from operations | (11,360,155) | (1,834,967) | (8,089,748) | (951,762) | (23,645,474) |
| Other income and (expenses): | | | | | |
| Interest income | 31,890 | 5,036 | 31,890 | 24 | 46,100 |
| Interest expense | (1,460,551) | (382,047) | (1,260,011) | (200,787) | (3,909,983) |
| Loss on debt conversion | (3,976,305) | - | - | - | (4,904,286) |
| Loss from settlement | (2,827,535) | - | - | - | (2,827,535) |
| Equity in loss of Momentum | (32,250) | - | (4,750) | - | (250,921) |
| Loss on investment | (25,427) | - | (25,427) | - | (1,198,022) |
| Other expense | (58,333) | - | (58,333) | - | (58,333) |
| Total other income (expenses) | (8,348,511) | (377,011) | (1,316,631) | (200,763) | (13,102,880) |
| Net loss | (19,708,666) | (2,211,978) | (9,406,379) | (1,152,525) | (36,748,354) |
| Less net loss attributable to non-controlling interests | 428,879 | - | 377,624 | - | 428,879 |
| Net loss attributable to Hunt Global Resources, Inc | (19,279,787) | (2,211,978) | (9,028,755) | (1,152,525) | (36,319,745) |
| Preferred stock dividends | (232,344) | - | (139,258) | - | (372,096) |
| Net loss attributable to common stock | \$ (19,512,131) | \$ (2,211,978) | \$ (9,168,013) | \$ (1,152,525) | \$ (36,691,571) |
| Net loss per common share - basic and diluted | \$ (0.30) | \$ (0.03) | \$ (0.13) | \$ (0.01) | |

Weighted average number of
common shares

| | | | | |
|---------------------------------|------------|------------|---------------|---------------|
| outstanding - basic and diluted | 64,464,725 | 85,017,995 | \$ 70,632,326 | \$ 85,017,995 |
|---------------------------------|------------|------------|---------------|---------------|

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

HUNT GLOBAL RESOURCES, INC.
(A Development Stage Company)
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

| | Class A Convertible Preferred Stock | Class B Convertible Preferred Stock | Common Stock | Additional Paid-in Capital | Shareholder Receivable | Unissued Common Stock | Accumulated Other Comprehensive Income (Loss) | Accumulated During the Development Stage |
|---|--|--|-----------------|----------------------------------|---------------------------|-----------------------------|---|---|
| Balance at December 31, 2010 | \$2,414,139 | \$310,642 | \$13,884,175 | \$- | \$- | \$- | \$- | \$(17,039,688) |
| Common stock issued for cash | - | - | 195,000 | - | - | - | - | - |
| Cash received for stock that remains unissued at period end | - | - | - | - | - | 297,350 | - | - |
| Common stock issued for services and prepaid services | - | - | 492,450 | - | - | - | - | - |
| Warrants issued for services | - | - | - | 573,653 | - | - | - | - |
| Options issued for 9,245,000 shares to vest over 29 months | - | - | - | 2,774,975 | - | - | - | - |
| Common stock issued upon exercise of stock options and warrants | - | - | 82,500 | - | - | - | - | - |
| Acquisition of Carbon Green NA, Inc. | 44,138,978 | 52,627,241 | 51,902,896 | - | (8,782,141) | - | - | - |
| | - | - | 3,318,068 | - | - | - | - | - |

| | | | | | | | | |
|---|--------------|--------------|--------------|-------------|---------------|-----------|-----------|----------------|
| Common stock issued in debt conversion | | | | | | | | |
| Warrants issued in debt conversion | - | - | | 1,349,905 | - | - | - | - |
| Warrants issued in connection with convertible debt | - | - | - | 628,739 | - | - | - | - |
| Value of beneficial conversion feature associated with convertible debt | - | - | - | 2,605,098 | - | - | - | - |
| Common stock issued under settlement agreement | - | - | 2,827,535 | - | - | - | - | - |
| Preferred stock dividends | - | (232,344) | - | - | - | - | - | - |
| Comprehensive income: | | | | | | | | |
| Net loss | - | - | - | - | - | - | - | (19,279,787) |
| Foreign currency translation adjustment | - | - | - | - | - | - | 459,373 | - |
| Total comprehensive income | - | - | - | - | - | - | - | - |
| Balance at June 30, 2011 | \$46,553,117 | \$52,705,539 | \$72,702,624 | \$7,932,370 | \$(8,782,141) | \$297,350 | \$459,373 | \$(36,319,475) |

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

HUNT GLOBAL RESOURCES, INC.
(A Development Stage Company)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

| | For the Six Months Ended | | Period From |
|---|--------------------------|---------------|----------------|
| | June 30, | | Inception to |
| | 2011 | 2010 | June 30, |
| | | | 2011 |
| Cash flows from operating activities | | | |
| Net loss | \$(19,708,666) | \$(2,211,978) | \$(36,748,354) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| Depreciation and amortization | 4,987,408 | 52,836 | 5,129,796 |
| Common stock and options issued for services | 3,629,078 | 225,001 | 10,105,794 |
| Loss on investment | 25,427 | - | 1,198,022 |
| Loss on debt conversion | 3,976,305 | - | 4,904,286 |
| Loss on settlement agreement | 2,827,535 | - | 2,827,535 |
| Equity in losses of Momentum | 32,250 | - | 250,921 |
| Common stock issued for payment of accrued interest | - | - | 888,941 |
| Accretion of debt discount on convertible debt | 1,038,836 | - | 1,038,836 |
| Investment exchanged for services | - | - | 10,000 |
| Issuance of note payable for consulting | - | - | 500,000 |
| Changes in operating assets and liabilities, net of acquisitions: | | | |
| Accounts receivable | 131,112 | - | 131,112 |
| Related party receivables | (43,388) | (137,708) | (72,801) |
| Inventory | (8,986) | - | (8,986) |
| Prepaid expenses and other assets | 48,873 | (195,724) | (633,187) |
| Accounts payable and accrued liabilities | 166,275 | 416,107 | 2,165,124 |
| Net cash used in operating activities | (2,897,942) | (1,851,466) | (8,312,962) |
| Cash flows from investing activities | | | |
| Purchases of property and equipment | (93,825) | (46,171) | (144,,260) |
| Investment in Momentum | (32,250) | - | (220,921) |
| Other investments | 10,000 | (10,000) | (15,000) |
| Investment in Reserve Oil Technologies | - | - | (46,416) |
| Proceeds from the sale of Reserve Oil Technologies | - | 536,265 | 536,265 |
| Cash received in acquisition of Carbon Green NA, Inc. | 295,824 | - | 295,824 |
| Net cash provided by investing activities | 179,749 | 480,094 | 455,492 |
| Cash flows from financing activities | | | |
| Proceeds from issuances of common stock | 574,850 | 1,428,000 | 6,516,850 |
| Proceeds from notes payable | 3,330,000 | - | 3,811,699 |
| Proceeds from bank loan | 146,514 | - | 146,514 |
| Payment of dividends on preferred stock | (46,666) | - | (46,666) |

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| | | | |
|--|-------------|-----------|-------------|
| Payments on notes payable | (637,736) | (62,394) | (852,685) |
| Net cash provided by (used in) financing activities | 3,366,962 | 1,365,606 | 9,575,712 |
| Effect of exchange rate changes on cash and cash equivalents | 12,242 | - | 14,242 |
| Increase (decrease) in cash and cash equivalents | 663,011 | (5,766) | 1,732,484 |
| Cash and cash equivalents, beginning of period | 1,069,473 | 5,766 | - |
| Cash and cash equivalents, end of period | \$1,732,484 | \$- | \$1,732,484 |
| Supplemental disclosure of cash flow information: | | | |
| Interest paid | \$332,919 | \$170,452 | |

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

HUNT GLOBAL RESOURCES, INC.

(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

Note 1: Basis of Presentation

The accompanying unaudited condensed financial statements of Hunt Global Resources, Inc. (“Hunt” or the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Regulation S-K. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of the Company, the accompanying unaudited condensed financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of June 30, 2011, the results of operations for the six and three months ended June 30, 2011, the shareholder’s equity and cash flows for the six months ended June 30, 2011. These financial statements should be read in conjunction with the audited financial statements and notes thereto contained in the Company's annual report on Form 10-K for the year ended December 31, 2010. There have been no updates or changes to our audited financial statements for the year ended December 31, 2010. The results of operations for the six and three months ended June 30, 2011 are not necessarily indicative of the results to be expected for the full year. The Company has established the following accounting policies:

Inventory

All inventory is stated at the lower of cost and net realizable values. Cost is determined using the weighted average method. Net realizable value is the estimated selling price in the ordinary course of business, less the costs to completion and selling expenses. Inventory consists of raw materials and finished goods inventory.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. Expenditures for new facilities or equipment and expenditures that extend the useful lives of existing facilities or equipment are capitalized and depreciated using the straight-line method at rates sufficient to depreciate such costs over the estimated productive lives. The Company’s depreciation rates on fixed assets are as follows:

| | Useful life (in years) |
|---|------------------------------|
| Building | 25 |
| Office equipment | 10 |
| Manufacturing equipment, vehicles, computers | 5 |

Gains and losses on the disposal of property, plant and equipment are determined by comparing proceeds with the carrying amount and are included in the consolidated statement of operations and comprehensive income.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at their date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Internally generated intangible assets are not capitalized and expenditure is recognized in the consolidated statement of operations and comprehensive income in the year in which the expenditure is incurred. Intangible assets consist of licenses, intellectual property and surface mining rights. Intangible assets related to licenses and intellectual property were measured on initial recognition at fair value, and are being amortized over 10 years. Intangible assets related to surface mining rights were valued based on the historical cost of the underlying property to the Company's primary shareholders, including the debt assumed by the Company. Surface mining rights will be amortized using a unit-of-production method based on estimated recoverable units once production commences.

The following table presents the cost, accumulated amortization and carrying value of intangible assets as of June 30, 2011:

| Intangible Assets | Estimated Useful Lives (Years) | Cost | Accumulated Amortization | Carrying Value |
|--|--------------------------------|---------------|--------------------------|----------------|
| Licenses | 10 | \$48,963,200 | \$1,632,108 | \$47,331,092 |
| Intellectual property | 10 | 90,136,800 | \$3,004,560 | 87,132,240 |
| Surface mining rights | * | 3,696,177 | - | 3,696,177 |
| * Amortized using units-of-production method | | \$142,796,177 | \$4,636,668 | \$138,159,509 |

HUNT GLOBAL RESOURCES, INC.

(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

Amortization expense related to intangible assets held by the Company for the six months ended June 30, 2011 and 2010 was \$4,636,668 and \$0, respectively. The estimated amortization expense to be recognized during the six months ended December 31, 2011 is approximately \$6,955,000. Estimated amortization expense for each of the next five fiscal years ending December 31, is approximately \$13,910,000. These estimates do not include amortization of the surface mining rights, as they will be amortized using the units-of-production method based on estimated recoverable units and the timing of production that cannot be reasonably estimated at this time.

Revenue Recognition

The Company recognizes revenue, net of any taxes, when persuasive evidence of a customer or distributor arrangement exists or acceptance occurs, receipt of goods by customer occurs, the price is fixed or determinable, and the sales revenues are considered collectible. Subject to these criteria, the Company generally recognizes revenue at the time of shipment or delivery to the customer, and when the customer takes ownership and assumes risk of loss based on shipping terms.

Going Concern

The Company's financial statements for the six months ended June 30, 2011 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. The Company reported an accumulated deficit of \$36,319,475 as of June 30, 2011. The Company recognized losses of \$11,160,710 from its operational activities during the six months ended June 30, 2011. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Recent Accounting Pronouncements

There were no accounting standards and interpretations issued during the six months ended June 30, 2011, which are expected to have a material impact on the Company's financial position, operations or cash flows.

Note 2: Reverse Merger

On October 29, 2010, we acquired Tombstone Technologies, Inc. ("Tombstone"), a Colorado corporation. Although Tombstone was the surviving legal entity; Hunt remained the financial reporting entity and the merger was treated as a recapitalization. The transaction was considered a recapitalization because, prior to the transaction, Tombstone was a public company with limited assets or operations and, upon completion of the transaction, Hunt shareholders emerged with a controlling 94.6% interest in the merged Company. Subsequent to the transaction, Tombstone changed its name to Hunt Global Resources, Inc.

Note 3: Acquisitions

Carbon Green N.A., Inc. (CGNA) Acquisition

On March 2, 2011, the Company entered into an acquisition agreement (the "Acquisition Agreement") to acquire substantially all of the equity of CGNA in exchange for the issuance of 30,249,256 shares of the Company's common stock, 123,675 shares of the Company's Class A Preferred Stock, 123,675 shares of the Company's Class B Preferred stock, 24,000 warrants to acquire shares of the Company's Class A Preferred Stock at an exercise price of \$208 a share

expiring on March 2, 2016, and 38,285 warrants to purchase shares of the Company's Class B Preferred Stock at an exercise price of \$248 a share expiring on March 2, 2016.

The Company obtained a valuation of CGNA provided by a valuation expert. It was concluded that the intangible assets of CGNA had a value of \$139.1 million. The remainder of the purchase price was allocated to the other assets and liabilities based on book values which approximated fair values at March 2, 2011. Using the market price of Hunt common stock as of the March 2, 2011 acquisition date, the purchase price of the acquisition of Carbon Green would have been in excess of \$300,000,000. Hunt concluded that using the fair value of the assets and liabilities assumed was a more accurate calculation of the value of CGNA versus the market price of the Hunt common stock on the date of the acquisition. The revised allocation of the purchase price is as follows:

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HUNT GLOBAL RESOURCES, INC.

(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

| Description | Allocated Purchase Price |
|-------------------------------------|-----------------------------|
| Assets acquired: | |
| Current assets | \$ 1,002,394 |
| Property, plant and equipment | 10,935,427 |
| Intangible assets | |
| Licenses | 48,963,200 |
| Intellectual property | 90,136,800 |
| Liabilities assumed | (2,316,450) |
| Non-controlling interests | (8,833,396) |
| Total purchase price | \$ 139,887,975 |

Summarized financial information for CGNA assuming 100% ownership, is as follows:

| | |
|--|-----------------------------|
| Balance Sheet Data | Balance at June 30, 2011 |
| Current assets | \$ 872,933 |
| Property, plant and equipment, net | 11,092,014 |
| Intangible assets, net | 134,463,332 |
| Current liabilities | (2,509,770) |

| | |
|---------------------------------|--|
| | From March 2, 2011 (Acquisition Date) |
| Statement of Operations Data | To June 30, 2011 |
| Revenues | \$ 160,251 |
| Cost of sales | 359,696 |
| Gross profit | (199,445) 381,475 |

| | |
|-------------------------------------|-----------------|
| General and administrative expenses | |
| Depreciation and amortization | 4,931,607 |
| Loss from operations | (5,512,528) |
| Other expenses | (87,057) |
| Net loss | \$ (5,599,585) |

The Acquisition Agreement also includes provisions for the Company to issue certain directors, employees, advisers, vendors and consultants of CGNA stock options to purchase up to 10,000,000 shares of our common stock, 9,245,000 of which have been designated at an exercise price of \$1.00 per share, expiring on March 2, 2014. These options that have been designated will not begin vesting until September 1, 2011 and will then vest in equal portions over eight quarters.

The acquisition of Carbon Green under the Merger Agreement was intended to qualify as a tax-free reorganization under the provisions of Section 368 of the Internal Revenue Code of 1986, as amended, and to be accounted for on a purchase basis.

Minnesota Frac-Sand Operation

On May 25, 2011, the Company entered into a proposed agreement to acquire the mining rights to over 900 acres of land containing an estimated 100-million tons of Northern White frac-sand. The transaction is expected to be closed once due diligence that includes approvals by regulatory agencies, further testing of the sand deposits and final negotiations of the terms of the lease has been completed.

Note 4: Property, Plant and Equipment

Property, plant and equipment consist of the following as of June 30, 2011 and December 31, 2010:

HUNT GLOBAL RESOURCES, INC.

(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

| Description | June 30, 2011 (Unaudited) | December 31, 2010 |
|--|------------------------------|-------------------------|
| Plant | \$ 6,059,003 | \$ 998,000 |
| Manufacturing equipment | 6,239,813 | 12,000 |
| Vehicles | 97,598 | 25,000 |
| Office equipment | 23,311 | 2,972 |
| Computer hardware | 27,664 | 22,464 |
| Total | 12,447,389 | 1,060,436 |
| Less: accumulated depreciation | (493,128) | (142,389) |
| Property, plant and equipment, net | \$ 11,954,261 | \$ 918,047 |

Note 5: Convertible Notes

In May 2011, the Company issued two 60 day convertible promissory notes totaling \$930,000, bearing interest at 10% per year, with principal and interest due at maturity. The notes, including unpaid interest, are convertible at maturity, at the holders' option, into shares of the Company at a conversion price of \$1.50 per share. Under the terms of the convertible notes, the holders received 973,334 detachable warrants to purchase shares of the Company's common stock at an exercise price of \$1.50 per share expiring in two years. In March 2011, the Company issued a 60 day convertible promissory note in the amount of \$200,000, bearing interest at 5% per year, with principal and interest due at maturity. The note, including unpaid interest, is convertible at maturity, at the holder's option, into shares of the Company at a conversion price of \$1.00 per share. Under the terms of the convertible note, the holder received 200,000 detachable warrants to purchase shares of the Company's common stock at an exercise price of \$1.50 per share expiring in two years.

In accordance with ASC 470-20, Debt with Conversion and Other Options, the proceeds received from the convertible notes were allocated between the convertible notes and the detachable warrants based on the relative fair value of the convertible notes without the warrants and the warrants. The portion of the proceeds allocated to the warrants was recognized as additional paid-in capital and a debt discount. In addition, the convertible notes contained a beneficial conversion feature at issuance equal to the intrinsic value of the market price of the underlying shares and the effective conversion price of the underlying shares. The beneficial conversion feature was recognized as additional paid-in capital, limited to the amount of proceeds received, and a debt discount. The debt discount related to warrants and the beneficial conversion feature is accreted into interest expense through maturity of the notes.

In June 2011, the Company issued six 180 day convertible promissory notes totaling \$2,400,000, bearing interest at 10% with principal and interest due at maturity. The notes, including unpaid interest, are convertible at maturity, at the holders' option, into stock units of one share and one warrant at a conversion price of \$1.00 per unit. The non-detachable warrants contain an exercise price of \$1.51 per share and expire in two years.

The convertible notes contained a beneficial conversion feature at issuance equal to the intrinsic value of the market price of the underlying shares plus the fair value of the warrants and the conversion price of the convertible debt instrument. The beneficial conversion feature was recognized as additional paid-in capital, limited to the amount of proceeds received, and a corresponding debt discount to be accreted into interest expense through maturity of the notes. The weighted-average fair values of the detachable and non-detachable warrants were calculated using the Black Scholes-Merton pricing model using the following assumptions:

| | |
|---|---------|
| Expected volatility of underlying stock | 58.38% |
| Risk-free interest rate | 0.45 % |
| Dividend yield | 0.00 % |
| Expected life of warrants | 2 years |
| Weighted-average fair value of warrants | \$ 0.95 |

The following table provides an analysis of activity related to convertible notes for the six months ended June 30, 2011:

HUNT GLOBAL RESOURCES, INC.

(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

| Description | Amount |
|--|--------------|
| Proceeds received on issuance of new notes in 2011 | \$ 3,330,000 |
| Discount allocated to warrants | (628,739) |
| Discount allocated to beneficial conversion feature | 2,605,098 |
| Convertible notes after discount | 96,163 |
| Accretion of discount to interest expense | 1,038,836 |
| Conversion through issuance of common stock | (200,000) |
| Convertible notes at June 30, 2011 | \$ 934,999 |
| Unamortized discount at June 30, 2011 | \$ 2,195,001 |
| Total allocated to additional paid-in capital | \$ 3,233,837 |
| Total shares of common stock to be issued, if-converted | \$ 2,886,666 |
| Aggregate value of shares, if-converted at June 30, 2011 | \$ 3,896,999 |
| If-converted value in excess of principal balance | \$ 2,962,000 |
| | \$ 10,166 |

Contractual
interest expense
for six months
ended June 30,
2011

Effective
interest rate on Greater than
convertible notes 100%

Note 6: Shareholders' Equity

Common Stock

In January 2011, we increased the authorized shares of common stock from 100,000,000 to 500,000,000. Presented below is an analysis of common stock activity during the six months ended June 30, 2011:

| 2011 Share Issuances | | Shares Issued | Per Share Value | Total Value |
|--|-----|---------------|--------------------|--------------|
| Issuance of common stock/warrants in units on conversion of debt | (1) | 980,000 | \$ 3.18 | \$ 3,116,400 |
| Issuance of common stock in settlement with investors | (2) | 897,630 | \$ 3.15 | 2,827,535 |
| Sale of common stock/warrants in units in a private placement | (3) | 240,000 | \$ 0.81 | 195,000 |
| Issuance of common stock upon exercise of warrants | (3) | 398,436 | \$ 0.00 – \$ 0.55 | 82,500 |
| Issuance of common stock upon exercise of options | (4) | 128,846 | - | - |
| Issuance of common stock for services | (5) | 200,000 | \$ 2.12 | 424,000 |
| Issuance of common stock as compensation | (6) | 31,305 | \$ 1.03 | 32,050 |
| Issuance of common stock/warrants in units on conversion of debt | (7) | 201,668 | \$ 1.00 | \$ 201,668 |
| Issuance of common stock as compensation | (8) | 26,000 | \$ 1.04 | 36,400 |
| Issuance of common stock upon acquisition of CGNA | (9) | 30,249,2563 | \$ 1.72 | 51,902,894 |

(1) Shares were issued upon conversion of \$490,000 of principal due under a note payable. Four note holders with a balance due of \$110,000 have elected not to convert. The value of the shares issued was based on the market price at the date of conversion. The Company recognized a loss on debt conversion of \$2,626,400 related to this share and warrant issuance.

(2) Shares were issued to three investors in settlement of anti-dilution provisions. The value of the shares issued is based on the market price at the date of the settlement. The Company recognized a loss from the settlement of \$2,827,535.

(3) Shares were valued based on actual cash proceeds received.

(4) Shares for cashless exercise of options.

(5) Shares were issued as prepayment for services through December 31, 2011 pursuant to a contract. The value of the shares issued is based on the market price at the date services commenced. The total value of the services was recognized as a prepaid expense and amortized equally over the period covered by the contract.

(6) Shares were issued as severance to former employees. The value of the shares issued was based cash sales at date of issue.

(7) Shares were issued upon conversion of a short-term convertible note. The value of the shares issued was based on the conversion price of \$1.00 per share.

(8) Shares were issued to consultants. The value of the shares issued was based on recent cash sales at date of issue.

(9) Shares were issued in exchange for CGNA shares. See further discussion at Note 3

HUNT GLOBAL RESOURCES, INC.

(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

Preferred Stock

Other than the preferred shares issued in the CGNA transaction per Note 3, no preferred shares have been issued during 2011.

Warrants

The Company recognizes expenses related to share-based payments in accordance with ASC 505, Equity-Based Payments to Non-Employees, for share-based payments to non-employees and ASC 718, Compensation – Stock Compensation, for share-based payments to employees. The Company measures the expense for warrants issued during the six months ended June 30, 2011 based on the estimated fair value of the warrant on the date issued and recognizes expense over the period the service is provided. The weighted average fair values were calculated using the Black Scholes-Merton option pricing model. The following assumptions were used to determine the fair value of the warrants issued during the six months ended June 30, 2011:

| | |
|---------------------------------|-----------|
| Expected stock price volatility | 48.0 % |
| Risk-free interest rate | 1.1 % |
| Dividend yield | 0.0 % |
| Expected life of warrants | 2.8 years |
| Weighted-average fair value | \$ 1.99 |

A summary of warrant activity for the six months ended June 30, 2011 follows:

| Description | Shares Underlying Warrants | Weighted-Average Exercise Price | Weighted Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value (In-The-Money) |
|----------------------------------|----------------------------|---------------------------------|--|--|
| Outstanding at December 31, 2010 | 11,270,000 | \$0.94 | 0.9 | \$4,620,700 |
| Issued in debt settlement | 490,000 | 0.50 | 4.6 | 416,500 |
| Issued in private placement | 100,000 | 1.00 | 1.7 | 35,000 |
| Issued for services rendered | 275,000 | 1.00 | 1.7 | 96,250 |
| Issued for conversion of note | 200,000 | 1.00 | 2.0 | 70,000 |
| Issued upon note issuance | 973,334 | 1.50 | 2.0 | - |
| Exercised | (300,000) | 0.55 | - | (222,750) |
| Outstanding at June 30, 2011 | 13,008,334 | \$0.97 | 1.4 | \$5,015,700 |

Stock Options

In addition to the options issued in the CGNA transaction, in March 2011, we issued 153,846 shares of common stock to one investor upon his cashless exercise of options. A summary of option activity for the six months ended June 30,

2011 is as follows:

| Description | Shares Underlying Options | Weighted Average Exercise Price | Weighted Average Remaining Term (in years) | Aggregate Intrinsic Value (In-The-Money) |
|----------------------------------|------------------------------|--|--|--|
| Outstanding at December 31, 2010 | 956,666 | \$0.76 | 1.33 | \$564,433 |
| Granted | 9,245,000 | 1.00 | 2.50 | 3,235,750 |
| Exercised | (153,846) | 0.65 | - | (182,968) |
| Outstanding at June 30, 2011 | 10,047,820 | \$0.99 | 2.33 | \$3,617,215 |
| Exercisable at June 30, 2011 | 802,820 | \$0.78 | 1.00 | \$1,782,260 |

Note 7: Subsequent Event

Capital Raises

Subsequent to June 30, 2011, the Company has raised an additional \$1,600,000 from common stock sales under a private placement and \$455,000 in notes payable. The stock issuances were executed between \$0.75 and \$1.00 per share. The notes payable were issued on similar terms as the recent issuances discussed in Note 4 above.

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

The following discussion should be read in conjunction with our unaudited financial statements and notes thereto included herein. In connection with, and because we desire to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we caution readers regarding certain forward looking statements in the following discussion and elsewhere in this report and in any other statement made by, or on our behalf, whether or not in future filings with the Securities and Exchange Commission. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward looking statements made by, or on our behalf. We disclaim any obligation to update forward-looking statements.

The independent registered public accounting firm's report on the Company's financial statements as of December 31, 2010, and for each of the years in the two-year period then ended, includes a "going concern" explanatory paragraph, that describes substantial doubt about the Company's ability to continue as a going concern.

PLAN OF OPERATIONS

On March 2, 2011, the Company entered into an acquisition agreement to acquire CGNA. The CGNA assets that we acquired under the Acquisition Agreement include an operating tire recycling plant, license agreements and 189 worldwide patents for a method of recycling 100% of scrap tires with a near zero carbon footprint (the "Carbon Green System"). The Carbon Green System was created during a five year timeframe that was devoted to developing, testing, patenting and building a fully operational system that breaks down, separates and recycles 100% of scrap tires into reusable materials. The operating plant, located in the nation of Cyprus, is currently the world's largest commercially operating "pyrolysis" plant. Under the Acquisition Agreement the Company will also assume existing license agreements that call for the Company to receive \$2 million dollars per year for five years beginning 2011 from licensees (who would otherwise forfeit licenses), and additional royalties projected to be \$60 million by year end 2011, if sales and construction goals are met by licensees. It is The Company's intention to build ten tire recycling plants in North America during the next five years to address the growing environmental problems caused by hundreds of millions of waste tires annually.

With the acquisition of CGNA, the Company is now focused on building revenue streams in three markets, (1) Frac sand, the Company currently has a mining lease on a 350 acre site located in Conroe Texas that contains approximately 40 million tons of materials including a large percentage of frac sand and the Company has entered into an agreement to acquire an additional lease on 900 acres containing approximately 100 million tons of "Northern White" frac sand which is the highest quality and most valuable natural frac sand available (the lease is based on the Company completing satisfactory due diligence that includes all of the permits that will be required to begin operations), (2) developing facilities in the U.S. devoted separating and recycling reusable materials from scrap tires and (3) manufacture of biofuels and resin coatings from its plant it acquired in 2009 (from Momentum Biofuels). The Company plans to begin construction on a frac sand processing plant for the Conroe lease during 2011. The Company is pursuing several means of raising capital to fund the construction and operation of these projects in order to develop revenue from these sources as soon as possible.

RESULTS OF OPERATIONS

For the Six Months Ended June 30, 2011 Compared to the Six Months Ended June 30, 2010

During the six months ended June 30, 2011 and June 30, 2010, the Company recognized very little revenues from its operational activities. The revenues in 2011 were generated from the pyrolysis plant in the nation of Cyprus for the four month period we have owned CGNA (from March 1 through June 30, 2011). These product revenues consisted of recycled rubber and steel that was extracted and separated under its patented technology.

During the six months ended June 30, 2011, we incurred \$6,173,303 in selling and general administrative expenses compared to \$1,782,131 during the six months ended June 30, 2010. The increase of \$4,391,172 was a result of \$2,774,977 of compensation expenses related to stock options granted pursuant to the CGNA Acquisition Agreement, \$381,475 of expenses associated with CGNA for the four month period we have owned that company and increases in audit/accounting (\$70,000), share based compensation (\$575,000), consulting (\$300,000) and property taxes (\$240,000).

During the six months ended June 30, 2011, we incurred \$4,987,408 in depreciation and amortization expenses compared to \$52,836 during the six months ended June 30, 2010. The increase of \$4,934,572 was a result of depreciation and amortization associated with the acquisition of property, plant and equipment and intangible assets in the CGNA transaction. Amortization of the intangible assets acquired from CGNA was \$4,636,668 during the four month period we have owned that company.

During the six months ended June 30, 2011, other expenses of \$8,348,511 were recorded as compared to \$377,011 during the six months ended June 30, 2010. Other expenses increased by \$7,971,500 primarily as a result of the following:

- The Company issued 980,000 shares of common stock with a value of \$3,116,400 and warrants for the purchase of 490,000 shares of common stock with a value of \$1,349,905 to settle \$490,000 of notes payable, resulting in a loss of \$3,976,305.
- The Company issued 897,630 shares of common stock with a value of \$2,827,535 to settle claims against the company for anti-dilution privileges related to debt previously retired.
- The Company issued short-term convertible notes containing beneficial conversion features and warrants resulting in the debt being discounted by \$3,233,837. The debt discount is being accreted through a charge to interest over the remaining terms of the convertible notes. The charge to interest expense related to the debt discounts totaled \$1,038,836 during the six months ended June 30, 2011.

For the Three Months Ended June 30, 2011 Compared to the Three Months Ended June 30, 2010

During the six months ended June 30, 2011 and June 30, 2010, the Company recognized very little revenues from its operational activities. The revenues in 2011 were generated from the pyrolysis plant in the nation of Cyprus for the four month period we have owned CGNA (March 1 through June 30, 2011). These product revenues consisted of recycled rubber and steel that was extracted and separated under its patented technology.

During the three months ended June 30, 2011, we incurred \$4,168,734 in selling and general administrative expenses compared to \$925,186 during the three months ended June 30, 2010. The increase of \$3,243,548 was a result of \$2,774,977 of compensation expenses related to stock options granted pursuant to the CGNA Acquisition Agreement, expenses associated with CGNA (\$180,000) for the four month period we have owned that company and increases in legal expenses (\$125,000), property taxes (\$110,000) and public company expenses (\$100,000).

During the three months ended June 30, 2011, we incurred \$3,740,063 in depreciation and amortization expenses compared to \$26,576 during the three months ended June 30, 2010. The increase of \$3,713,487 was a result of depreciation and amortization associated with the acquisition of property, plant and equipment and intangible assets in the CGNA transaction. Amortization of the intangible assets acquired from CGNA was \$3,477,501 during the three month period.

During the three months ended June 30, 2011, other expense of \$1,316,631 was recorded as compared to \$200,763 during the three months ended June 30, 2010. Other expenses increased by \$1,115,868 primarily as a result of the Company issuing short-term convertible notes containing beneficial conversion features and warrants resulting in the debt being discounted by \$3,233,837. The debt discount is being accreted through a charge to interest expense over the remaining terms of the convertible notes. The charge to interest expense related to the debt discounts totaled \$1,038,836 during the three months ended June 30, 2011.

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2011, we had a working capital deficit of \$6,175,495. We raised \$3,130,000 in cash from short-term convertible promissory notes and borrowed \$146,541 from a bank during the second quarter of 2011 to fund day to day operations. Subsequent to June 30, 2011, we raised an additional \$2,055,000 from the sale of common stock and issuance of notes payable. We are currently looking for additional capital to fund our updated business plan. We are pursuing several capital raising opportunities at this time. There can be no assurance we will be successful in raising such capital on favorable terms, if at all.

Net cash used in operating activities during the six months ended June 30, 2011 was \$2,897,942 compared to net cash used in operating activities during the six months ended June 30, 2010 of \$1,851,466. This increase was due to an increase in operations resulting from becoming a public company, expenses associated with the acquisition and operation of CGNA and activities associated with raising capital.

Net cash provided by investing activities during the six months ended June 30, 2011 was \$179,749 compared to net cash provided by investing activities of \$480,094 during the six months ended June 30, 2010. In 2011, \$295,824 in cash was received as a part of the CGNA acquisition. In 2010, we received \$536,265 in cash from the sale of Reserve Oil Technologies.

Net cash provided by financing activities during the six months ended June 30, 2011 was \$3,366,962 compared to \$1,365,606 in cash provided by our financing activities during the six months ended June 30, 2010. This \$2,001,356 increase in cash flows from financing activities was primarily due to issuances of short-term convertible notes totaling \$3,300,000, partially offset by a decrease in cash received from common stock sales of approximately \$850,000 and an increase in payments on notes payable of approximately \$575,000 during the six month period ended June 30, 2011 compared to the comparable prior year period.

Need for Additional Financing

As previously disclosed, we are actively seeking capital to fund each of our operating segments. We believe we will be able to continue to raise minimal operating capital as we have done for the past two years. We believe the recent convertible debt raise will fund our near term cash flow needs. Should we successfully obtain the debt or equity capital we are currently pursuing, we should have sufficient capital to fund at least one of our operating segments to revenue stage in late 2011. Should we not be profitable at that point, we will have to seek loans or equity placements to cover such cash needs. No other commitments to provide additional funds have been made by our management or other stockholders. Accordingly, there can be no assurance that any additional funds will be available to us to allow it to cover our expenses as they may be incurred.

ITEM 3. QUANTATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The current loans on Hunt's books are in default and are subject to high interest rates. Should Hunt successfully close any of the capital raises discussed above, approximately \$3.8 million of the proceeds will be used to retire the existing debt obligations. Should Hunt successfully complete this refinancing of debt, its financial condition will be improved and the cost of capital will be reduced via a more favorable interest rate.

ITEM 4. CONTROLS AND PROCEDURES

Disclosures Controls and Procedures

We have adopted and maintain disclosure controls and procedures (as such term is defined in Rules 13a 15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act, is recorded, processed, summarized and reported within the time periods required under the SEC's rules and forms and that the information is gathered and communicated to our management, including our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Accounting Officer)(Principal Financial Officer), as appropriate, to allow for timely decisions regarding required disclosure.

As required by SEC Rule 15d-15(b), Messrs. Sharp and Horne our Chief Executive Officer and Chief Financial Officer for the quarter ended June 30, 2010, carried out an evaluation under the supervision and with the participation of our management, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 15d-14 as of the end of the period covered by this report. Based on the foregoing evaluation, Messrs. Sharp and Horne have concluded that our disclosure controls and procedures are not effective in timely alerting them to material information required to be included in our periodic SEC filings and to ensure that information required to be disclosed in our periodic SEC filings is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure as a result of the deficiency in our internal control over financial reporting discussed below.

There were significant changes in our internal control over financial reporting that occurred during the fiscal quarter ended June 30, 2011, as a result of material weaknesses identified in 2010. We are continuing to implement controls

and procedures that will improve our controls over financial reporting as well as significantly improving the timeliness in meeting our financial reporting requirements.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS - NONE

ITEM 1A. RISK FACTORS

See risk factors included in Form 10-K filed on April 15, 2011 for risk factors.

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

On May 2 and 4, 2011, we issued warrants to purchase 973,334 shares of common stock to two accredited investors as a bonus upon conversion of a promissory note. The warrants have an exercise price of \$1.50 per share and expire on March 7, 2013. This transaction was made in reliance upon exemptions from registration under Section 4(2) of the Securities Act. The certificates to be issued for these unregistered securities will contain a legend stating that the securities have not been registered under the Securities Act and setting forth the restrictions on the transferability and the sale of the securities. No underwriter participated in, nor did we pay any commissions or fees to any underwriter, in this transaction. These transactions did not involve a public offering. The recipients were knowledgeable about our operations and financial condition. The recipients had knowledge and experience in financial and business matters that allowed them to evaluate the merits and risk of receipt of these securities.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES - NONE

ITEM 5. OTHER INFORMATION - NONE.

ITEM 6. EXHIBITS

The following is a complete list of exhibits filed as part of this Form 10-Q. Exhibit numbers correspond to the numbers in the Exhibit Table of Item 601 of Regulation S-K.

| | |
|--------------|--|
| Exhibit 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act |
| Exhibit 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act |
| Exhibit 32.1 | Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act |
| Exhibit 32.2 | Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act |

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HUNT GLOBAL RESOURCES, INC.

By: /s/George T. Sharp
George T. Sharp,
Chief Executive Officer, Principal Executive Officer and Director

By /s/Michael P. Horne
Michael P. Horne,
Chief Financial Officer, Principal Accounting Officer, Principal Financial Officer and Director.

Date: August 12, 2011

