INNOVATIVE DESIGNS INC
Form 10-K
March 16, 2011

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

x Annual report under section 13 or 15(d) of the Securities Act of 1934.
For the fiscal year ended October 31, 2010

¨ Transition report under section 13 or 15(d) of the Securities Act of 1934.
For the Transition period from _______ to ________.

Commission file number: 000-51791

Innovative Designs, Inc.
(Exact name of registrant as specified in its charter)

Delaware	03-0465528
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
223 North Main Street, Suite 1 Pittsburgh, Pennsylvania	15215
(Address of Principal Executive Offices)	(Zip Code)

(412) 799-0350
(Registrant's telephone number including area code)

Securities to be registered pursuant to Section 12(b) of the Exchange Act:

____

Securities registered or to be registered pursuant to Section 12(g) of the Exchange Act:
(Title of Class)

Common Stock, $.001 par value per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
¨ Yes x No

Indicate by check mark if the registrant is not required to file reports pursuant to section 13 or Section 15 (d) of the Act.
¨ Yes x No

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and 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 such filing requirements for the past 90 days. Yes x 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 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 if disclosure of delinquent filers to Item 405 of Regulation S-K (sec. 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (Check One)

Large accelerated filer ¨ Accelerated filer ¨

Non-accelerated filer ¨ Smaller reporting company x

(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 x

The issuer's revenues for its most recent fiscal year were $1,108,955.

The aggregate market value of the voting stock and non-voting stock held by non-affiliates of the issuer based on the closing price of $0.25 on March 31, 2010, as reported by the Over-The Counter Bulletin Board was $2,162,185.

The number of shares of the issuer's common stock outstanding, as of March 11, 2011, was 18,730,743.

Transitional Small Business Disclosure Format: Yes ¨ No x

ITEM 1. DESCRIPTION OF BUSINESS.

The Company, which was incorporated in the State of Delaware on June 25, 2002, markets cold weather recreational and industrial clothing products that are made from INSULTEX, a low density foamed polyethylene, a material with buoyancy, scent block, and thermal resistant properties. We have a license agreement directly with the owner of the INSULTEX Technology.

The distribution rights we have are derived from our license agreement. As such, we purchase INSULTEX to be used in the manufacturing of our products. Similarly, other companies are free to purchase INSULTEX from us assuming that it is a company within the distribution jurisdiction that we have, which is worldwide with the exception of Korea and Japan. Other than Korea and Japan, we are the sole worldwide supplier/distributor of the INSULTEX material.

We offer the following products containing INSULTEX:

- Floating Swimwear: Product under our product name "Swimeez". Our swimwear is designed to be a swim aid. The interior lining of our swimwear product is made from INSULTEX, which enhances floatability. This product was discontinued during 2010.

- Hunting Apparel Line: Our hunting apparel provides almost total block from odors provided by the INSULTEX material. This product was discontinued during 2010.

- Arctic Armor Line: The Arctic Armor line, introduced in April of 2006, consists of a jacket, bib and gloves. The suit contains 3 layers of INSULTEX for uncompromised warmth and provides the user with guaranteed buoyancy. The gloves contain a single layer of INSULTEX and are windproof, waterproof and good to sub-zero temperatures as are the jacket and bibs.

- House Wrap: We will, beginning in 2011, offer our house wrap product for the building construction industry. This product, made from INSULTEX, will provide barrier protection plus moisture vapor transmission and approximately R2 insulation.

- INSULTEX Material: we sell INSULTEX material in bulk to non-competing customers.

We also offer a product that helps restore the waterproof character of the outer side of our Arctic Armor clothing.

Our products, except for our gloves and headwear which are manufactured in China by purchase order, are manufactured, under agreement, at a facility we currently utilize in Indonesia. We assumed no material costs associated with the design, prototyping, and testing of these products because: (a) we did not utilize the services of any outside consultant or company for these purposes and (b) although we used the services of our Chief Executive Officer and Vice President of Sales and Marketing for these purposes, their efforts are part of their normal responsibilities.

The INSULTEX License and Manufacturing Agreement

Under the terms of the agreement between us and the Ketut Group, Ketut Group agrees to promptly deliver to Innovative Designs, Inc. within twenty-eight (28) days of receiving an order, all INSULTEX ordered by us. Under the terms of the agreement, we are required to pay a fixed amount per meter of INSULTEX. This fixed amount will not change under the agreement for a period of ten (10) years after the date of the agreement was signed, which was April 1, 2006. The agreement provides that after the ten (10) year period, the price of the INSULTEX shall be adjusted for a subsequent ten (10) year term, no more than twelve percent (12%) per the subsequent ten (10) year period. We order INSULTEX from time to time as needed and are not required to purchase any minimum amount of INSULTEX during the term of the agreement, and we are not required to make any minimum annual payment. However, should we place an order; any quantity ordered must be a minimum of 35,000 meters of INSULTEX. We are not required to pay any part of any sublicense fee that we receives from third party sublicensees, and we are not required to pay any fees to the Ketut Group. This agreement will be in full legal force and effect for an initial term of ten (10) years from the date of its execution. We have the option to renew this agreement for up to three (3) successive terms of ten (10) years each by giving notice of our intention to so renew not less than ninety (90) days prior to the expiration of the then-current term.

The Haas Agreement

On June 16, 2003, we completed an agreement with Haas Outdoors in which Haas Outdoors granted us a non-exclusive wholesale license in North America to: (a) manufacture, or sell products or to have manufactured for us, and to sell licensed products of Haas Outdoors; and (b) use the licensed trademark of Haas Outdoors in association with the marketing and sale of licensed products. The agreement defines licensed products as a product which bears or otherwise includes Haas Outdoors' licensed design and is further restricted to mean only our outdoor apparel. "Licensed design" is defined in the agreement as the camouflage pattern(s) known as the Mossy Oak Break-Up and/or New BreakUp and Duck Blind patterns and which is covered by Haas Outdoors' copyrights, including but limited to United States Copyright Registration No. 2,227,642. The agreement defines "licensed trademark" as Haas Outdoors' trademarks Mossy Oak Break-Up and/or New BreakUp and Duck Blind patterns. The term of the agreement is two years from the effective date of the agreement, May 30, 2003. During 2010, the Company extended the terms of this agreement with Haas Outdoors for an additional two years. We paid a one time $250 licensing fee for these rights. We are also required to pay to Haas Outdoors a running royalty, which is included in the price of fabrics purchased from licensed vendors of Haas Outdoors.

In addition, the agreement provides that we, as the licensee in the agreement are required to: (a) place on the licensed products in a manner prescribed by copyright laws and unless otherwise indicated, a sufficient copyright notice including the copyright notice, the year of publication, and an identification of Haas Outdoors as the owner; and (b) in all instances where Haas Outdoors so desires, we will include on licensed products the authorized trademark associated with the authorized design. We also agreed that nothing in the agreement will confer upon us any proprietary interest in the licensed designs, the licensed trademarks, or any other copyright, trademark and patents rights owned by Haas Outdoors. In addition, we agreed that Haas Outdoors is the owner of the licensed designs and licensed trademarks and that we will not contest the validity or enforceability of the licensed trademarks or Haas Outdoors copyrights in the licensed designs.

The Jordan Agreement.

In April 2008, we entered into a licensed agreement with Jordan Outdoor Enterprises, Ltd. for the use of their REAL TREE and ADVANTAGE trademarked artistic camouflage designs. We may use the designs in our hooded jacket, insulated bibs and waterproof/breathable gloves. We must submit all samples of proposed products for preapproval as well as all catalog, advertising, display or promotional copy. Official hangtags or stickers must be affixed to all covered products. All fabrics with the authorized patters must be purchased from an authorized fabric source. The term of the agreement is for five years with the licensor having the right to terminate the agreement upon thirty days notice. We paid a $500 execution fee.

Arctic Armor Line

Our Arctic Armor line products are intended for use by the following consumer groups that are in the Company's target market for these products:

- Ice fisherman
- Snowmobilers
- Utility workers
- Oil/gas pipeline workers
- Railroad workers
- Construction workers
- Ski resort workers; and
- Police and First responders.

House Wrap

In early January 2008, we announced that we had completed our research and development effort on a new use for INSULTEX as a house wrap for the building construction industry. This house wrap will provide barrier protection plus moisture vapor transmission and the novel feature of approximately R2 insulation. The house wrap was designed specifically to add enhanced insulating characteristics. In addition the house wrap will be priced competitively with existing house wraps that do not provide any insulation. The development efforts were conducted by our own personnel. The testing phase has been completed and the product was found to be up to code and we are now offering it for sale..

Website and Retailers

We sell both wholesale and retail products on our web site. Our web site, located at www.idigear.com, contains information on our products, technical information on INSULTEX insulation, e-commerce capabilities with "shopping cart", wholesaler information and order forms, company contact information, and links to retailers that carry our products. We have obtained the services of BA Web Productions who assists us in designing and continually developing our website. Our web site features a "wholesaler only" area, allowing our wholesalers access to information, ordering, and reordering. The web site is hosted by Nidhog Hosting. The secure payment gateway provider for our online e-commerce is First Data.. Our products are offered and sold by retailers, distributors and through our web site in all states, Canada, the Russian Federation and Finland. Except for products sold through our web site others who purchase our products do so at wholesale prices which they plan to sell at their retail prices, or use within their industry:

Sales

We primarily sell our products through independent sales agents and agencies. Once we have made contact with a potential sales agency or solo agent, we evaluate their existing accounts, the capacity and potential for them to effectively push our products. We also look at their current product lines through the sales channel. Our primary market area is the outdoor industry which includes all activity done in cold weather. These activities include recreational such as hunting, ice fishing, snowmobiling, and industries such as oil and gas, utilities and construction. Once we agree to bring on an independent sales agent or agency, we enter into a standard agreement.

A typical sales representative agreement will have a term of one year with the right of either party to terminate upon thirty days written notice. We do not provide any free samples of our products and all sales expenses are the sole obligation of the sales agent. In the case of our agreement for the Russian and Finland Federation, the agent is required to prepay for all products ordered.

Certain retailers buy directly from us. We have no verbal or written agreements with them. These retailers purchase our products strictly on a purchase order basis. During our last fiscal year, we sold our products to such retailers as Gander Mountain, Scheels, and Frank’s Great Outdoors. Some of our distributors during the last fiscal year were Big Rock Sports, Triple S Pro Fishing Supplies, KTL Canada, Thomas Industries and Cannon Tackle. We distribute our products to the following:

Swimeez Products

We distribute our Swimeez products through a distributor and through our web site.

Hunting Apparel Line

We distribute our hunting apparel through a distributor and through our web site.

Six pocket pants, 1/2 zip pullover jacket with collar, parka jacket, fleece jacket, guide series shirt, bib coveralls in light weight, bib coveralls in arctic weight. We distribute these products to the public, through product information mailings to prospective retail buyers and private showings to targeted buyers in the retail industry.

Arctic Armor Line

We distribute the Arctic Armor Line to retailers and distributors across the United States, Canada and the Russian Federation and Finland. These products are also marketed to utility companies, oil/gas pipeline workers, railroad workers, police and first responders and to construction workers.

House Wrap

We plan to offer our house wrap product directly to builders and to distributors.

Our marketing program consists of the following:

MARKETING COMPONENT

Webside Development and Internet Marketing

We contract with marketing consultants to:

(a) increase visitation to our website;
(b) link with other established websites;
(c) issue press releases to on-line publications;
(d) conduct banner advertising;
(e) develop arrangements with online retailers that purchase our products on a wholesale basis.

Sales Representatives

Our vice president of sales and marketing works to:

(a) sell our merchandise to retail chain stores;
(b) attend and network trade shows to establish industry related contracts;
(c) initiate relationships with local and national recreational organizations; and
(d) provide support to our manufacturer representatives

Contract with Manufacturer

We utilize the services of sales agencies to represent our products in the United States, Canada, and the Russian Federation and Finland.

Public Relations Campaign

Subject to funding, we plan to contract with marketing consultants to develop and distribute press releases regarding company status, product innovations, and other notable events and developments. Currently our public relations are conducted by our own staff.

Design and Develop

We presently use our own staff for services related to literature, displays, develop brochures, point-of-sale displays, mailers, media materials, and literature and sales tools for our sales representatives and manufacturer representatives. At such time as we have sufficient funding, we intend to contract out some of these services.

Establish Wholesale

We are and continue to develop relationships or distribution relationships with retail points for our products to retail chain outlets and mass merchandisers to sell our products.

Develop Trade Show Booth

We use our own personnel to design and develop a portable display booth, and product materials to be used in sporting goods and outdoor apparel trade shows.

We ship wholesale product orders by United Parcel Service or trucking companies. Retail orders from our website are shipped United Parcel Ground Service or Federal Express overnight. The costs of shipping our finished goods are paid by our customers. We have not instituted any formal arrangements or agreements with United Parcel Service, Federal Express or trucking companies, and we do not intend to do so.

Our "idigear" label is sewn on all of our products. Haas Outdoors, Inc.'s Mossy Oak Break Up and New Break Up and Duck Blind hang tags are attached only to our "Mossy Oak pattern" outdoor apparel products. Additionally, we will be utilizing the Mossy Oak camouflage on the new products that we are in the development stages of introducing, which will feature the Mossy Oak hang tag with our "idigear" hang tag. REAL TREE and ADVANTAGE hangtags are used for products using these patterns.

INSULTEX will be used in all our finished goods, except for our headwear, and will be purchased directly from the Ketut Group.

All of our products, except for our gloves, which are produced in China, are sub-manufactured by PT Lidya and Natalia located in Indonesia. Indonesia does not impose quotas that limit the time period or quantity of items which can be imported. The United States Customs Service imposes a 9% importation duty on all finished goods, based upon our completed stadium packs. All other products are 6.5% including INSULTEX.

We have no verbal or written agreements or long term agreements with PT Lidya and Natalia and we do not plan to obtain any such agreements. Our products are manufactured on a per order basis.

The fulfillment process involved in completing wholesale orders for non-stocked swimsuit, hunting line and arctic armor products is described below:

- We receive a purchase order for a certain number of items from a wholesale purchaser by hand delivery, fax, courier, or mail, with an authorized signature of the purchaser. We do not accept telephone orders.
- We contact our sub-manufacturers with the details of the order, including the number of units to be produced according to design or model, size, or color. The sub-manufacturer procures all materials required for the product.
- We complete and forward a purchase order to the manufacturer. The manufacturer approves or disapproves a purchase order.
- If the purchase order is approved, the manufacturer responds with a final cost, production schedule and date the goods will be delivered to us.
- Our sub-manufacturers ship finished goods to us.
- We receive finished goods, and facilitate turn-around for shipment to retailers. Goods are received in our distribution center where they are packaged in Master Packs, hang tags attached, and UPC/UCC codes labels applied to items for retailer distribution.

Any inventory we maintain is stored at our warehousing facility. Our warehouse facility has the capacity to hold 250,000 finished products in inventory.

In 2003, we were granted a trademark for our name "idigear" with the United States Patent and Trademark Office.

In 2005, we were granted the mark "INSULTEX" by the United States Patent and Trademark Office.

In December 2009, we filed a patent application, No. 12 642714, with the United States Patent and Trademark Office for our Composite House Warp. The application is still pending.

Our production costs are limited to the invoices we receive from our sub-manufacturer, PT Lidya and Natalia, on a per production basis and for our gloves from our supplier in China.

Because we use sub-manufacturers for our products, we do not require any equipment for manufacturing and we do expect to incur any material costs affiliated with purchase of plant and significant equipment. We do not currently have any plant or significant equipment to sell.

We have spent no funds on research and development of our products. In March of 1999, our ex-affiliate, RMF Global, hired and paid $5,275 to Vartest Laboratories, Inc. to perform testing of the INSULTEX material. Other than the testing performed by Vartest Laboratories, Inc, Innovative Designs, Inc. has spent no significant funds on research and development.

The Vartest Laboratories test results establish the buoyancy and insulation qualities of INSULTEX. The results are as follows:

Issue	Test Result	
Fabric Weight	0.042 oz./square yard	Low
Fabric Thickness	0.021 inches	Thin
Thermal Retention	Clo value: 2.0	Good
Air Permeability (protection from wind)	0.01 cubic feet of air/min/ft2 of material (Good)	Low
Moisture Permeability (protection from water)	5 grams/sq. meter/24 hrs. (Good)	Low

During 2005, the Company hired Texas Research Institute Austin, Inc. to perform testing on the permeation of gas on the INSULTEX product. The testing was based upon accepted industry practices. The permeation test resulted in almost no detection of the gas through the INSULTEX throughout the testing procedures.

Although we are not aware of the need for any government approval of our principal products, we may be subject to such approvals in the future.

United States and foreign regulations may subject us to increased regulation costs, and possibly fines or restrictions on conducting our business. We are subject, directly or indirectly, to governmental regulations pertaining to the following government agencies:

Federal Trade Commission

The product suppliers and manufacturers of our products, to the extent that they are involved in the manufacturing, processing, formulating, packaging, labeling and advertising of the products, may be subject to regulations by the Federal Trade Commission which may bring injunctive action to terminate the sale of such products, impose civil penalties, criminal prosecutions, product seizures, and voluntary recalls. Should we or our suppliers become subject to any such orders or actions, our brand name reputation and that of our suppliers and products will be adversely affected and our business would be negatively affected.

United States Customs Service

We are required to pay a 7.1% importation duty to the United States Customs Service on all finished goods. All other products are 6.5% including INSULTEX. We import INSULTEX from Indonesia from the Ketut Group, in accordance with Innovative Design's agreement with the Ketut Group.

United States Department of Labor's Occupational Safety and Health Administration

Because our sub-manufacturers manufacture our completed products, we and our sub-manufacturers will be subject to the regulations of the United States Department of Labor's Occupational Safety and Health Administration.

We are not aware of any governmental regulations that will affect the Internet aspects of our business. However, due to increasing usage of the Internet, a number of laws and regulations may be adopted relating to the Internet covering user privacy, pricing, and characteristics and quality of products and services. Furthermore, the growth and development of Internet commerce may prompt more stringent consumer protection laws imposing additional burdens on those companies conducting business over the Internet. The adoption of any additional laws or regulations may decrease the growth of the Internet, which, in turn, could decrease the demand for Internet services and increase the cost of doing business on the Internet. These factors may have an adverse affect on our business, results of operations, and financial condition.

Moreover, the interpretation of sales tax, libel, and personal privacy laws applied to Internet commerce is uncertain and unresolved. We may be required to qualify to do business as a foreign corporation in each such state or foreign country. Our failure to qualify as a foreign corporation in a jurisdiction where we are required to do so could subject us to taxes and penalties. Any such existing or new legislation or regulation, including state sales tax, or the application of laws or regulations from jurisdictions whose laws do not currently apply to our business, could have a material adverse affect on our business, results of operations and financial condition.

We currently have no costs associated with compliance with environmental regulations. Because we do not manufacture our products, but rather they are manufactured by our sub-manufacturers, we do not anticipate any costs associated with environmental compliance. Moreover, the delivery and distribution of our products will not involve substantial discharge of environmental pollutants. However, there can be no assurance that we will not incur such costs in the future.

We estimate that all of our revenues will be from the sale of our products. We will sell our products at prices above our original cost to produce our products. Prices for some of our products will be lower than similar products of our competitors, while others will be higher. We expect our product prices to be lower than network marketing companies, but higher compared with retail establishments that directly manufacture their own products.

Products that are sold directly by our website will be priced according to our Manufacturer Suggested Retail Prices. Our wholesale clients will purchase our products at our wholesale prices. We recommend that our retailer clients sell our products at the Manufacturer Suggested Retail Prices that we provide to them which are the same prices for products on our website; however, they are not required to do so and may price our products for retail sale at their discretion. We have established M.A.P. (minimum advertised pricing) on our Arctic Armor™ suit in an attempt to allow all retailers and distributors carrying the line to obtain reasonable gross margin dollars.

We currently have a total of 4 employees, 2 of which are full time employees and 2 of which are part-time employees. We also use a consultant to head our sales and marketing effort.

We have no collective bargaining or employment agreements.

Reports and Other Information to Shareholders

We are subject to the informational requirements of the Securities Exchange Act of 1934. Accordingly, we file annual, quarterly and other reports and information with the Securities and Exchange Commission. You may read and copy these reports and other information we file at the Securities and Exchange Commission's public reference rooms in Washington, D.C., New York, New York, and Chicago, Illinois. Our filings are also available to the public from commercial document retrieval services and the Internet world wide website maintained by the Securities and Exchange Commission at www.sec.gov.

ITEM 1A RISK FACTORS.

Competition

The markets served by the Company are highly competitive. Competitive pricing pressure could result in loss of customers or decreased profit margins. Competition by product type includes the following:

The markets for our products are increasingly competitive. Our competitors have substantially longer operating histories, greater brand name and company name recognition, larger customer bases and greater financial, operating, and technical resources than us. Because we are financially and operationally smaller than our competitors, we will encounter difficulties in capturing market share. Our competitors are able to conduct extensive marketing campaigns and create more attractive pricing of their target markets than we are.

Some of our biggest competitors in the Arctic Armor™ line are:

- Ice Clam Corporation
- Vexilar
- Mustang Survival

We compete in the following ways:

A. Emphasize the Advantages of our Products.

Floating Swimwear Products

We emphasize the following characteristics of our swimeez swimsuit product:

- inherent buoyancy of INSULTEX which is sewn into our swimsuit and results in a less obtrusive swimming experience while still retaining buoyancy in comparison to some of our competitors; and
- low weight.

Hunting Line

We emphasize the following characteristics and advantages of our hunting line products:

- light weight;
- compactness;
- water proof;
- thermal insulation properties which makes a thinner more compact and warmer garment or accessory than some of our competitors;
- competitive wholesale and retail prices; and
- introduction of a new proprietary technical insulation, i.e. "INSULTEX", to the hunting industry that has fewer such technical insulations in use by that industry; and
- scent barrier.

Arctic Armor Line

We emphasize the following characteristics and advantages of our Arctic Armor line products:

- light weight
- waterproof
- windproof
- sub-zero protection
- buoyancy

The basis for our above product claims is derived from the Vartest Lab Results, a fiber/yarn, fabric and apparel testing firm.

INSULTEX provides a scent barrier which we had a permeation test performed on at the Texas Research Institute Austin, Inc. The product was subjected to gas simulant for an eight-hour period. The product was tested for permeation of the gas every three minutes for the duration of the test with almost no detection of the gas throughout the test. The testing was based upon accepted industry practices as well as the test method used.

B. Utilize our web site to promote, market, and sell our products to consumers.

C. Utilize professional sales representatives and manufacturer representatives to sell our products to established retailers, especially sporting goods retailers.

Our products have the following disadvantages in comparison to the products of our competitors:

- Lack of brand name recognition or recognition of the properties of INSULTEX and its advantages. We, as well as our products, have little brand name recognition compared to our competitors. And we may encounter difficulties in establishing product recognition. Also, although our products have insulation properties, the material "down" has a widespread and established reputation as being the superior insulation in the market, while the properties and advantages of INSULTEX has little public recognition.

There can be no assurance that we will be able to compete in the sale of our products, which could have a negative impact upon our business.

We do not expect our business to be dependent on one or a few customers or retailers; however, there is no assurance that we will not become so dependent.

Cyclicality

The Company's apparel sales fluctuate based on temperature and weather conditions. Our products are suitable primarily for cold weather conditions. This will cause a cyclical effect on sales. It also makes our revenues totally dependent on cold weather

Material Acquisition

All of the materials and items required to manufacture our products are purchased by our manufacturer in Indonesia with the exception of the Mossy Oak material and the Real Tree. We order the Mossy Oak material and it is delivered to our manufacturer.

The Company has only one supplier of INSULTEX, the special material which is manufactured within the apparel of our products. Additionally, we have one manufacturer that produces the apparel on behalf of the Company, located in Indonesia. Any delays in getting INSULTEX and/or our finished products adversely affect our revenue stream

Our Indonesia based manufacturer, PT Lidya and Natalia, has sole discretion in the sourcing and ordering of materials for their production runs, the costs of which we reimburse PT Lidya and Natalia.

Geographic Concentration

Many of the Company's sales to retailers are concentrated in colder climates of the United States and Canada. To the extent that any regional economic downturn impacts these regions, the Company will be adversely affected.

Management

The Company is dependent on the management of Joseph Riccelli, Sr., our Chief Executive Officer. The loss of Mr. Riccelli's services could have a negative impact on the performance and growth of the Company for some period of time.

Stock Price

The Company’s stock is thinly traded. Should a major shareholder decide to liquidate its position, there could be a negative effect on the price of the stock until this condition is resolved.

Penny Stock Considerations

Our shares are "penny stocks" as that term is generally defined in the Securities Exchange Act of 1934 as equity securities with a price of less than $5.00. Our shares may be subject to rules that impose sales practice and disclosure requirements on broker-dealers who engage in certain transactions involving a penny stock.

Under the penny stock regulations, a broker-dealer selling a penny stock to anyone other than an established customer or "accredited investor" must make a special suitability determination regarding the purchaser and must receive the purchaser's written consent to the transaction prior to the sale, unless the broker-dealer is otherwise exempt. Generally, an individual with a net worth in excess of $1,000,000 or annual income exceeding $200,000 individually or $300,000 together with his or her spouse is considered an accredited investor. In addition, under the penny stock regulations the broker-dealer is required to:

- Deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the Securities and Exchange Commission relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt;

- Disclose commissions payable to the broker-dealer and its registered representatives and current bid and offer quotations for the securities;

- Send monthly statements disclosing recent price information pertaining to the penny stock held in a customer's account, the account's value and information regarding the limited market in penny stocks; and

- Make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction, prior to conducting any penny stock transaction in the customer's account.

Because of these regulations, broker-dealers may encounter difficulties in their attempt to sell shares of our stock, which may affect the ability of shareholders or other holders to sell their shares in the secondary market and have the effect of reducing the level of trading activity in the secondary market. These additional sales practice and disclosure requirements could impede the sale of our securities if our securities become publicly traded. In addition, the liquidity for our securities may be adversely affected, with a corresponding decrease in the price of our securities. Our shares may someday be subject to such penny stock rules and our shareholders will, in all likelihood, find it difficult to sell their securities.

Significant Customers

During our fiscal year ended October 31, 2010, two customers accounted for more than ten percent of our sales, KTL Canada (11.7%) and Pro Fishing Supplies (10.3%).

ITEM 2. PROPERTIES.

Since May 2002, we have maintained our executive offices of 1500 square feet at 223 North Main Street, Suite 1, Pittsburgh, Pennsylvania 15215. We pay monthly rent of $700.00 to Riccelli Properties, a property management firm owned by our Chief Executive Officer, Joseph Riccelli. We have a verbal lease agreement with Riccelli Properties to pay Riccelli Properties $700 per month. This verbal agreement further provides that we or Riccelli Properties may terminate this verbal lease at any time with 30 days written notice.

In October 2002, we arranged for the lease of warehouse space for our inventory and raw materials at 124 Cherry Street, Etna, Pennsylvania. This facility encompasses 13,000 square feet of storage space on the first floor and 2,000 square feet for our sales department offices located on the second floor. We have entered into a verbal agreement with the owner of the building and we pay $3,200 per month for the space. This facility is composed of: (a) warehouse and storage areas including four (4) shipping bays and a distribution area consisting of square footage to store upward of 250,000 finished goods products; and (b) four (4) offices, one (1) conference room, with presentation area and sample display and (2) bathrooms totaling approximately 2,000 square feet located on the second floor. Mr. Frank Riccelli is the brother to our Chief Executive Officer. The condition of our leased property is good.

We do not own any property nor do we have any plans to own any property in the future. We do not currently intend to develop properties. We are not subject to competitive conditions for property and currently have no property to insure. We have no policy with respect to investments in real estate or interests in real estate and no policy with respect to investments in real estate mortgages. Further, we have no policy with respect to investments in securities of or interests in persons primarily engaged in real estate activities. We consider the condition of our leased property to be suitable for our needs.

ITEM 3. LEGAL PROCEEDINGS.

We are subject to dispute and litigation in the ordinary course of our business. None of these matters, in the opinion of our management, is material or likely to result in a material effect on us based upon information available at this time.

ITEM 4. REMOVED AND RESERVED

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY; RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Below is the market information pertaining to the range of the high and low bid information of our common stock for each quarter for the last two fiscal years. Our common stock is quoted on the OTC Bulletin Board under the symbol IVDN. The quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

FY 2010	Low	High
Fourth Quarter	$ .20	$ .36
Third Quarter	$ .22	$ .42
Second Quarter	$ .20	$ .40
First Quarter	$ .16	$ .50

FY 2009	Low	High
Fourth Quarter	$ .06	$ .35
Third Quarter	$ .20	$ .38
Second Quarter	$ .05	$ .46
First Quarter	$ .20	$ .45

On March 11, 2011, the closing bid price was $.20.

The source of the above data is http://finance.yahoo.com.

Holders.

As of March 11, 2011, we had 154 holders of record of our common stock. We have one class of stock outstanding. We have no shares of our preferred stock outstanding.

Dividends.

We have not declared any cash dividends on our stock since our inception and do not anticipate paying such dividends in the foreseeable future. We plan to retain any future earnings for use in our business. Any decisions as to future payment of dividends will depend on our earnings and financial position and such other factors as the Board of Directors deems relevant.

Recent Sales of Unregistered Securities.

On December 11, 2008, we issued a total of 20,000 shares of our common stock for cash for $.40 per share or $8,000 in a private placement to one investor. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, as an offering not involving a public offering.

On December 30, 2008, we issued a total of 70,000 shares of our common stock for cash for $.30 per share or $21,000 in a private placement to one investor. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, as an offering not involving a public offering.

On December 30, 2008, we issued a total of 1,500 shares of our common stock to a salesman for their services for $.30 per share or $450. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, as an offering not involving a public offering.

On February 5, 2009, we issued a total of 100,000 shares of our common stock to a financial consultant for their services for $.25 per share or $25,000. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, as an offering not involving a public offering.

On February 5, 2009, we issued a total of 25,000 shares of our common stock to our sales and marketing manager for $.25 per share or $6,250. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, as an offering not involving a public offering.

On March 6, 2009, we issued a total of 54,000 shares of our common stock for financial public relations to a consultant for $.40 per share or $21,600. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, as an offering not involving a public offering. Subsequently on June 2, 2009, the Company cancelled 27,000 shares of this stock for non-performance of services. The shares were valued at $.40 per share or an aggregate of $10,800.

On May 26, 2009, we issued 5,000 shares of our common stock to a salesman for $.30 per share or $1,500. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, as an offering not involving a public offering.

On May 25, 2010, we issued 12,000 shares of our common stock for professional services for $.20 per share or $2,400. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, as an offering not involving a public offering.

On October 7, 2010, we issued 20,000 shares of our common stock for professional services for $.25 per share or $5,000. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, as an offering not involving a public offering.

ITEM 6. SELECTED FINANCIAL DATA

As a smaller reporting company, under SEC regulations, we are not required to furnish selected financial data.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

General

The following information should be read in conjunction with the consolidated financial statements and the notes thereto appearing elsewhere in this report.

Disclosure Regarding Forward-Looking Statements

Certain statements made in this report, and other written or oral statements made by or on behalf of the Company, may constitute “forward-looking statements” within the meaning of the federal securities laws. When used in this report, the words “believes,” “expects,” “estimates,” “intends,” and similar expressions are intended to identify forward-looking statements. Statements regarding future events and developments and our future performance, as well as our expectations, beliefs, plans, intentions, estimates or projections relating to the future, are forward-looking statements within the meaning of these laws. Examples of such statements in this report include descriptions of our plans and strategies with respect to developing certain market opportunities, and our overall business plan. All forward-looking statements are subject to certain risks and uncertainties that could cause actual events to differ materially from those projected. We believe that these forward-looking statements are reasonable; however, you should not place undue reliance on such statements. These statements are based on current expectations and speak only as of the date of such statements. We undertake no obligations to publicly update or revise any forward-looking statement, whether as a result of future events, new information or otherwise.

Background

Innovative Designs, Inc. (hereafter referred to as the “Company”, “we” or “our”) was formed on June 25, 2002. We primarily market and sell clothing products such as swim wear, hunting apparel, and cold weather gear called “Arctic Armor” that are, except for our headwear, made from INSULTEX, a material with buoyancy, scent block and thermal resistant properties. We also are starting to offer our house wrap product line which is also made from INSULTEX. We obtain INSULTEX through a license agreement with the owner and manufacturer of the material.

Results of Operations

Comparison of the fiscal year ended October 31, 2010, with the fiscal year ended October 31, 2009.

The following table shows a comparison of the results of operations between the fiscal years ended October 31, 2010 and October 31, 2009:

	Fiscal Year Ended October 31, 2010	% of Sales	Fiscal Year Ended October 31, 2009	% of Sales	$ Increase (Decrease)	% Change
REVENUE	$1,108,955	100 %	$837,224	100 %	$271,731	32.5 %
OPERATING EXPENSES						
Cost of sales	600,139	42.7 %	378,110	45.2 %	222,029	58.7 %
Selling, general and administrative expenses	420,768	37.9 %	418,834	50.0 %	1,934	.4 %
Income/(loss) from operations	88,048	7.9 %	40,280	4.8 %	47,768	118.6 %
OTHER INCOME (EXPENSE)						
Other income	258	.00 %	5,000	.6 %	(4,742)	(94.8)%
Interest income (expense)	(39,729)	(3.2)%	(23,280)	(2.8)%	(16,449)	(70.7)%
Net income	$48,577	4.4 %	$22,000	2.6 %	$26,577	120.8 %

Fiscal years ended October 31, 2010 and 2009

Results of Operations

Revenues for the fiscal year ended October 31, 2010, were $1, 108,955 compared to revenues of $837,224 for the comparable period ending October 31, 2009. The increase is a result of more retailers selling our products and our products becoming better known. Nearly all of our revenues were derived from our Arctic Armor product line. During the period we took back products valued at approximately $78,700 from a distributor. We were not required to accept the return but made a business decision to do so.

Selling, general and administrative expense increased from $418,834 in fiscal year 2009, to $420,768, in fiscal year ending October 31, 2010. Some of the increases were for salary of approximately $9,000, embroidery cost of approximately $7,000, insurance increases of approximately $6,000 and selling commissions of approximately $9,000.

Our cost of sales increase included a write down of obsolete inventory of approximately $126,000. The inventory write down consisted primarily of our swimwear and hunting product lines. We no longer manufacture any of these product lines. One of our distributors has indicated that they will start to offer these lines in the warmer climates in which they operate.

Liquidity and Capital Resources

During the fiscal year ended October 31, 2010, we funded our operations from revenues from sales, and loans from our Chief Executive Officer and others. We will continue to fund our operations from these sources and the possible sale of our securities until we are able to secure commercial lending arrangements.

Short Term: We funded our operations with revenues from sales and from loans from our Chief Executive Officer and others. During the fiscal year ended October 31, 2010, we borrowed approximately $ 311,500, from these sources. We cannot access commercial lines of credit.

Our debt obligations consist of the following:

- US SBA Loan. The amount was $280,100. This was a disaster loan assistance program. The date of the loan was July 12, 2005. The interest rate is 2.9% yearly. Payments are $1,186 per month for thirty years. The loan is guaranteed by our CEO and he and his spouse have pledged certain assets as collateral for the loan. The loan was modified on January 23, 2006. The new loan amount is $430,000. The monthly payments are $1,820 and the loan matures in July 2035. As the loan was for a specific disaster assistance program we cannot obtain any additional funds.

- James Kearney. The principal amount of the loan is $45,000 and the interest owed is $92,000. Interest has stopped on the loan. Interest and principle are due and payable in full at any time after December 10, 2005. In December 2010, we paid down $10,000 of the amount owed leaving a principle balance of $35,000.

- Riccelli Properties. Riccelli Properties is owned by our CEO. The amount of the advances is $16,416. The advances were made on an oral basis at various times between 2004 and 2009. The advances are non-interest bearing and there are no repayment terms.

- Joseph Riccelli. The amount of the loan is $15,000. Interest is 8% for 120 days. The interest is due on demand on July 11, 2010. As of March 11, 2011, $15,000 is still outstanding.

- Joseph Riccelli. The amount of the loan is $10,000. Interest is 10% for 120 days. The interest is due on demand on January 7, 2011. As of March 11, 2011, $10,000 is still outstanding.

- Xunjin Hua. The amount of the loan is $40,000. Interest is at 10% for 90 days. The principal and interest is due on demand on November 15, 2009. As of October 31, 2010, the loan has been paid.

- Frank Riccelli. The amount of the loan is $15,000. Interest is at 10% for 90 days. The principal and interest is due on demand on November 15, 2009. As of October 31, 2010, the advance has been paid in full.

- Dr. John V. Bailliet. The amount of the loan is $10,000. Interest is at 10% for 90 days. The principal and interest is due on demand on November 28, 2009. As of October 31, 2010, the advance has been paid in full.

- Frank Riccelli. The amount of the loan is $40,000. Interest is at 10% for 90 days. The principal and interest is due on demand on October 20, 2010. As of October 31, 2010, the advance has been paid in full.

- Xunjin Hua. The amount of the loan is $40,000. Interest is at 10% for 120 days. The principal and interest is due on demand on December 1, 2010. As of March 11, 2011, the balance owed on the loan is $22,000.

- Dr. John V. Bailliet. The amount of the loan is $20,000. Interest is at 10% for 90 days. The principal and interest is due on demand on November 15, 2010. As of March 11, 2011, the amount has been paid in full.

- Dr. John V. Bailliet. The amount of the loan is $10,000. Interest is at 10% for 90 days. The principal and interest is due on demand on December 1, 2010. As of March 11, 2011, the loan had been paid.

- Daryl Zaentz. The amount of the loan is $15,000. Interest is at 10% for 120 days. The principal and interest is due on demand on January 6, 2011. As of March 11, 2011, the loan had been paid.

- Daryl Zaentz. The amount of the loan is $35,000. Interest is at 10% for 120 days. The principal and interest is due on demand on February 16, 2011. As of March 11, 2011, the loan has been paid.

- Sol & Tina Waxman Family Foundation. The amount of the loan is $50,000. Interest is at 10% for 120 days. The principal and interest is due on demand on January 28, 2011. As of March 11, 2011, the loan had been paid.

- Dr. John V. Bailliet. The amount of the loan is $20,000. Interest is at 10% for 90 days. The principal and interest is due on demand on November 28, 2010. As of March 11, 2011, the advance has been paid in full.

- Robert Welde. The amount of the loan is $20,000. Interest is at a rate of 10% for 120 days. The principal and interest is due on December 10, 2010. As of March 11, 2011, the loan had been paid.

The Company intends to repay these debt obligation with funds it generates from revenues, from the possible sale of its securities either debt or equity, from advances from its CEO or other stockholders or from commercial loan arrangements. Because we cannot currently access commercial lending facilities, should we not be able to continue to obtain funding from our CEO and/or other individuals or sell our securities or should our revenues decrease our operations would be severely effected as we would not be able to fund our purchase orders to our suppliers for finished goods. The Company continues to pay its creditors when payments are due and has been successful in expanding its sales base into the oil and gas industry and the railroad industry and other areas where cold weather clothing is required.

Long Term: The Company will continue to fund operations from revenues, borrowings and the possible sale of its securities. Should we not be able to continue to rely on these sources our operations would be severely effected as we would not be able to fund our purchase orders to our suppliers for finished goods. The Company is currently pursing financing to fund its long-term liquidity needs. We are attempting to obtain purchase order financing which would greatly assist our cash flow and allow us to expand our marketing efforts. We are also seeking a commercial line of credit.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK.

As a smaller reporting company under SEC Regulation, we are not required to provide this information.

ITEM 8. FINANCIAL STATEMENTS.

Our audited financial statements may be found beginning on page 31 elsewhere in this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS AND FINANCIAL DISCLOSURE.

None

ITEM 9A. (T) CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

Management, including our principal executive/financial officer, evaluated the effectiveness of the design and operation of disclosure controls and procedures as of October 31, 2010 and, based on their evaluation, our principal executive/financial officers have concluded that these controls and procedures are ineffective. During the fourth quarter end October 31, 2010, it was noted that the Company was not able to close the books and records in a timely fashion, hence the delay in filing the Form 10K. Additionally, a number of adjusting journal entries were needed to be performed to correctly reflect the balances.

Effective March 19, 2008, our Chief Executive Officer temporarily assumed the duties of the Chief Financial Officer.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal controls over financial reporting as defined in Rule 13-15(f) of the Securities Exchange Act. Our management determined that our internal control over financial reporting was effective as of October 31, 2010.

Our management has conducted an evaluation of the effectiveness of our internal control over financial reporting as of October 31, 2010, based on the framework and criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

There have been no significant changes in our internal control over financial reporting during the fiscal year ended October 31, 2010 and 2009, or subsequent to October 31, 2010, that has materially affected or is reasonably likely to materially affect, our internal control over financial reporting, except as discussed above.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Executive Officers

Our executive officers are elected annually by our board of directors. A majority vote of the directors who are in office is required to fill vacancies on the board. Each director shall be elected for the term of one (1) year and until his successor is elected and qualified, or until his earlier resignation or removal. The directors named below will serve until the next annual meeting of our shareholders or until a successor is elected and has accepted the position.

Our directors and executive officers are as follows:

Name	Age	Position	Term
Joseph Riccelli	61	Chief Executive Officer/Chief Financial Officer/Chairman and Principal Accounting Officer	1 year
Dean P. Kolocouris	40	Director	1 year
Robert D. Monsour	60	Director	1 year
Daniel P. Rains	58	Director	1 year

Joseph Riccelli has been our Chief Executive Officer and Chairman of the Board since our inception in June 2002. Mr. Riccelli was the owner of Pittsburgh Foreign and Domestic, a sole proprietor car dealership located in Glenshaw, Pennsylvania. Joseph Riccelli attended Point Park College located in Pittsburgh, Pennsylvania from 1971 to 1972.

Dean P. Kolocouris has been one of our Directors since our inception in June 2002. From December 1996 to present, Mr. Kolocouris has been a Loan Officer and Assistant Vice President at Eastern Savings Bank located in Pittsburgh, Pennsylvania. In June 1993, Mr. Kolocouris received a Bachelors Degree in Finance from Duquesne University located in Pittsburgh, Pennsylvania.

Robert D. Monsour has been one of our Directors since our inception in June 2002. From November 1997 to 2005, Mr. Monsour was the Administrator of RGM Medical Management, a medical management firm headquartered in Pittsburgh, Pennsylvania. Thereafter he has acted as a consultant specializing in litigation support to various attorneys and law firms in Western Pennsylvania. Mr. Monsour received the following degrees from the University of Pittsburgh located in Pittsburgh, Pennsylvania: (a) Juris Doctor Degree in May 1983; (b) completed the course of study for a Masters Degree in International Affairs at the Graduate School of Public and International Affairs in May 1983, with the exception of a required Masters Thesis; and (c) Bachelor of Arts Degree in Political Science in May 1978.

Daniel P. Rains has been a director since March 2007. Mr. Rains is currently Vice President of business development at McCarl's, Inc., and a mechanical contracting firm. He has held this position for fifteen years. From 1981 through 1987, Mr. Rains was a professional football player for the Chicago Bears. He is a graduate of the University of Cincinnati.

Section 16(a) Beneficial Ownership Reporting Compliance

Mr. Joseph Riccelli, a director and our Chief Executive Officer, sold common stock on March 12, 2010, and filed a Form 4 on March 23, 2010.

Audit Committee

We do not have a separate standing Audit Committee. Therefore, our entire Board of Directors acts as the Audit Committee. The Board of Directors has determined that Mr. Dean Kolocouris is its financial expert. Mr. Kolocouris is a loan officer for a bank and has a degree in Finance.

Nominating and Compensation Committees

We do not have either a nominating committee or a compensation committee. The basis for the Board of Directors to not have a nominating committee is the fact that our principal stockholder who is also our CEO and Chairman of the Board controls approximately sixty percent of the voting stock. And the Company has never held an Annual Meeting of stockholders. New board members are recommended to the Board by the Chairman of the Board.

Board of Directors Meetings

During the last full fiscal year there were three meetings of the Board of Directors.

Code of Ethics

We have not, as yet, adopted a code of ethics. We have only one full time executive officer/ chief financial officer who also acts as our principal accounting officer. To date, our operations have been so minimal and our staff so small that we have not considered a formal standard relating to the conduct of our personnel.

ITEM 11. EXECUTIVE COMPENSATION.

The following Executive Compensation Chart highlights the terms of compensation for our Executives.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Joseph Riccelli, Chief Executive Officer Chairman	2010	$ 15,000	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -
Joseph Riccelli, Chief Executive Officer Chairman	2009	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -

- 23 -

Except for $15,000 paid in December 2009, our Chief Executive Officer has not been paid any compensation since inception.

There are no employment agreements between us and our executive officer Joseph Riccelli, Sr. There are no change of control arrangements, either by means of a compensatory plan, agreement, or otherwise, involving our current or former executive officers. There are no automobile lease agreements or key man life insurance policies that are to the benefit of our executive officers, in which we would make such payments. There are no standard or other arrangements in which our directors are compensated for any services as a director, including any additional amounts payable for committee participation or special assignments. There are no other arrangements in which any of our directors were compensated during our last fiscal year for any service provided as a director.

Other than Mr. Ricelli, who is our CEO, the Board of Directors considers the remaining Directors Messrs. Monsour, Koloccouris and Rains to be independent directors.

DIRECTOR COMPENSATION

Name	Fees Paid Or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Dean P. Kolocouris	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -
Robert D. Monsour	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -
Daniel P. Rains	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -
Joseph Riccelli	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -	- 0 -

Securities Authorized for Issuance under Equity Compensation Plans.

EQUITY COMPENSATION PLAN INFORMATION

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding reflected in column (a)) (c)
Equity compensation plans approved by security holders	$ 400,000	$ 0.42 (2)	$ 383,000

(1) The Company has issued an additional 12,000 shares of its stock to various consultants in exchange for past and future services. The weight average price per share was $0.2818.

(2) Weighted average price was based on the market value of the shares on or about the date the service was performed. Market value of the price per share ranged from $2.00 to $0.15 per share over the period of time in which the various services were performed.

(3) All stock that has been issued by the Company out of the equity compensation plan was for the exchange of professional services. No shares were sold for cash.

Use of Proceeds from Registered Securities

Not applicable

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT, AND RELATED STOCKHOLDER MATTERS.

The following table sets forth the ownership as of March 1, 2010 (a) by each person known by us to be the beneficial owner of more than five percent (5%) of our outstanding common stock, and/or (b) by each of our directors, by all executive officers and our directors and executive officers as a group.

To the best of our knowledge, all persons named have sole voting and investment power with respect to such shares, except as otherwise noted. There are not any pending or anticipated arrangements that may cause a change in our control.

Security Ownership of Management

Title of Class	Name and Address		Amount	Nature	Percent	
Common Stock	Joseph Riccelli Chief Executive Officer Chairman of the Board of Directors 142 Loire Valley Drive Pittsburgh, PA 15209		9,124,000	Direct	48.7	%
		(1)	831,000	Indirect	4.4	%
Common Stock	Robert D. Monsour Director 6131 Saltzburg Road Murrysville, PA 15668		- 0 -			
Common Stock	Dean P. Kolocouris Director 120 Timberglen Drive Imperial, PA 15126		52,000	Direct	*	
Common Stock	Daniel P. Rains 2509 Wigham Road Aliquippa, PA 15001		75,000	Direct	*	
All Directors and Executive Officers as a Group			10,082,000		53.8	%

* Represents less than one percent.

(1) Represents 561,000 shares of common stock held in the Gino A. Riccelli Trust and 240,000 shares of common stock held in the Joseph A. Riccelli Trust. Both Trusts are for the sons of our Chief Financial Officer. Mr. Joseph Riccelli, Sr. is the trustee of both trusts.

By virtue of his stock ownership or control over our stock, Mr. Riccelli may be deemed to “control” the Company.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Our officers and directors may encounter conflicts of interests between our business objectives and their own interests. We have not formulated a policy for the resolution of such conflicts. Future transactions or arrangements between or among our officers, directors and shareholders, and businesses they control, may result in conflicts of interest, and the conflicts may be resolved in favor of businesses that our officers or directors are affiliated, which may have an adverse affect on our revenues.

Our officers and directors have the following conflicts of interests:

- We lease our executive offices from Riccelli Properties, which is solely owned by our Chief Executive Officer, Joseph Riccelli, Sr., for which we pay $700 per month for a total of $8,400 per year and we lease our warehouse space from the brother of our Chief Financial Officer. We pay $3,200 per month for a total of $38,400 per year.

We have received advances from some of our Executive officers and directors.

- We received various advances from Riccelli Properties from 2004 through 2009. We currently owe approximately $74,000 on the advances; there are no written loan documents to evidence these advances. There is no interest rate on the advances and the advances have no specified repayment terms.

- During 2010, our Chief Executive Officer loaned the Company a total of $25,000.

Independence of Board Members

The Company has adopted the NASDAQ Listing Rules; Rule 5605 and 5605 (a) (20, for determining the independence of its directors. Directors are deemed independent only if the Board affirmatively determines that the director has no material relationship with the Company directly or as an officer, share owner or partner of an entity that has a relationship with the Company or any other relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Audit Fees

The aggregate fees billed for the fiscal years ended October 31, 2010 and 2009 for professional services rendered by the principal accountant for the audit of our annual financial statements and review of the financial statements included in our Form 10-K or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows: (a) during fiscal year ended October 31, 2010 and 2009, our current auditors, Louis Plung & Company billed the Company $17,500 and $15,000 for professional services, respectively.

Audit Related Fees
None.

Tax Fees
None.

All Other Fees
None.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

Exhibit Number	Description
3.1	Certificate of Incorporation*
3.2	Bylaws*
4	Specimen Stock Certificate*
10.1	Exclusive License and Manufacturing Agreement by and between Ko-Myung Kim, Ketut Jaya and Innovative Designs, Inc. [Confidential Treatment Requested]**
10.2	Authorization dated April 1, 2008 by and between Jordan Outdoor Enterprises, Ltd and Innovative Designs, Inc.***
10.3	License Agreement effective May 30, 2005 by and between Hass outdoors, Inc. and Innovative Designs, Inc.***
10.4	Loan Authorization Agreement, dated July 12, 2005 between the U. S. Small Business Administration and Innovative Designs, Inc.***
10.5	Note Agreement between Xunjin Hua and Innovative Designs, Inc., dated July 28, 2010.
10.6	Motor Vehicle Installment Sale Contract dated September 26, 2005.***
10.7	Change in Terms Agreement between Enterprise Bank and Innovative Designs, Inc. dated June 1, 2006.***
10.8	Agreement by and between Innovative Designs, Inc and James Kearney dated July 28, 2004.***
10.9	Note Agreement between Frank Riccilli and Innovative Designs Inc., dated June 10 2010, principle amount $15,000.
10.10	Note Agreement between Frank Riccilli and Innovative designs Inc., dated June 10, 2010, principle amount $40,000.
10.11	Note agreement between Sol & Tina Waxman Family Foundation and Innovative Designs, Inc., dated September 20, 2010.
10.12	Personal Service Agreement dated May 5, 2005, by and between Innovative Designs, Inc. and William Thomas Mass.****
10.13	Note Agreement between Dr. John V. Bailliet and Innovative Designs dated August 10, 2010.
10.14	Note Agreement between Dr. John V. Bailliet and Innovative Designs Inc., dated August 17, 2010.
10.15	Note Agreement between Dr. John V. Bailliet and Innovative Designs Inc., dated August 24, 2010.
10.16	Note Agreement between Daryl Zaentz and Innovative Designs inc., dated October 22, 2010.
10.17	Note Agreement between Daryl Zaentz and Innovative Designs Inc., dated September 1, 2010.
10.18	Note Agreement between Joseph Riccelli and Innovative Design Inc., dated March 11, 2010.
10.19	Note Agreement between Joseph Riccilli and Innovative designs Inc., dated September 7, 2010.
10.20	Note Agreement between Bob Welde and Innovative Designs Inc., dated July 28, 2010.
23.0	Consent of Independent Registered Public Accounting Firm.
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002.
99	Test Results from Vartest Lab.*
100	Test Results from Texas Research Institute Austin, Inc.*

* Previously filed as exhibits to Registration Statement on Form SB-2 filed on March 11, 2003
** Previously filed as exhibit to Form 10-KSB filed on February 8, 2008
*** Previously filed as exhibits to Form 10-K/A filed November 23, 2009
**** Previously filed as exhibits to Form 10-K/A-1 filed January 10, 2010

SIGNATURES

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

INNOVATIVE DESIGNS, INC.
(Registrant)

Date: March 11, 2011 by: /s/ Joseph Riccelli
Joseph Riccelli
Chief Executive Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: March 11, 2011 by: /s/ Joseph Riccelli
Joseph Riccelli
Chief Executive Officer,
Chief Financial Officer, Principle
Accounting Officer, and Chairman
of the Board of Directors

Date: March 11, 2011 by: /s/ Dean P. Kolocouris
Dean P. Kolocouris
Director

Date: March 11, 2011 by: /s/ Robert D. Monsour
Robert D. Monsour
Director

Date: March 11, 2011 by: /s/ Daniel Rains
Daniel Rains
Director

INNOVATIVE DESIGNS, INC.

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
October 31, 2010 and 2009

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Board of Directors
Innovative Designs, Inc.
Pittsburgh, Pennsylvania

We have audited the accompanying balance sheets of Innovative Designs, Inc. as of October 31, 2010 and 2009, and the related statements of operations, stockholders' equity, and cash flows for the years ended October 31, 2010 and 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Innovative Designs, Inc. as of October 31, 2010 and 2009, and the results of its operations, and its cash flows for the years ended October 31, 2010 and 2009, in conformity with accounting principles generally accepted in the United States of America.

/s/ Louis Plung & Company, LLP

Pittsburgh, Pennsylvania
March 11, 2011

INNOVATIVE DESIGNS, INC.

BALANCE SHEETS
October 31, 2010 and 2009

	2010	2009
ASSETS		
CURRENT ASSETS:		
Cash	$116,950	$26,872
Accounts receivable	152,207	119,123
Inventory	904,487	811,730
Deposits on inventory	-	123,312
Total current assets	1,173,644	1,081,037
PROPERTY AND EQUIPMENT, NET	1,805	4,642
TOTAL ASSETS	$1,175,449	$1,085,679
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$43,511	$53,983
Current portion of notes payable	280,859	177,029
Accrued interest expense	104,620	98,300
Accounts payable - related party	28,220	28,620
Related party debt	41,416	84,000
Due to shareholders	209,364	214,764
Accrued expenses	896	896
Total current liabilities	708,886	657,692
LONG-TERM LIABILITIES		
Long-term portion of notes payable	373,277	388,928
Total long term liabilities	373,277	388,928
TOTAL LIABILITIES	1,082,163	1,046,620
STOCKHOLDERS' EQUITY:		
Preferred stock, $.0001 par value, 100,000,000 shares authorized		
Common stock, $.0001 par value, 500,000,000 shares authorized, 18,730,743 and 18,703,743 issued and outstanding at October 31, 2010 and 2009, respectively	1,875	1,873
Additional paid in capital	5,643,666	5,638,018
Accumulated deficit	(5,552,255)	(5,600,832)
Total stockholders' equity	93,286	39,059
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$1,175,449	$1,085,679

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

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INNOVATIVE DESIGNS, INC.

STATEMENTS OF OPERATIONS
For the Years Ended October 31, 2010 and 2009

	2010	2009
REVENUE	$1,108,955	$837,224
OPERATING EXPENSES:		
Cost of sales	600,139	378,110
Selling, general and administrative expenses	420,768	418,834
	1,020,907	769,944
Income from operations	88,048	40,280
OTHER INCOME AND (EXPENSE):		
Other income	258	5,000
Interest expense	(39,729)	(23,280)
	(39,471)	(18,280)
Net income	$48,577	$22,000
Per share information - basic and fully diluted		
Weighted Average Shares Outstanding	18,808,542	18,640,135
Net income	.003	.001

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

INNOVATIVE DESIGNS, INC.

STATEMENTS OF STOCKHOLDERS' EQUITY
For the Years Ended October 31, 2010 and 2009

	Common Stock Shares	Amount	Additional Paid in Capital	Retained Deficit	Total
Balance at October 31, 2008	18,455,243	$ 1,846	$ 5,565,045	$ (5,622,832)	$ (55,941)
Shares issued for services	185,500	21	54,779	-	54,800
Shares issued for cash	90,000	9	28,991	-	29,000
Return of shares for non- performance of services	(27,000)	(3)	(10,797)	-	(10,800)
Net income	-	-	-	22,000	22,000
Balance at October 31, 2009	18,703,743	1,873	5,638,018	(5,600,832)	39,059
Shares issued for services	32,000	3	7,397	-	7,400
Return of shares for non- performance of services	(5,000)	(1)	(1,749)	-	(1,750)
Net income	-	-	-	48,577	48,577
Balance at October 31, 2010	18,730,743	$ 1,875	$ 5,643,666	$ (5,552,255)	$ 93,286

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

INNOVATIVE DESIGNS, INC.

STATEMENTS OF CASHFLOW
For the Years Ended October 31, 2010 and 2009

	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$48,577	$22,000
Adjustments to reconcile net income to cash provided by operating activities:		
Common stock issued for services	7,400	54,800
Common stock returned for noncompliance of services	(1,750)	(10,800)
Depreciation	2,837	6,033
Changes in operating assets and liabilities:		
Accounts receivable	(33,084)	40,005
Inventory	(218,949)	(79,435)
Allowance for obsolete inventory	126,192	-
Deposits on inventory	123,312	181,688
Customer deposits	-	(9,823)
Accounts payable	(10,472)	(34,906)
Accrued expenses	-	(16,589)
Accrued interest on notes payable	5,820	(19,200)
Net cash provided by operating activities	49,883	133,773
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments from shareholder advances	(178,607)	(106,437)
Payment on related party note	(84,000)	(128,000)
Payment of shareholder advances	-	(113,736)
Proceeds from related party	36,016	-
Common stock issued for cash	-	29,000
Proceeds from loan payable to related party	-	84,000
Proceeds from shareholder advances	266,786	105,749
Net cash provided by (used in) financing activities	40,195	(129,424)
Net increase in cash	90,078	4,349
Cash - beginning of period	26,872	22,523
Cash - end of period	$116,950	$26,872
Supplemental cash flow information:		
Cash paid for interest	$19,500	$16,480

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

INNOVATIVE DESIGNS, INC.

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations - Innovative Designs, Inc. (the "Company"), which was incorporated in the State of Delaware on June 25, 2002, markets cold weather recreational and industrial clothing products that are made from INSULTEX, a low density foamed polyethylene, a material with buoyancy, scent block, and thermal resistant properties. These products are offered and sold by retailers, distributors, and companies throughout the United States, Canada, the Russian Federation and Finland.

Basis of Accounting - The financial statements are prepared using the accrual basis of accounting in which revenues are recognized when earned and expenses are recognized when incurred.

Fiscal Year End - The Company's fiscal year ends on October 31.

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 reported amounts and disclosures. Actual results may differ from these estimates and assumptions.

Cash and Cash Equivalents - The Company defines cash and cash equivalents as those highly liquid investments purchased with a maturity of three months or less.

Revenue Recognition - The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectibility is probable. Revenue is derived from sales of the Company's recreational products such as artic armor. Sales of these items are recognized when the items are shipped. The Company offers a 5 day return policy and no warranty on all of its products. All sales outside the United States are entered into using the U.S. dollar as its functional currency. During 2010, the Company took back products from two customers that accounted for $93,070 in revenue. The Company was not required to accept the return but made a business decision to do so.

Financial Instruments - Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of October 31, 2010 and 2009. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash, accounts receivable, accounts payable and notes payable. Fair values were assumed to approximate carrying values for these financial instruments because they are short term in nature and their carrying amounts approximate fair values. The carrying value of the Company's long-term debt approximated its fair value based on the current market conditions for similar debt instruments.

Allowance for Bad Debts - The Company considers all accounts receivable balances to be fully collectable at October 31, 2010 and 2009, accordingly, no allowance for doubtful accounts is provided. If amounts become uncollectible, they will be charged to operations when the determination is made.

Inventory - Inventory consists principally of purchased finished goods. Inventory is stated at the lower of cost or market on a first-in, first-out basis.

INNOVATIVE DESIGNS, INC.

NOTES TO FINANCIAL STATEMENTS

The Company has decided to discontinue the manufacturing of its hunting and swimming line of apparel. The Company has booked a reserve against this inventory at October 31, 2010 of approximately $126,000.

Property and Equipment - Property and equipment are recorded at cost. Depreciation is computed using the straight line method over the estimated useful lives of the related assets.

Property and equipment are summarized by major classification as follows:

Equipment	7 years
Furniture and fixtures	7 years
Leasehold improvements	5 years
Automobiles	5 years

Maintenance and repairs are charged to operating expenses as incurred, significant improvements are capitalized. When property is sold or otherwise disposed of, the asset account and related accumulated depreciation account are relieved, and any gain or loss is included in operations.

Impairment of Long-Lived Assets - The Company reviews the carrying value of its long-lived assets annually or whenever events or changes in circumstances indicate that the historical cost-carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the carrying value of the asset by estimating the future net cash flows expected to result from the asset, including eventual disposition. If the future net cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset's carrying value and fair value. There was no impairment of long-lived assets during 2010.

Income Taxes - The Company follows FASB ASC 740 "Accounting for Income Taxes" for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled. Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Net Income Per Common Share - The Company calculates net income per share as required by Statement of Financial Accounting Standards FASB ASC 260, "Earnings per Share." Basic earnings per share is calculated by dividing net income by the weighted average number of common shares outstanding for the period. The Company did not compute dilutive earnings per share because there is only one class of stock.

INNOVATIVE DESIGNS, INC.

NOTES TO FINANCIAL STATEMENTS

Stock-Based Compensation - The Company accounts for equity instruments issued to employees for services based on the fair value of the equity instruments issued and accounts for equity instruments issued to other than employees based on the fair value of the consideration received or the fair value of the equity instruments, whichever is more reliably measurable.

The Company accounts for stock based compensation in accordance with FASB ASC 718, “Accounting for Stock-Based Compensation." The provisions of FASB ASC 718 allow companies to either expense the estimated fair value of stock options or to continue to follow the intrinsic value method set forth in APB Opinion 25, "Accounting for Stock Issued to Employees" (APB 25) but disclose the pro forma effects on net income (loss) had the fair value of the options been expensed. The Company has elected to continue to apply APB 25 in accounting for its stock option incentive plans.

New Accounting Pronouncements - During 2010 and 2009, various new Accounting Standard Updates (ASUs) were issued by the Financial Accounting Standards Board (FASB). Management has determined based on their review that the following ASUs issued during 2010 and 2009 may be applicable to the Company. As new ASUs are released, Management will assess if they are applicable and if they are applicable, their affect will be included in the notes to the financial statements.

In December 2009, the FASB issued ASU 2009-17, “Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities”, which changes the consolidation guidance applicable to a variable interest entity (VIE”). It also amends the guidance governing the determination of whether an enterprise is the primary beneficiary of a VIE, and is, therefore, required to consolidate an entity, by requiring a qualitative analysis rather than a quantitative analysis. The qualitative analysis will include, among other things, consideration of who has the power to direct the activities of the entity that most significantly impact the entity’s economic performance and who has the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. This standard also requires continuous reassessments of whether an enterprise is the primary beneficiary of a VIE. Previously, the guidance required reconsideration of whether an enterprise was the primary beneficiary of a VIE only when specific events had occurred. ASU 2009-17 was effective for all interim and annual reporting periods that begin after November 15, 2009. Management has determined that the adoption of this ASU will not have any impact on the financial statements and notes thereto.

In January 2010, the FASB issued ASU 2010-06, “Improving Disclosures about Fair Value Measurements”, which provides amendments to Subtopic 820-10 “Fair Value Measurements and Disclosures” that clarifies existing disclosures and requires new disclosures, specifically regarding the separate disclosure of transfers in and out of Levels 1 and 2, as well as, the requirement of a reconciliation for Level 3 fair value measurements purchases, sales, issuances, and settlements on a gross basis. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures are effective for the fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Management has determined that the adoption of this ASU will not have an impact on the Company’s notes to the financial statements.

INNOVATIVE DESIGNS, INC.

NOTES TO FINANCIAL STATEMENTS

In February 2010, the FASB issued ASU 2010- 20, "Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses", which provides amendments to Topic 310 "Receivables" that requires an entity to provide disclosures that facilitate financial statement users' evaluation of the credit risk inherent in the entity's portfolio of financing receivables, how that risk is analyzed and assessed in arriving at the allowance for credit losses, and the changes and reasons for those changes in the allowance for credit losses. An entity should provide disclosures on a disaggregated basis. The amendments in this update define two levels of disaggregation – portfolio segment and class of financing receivable. A portfolio segment is defined as the level at which an entity develops and documents a systematic method for determining its allowance for credit losses. Classes of financing receivables generally are a disaggregation of a portfolio segment. The amendments in the Update provide additional implementation guidance to determine the appropriate level of disaggregation of information. Existing disclosures are amended to require an entity to provide additional disclosures about its financing receivables on a disaggregated basis, specifically, a rollforward schedule of the allowance for credit losses from the beginning of the reporting period to the end of the reporting period and additional disclosures regarding the credit quality of financing receivables. For nonpublic entities, the disclosures are effective for annual reporting periods ending on or after December 15, 2011. The Company currently does not have any financing receivables as defined in ASU 2010-20. Consequently, this ASU is not applicable to the Company. The Company will continue to monitor its receivables and if any of its receivables are deemed financing receivables, Management will assess the impact of the ASU on the Company's financial statements and notes thereto.

2. PROPERTY AND EQUIPMENT

Property and equipment are summarized by major classifications as follows:

	2010	2009
Equipment	$ 17,002	$ 17,002
Furniture and fixtures	11,092	11,092
Leasehold improvements	4,806	4,806
Automobile	10,294	10,294
	43,194	43,194
Less accumulated depreciation	41,389	38,552
	$ 1,805	$ 4,642

Depreciation expense for the years ended October 31, 2010 and 2009 was $2,837 and $6,033, respectively.

INNOVATIVE DESIGNS, INC.

NOTES TO FINANCIAL STATEMENTS

3. BORROWINGS

Borrowings at October 31, 2010 and 2009 consisted of the following:

		2010		2009
Related Party Borrowings				
Loan Payable - Related party; Riccelli Properties. Loan Payable is non-interest bearing with no payment terms.	$	16,416	$	74,000
Loan Payable - Joseph Riccelli ; due July 11, 2010; interest is 8% for 120 days.		15,000		-
Loan Payable - Joseph Riccelli ; due January 7, 2011; interest is 10% for 120 days.		10,000		-
Loan Payable - Dean Kolocouris; due December 31, 2009; interest is 10% for 90 days.		-		10,000
Total Related Party Borrowings	$	41,416	$	84,000
Other Borrowings				
Note Payable - James Kearney; interest is flat rate of $8,000; principal and interest due and payable in full at any time after December 10, 2005.	$	45,000	$	65,000
Note Payable - Redevelopment Authority of Allegheny County; due June 2010; payable in monthly installments of $290. This is a non-interest bearing note.		-		688
Note Payable - U.S. Small Business Administration; due July 2035; payable in monthly installments of $1,820 including interest at 2.9% per annum.		384,136		395,269
Subtotal	$	429,136	$	460,957

INNOVATIVE DESIGNS, INC.

NOTES TO FINANCIAL STATEMENTS

	2010	2009
Subtotal from page 41	$ 429,136	$ 460,957
Loan Payable - Xunjin Hua; due November 15, 2009; payable on demand; interest is 10% for 90 days.	-	40,000
Loan Payable - Frank Riccelli; due November 15, 2009; interest is 10% for 90 days.	-	15,000
Loan Payable - Dr. John V. Bailliet; due November 28, 2009; payable on demand; interest is 10% for 90 days.	-	10,000
Loan Payable - Frank Riccelli; due January 20, 2010; interest is 10% for 90 days.	-	40,000
Loan Payable - Xunjin Hua; due December 1, 2010; payable on demand; interest is 10% for 120 days.	40,000	-
Loan Payable - Frank Riccelli; due October 10, 2010; payable on demand; interest is 10% for 120 days.	15,000	-
Loan Payable - Dr. John V. Bailliet; due November 15, 2010; payable on demand; interest is 10% for 90 days.	20,000	-
Loan Payable - Dr. John V. Bailliet; due November 28, 2010; payable on demand; interest is 10% for 90 days.	20,000	-
Loan Payable - Dr. John V. Bailliet; due December 1, 2010; payable on demand; interest is 10% for 90 days.	10,000	-
Loan Payable - Robert Welde; due December 10, 2010; payable on demand; interest is 10% for 120 days.	20,000	-
Loan Payable - Daryl Zaentz; due January 6, 2011; payable on demand; interest is 10% for 120 days.	15,000	-
Subtotal	$ 569,136	$ 565,957

INNOVATIVE DESIGNS, INC.

NOTES TO FINANCIAL STATEMENTS

	2010	2009
Subtotal from page 42	$ 569,136	$ 565,957
Loan Payable - Sol & Tina Waxman Family Foundation; due January 28, 2011; payable on demand; interest is 10% for 120 days.	50,000	-
Loan Payable - Daryl Zaentz; due February 16, 2011; payable on demand; interest is 10% for 120 days.	35,000	-
Total Other Borrowings	654,136	565,957
Total Borrowings	695,552	649,957
Less current portion of Related		
Party Borrowings	41,416	84,000
Less current portion of Other Borrowings	280,859	177,029
Total Long-Term Borrowings	$ 373,277	$ 388,928

Maturities of debt for the next five years after October 2010 are as follows:

Year Ending October 31,	Related Party Borrowings	Other Borrowings	Total
2011	$ 41,416	$ 280,859	$ 322,275
2012	-	11,178	11,178
2013	-	11,506	11,506
2014	-	11,845	11,845
2015	-	12,193	12,193
2016 and thereafter	-	326,555	326,555
	$ 41,416	$ 654,136	$ 695,552

In July 2005, the Company received a no interest loan with Redevelopment Authority of Allegheny County in the amount of $13,923. The Company qualified for a loan due to the significant loss of inventory, raw materials, and equipment when its leased warehouse, in which it maintained these items, was flooded by the remnants of Hurricane Ivan in September 2004. The loan is to be repaid over a forty-seven month period in equal payments of approximately $290, commencing July 1, 2006. The loan balance was $688 at October 31, 2009. During 2010, the remaining loan balance was paid in full.

INNOVATIVE DESIGNS, INC.

NOTES TO FINANCIAL STATEMENTS

In July 2005, the Company was approved for a low interest promissory note from the U.S. Business Administration in the amount of $280,100. The Company qualified for the loan due to the significant loss of inventory, raw materials, and equipment when its leased warehouse, in which it maintained these items, was flooded by the remnants of Hurricane Ivan in September 2004. The note bears interest at an annual rate of 2.9%. Monthly installment payments, including principal and interest, will be $1,186 beginning five months from the date of the promissory note. The note will be payable over 30 years. Certain guarantees of collateral were made by the Company's Chief Executive Officer and shareholder, Joseph Riccelli to service the note. The Company is to use the loan proceeds to repair or replace the following: approximately $6,200 for machinery and equipment; approximately $80,100 for furniture and fixtures; approximately $148,700 for inventory; and approximately $45,100 for working capital. The Company has received the full amount of this loan at October 31, 2005. In January 2006 the Company amended the promissory note with the Small Business Administration increasing the principal balance to $430,500. The note still bears an annual interest rate of 2.9% and matures on July 13, 2035. Monthly payments, including principal and interest, will increase to $1,820 due every month beginning February 13, 2006. All remaining principal and accrued interest are due and payable on July 13, 2035. The loan balance was $384,136 and $395,268 at October 31, 2010 and 2009, respectively.

In September 2005, the Company signed a new loan agreement with James Kearney for a note payable. This new agreement is for a prior note payable of $100,000, dated July 2004, in addition to accrued interest of $62,000. This note bears interest at a flat rate of $8,000 per quarter (frozen at October 31, 2008). The principal of $65,000 and interest of $92,000 are payable in full at any time after December 10, 2005. The principal balance at October 31, 2010 and 2009 was $45,000 and $65,000, respectively. In December 2010, the Company paid down $10,000 on the amount owed leaving the principal balance at $35,000 as of March 11, 2011.

In August 2009, the Company entered into a loan payable with Xunjin Hua for $40,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 90 days. The loan balance at October 31, 2009 was $40,000. During 2010, the loan was paid in full.

In August 2009, the Company entered into a loan payable with Dr. John V. Bailliet for $10,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 90 days. The loan balance at October 31, 2009 was $10,000. The full balance of this loan and the interest was paid subsequent to year-end October 31, 2009.

In August 2009, the Company entered into a loan payable with Frank Riccelli for $15,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 90 days. The loan balance at October 31, 2009 was $15,000. The full balance of this loan and the interest was paid subsequent to year-end October 31, 2009.

In September 2009, the Company entered into a loan payable with a related party, Dean Kolocouris for $10,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 90 days. The loan balance at October 31, 2009 was $10,000. The full balance of this loan and the interest was paid subsequent to year-end October 31, 2009.

INNOVATIVE DESIGNS, INC.

NOTES TO FINANCIAL STATEMENTS

In October 2009, the Company entered into a loan payable with Frank Riccelli for $40,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 90 days. The loan balance at October 31, 2009 was $40,000. The full balance of this loan and the interest was paid subsequent to year-end October 31, 2009.

In March 2010, the Company entered into a loan payable with Joseph Riccelli for $15,000. This loan is due on demand, including interest at 8% for 120 days. The loan balance was $15,000 at October 31, 2010.

In July 2010, the Company entered into a loan payable with Xunjin Hua for $40,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 120 days. The loan balance at October 31, 2010 was $40,000. The Company paid down $18,000 on the amount owed leaving the principal balance at $22,000 as of March 11, 2011.

In June 2010, the Company entered into a loan payable with Frank Riccelli for $40,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 120 days. The loan balance at October 31, 2010 was $15,000.

In July 2010, the Company entered into a loan payable with Joseph Riccelli for $10,000. This loan is due on demand, including interest at 10% for 120 days. The loan balance was $10,000 at October 31, 2010.

In August 2010, the Company entered into a loan payable with Dr. John V. Bailliet for $20,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 90 days. The loan balance at October 31, 2010 was $20,000. As of March 11, 2011, the loan has been paid.

In August 2010, the Company entered into a loan payable with Dr. John V. Bailliet for $10,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 90 days. The loan balance at October 31, 2010 was $10,000. As of March 11, 2011, the loan has been paid.

In September 2010, the Company entered into a loan payable with Daryl Zaentz for $15,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 120 days. The loan balance at October 31, 2010 was $15,000. As of March 11, 2011, the loan has been paid.

In October 2010, the Company entered into a loan payable with Daryl Zaentz for $35,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 120 days. The loan balance at October 31, 2010 was $35,000. As of March 11, 2011, the loan has been paid.

In August 2010, the Company entered into a loan payable with Dr. John V. Bailliet for $20,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 90 days. The loan balance at October 31, 2010 was $20,000. As of March 11, 2011, the loan has been paid.

In September 2010, the Company entered into a loan payable with Sol & Tina Waxman Family Foundation for $50,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 120 days. As collateral for this loan, our Chief Executive Officer of the Company has pledged 390,000 shares of IVDN stock, in the event the loan is not repaid as stated. The loan balance at October 31, 2010 was $50,000. As of March 11, 2011, the loan has been paid.

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INNOVATIVE DESIGNS, INC.

NOTES TO FINANCIAL STATEMENTS

In July 2010, the Company entered into a loan payable with Robert Welde for $20,000. This loan was to be used to fund operations of the Company. This loan is due on demand, including interest at 10% for 120 days. The loan balance at October 31, 2010 was $20,000. As of March 11, 2011, the loan has been paid.

4. EXCLUSIVE LICENSING AND MANUFACTURING AGREEMENT

On April 16, 2006, the Company entered into an Exclusive License and Manufacturing Agreement (the "Agreement") with the Ketut Group, with an effective date of April 1, 2006, whereby the Company acquired an exclusive license to develop, use, sell, manufacture and market products related to or utilizing INSULTEX™, Korean Patent Number, (0426429) or any Insultex Technology. At the behest of the Board of Directors, the Insultex trademark was chosen as the mark to identify the product utilized by Innovative since its inception, and was originally registered by Joseph Riccelli on February 17, 2005. The new trademark, intended to avoid confusion arising from the use of the old Eliotex trademark in association with a new, subsequent, different and separately-patented product, was assigned by Mr. Riccelli to the Company on April 25, 2006, with that assignment to become effective upon final approval of the Statement of Use by the United States Patent and Trademark Office. The License was awarded by the Korean inventor, an individual who is part of the Ketut Group, and the manufacturer of INSULTEX™. The Company received an exclusive forty (40) year worldwide license, except for Korea and Japan, with an initial term of ten (10) years and an option to renew the License for up to three (3) successive ten (10) year terms. Additionally, the Company was granted the exclusive rights to any current or future inventions, improvements, discoveries, patent applications and letters of patent which the Ketut Group controls or may control related to INSULTEX™. Furthermore, the Company has the right to grant sub-licenses to other manufacturers for the use of INSULTEX™ or any Insultex Technology.

5. CONCENTRATIONS

Earned revenues for the fiscal year ending October 31, 2010 include revenues earned from two major customers. The two major customers accounted for approximately 22% of total Company earned revenue for the fiscal year ending October 31, 2010. Open accounts receivable for these two customers at October 31, 2010 accounted for approximately 27% of open accounts receivable at October 31, 2010. There were no concentration of customers for the fiscal year ending October 31, 2009.

The Company only has one supplier of INSULTEX, the special material which is manufactured within the apparel of the Company. Additionally, the Company only has one manufacturer that produces the apparel on behalf of the Company, located in Indonesia.

6. INCOME TAXES

The Company accounts for income taxes under FASB ASC 740, which requires use of the liability method. FASB ASC 740 provides that deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences.

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Deferred tax assets and liabilities at the end of each period are determined using the currently enacted tax rates applied to taxable income in the periods in which the deferred tax assets and liabilities are expected to be settled or realized.

The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate to income before provision for income taxes. The sources and tax effects of the differences are as follows:

	2010		2009	
Income tax provision at the federal statutory rate	34	%	34	%
Effect of operating losses	34	%	34	%
	-		-	

The Company's deferred tax asset is as follows:

		2010		2009	
Deferred tax assets	$	28	$	2,479	
Less: valuation allowance		28		(2,479	)
Net deferred taxes	$	-	$	-	

The Company has a net operating loss of approximately $2,919,626 and $2,968,205 at October 31, 2010 and 2009, respectively, which can be carried forward through October 31, 2029. The principal difference between the net operating loss for book purposes and income tax purposes results from common shares issued for services aggregating of $222,000 and $216,350 at October 31, 2010 and 2009, respectively.

FASB Interpretation 48, “Accounting for Uncertainty in Income Taxes”, is effective for fiscal years beginning after December 15, 2006. This interpretation clarifies the accounting for uncertainty in income taxes recognized in enterprise’s financial statements in accordance with FASB ASC 740, Accounting for Income Taxes. The interpretation prescribes a recognition threshold and measurement attributable for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company does not believe this will have an impact on the financial statements.

7. COMMITMENTS

The Company currently maintains two offices which are leased pursuant to an oral agreement on a month-to-month basis for approximately $3,900 per month. For the years ended October 31, 2010 and 2009, rent expense totaled approximately $46,850 and $38,400, respectively.

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8. QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

2010	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
Revenue	$636,676	$118,414	$28,347	$325,518	$1,108,955
Income/(Loss) from operations	414,100	(49,055)	(67,414)	(209,583)	88,048
NET INCOME (LOSS)	$210,678	$(53,350)	$(77,880)	$(30,871)	$48,577
Weighted average shares outstanding	18,646,743	18,646,743	18,727,743	18,787,743	18,808,542
Basic income/(loss) per share	.011	(.003)	(.004)	(.017)	.003

2009	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
Revenue	$591,164	$57,666	$26,616	$161,778	$837,224
(Loss) from operations	3,228	(51,958)	(141,566)	230,576	40,280
NET INCOME (LOSS)	$(2,220)	$(56,418)	$(144,473)	$225,111	$22,000
Weighted average shares outstanding	18,449,910	18,846,743	18,646,743	18,646,743	18,640,135
Basic income/(loss) per share	(.001)	(.003)	(.008)	.012	.001

9. COMMON STOCK

On November 1, 2007, we issued a total of 425,000 shares of our common stock to two consultants for business consulting services for $.35 per share or $148,750. One consultant received 225,000 shares and the other consultant received 200,000 shares. The Company's CEO and the service provider negotiated the value of the services to be performed on behalf of the Company. The negotiated value was divided by the approximate trading value of the Company's common stock on the date the transaction was entered into to calculate the number of shares issued to the service provider. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

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On November 2, 2007, we issued 3,000 shares of our common stock for cash for $.40 per share or $1,200. We relied on Section 4(2) of the Act for the sale. We believed that Section 4(2) was available because the sale did not involve a public offering and there was no general solicitation or general advising involved in the sale.

On November 3, 2007, we issued 110,000 shares of our common stock to a noteholder in exchange for the note. The noteholder is a shareholder of the Company. The closing price of our common stock on that date was $.35 per share making the value of the transaction $38,500. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On November 3, 2007, we issued a total of 6,000 shares of our common stock to a consultant for services relating to the use of our Arctic Armor line of products to the law enforcement community. The closing price of our common stock on that date was $.40. Based on the closing price, the value of the common stock issued was $2,400. The Company's CEO and the service provider negotiated the value of the services to be performed on behalf of the Company. The negotiated value was divided by the approximate trading value of the Company's common stock on the date the transaction was entered into to calculate the number of shares issued to the service provider. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On November 3, 2007, we issued, in a private placement, a total of 47,150 shares of our common stock for cash for $.40 a share to seven investors. Based on the closing price, the value of the common stock issued was $18,860. The shares were issued without registration pursuant to the exemption provided by Section 506 of Regulation D promulgated under the Securities Act of 1933, as amended as an offering to "accredited investors" as that term in defined in Regulation D.

On December 20, 2007, we issued each of our director's, and a former director, except our CEO and Chairman of the Board 25,000 shares of our common stock for their services. We also issued 25,000 shares to our Vice-president Sales, 30,000 shares to one of our legal counsel for their services and 25,000 shares for marketing services. The closing price of our common stock was $.40 per share. These shares were accrued in the prior year (October 31, 2007) financial statements as these services were performed during the fiscal year ended October 31, 2007. Based on the closing price, the value of the shares issued was $72,000, which approximated the value of the services. The Company's CEO and the service provider negotiated the value of the services to be performed on behalf of the Company. The negotiated value was divided by the approximate trading value of the Company's common stock on the date the transaction was entered into to calculate the number of shares issued to the service provider. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On December 2, 2007, we issued a total of 118,800 shares of our common stock to five investors in a private placement. Based on the closing price, the value of the common stock issued was $50,335. The shares were issued without registration pursuant to the exemption provided in Section 506 of regulation D, promulgated under the Securities Act of 1933, as amended as an offering to "accredited investors" as that term is defined in Regulation D.

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On January 4, 2008, we issued 67,500 shares of our common stock for cash to three investors in a private placement. Based on the closing price, the value of the common stock issued was $30,375. The shares were issued without registration pursuant to the exemption provided in Section 506 of Regulation D promulgated under the Securities Act of 1933, as amended as an offering to “accredited investors” as that term is defined in Regulation D.

On January 7, 2008, we issued 40,000 shares of our common stock in exchange for debt to a stockholder of the Company. The closing price of our common stock on that date was $.35 per share. Based on the closing price, the value of the stock was $14,000 which equaled the amount of debt due to the stockholder. The shares were issued without registration pursuant to the exemption provided by section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On February 29, 2008, we issued 110,000 shares of our common stock in exchange for debt and accrued interest for $.35 per share to a stockholder of the Company. Based on the closing price, the value of the stock was $38,500 which equaled the amount of debt and accrued interest due to the stockholder. The shares were issued without registration pursuant to the exemption provided by section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On February 29, 2008, we issued 11,100 shares of our common stock for cash for $.45 per share or $4,995 in a private placement to one investor. The shares were issued without registration pursuant to the exemption provided by section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On March 18, 2008, we issued 18,000 shares of our common stock to a consultant for design services for $.40 per share or $7,200. The Company’s CEO and the service provider negotiated the value of the services to be performed on behalf of the Company. The negotiated value was divided by the approximate trading value of the Company’s common stock on the date the transaction was entered into to calculate the number of shares issued to the service provider. The shares were issued without registration pursuant to the exemption provided by section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On May 23, 2008, we issued a total of 25,000 shares of our common stock to two consultants, one for 15,000 shares and the other for 10,000 shares, for consulting services relating to the use of our Arctic Armor products in the railroad industry for $.40 per share or $10,000. The Company’s CEO and the service provider negotiated the value of the services to be performed on behalf of the Company. The negotiated value was divided by the approximate trading value of the Company’s common stock on the date the transaction was entered into to calculate the number of shares issued to the service provider. The shares were issued without registration pursuant to the exemption provided by section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On June 30, 2008, we issued 10,000 shares of our common stock to a consultant for business consulting services relating to our Arctic Armor line of products for $.40 per share or $4,000. The Company’s CEO and the service provider negotiated the value of the services to be performed on behalf of the Company. The negotiated value was divided by the approximate trading value of the Company’s common stock on the date the transaction was entered into to calculate the number of shares issued to the service provider. The shares were issued without registration pursuant to the exemption provided by section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

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On June 30, 2008, we issued 62,500 shares of our common stock for cash for $.40 per share or $25,000 in a private placement to one investor who was a stockholder of the Company. The shares were issued without registration pursuant to the exemption provided by section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On July 8, 2008, we issued 125,000 shares of our common stock for cash for $.40 per share or $50,000 to one investor who was a stockholder of the Company. The shares were issued without registration pursuant to the exemption provided by section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On July 29, 2008, we issued 50,000 shares of our common stock for cash for $.40 per share or $20,000 to one investor who was a stockholder of the Company. The shares were issued without registration pursuant to the exemption provided by section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On September 8, 2008, we issued 20,000 shares of our common stock for cash for $.40 per share or $8,000 in a private placement to one investor. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On September 8, 2008, we issued a total of 10,000 shares of our common stock for $.40 per share or $4,000 for marketing services to one consultant. The Company's CEO and the service provider negotiated the value of the services to be performed on behalf of the Company. The negotiated value was divided by the approximate trading value of the Company's common stock on the date the transaction was entered into to calculate the number of shares issued to the service provider. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On September 18, 2008, we issued a total of 100,000 shares of our common stock for $.40 per share or $40,000 for business and financial consulting services to a consultant who is also a stockholder of the Company. The Company's CEO and the service provider negotiated the value of the services to be performed on behalf of the Company. The negotiated value was divided by the approximate trading value of the Company's common stock on the date the transaction was entered into to calculate the number of shares issued to the service provider. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended as an offering not involving a public offering.

On December 11, 2008, we issued a total of 20,000 shares of our common stock for cash for $.40 per share or $8,000. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

On December 30, 2008, we issued a total of 70,000 shares of our common stock for cash for $.30 per share or $21,000. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

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On December 30, 2008, we issued a total of 1,500 shares of our common stock for professional services for $.30 per share or $450. The negotiated value was divided by the approximate trading value of the Company's common stock and the date the transaction was entered into to calculate the number of shares issued to the services provided. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

On February 5, 2009, we issued a total of 100,000 shares of our common stock for professional services for $.25 per share or $25,000. The negotiated value was divided by the approximate trading value of the Company's common stock and the date the transaction was entered into to calculate the number of shares issued to the services provided. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

On February 5, 2009, we issued a total of 25,000 shares of our common stock for professional services for $.25 per share or $6,250. The negotiated value was divided by the approximate trading value of the Company's common stock and the date the transaction was entered into to calculate the number of shares issued to the services provided. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

On March 6, 2009, we issued a total of 54,000 shares of our common stock for professional services for $.40 per share or $21,600. The negotiated value was divided by the approximate trading value of the Company's common stock and the date the transaction was entered into to calculate the number of shares issued to the services provided. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended. Subsequently on June 2, 2009, the Company cancelled 27,000 shares of this stock for non-performance of services. The shares were valued at $.40 per share or an aggregate of $10,800.

On May 26, 2009, we issued 5,000 shares of our common stock for professional services for $.30 per share or $1,500. The negotiated value was divided by the approximate trading value of the Company's common stock and the date the transaction was entered into to calculate the number of shares issued to the services provided. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

On May 25, 2010, we issued 12,000 shares of our common stock for professional services for $.20 per share or $2,400. The negotiated value was divided by the approximate trading value of the Company's common stock and the date the transaction was entered into to calculate the number of shares issued to the services provided. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

On October 7, 2010, we issued 20,000 shares of our common stock for professional services for $.25 per share or $5,000. The negotiated value was divided by the approximate trading value of the Company's common stock and the date the transaction was entered into to calculate the number of shares issued to the services provided. The shares were issued without registration pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

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10. SUBSEQUENT EVENTS

The Company has evaluated subsequent events in accordance with Accounting Standards Codification Topic 855, Subsequent Events, through March 11, 2011, which is the date the financial statements were available to be issued. During our evaluation no subsequent event items were identified.

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