CHINA RECYCLING ENERGY CORP
Form 10-Q/A
September 28, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
(Amendment No.1)

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

For the quarterly period ended June 30, 2008

OR

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

For the transition period from to

Commission File No. 000-12536

China Recycling Energy Corporation
(Exact Name of Registrant as Specified in Its Charter)

Nevada	90-0093373
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Suite 909, Tower B
Chang An International Building
No. 88 Nan Guan Zheng Jie
Xi An City, Shan Xi Province
China 710068
(Address of Principal Executive Offices, Zip Code)

Registrant’s Telephone Number, Including Area Code: (011) 86-29-8769-1097

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ¨ No ¨

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

Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No x

As of September 21, 2009, the registrant had 38,778,035 shares of Common Stock outstanding..

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Explanatory Note

China Recycling Energy Corporation (the “Company,” “we,” “us” or “our”) is filing this Amendment No. 1 on Form 10-Q/A to our Quarterly Report on Form 10-Q for the three and six month periods ended June 30, 2008, originally filed with the Securities and Exchange Commission (the “SEC”) on August 14, 2008 (the “Original Form 10-Q”), to restate our consolidated financial statements as of and for the six months ended June 30, 2008. In addition, we are concurrently filing Forms 10-Q/A to restate our consolidated financial statements as of and for the periods ended each of September 30, 2008 and March 31, 2009. We are also concurrently filing Form 10-K/A to restate our consolidated financial statements as of and for the year ended December 31, 2008.

The accounting issues that resulted in misstatements in our consolidated financial statements as of and for the periods ended June 30, 2008, September 30, 2008, December 31, 2008 and March 31, 2009 relate to (i) the reclassification of current tax payable to deferred tax liability on the Company’s sales-type leases, as the Company did not separately record the deferred tax liability; (ii) the expensing of the unamortized amount of the beneficial conversion feature in connection with the 2008 amendment of a convertible note that was issued by the Company to certain investors in 2007; (iii) the reclassification of interest expense from interest income for the three months ended June 30, 2008; and (iv) the reclassification of 3,000,000 stock options under the Company’s 2007 Nonstatutory Stock Option Plan from the fair value of the options as a liability to equity recorded as additional paid in capital. See Note 21 to our consolidated financial statements contained in Item 1 of Part I of this report for more information regarding the restatement and details of the impact of the restatement on our consolidated financial statements as of and for the six months ended June 30, 2008.

In connection with the restatement, our management has re-evaluated our disclosure controls and procedures and internal control over financial reporting as of June 30, 2008. See Item 4T of Part I of this report for further discussions on these matters.

Item 6 of Part II of this report has been revised to contain the currently-dated certifications from our principal executive officer and chief accounting officer, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

Because this Form 10-Q/A sets forth the Original Form 10-Q in its entirety, it includes items that have been changed as a result of the restatement and items that are unchanged from the Original Form 10-Q. Other than the revising of the disclosures relating to the restatement, this Form 10-Q/A speaks as of the original filing date of the Original Form 10-Q and has not been updated to reflect other events occurring subsequent to the original filing date. This includes forward-looking statements and all other sections of this Form 10-Q/A that were not directly impacted by the restatement, which should be read in their historical context. This Form 10-Q/A also should be read in conjunction with our Annual Report on Form 10-KSB for the year ended December 31, 2007. The following items have been amended as a result of the restatement:

Part I, Item 1. Financial Statements;
Part I, Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations;
Part I, Item 4T. Controls and Procedures; and
Part II, Item 6. Exhibits.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

CHINA RECYCLING ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	AS OF JUNE 30, 2008 (RESTATED) (UNAUDITED)	AS OF DECEMBER 31, 2007
ASSETS		
CURRENT ASSETS		
Cash & cash equivalents	$ 7,001,594	$ 1,634,340
Accounts receivable	867,473	-
Investment in sales type leases, net	1,247,448	1,081,981
Interest receivable	-	144,262
Prepaid equipment rent	9,479,730	-
Other receivables	57,828	32,902
Inventory	10,497,157	9,870,315
Total current assets	29,151,230	12,763,800
NON-CURRENT ASSETS		
Investment in sales type leases, net	7,918,642	7,933,780
Advance for equipment	2,624,930	2,467,579
Property and equipment, net	83,133	-
Construction in progress	5,613,063	-
Intangible assets, net	-	6,169
Total non-current assets	16,239,768	10,407,528
TOTAL ASSETS	$ 45,390,998	$ 23,171,328
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 6,963,837	$ 2,298,201
Tax payable	497,848	191,982
Accrued liabilities and other payables	3,521,508	2,565,726
Advance from management	-	71,508
Convertible notes, net of discount due to beneficial conversion feature	5,000,000	315,068
Total current liabilities	15,983,193	5,442,485
DEFERRED TAX LIABILITY	357,767	342,540
ACCRUED INTEREST ON CONVERTIBLE NOTES	42,466	63,014
CONTINGENCIES AND COMMITMENTS		
MINORITY INTEREST	16,095	15,080
STOCKHOLDERS' EQUITY		
Common stock, $0.001 par value; 100,000,000 shares authorized, 36,425,094 and 25,015,089 shares issued and outstanding as of June 30, 2008 and December 31, 2007, respectively	36,425	25,015
Additional paid in capital	33,724,010	19,070,908
Statutory reserve	926,328	832,467
Accumulated other comprehensive income	2,828,735	1,718,260

Accumulated deficit		(8,524,021)		(4,338,441)
Total stockholders' equity		28,991,477		17,308,209
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	45,390,998	$	23,171,328

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

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CHINA RECYCLING ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	SIX MONTHS ENDED JUNE 30,		THREE MONTHS ENDED JUNE 30,	
	2008 (RESTATED)	2007	2008 (RESTATED)	2007
Revenue				
Sales of products	$ -	$ 4,781,163	$ -	$ -
Rental income	2,616,416	-	2,616,416	-
Total revenue	2,616,416	4,781,163	2,616,416	-
Cost of sales				
Cost of products	-	3,677,818	-	-
Rental expense	1,832,609	-	1,832,609	-
Total cost of sales	1,832,609	3,677,818	1,832,609	-
Gross profit	783,807	1,103,345	783,807	-
Interest income on sales-type leases	1,139,727	198,386	574,775	148,150
Total operating income	1,923,534	1,301,731	1,358,582	148,150
Operating expenses				
General and administrative expenses	1,503,779	343,543	855,169	86,501
Total operating expenses	1,503,779	343,543	855,169	86,501
Income from operations	419,755	958,188	503,413	61,649
Non-operating income (expenses)				
Interest income	14,846	104	14,846	59
Interest expense	(4,664,384)	-	(3,921,106)	-
Other expense	(1,001)	(95)	(579)	-
Other income	1,604	208,909	23	208,909
Exchange loss	(80,445)	-	(69,256)	-
Total non-operating expenses	(4,729,380)	208,918	(3,976,072)	208,968
Income (loss) before income tax	(4,309,625)	1,167,106	(3,472,659)	270,617
Income tax expense	368,498	211,593	317,551	51,436
Net income (loss) from operations	(4,678,123)	955,513	(3,790,210)	219,181
Income from operations of discontinued component	-	23,105	-	-
Less: minority interest	56	-	29	-
Net income (loss)	(4,678,179)	978,618	(3,790,239)	219,181
Other comprehensive item				
Foreign currency translation gain (loss)	1,110,475	(303,894)	1,035,750	40,098
Comprehensive income (loss)	$ (3,567,704)	$ 674,724	$ (2,754,489)	$ 259,279
Basic weighted average shares outstanding	27,718,959	17,147,268	30,422,829	17,147,268
Diluted weighted average shares outstanding	32,668,493	17,147,268	34,659,643	17,147,268
Basic net earnings per share *	$ (0.17)	$ 0.06	$ (0.12)	$ 0.01
Diluted net earnings per share *	$ (0.17)	$ 0.06	$ (0.12)	$ 0.01

* Interest expense on convertible notes are added back to net income for the computation of diluted EPS.
* Basic and diluted loss per share is the same due to anti-dilutive feature of the securities.

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

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CHINA RECYCLING ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	SIX MONTHS ENDED JUNE 30,	
	2008 (RESTATED)	2007
CASH FLOWS FROM OPERATING ACTIVITIES:	(4,678,179)	$ 978,618
Net income (loss)		
Adjustments to reconcile net income (loss) to net cash		
(used in) provided by operating activities:		
Depreciation and amortization	5,000	-
Amortization of discount related to conversion feature of convertible note	4,684,932	-
Stock option compensation expense	632,444	-
Accrued interest on convertible notes	(20,548)	-
Minority interest	56	-
Change in deferred tax	357,767	-
(Increase) decrease in current assets:		
Accounts receivable	(843,015)	6,361
Advances to suppliers	-	688,311
Prepaid expenses	(9,213,073)	-
Other receivables	(22,193)	-
Inventory	-	(1,309,002)
Increase (decrease) in current liabilities:		
Accounts payable	4,392,250	2,278,701
Unearned revenue	-	(7,776)
Advance from customers	-	(143,527)
Taxes payable	(90,063)	254,109
Accrued liabilities and other payables	1,041,821	1,432,657
Net cash (used in) provided by operating activities	(3,752,801)	4,178,452
CASH FLOWS FROM INVESTING ACTIVITIES:		
Investment in sales type leases	559,436	(4,471,351)
Acquisition of property & equipment	(85,789)	(3,751)
Construction in progress	(5,613,063)	-
Net cash used in investing activities	(5,139,416)	(4,475,102)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of common stock	9,032,258	-
Issuance of convertible notes	5,000,000	-
Advance from shareholder	-	36,137
Due from management	(73,906)	-
Net cash provided by financing activities	13,958,352	36,137
EFFECT OF EXCHANGE RATE CHANGE ON CASH & CASH EQUIVALENTS	301,119	11,981
NET INCREASE (DECREASE) IN CASH & CASH EQUIVALENTS	5,367,254	(248,532)
CASH & CASH EQUIVALENTS, BEGINNING OF PERIOD	1,634,340	252,125
CASH & CASH EQUIVALENTS, END OF PERIOD	$ 7,001,594	$ 3,593
Supplemental Cash flow data:		
Income tax paid	$ 105,433	$ 35,281

Interest paid	$ -	$ -

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

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CHINA RECYCLING ENERGY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2008 (UNAUDITED) AND DECEMBER 31, 2007

1. ORGANIZATION AND DESCRIPTION OF BUSINESS

China Recycling Energy Corporation (the "Company" or "CREG") (formerly China Digital Wireless, Inc.) was incorporated on May 8, 1980, under the laws of the State of Colorado. On September 6, 2001, the Company re-domiciled its state of incorporation from Colorado to Nevada. The Company, through its subsidiary, Shanghai TCH Data Technology Co., Ltd ("TCH"), sells and leases energy saving equipment. The businesses of mobile phone distribution and provision of pager and mobile phone value-added information services were discontinued in 2007. On March 8, 2007, the Company changed its name to "China Recycling Energy Corporation".

Since January 2007, the Company has gradually phased out and substantially scaled down most of its business of mobile phone distribution and provision of pager and mobile phone value-added information services. In the first and second quarters of 2007, the Company did not engage in any substantial transactions or activity in connection to these businesses. On May 10, 2007, the Company ceased and discontinued the businesses related to mobile phones and pages. These businesses are reflected in continuing operations for all periods presented based on the criteria for discontinued operations prescribed by Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets ("SFAS 144").

On February 1, 2007, the Company's subsidiary, TCH, entered into two TRT Project Joint-Operation Agreements ("Joint-Operation Agreement") with Xi'an Yingfeng Science and Technology Co., Ltd. ("Yingfeng"). TRT is an electricity generating system that utilizes the exhaust pressure and heat produced in the blast furnace of steel mill to generate electricity. Yingfeng is a joint stock company registered in Xi'an, Shaanxi Province, Peoples Republic of China (the "PRC"), and engages in the business of designing, installing, and operating TRT systems and sales of other renewable energy products. In October 2007, the Company terminated the joint operation agreement with Yingfeng and became fully entitled to the rights, titles, benefits and interests in the TRT Projects.

Under the Joint-Operation Agreement, TCH and Yingfeng jointly operated a top gas recovery turbine project ("TRT Project") which designed, constructed, installed and operated a TRT system and leased it to Zhangzhi Iron and Steel Holdings Ltd. ("Zhangzhi"). The total investment costs contributed by TCH were approximately $1,426,000 (equivalent to Renminbi ("RMB") 10,690,000). TCH provided various forms of investments and properties into the TRT Project including cash, hardware, software, equipment, major components and devices. The construction of the TRT Project was completed and put into operation in August 2007. In October 2007, the Company terminated the Joint-Operation Agreement with Yingfeng. TCH became entitled to the rights, titles, benefits and interests in the TRT Project and receives monthly rental payments of approximately $147,000 (equivalent to RMB 1,100,000) from Zhangzhi for a lease term of thirteen years. At the end of the lease term, TCH will transfer the rights and titles of the TRT Project to Zhangzhi without cost.

Under another Joint-Operation Agreement, TCH and Yingfeng jointly operated a TRT Project which designed, constructed, installed and operated a TRT system and lease to Xingtai Iron and Steel Company Ltd. ("Xingtai"). TCH provided various forms of investments and properties into the TRT Project including cash, hardware, software, equipment, major components and devices. The total estimated investment costs of this TRT Project were approximately $3,900,000 (equivalent to RMB 30,000,000). The construction of the TRT Project was completed and put into operation in February 2007. In October 2007, the Company terminated the Joint-Operation Agreement with Yingfeng. TCH became fully entitled to all the rights, titles, benefits and interests of the TRT Project and receives monthly rental payments of approximately $117,000 (equivalent to RMB 900,000) from Xingtai for a lease term of five years. At the end of the lease term, TCH will transfer all the rights and titles of the TRT Project to Xingtai without cost.

On September 21, 2007, the Company's subsidiary, TCH changed its name to "Shanghai TCH Energy Technology Co., Ltd."

Except as indicated, amounts reflected in the condensed consolidated financial statements or the notes thereto relate to our continuing operations.

The unaudited financial statements have been prepared by the Company, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods. Certain information and footnote disclosures normally present in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations. These financial statements should be read in conjunction with the audited financial statements and footnotes included in the Company's 2007 audited financial statements. The results for the six months ended June 30, 2008 are not necessarily indicative of the results to be expected for the full year ending December 31, 2008.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP") and pursuant to the rules and regulations of the SEC for annual financial statements.

Basis of consolidation

The consolidated financial statements include the accounts of CREG and, its subsidiaries, Sifang Holdings, TCH, and TCH's newly incorporated subsidiaries Xi'an TCH Energy Tech Co., Ltd. (Xi'an TCH) and Xingtai Huaxin Energy Tech Co., Ltd. (Huaxin). Xi'an TCH and Huaxin engage in the same business with TCH. Substantially all of the Company's revenues are derived from the operations of TCH and its subsidiaries, which represent substantially all of the Company's consolidated assets and liabilities as of June 30, 2008 and December 31, 2007, respectively. All significant inter-company accounts and transactions have been eliminated in consolidation.

Use of estimates

In preparing these consolidated financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheets and revenues and expenses during the period reported. Actual results may differ from these estimates.

Cash and cash equivalents

Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less as of the purchase date of such investments.

Accounts receivable and concentration of credit risk

Accounts receivable are recorded at the invoiced amounts and do not bear interest. The Company extends unsecured credit to its customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on managements' assessment of known requirements, aging of receivables, payment history, the customer's current credit worthiness and the economic environment. As of June 30, 2008 and December 31, 2007, the Company had accounts receivable of $867,473 and $0, respectively.

Financial instruments that potentially subject the Company to credit risk consist primarily of accounts receivable and other receivables. The Company does not require collateral or other security to support these receivables. The Company conducts periodic reviews of its clients' financial condition and customer payment practices to minimize collection risk on accounts receivable.

The operations of the Company are located in the PRC. Accordingly, the Company's business, financial condition, and results of operations may be influenced by the political, economic, and legal environments in the PRC, as well as by the general state of the PRC economy.

Inventory

Inventory is valued at the lower of cost or market. Cost of work in progress and finished goods comprises direct material cost, direct production cost and an allocated portion of production overheads (See Note 5).

Property and equipment

Property and equipment are stated at cost, net of accumulated depreciation. Expenditures for maintenance and repairs are expensed as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method over the estimated lives ranging from 5 to 20 years as follows:

Building	20 years
Vehicle	2 - 5 years
Office and Other Equipment	2 - 5 years
Software	2 - 3 years

Impairment of long-life assets

In accordance with SFAS 144, the Company reviews its long-lived assets, including property, plant and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be fully recoverable. If the total of the expected undiscounted future net cash flows is less than the carrying amount of the asset, a loss is recognized for the difference between the fair value and carrying amount of the asset. There has been no impairment as of June 30, 2008.

Sales-type leasing and related revenue recognition

The Company leases TRT systems to Xingtai and Zhangzhi. The Company will transfer all benefits, risks and ownership of the TRT systems to Xingtai and Zhangzhi at the end of each lease term. The Company's investment in these projects is recorded as investment in sales-type leases in accordance with SFAS No. 13, "Accounting for Leases" and its various amendments and interpretations. The sales and cost of goods sold are recognized at the point of sale. The investment in sales-type leases consists of the sum of the total minimum lease payments receivable less unearned interest income. Unearned interest income is amortized to income over the lease term as to produce a constant periodic rate of return on the net investment in the lease.

Cost of sales

Cost of revenue consists primarily of the purchase price of the two TRT machines, and expenses incurred directly for project construction, and rental expenses for two power generation leases.

Income taxes

The Company utilizes SFAS No. 109, "Accounting for Income Taxes," which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

The Company does not have any significant deferred tax asset or liability that related to tax jurisdictions not covered by the tax holiday provided by Tax Bureau of the PRC.

The Company adopted the provisions of Financial Accounting Standards Board (“FASB”) FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, (“FIN 48”), on January 1, 2007. As a result of the implementation of FIN 48, the Company made a comprehensive review of its portfolio of tax positions in accordance with recognition standards established by FIN 48. As a result of the implementation of FIN 48, the Company recognized no material adjustments to liabilities or stockholders equity. When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Interest associated with unrecognized tax benefits are classified as interest expense and penalties are classified in selling, general and administrative expenses in the statements of income. The adoption of FIN 48 did not have a material impact on the Company's financial statements.

Statement of cash flows

In accordance with SFAS No. 95, "Statement of Cash Flows," cash flows from the Company's operations are calculated based upon the local currencies. As a result, amounts related to assets and liabilities reported on the statement of cash flows may not necessarily agree with changes in the corresponding balances on the balance sheet.

Fair value of financial instruments

SFAS No. 107, "Disclosures about Fair Value of Financial Instruments," requires that the Company disclose estimated fair values of financial instruments. The carrying amounts reported in the statements of financial position for current assets and current liabilities qualifying as financial instruments are a reasonable estimate of fair value.

Basic and diluted earnings per share (EPS)

Basic EPS is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS is computed similar to basic net income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted net earnings per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. The following table presents a reconciliation of basic and diluted earnings per share:

	Six Months Ended, June 30, 2008 (Restated)	Six Months Ended June 30, 2007	Three Months Ended June 30, 2008 (Restated)	Three Months Ended June 30, 2008
Net (loss) income	$ (4,678,179)	$ 978,618	$ (3,790,239)	$ 219,181
Weighted average shares outstanding - basic	27,718,959	17,147,268	30,422,829	17,147,268
Effect of dilutive securities:				
Convertible notes	4,101,751	-	3,985,883	-
Options granted	847,783	-	250,931	-
Weighted average shares outstanding - diluted	32,668,493	17,147,268	34,659,643	17,147,268
(Loss) Earnings per share – basic *	$ (0.17)	$ 0.06	$ (0.12)	$ 0.01
(Loss) Earnings per share - diluted *	$ (0.17)	$ 0.06	$ (0.12)	$ 0.01

* These securities are anti-dilutive, therefore, basic and diluted loss per share are the same.

* Interest expense on convertible note issued on April 29, 2008 has been added back to net income (net loss) for the computation of diluted earnings per share.

Diluted weighted average shares outstanding used for computing diluted loss per share do not include estimated shares that will be converted from the Second Note issued on Apr 29, 2008 with conversion price contingent upon future net profits as these will be anti-dilutive as a result of net loss for the six and three months ended June 30, 2008.

Foreign Currency Translation and Comprehensive Income (Loss)

The Company’s functional currency is the Renminbi (“RMB”). For financial reporting purposes, RMB has been translated into United States dollars (“USD”) as the reporting currency. Assets and liabilities are translated at the exchange rate in effect at the balance sheet date. Revenues and expenses are translated at the average rate of exchange prevailing during the reporting period. Translation adjustments arising from the use of different exchange rates from period to period are included as a component of stockholders' equity as “Accumulated other comprehensive income”. Gains and losses resulting from foreign currency transactions are included in income. There has been no significant fluctuation in the exchange rate for the conversion of RMB to USD after the balance sheet date.

The Company uses SFAS 130 “Reporting Comprehensive Income”. Comprehensive income is comprised of net income and all changes to the statements of stockholders’ equity, except those due to investments by stockholders, changes in paid-in capital and distributions to stockholders.

Segment Reporting

SFAS No. 131, “Disclosures about Segments of an Enterprise and Related Information” requires use of the “management approach” model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure, or any other manner in which management disaggregates a company. SFAS 131 has no effect on the Company's financial statements as substantially all of the Company's operations are conducted in one industry segment. All of the Company's assets are located in the PRC.

Reclassifications

Certain prior year amounts have been reclassified to conform to the manner of presentation in the current year.

New Accounting Pronouncements

The Hierarchy of Generally Accepted Accounting Principles

In May 2008, the FASB issued SFAS No. 162, “The Hierarchy of Generally Accepted Accounting Principles.” This Statement identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). This Statement will not have an impact on the Company’s financial statements.

Disclosures about Derivative Instruments and Hedging Activities

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133 (“SFAS 133”). This Statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity’s financial position, financial performance, and cash flows. Based on current conditions, the Company does not expect the adoption of SFAS 161 to have a significant impact on its results of operations or financial position.

Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51

In December 2007, the FASB issued SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51” (“SFAS 160”). SFAS 160 establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. Specifically, this statement requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent’s equity. The amount of net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. SFAS 160 clarifies that changes in a parent’s ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. In addition, this statement requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gain or loss will be measured using the fair value of the noncontrolling equity investment on the deconsolidation date. SFAS 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. SFAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Based on current conditions, the Company does not expect the adoption of SFAS 160 to have a significant impact on its results of operations or financial position.

Business Combinations

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), “Business Combinations” (“SFAS 141R”). SFAS 141R will significantly change the accounting for business combinations. Under SFAS 141R, an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. SFAS 141R will change the accounting treatment for certain specific items, including:

- Acquisition costs will be generally expensed as incurred;

- Noncontrolling interests (formerly known as “minority interests” - see SFAS 160 discussion above) will be valued at fair value at the acquisition date;

- Acquired contingent liabilities will be recorded at fair value at the acquisition date and subsequently measured at either the higher of such amount or the amount determined under existing guidance for non-acquired contingencies;

- In-process research and development will be recorded at fair value as an indefinite-lived intangible asset at the acquisition date;

- Restructuring costs associated with a business combination will be generally expensed subsequent to the acquisition date; and

- Changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally will affect income tax expense.

SFAS 141R also includes a substantial number of new disclosure requirements. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. Earlier adoption is prohibited. Accordingly, since we are a calendar year-end company we will continue to record and disclose business combinations following existing GAAP until January 1, 2009. We expect SFAS 141R will have an impact on accounting for business combinations once adopted but the effect is dependent upon acquisitions at that time.

Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans, an Amendment of FASB Statements No. 87, 88, 106, and 132R

In September 2006, the FASB issued SFAS No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans, an Amendment of FASB Statements No. 87, 88, 106, and 132R (“SFAS 158”), which requires employers to recognize the underfunded or overfunded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in the funded status in the year in which the changes occur through accumulated other comprehensive income. Additionally, SFAS 158 requires employers to measure the funded status of a plan as of the date of its year-end statement of financial position. The new reporting requirements and related new footnote disclosure rules of SFAS 158 are effective for fiscal years ending after December 15, 2006. We adopted the provisions of SFAS 158 for the year end 2006, and the effect of recognizing the funded status in accumulated other comprehensive income was not significant. The new measurement date requirement applies for fiscal years ending after December 15, 2008.

Accounting for Nonrefundable Advance Payments for Goods or Services Received for use in Future Research and Development Activities

In June 2007, the FASB issued FASB Staff Position No. EITF 07-3, “Accounting for Nonrefundable Advance Payments for Goods or Services Received for use in Future Research and Development Activities” (“FSP EITF 07-3”), which addresses whether nonrefundable advance payments for goods or services that used or rendered for research and development activities should be expensed when the advance payment is made or when the research and development activity has been performed. Management is currently evaluating the effect of this pronouncement on financial statements.

3. NET INVESTMENT IN SALES-TYPE LEASES

Under sales-type leases, TCH leased TRT systems to Xingtai and Zhangzhi with terms of five years and thirteen years, respectively. The components of the net investment in sales-type leases as of June 30, 2008 and December 31, 2007 are as follows:

	June 30, 2008	December 31, 2007
Total future minimum lease payments receivables	$ 27,139,525	27,162,928
Less: unearned interest income	(17,973,435)	(18,147,167)
Net investment in sales - type leases	$ 9,166,090	9,015,761
Current portion	$ 1,247,448	1,081,981
Noncurrent portion	$ 7,918,642	7,933,780

As of June 30, 2008, the future minimum rentals to be received on non-cancelable sales type leases are as follows:

Years ending June 30,	
2009	$ 3,496,654
2010	3,253,244
2011	3,253,244
2012	2,644,719
2013	1,792,783
Thereafter	12,698,881
	$ 27,139,525

4. PREPAID EQUIPMENT RENT FOR OPERATING LEASES

On April 10, 2008, the Company leased energy recycling power generation equipment for operating under a one-year, non-cancellable lease for the amount of approximately $4,455,000 (RMB 31,000,000). At the end of this one-year lease term, the Company has the right to renew the lease for another four-year term at an aggregate price of approximately $10,940,000 (RMB 75,000,000) with a separate agreement. The lease payment of approximately $4,455,000 has been paid in full during the quarter ended June 30, 2008.

On the same day, the Company entered into a leasing agreement with a lessee to lease out the above power generation equipment under a one-year, non-cancellable lease for the lease payment of approximately $583,000 (RMB 4,000,000) per month with the option to renew. The lessee will pay a lower monthly lease payment of approximately $486,000 (RMB 3,333,000) under the circumstance that the Company renews the lease of the equipment from the ultimate lessor after one year.

On May 21, 2008, the Company leased energy recycling power generation equipment from the same lessor for operating under a one-year, non-cancellable lease for the amount of approximately $6,560,000 (RMB 45,000,000). At the end of the one-year lease term, the Company has the right to renew the lease for another four-year term at an aggregate price of approximately $17,500,000 (RMB 120,000,000) with a separate agreement. The lease payment of approximately $1,968,000 has been paid during the quarter ended June 30, 2008 and the remaining of approximately $4,592,000 was paid in full in July 2008.

On the same day, the Company entered into a leasing agreement with the same lessee to lease out the above power generation equipment under a one-year, non-cancellable lease for the lease payment of approximately $887,000 (RMB

5,850,000) per month with the option to renew. The lessee will pay a lower monthly lease payment of approximately $729,000 (RMB 5,000,000) under the circumstance that the Company renews the lease of the equipment from the ultimate lessor after one year.

5. INVENTORY

Inventory consisted of two equipment systems that will be used for TRT projects in the amount of $10,497,157 and $9,870,315 at June 30, 2008 and December 31, 2007, respectively.

6. ADVANCE FOR EQUIPMENT

Advance for equipment represented advance payment of approximately $2,624,931 (RMB 18,000,000) to an independent contractor for constructing a Power Generation System, and payment made for the equipment that will be used for the construction. At June 30, 2008, this project has not commenced construction yet. Upon completion of the construction, the Company will sell the power that is generated from this system to certain customers or lease out the whole system for rental income (See Note 19).

7. CONSTRUCTION IN PROGRESS

Construction in progress represented the amount paid to an independent contractor for constructing another Power Generation System for the total amount of approximately $5,613,063 (RMB 38,500,000). The construction project commenced in March 2008, and will take about 11 months to complete. Upon completion, the Company will sell the power that is generated from this system to certain customers (See Note 19).

8. TAX PAYABLE

Tax payable consisted of the following at June 30, 2008 and December 31, 2007:

	June 30, 2008 (Restated)	December 31, 2007
Income tax payable	$ 401,371	$ 149,295
Business tax payable	86,383	41,126
Other taxes payable	10,094	1,561
	$ 497,848	$ 191,982

9. ACCRUED LIABILITIES AND OTHER PAYABLES

Accrued liabilities and other payables consisted of the following at June 30, 2008 and December 31, 2007:

	June 30, 2008	December 31, 2007
Other payables	$ 3,178,692	$ 2,274,805
Employee welfare payable	241,891	228,923
Accrued expenses	100,925	61,998
Total	$ 3,521,508	$ 2,565,726

Other payable mainly consisted of employee training and social insurance payable of approximately $120,000, consulting and legal expenses paid by a third party on behalf of the Company, which will be repaid by the Company in the amount of approximately $370,000, payable to Yingfeng for the cost of obtaining the ownership of two TRT projects which was previously owned by Yingfeng of approximately $1,670,000 (RMB 11,460,257), and leasing deposits received from the customer for leasing the power generation equipments of approximately $1,020,000 (RMB 7,000,000).

10. ADVANCE FROM MANAGEMENT

Advance from management represented the balances due to a director for unsecured advances in 2007 which are interest free and repayable in the next twelve months. This advance was repaid in the six months ended June 30, 2008.

11. MINORITY INTEREST

Minority interest represented a 20% equity interest in Huaxin. Huaxin was incorporated in November 2, 2007, and engages in a similar business to TCH. At June 30, 2008 and December 31, 2007, minority interest was $16,095 and $15,080, respectively.

12. DEFERRED TAX

Deferred tax asset arose from accrued maintenance cost on two TRT machines that can be deducted for tax purposes in the future.

Deferred tax liability represented differences between the tax bases and book bases of sales-type leases.

As of June 30, 2008 and December 31, 2007, deferred tax asset (liability) consisted of the following:

		2008 (Restated)		2007
Deferred tax asset - noncurrent	$	8,045	$	-
Deferred tax liability - noncurrent		(365,812)		(342,540)
Deferred tax liability, Net	$	(357,767)	$	(342,540)

13. DISCONTINUED OPERATIONS

Since January 2007, the Company has gradually phased out and substantially scaled down most of its business of mobile phone distribution and provision of pager and mobile phone value-added information services. In the first and second quarters of 2007, the Company did not engage in any substantial transactions or activity in connection with these businesses. On May 10, 2007, the Company ceased and discontinued these businesses. Accordingly, the results of the discontinued operations have been segregated from continuing operations. The discontinued operations had an income of $23,105 for the six months ended June 30, 2007. The income represented the write down of deferred revenue generated from the provision of pager value-added information services.

14. INCOME TAX

Effective January 1, 2008, the PRC government implemented a new corporate income tax law with a new maximum corporate income tax rate of 25%. The Company is governed by the Income Tax Law of the PRC concerning privately-run enterprises, which are generally subject to tax at a statutory rate of 25% (33% prior to 2008) on income reported in the statutory financial statements after appropriate tax adjustments.

The Company’s subsidiaries generated substantially all of its net income from its PRC operation. Shanghai TCH’s effective income tax rates for 2008 and 2007 are 18% and 15%, respectively. Xi’an TCH’s effective income tax rate for 2008 is 25%. Shanghai TCH and its subsidiaries Xi’an TCH and Xingtai Huaxin filed separate income tax returns.

There is no income tax for companies domiciled in the Cayman Islands. Accordingly, the Company's consolidated financial statements do not present any income tax provisions related to Cayman Islands tax jurisdiction where Sifang Holding domiciled. The parent company, China Recycling Energy Co., Ltd., is taxed in the US and has a net operating loss for the six and three months ended June 30, 2008. A 100% valuation allowance has been established due to the uncertainty of its realization.

For the six and three months ended June 30, 2008 and 2007, the Company’s effective income tax rate differs from the US statutory rate because of the effect of the tax holiday, effect of tax on loss on nontaxable jurisdiction and valuation allowance.

15. CONVERTIBLE NOTES PAYABLE

On November 16, 2007, the Company entered into a Stock and Notes Purchase Agreement (“Purchase Agreement”) with Carlyle Asia Growth Partners III, L.P. (“CAGP”) and CAGP III Co. Investment, L.P. (together with CAGP, the “Investors”). Under the terms of the Purchase Agreement, the Company sold to the Investors a 10% Secured Convertible Promissory Note in the principal amount of $5,000,000 (the “First Note”). Additionally, the Purchase Agreement provides for two subsequent transactions to be effected by the Company and the Investors, which include (i) the issuance by the Company and subscription by the Investors of a total of 4,066,706 shares of common stock of Company, at the price of $1.23 per share for an aggregate purchase price of approximately $5,000,000, and (ii) the issuance and sale by the Company to the Investors of a 5% Secured Convertible Promissory Note in the principal amount of $15,000,000 (the foregoing transactions, together with sale and purchase of the First Note, are hereinafter referred to as the “Offering”). The subsequent transactions are contingent upon the satisfaction of certain conditions specified in the Purchase Agreement, including entry into specified energy and recycling project contracts and the purchase of certain energy recycling systems.

The First Note bore interest at 10% per annum and matured on November 16, 2009. The principal face amount of the First Note, together with any interest thereon was convertible at the option of the holders at any time on or prior to maturity, into shares of the Company’s common stock at an initial conversion price of $1.23 per share (subject to anti-dilution adjustments). The First Note was subject to mandatory conversion upon the consummation of the aforementioned issuance and subscription of shares of the Company’s common stock under the Purchase Agreement. As more fully described in the First Note, the obligations of the Company under the First Note ranked senior to all other debt of the Company.

As collateral for the First Note, the President and a major shareholder of the Company pledged 9,653,471 shares of the Company’s common stock held by him to secure the First Note.

The First Note was considered to have an embedded beneficial conversion feature (“BCF”) because the conversion price was less than the quoted market price at the time of the issuance. Accordingly, the BCF of $5,000,000 was recorded separately as unamortized beneficial conversion feature based on the intrinsic value method. The First Note was recorded in the balance sheet at face value less the unamortized BCF. The terms for the First Note were amended on April 29, 2008 and the First Note was repaid in full on June 25, 2008, as described below.

On April 29, 2008, the Company entered into an Amendment to the Purchase Agreement with the Investors (the “Amendment”). Under the terms of the Amendment, (i) the Company issued and the Investors subscribed for 4,066,706 shares of common stock of the Company, at $1.23 per share for an aggregate purchase price of $5,002,048, as originally contemplated under the Agreement; (ii) the Investors converted the principal amount under the First Note (and waived any accrued interest thereon) into 4,065,040 shares of common stock of the Company at the conversion price per share of $1.23, pursuant to the terms and conditions of the First Note issued under the Agreement; (iii) the Company issued and sold to the Investors a new 5% Secured Convertible Promissory Note in the principal amount of $5,000,000 to the Investors (the “Second Note” and collectively with the First Note, the “Notes”); and (iv) the Company granted to the Investors an option to purchase a 5% Secured Convertible Promissory Note in the principal amount of $10,000,000, exercisable by the Investors at any time within nine (9) months following the date of the closing of the transactions contemplated by the Amendment (the “Option Note”).

The Second Note bears interest at 5% per annum and matures on April 29, 2011. The principal face amount of the Second Note, together with any interest thereon, is convertible at the option of the holders at any time on or after March 30, 2010 (or such earlier date if the audited consolidated financial statements of the Company for the fiscal year ending December 31, 2009 are available prior to March 30, 2010) and prior to maturity, into shares of the Company's common stock at an initial conversion price that is tied to the after-tax net profits of the Company for the fiscal year ending December 31, 2009, as described in the Second Note. The Second Note is subject to mandatory conversion upon the listing of the Company's common stock on the National Association of Securities Dealers Automated Quotations main-board, the New York Stock Exchange or the American Stock Exchange. As more fully described in the Second Note, the obligations of the Company under the Second Note shall rank senior to all other debt of the Company.

The Second Note and the Option Note are both secured by a security interest granted to the Investors pursuant to the Share Pledge Agreement.

The Second Note was not considered to have an embedded BCF because the conversion price and convertible shares are contingent upon future net profits.

On June 25, 2008, the Company and the Investors entered into a Rescission and Subscription Agreement (the “Rescission”) to rescind the conversion of the First Note and the issuance of conversion shares of Common Stock at the Second Closing pursuant to the Amendment. The Company and the Investors rescinded the conversion of the principal amount ($5,000,000) under the First Note into 4,065,040 shares of Common Stock, and the Investors waived accrued interest on the First Note. Accordingly, the interest expense which had accrued on the note has been recorded as a decrease in interest expense for the period. At the Rescission closing, the Company repaid in full the First Note and issued to the Investors 4,065,040 shares of Common Stock at the price of $1.23 per share for an aggregate purchase price of $5,000,000. This was done through a cross receipt arrangement; the amortized portion of BCF was reversed to additional paid in stock. The Company has now concluded that in substance the transaction resulted in the conversion of the first $5,000,000 note into common stock and that the remaining BCF of $3,472,603 at the date of conversion should have been expensed (see Note 21).

16. STOCK-BASED COMPENSATION PLAN

On November 13, 2007, the Company approved the 2007 Non-statutory Stock Option Plan, which was later amended and restated in August 2008 (the “2007 Plan”), and granted stock options with an aggregate amount of 3,000,000 shares of the stock at $1.23 per share to acquire the Company's common stock at par value $0.001 to twenty (20) managerial and non-managerial employees under the 2007 Plan.

The vesting terms of options granted under the 2007 Plan is subject to the Non-Statutory Stock Option Agreements for managerial and non-managerial employees. For managerial employees, no more than 15% of the total stock options shall vest and become exercisable on the six month anniversary of the grant date. An additional 15% and 50% of the total stock options shall vest and become exercisable on the first and second year anniversary of the grant date, respectively. The remaining 20% of the total stock options shall vest and become exercisable on the third year anniversary of the grant date. For non-managerial employees, no more than 30% of the total stock options shall vest and become exercisable in the first year anniversary of the grant date. An additional 50% of the total stock options shall vest and become exercisable in the second year anniversary of the grant date. The remaining 20% of the total stock options shall vest and become exercisable on the third year anniversary of the grant date. Each stock option shall become vested and exercisable over a period of no longer than five years from the grant date.

Based on the fair value method under SFAS No. 123 (Revised) “Share Based Payment” (“SFAS 123(R)”), the fair value of each stock option granted is estimated on the date of the grant using the Black-Scholes option pricing model. The Black-Scholes option pricing model has assumptions for risk free interest rates, dividends, stock volatility and expected life of an option grant. The risk free interest rate is based upon market yields for United States Treasury debt securities at a maturity near the term remaining on the option. Dividend rates are based on the Company’s dividend history. The stock volatility factor is based on the historical volatility of the Company’s stock price. The expected life of an option grant is based on management’s estimate as no options have been exercised in the Plan to date. The fair value of each option grant to employees is calculated by the Black-Scholes method and is recognized as compensation expense over the vesting period of each stock option award. For stock options issued, the fair value was estimated at the date of grant using the following range of assumptions:

The options vest over a period of three years and have a life of 5 years. The fair value of the options was calculated using the following assumptions: estimated life of five years, volatility of 100%, risk free interest rate of 3.76%, and dividend yield of 0%. No estimate of forfeitures was made as the Company has a short history of granting options.

Effective June 25, 2008, the Company cancelled all vested shares and accepted optionees’ forfeiture of any unvested shares underlying the currently outstanding options.

On August 4, 2008, the Company granted stock options to acquire an aggregate amount of 3,000,000 shares of the Company’s common stock, par value $0.001, at $0.80 per share to 17 employees under the 2007 Plan. The new awards were considered as replacement awards and were recorded in accordance with SFAS 123(R).The options vest over a period of three years and have a life of 5 years. The fair value of the options was calculated using the following assumptions: estimated life of five years, volatility of 100%, risk free interest rate of 2.76%, and dividend yield of 0%. No estimate of forfeitures was made as the Company has a short history of granting options. The options have been accounted for as a modification to the options which were cancelled on June 25, 2008. No adjustment has been made for the incremental cost in the six and three months ended June 30, 2008 as the effect to net income was not material (see Note 20).

The following table summarizes activity for employees in the Company's Plan for the six months ended June 30, 2008:

	Number of Shares	Average Exercise Price per Share	Weighted Average Remaining Contractual Term in Years
Outstanding at December 31, 2006	-		
Granted	3,000,000	$ 1.23	5.00
Exercised	-		
Forfeited	-		
Outstanding at December 31, 2007	3,000,000	$ 1.23	4.87
Granted	-		
Exercised	-		
Forfeited	-		
Outstanding at March 31, 2008	3,000,000	$ 1.23	4.62
Exercised	-		
Cancelled vested shares	450,000		
Forfeited unvested shares	2,550,000		
Granted	3,000,000	$ 0.80	5.00
Outstanding at June 30, 2008	3,000,000	$ 0.80	4.98

The weighted-average modification date fair value of stock options granted to employees for the six months ended June 30, 2008 was $0.88 per share. The Company recorded $632,444 of compensation expense for employee stock options during the six months ended June 30, 2008. There were no options exercised during the six months ended June 30, 2008.

17. SHAREHOLDERS' EQUITY

On April 29, 2008, the Company issued and the Investor subscribed for a total of 4,066,706 shares of common stock of the Company, at the price of $1.23 per share for an aggregate purchase price of $5,002,048 under the Stock and Notes Purchase Agreement signed on November 16, 2007.

On June 25, 2008, the Company and the Investors entered into a Rescission and Subscription Agreement to rescind the conversion of the First Note and the issuance of conversion shares of Common Stock pursuant to Amendment to Stock and Notes Purchase Agreement dated on April 29, 2008. The Company and the Investors rescinded the conversion of the principal amount ($5,000,000) under the First Note into 4,065,040 shares of Common Stock and repaid the First Note in full. At the Rescission and Subscription Closing, the Company issued to the Investors, 4,065,040 shares of Common Stock at the price of $1.23 per share for an aggregate purchase price of $5,000,000.

During the quarter ended June 30, 2008, the Company issued 3,278,259 shares of its Common Stock to one of the Company's shareholders who paid $4,032,258 cash to the Company during the quarter ended June 30, 2008. This purchase was part of an investment by the shareholder entered into in November 2007 to purchase the shares at $1.23 per share.

18. STATUTORY RESERVES

Pursuant to the new corporate law of the PRC effective January 1, 2006, the Company is now only required to maintain one statutory reserve by appropriating from its after-tax profit before declaration or payment of dividends. The statutory reserve represents restricted retained earnings.

Surplus Reserve Fund

The Company is required to transfer 10% of its net income, as determined under PRC accounting rules and regulations, to a statutory surplus reserve fund until such reserve balance reaches 50% of the Company's registered capital.

The surplus reserve fund is non-distributable other than during liquidation and can be used to fund previous years' losses, if any, and may be utilized for business expansion or converted into share capital by issuing new shares to existing shareholders in proportion to their shareholdings or by increasing the par value of the shares currently held by them, provided that the remaining reserve balance after such issuance is not less than 25% of the registered capital.

Common Welfare Fund

The common welfare fund is a voluntary fund that the Company can elect to transfer 5% to 10% of its net income to this fund. This fund can only be utilized on capital items for the collective benefit of the Company's employees, such as construction of dormitories, cafeteria facilities, and other staff welfare facilities. This fund is non-distributable other than upon liquidation.

19. CONTINGENCIES

The Company's operations in the PRC are subject to specific considerations and significant risks not typically associated with companies in the North America and Western Europe. These include risks associated with, among others, the political, economic and legal environments and foreign currency exchange. The Company' s results may be adversely affected by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things.

The Company's sales, purchases and expenses transactions are denominated in RMB and all of the Company's assets and liabilities are also denominated in RMB. The RMB is not freely convertible into foreign currencies under the current law. In China, foreign exchange transactions are required by law to be transacted only by authorized financial institutions. Remittances in currencies other than RMB may require certain supporting documentation in order to affect the remittance.

20. COMMITMENTS

Zhangzhi Steel New 1080 m3 blast furnace TRT Power Generator Project

On November 11, 2007, the Company entered a Project General Contractor agreement with an independent contractor under contemplation to construct a 1080 cubic meter blast furnace for the third phase of Zhangzhi TRT project which was originally signed on June 22, 2006. The total contract price is approximately $4,375,000 (RMB 30,000,000); the Company has paid approximately $2,625,000 (RMB 18,000,000) for the purchase of equipment. This project is expected to produce 45,000,000 KW/h annual energy output upon completion.

Shenwei Cement Pure Low Temperature Waste Heat Power Generateor Project

In November 2007, the Company signed a cooperative agreement with Shenwei Group for a Cement Waste Heat Power Generator Project. The Company will build two sets of 12MW pure low temp cement waste heat power generator systems for its two 2500 tons per day cement manufacturing line in Jin Yang and 5,000 T/D cement manufacturing line in Tong Chuan. During the first quarter of 2008, the Company has finished equipment bidding process, selecting the equipment, and commenced construction of the systems (See Note 5). Total investment will be approximately 93 MM RMB with estimated annual power generated capacity of 180 MM KWH once the two systems are put into operation. The Company will use the BOT (build, operate, transfer) model to build and operate the systems. The operation period will be 5 years. During the operation period, Shenwei Group will pay the Company the monthly electricity fee based on the actual power generated by the systems at 0.4116 RMB per KWH as agreed.

21. RESTATEMENT OF FINANCIAL STATEMENTS

The financial statements for the date at June 30, 2008 and for the six and three months ended June 30, 2008 were restated to reflect the following:

1. Reclassification of current tax payable to deferred tax of liability of $357,767 on sales-type leases as the Company did not separately record the deferred tax liability.

2. The Company initially recorded the rescission of the first $5,000,000 convertible note and cross receipt transactions as the settlement of the note and the reacquisition of the BCF (Note 15). The Company's management has now concluded that in substance the transaction resulted in the conversion of the first $5,000,000 note into common stock and based on substance over form, should have been accounted for as such. Accordingly, in accordance with EITF 00-27, the remaining BCF of $3,472,603 at the date of conversion has been expensed.

3. Reclassification of interest expense from interest income for the three months ended June 30, 2008. The reclassification did not have an impact on the results of operations for the three months ended June 30, 2008.

4. The Company originally recorded the employee stock options expense for those options that had vested up to the cancellation date. The Company's management has now concluded that the option subsequently issued on August 4, 2008 was a modification of the options cancelled and forfeited on June 25, 2008. Accordingly, the Company recorded the difference between the fair values of the options before and after the modification date as incremental cost and amortized such cost including the unamortized grant date fair value over the new vesting period. No adjustment has been made for the incremental cost in the six and three months ended June 30, 2008 as the effect to net income was not material.

All the restatement adjustments did not have an impact to the statement of cash flows except the reclassification within the operating activities.

The following table presents the effects of the restatement adjustment on the accompanying consolidated balance sheet for the date at June 30, 2008:

Consolidate Balance Sheet at June 30, 2008	As Previously Reported	Restated	Net Adjustment
Tax payable	$ 855,615	$ 497,848	$ (357,767)
Deferred tax liability, net	$ -	$ 357,767	$ 357,767
Total liabilities	$ 16,383,426	$ 16,383,426	$ -
Additional paid in capital	$ 30,251,407	$ 33,724,010	$ 3,472,603
Accumulated deficit	$ (5,051,418)	$ (8,524,021)	$ (3,472,603)
Total stockholders' equity	$ 28,991,477	$ 28,991,477	$ -

The following table presents the effects of the restatement adjustment on the accompanying consolidated statement of operations for the six months ended June 30, 2008:

Consolidated Statement of Operations and Comprehensive loss	As Previously Reported	Restated	Net Adjustment
Interest expense	$ (1,191,781)	$ (4,664,384)	$ (3,472,603)
Total non-operating expenses	$ (1,256,777)	$ (4,729,380)	$ (3,472,603)
Loss before income taxes	$ (837,022)	$ (4,309,625)	$ (3,472,603)
Net Loss	$ (1,205,576)	$ (4,678,179)	$ (3,472,603)
Comprehensive loss	$ (95,101)	$ (3,567,704)	$ (3,472,603)
Net Loss per common share — basic	$ (0.04)	$ (0.17)	$ (0.13)
Net Loss per common share — diluted	$ (0.04)	$ (0.17)	$ (0.13)

The following table presents the effects of the restatement adjustment on the accompanying consolidated statement of operations for the three months ended June 30, 2008:

Consolidated Statement of Operations and Comprehensive loss	As Previously Reported	Restated	Net Adjustment

Interest income	$	758,124	$	14,846	$	(743,278)
Interest expenses	$	(1,191,781)	$	(3,921,106)	$	(2,729,325)
Total non-operating expenses	$	(503,469)	$	(3,976,072)	$	(3,472,603)
Loss before income taxes	$	(56)	$	(3,472,659)	$	(3,472,603)
Net Loss	$	(317,636)	$	(3,790,239)	$	(3,472,603)
Comprehensive (loss) income	$	718,114	$	(2,754,489)	$	(3,472,603)
Net Loss per common share — basic	$	(0.01)	$	(0.12)	$	(0.11)
Net Loss per common share — diluted	$	(0.01)	$	(0.12)	$	(0.11)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Note Regarding Forward-Looking Statements

This quarterly report on Form 10-Q and other reports filed by the Company from time to time with the Securities and Exchange Commission (collectively the "Filings") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the filings, the words "anticipate", "believe", "estimate", "expect", "future", "intend", "plan", or the negative of these terms and similar expressions as they relate to Company or Company's management identify forward-looking statements. Such statements reflect the current view of Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors (including the risks contained in the section of operations and results of operations, and any businesses that Company may acquire. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although Company believes that the expectations reflected in the forward-looking statements are reasonable, Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results. Readers are urged to carefully review and consider the various disclosures made throughout the entirety of this quarterly report, which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations, and prospects.

Our financial statements are prepared in US Dollars and in accordance with accounting principles generally accepted in the United States. See "Exchange Rates" below for information concerning the exchange rates at which Renminbi ("RMB") were translated into US Dollars ("USD") at various pertinent dates and for pertinent periods.

OVERVIEW OF BUSINESS BACKGROUND

China Recycling Energy Corporation (the "Company" or "CREG") (formerly China Digital Wireless, Inc.) was incorporated on May 8, 1980, under the laws of the State of Colorado. On September 6, 2001, the Company re-domiciled its state of incorporation from Colorado to Nevada. The Company, through its subsidiary Shanghai TCH Data Technology Co., Ltd. ("TCH"), is doing the business of selling and leasing energy saving equipment. The businesses of mobile phone distribution and provision of pager and mobile phone value-added information services were discontinued in 2007. On March 8, 2007, the Company changed its name to "China Recycling Energy Corporation".

On June 23, 2004, the Company entered into a stock exchange agreement with Sifang Holdings Co. Ltd. ("Sifang Holdings") and certain shareholders. Pursuant to the stock exchange agreement, the Company issued 13,782,636 shares of its common stock in exchange for a 100% equity interest in Sifang Holdings, making Sifang Holdings a wholly owned subsidiary of the Company. Sifang Holdings was established under the laws of the Cayman Islands on February 9, 2004 for the purpose of holding a 100% equity interest in Shanghai TCH Data Technology Co., Ltd. ("TCH"). TCH was established as a foreign investment enterprise in Shanghai under the laws of the People's Republic of China (the "PRC") on May 25, 2004. Since January 2007, the Company has gradually phased out and substantially scaled down most of its business of mobile phone distribution and provision of pager and mobile phone value-added information services. In the first and second quarters of 2007, the Company did not engage in any substantial transactions or activity in connection with these businesses. On May 10, 2007, the Company ceased and discontinued the businesses related to mobile phones and pagers. These businesses are reflected in continuing operations for all periods presented based on the criteria for discontinued operations prescribed by Statement of Financial Accounting Standards ("SFAS") No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets".

On February 1, 2007, the Company's subsidiary, TCH entered into two TRT Project Joint-Operation Agreements ("Joint-Operation Agreement") with Xi'an Yingfeng Science and Technology Co., Ltd. ("Yingfeng"). Yingfeng is a joint stock company registered in Xi'an, Shaanxi Province, the PRC, and engages in the business of designing, installing, and operating TRT systems and sales of other renewable energy products. TRT is an electricity generating system that utilizes the exhaust pressure and heat produced in the blast furnace of a steel mill to generate electricity. In October 2007, the Company terminated the Joint-Operation Agreement with Yingfeng and became fully entitled to the rights, titles, benefits and interests in the TRT Projects.

On September 21, 2007, the Company’s subsidiary, TCH changed its name to “Shanghai TCH Energy Technology Co., Ltd.”.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our management's discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported net sales and expenses during the reporting periods. On an ongoing basis, we evaluate our estimates and assumptions. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

While our significant accounting policies are more fully described in Note 2 to our consolidated financial statements, we believe that the following accounting policies are the most critical to aid you in fully understanding and evaluating this management discussion and analysis.

Basis of presentation

These accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“US GAAP”) and pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for annual financial statements.

Basis of consolidation

The consolidated financial statements include the accounts of CREG and, its subsidiaries, Sifang Holdings, TCH, and TCH’s newly incorporated subsidiaries Xi'an TCH Energy Tech Co., Ltd. (Xi’an TCH) and Xingtai Huaxin Energy Tech Co., Ltd. (Huaxin). Xi’an TCH and Huaxin engage in the same business with TCH. Substantially all of the Company's revenues are derived from the operations of TCH and its subsidiaries, which represent substantially all of the Company’s consolidated assets and liabilities. All significant inter-company accounts and transactions have been eliminated in consolidation.

Use of estimates

In preparing these consolidated financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheets and revenues and expenses during the year reported. Actual results may differ from these estimates.

Accounts receivable and concentration of credit risk

Accounts receivable are recorded at the invoiced amounts and do not bear interest. The Company extends unsecured credit to its customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on managements’ assessment of known requirements, aging of receivables, payment history, the customer’s current credit worthiness and the economic environment.

Financial instruments that potentially subject the Company to credit risk consist primarily of accounts receivable and other receivables. The Company does not require collateral or other security to support these receivables. The Company conducts periodic reviews of its clients' financial condition and customer payment practices to minimize collection risk on accounts receivable.

The operations of the Company are located in the PRC. Accordingly, the Company's business, financial condition, and results of operations may be influenced by the political, economic, and legal environments in the PRC, as well as by the general state of the PRC economy.

Inventory

Inventory is valued at the lower of cost or market. Cost of work in progress and finished goods comprises direct material cost, direct production cost and an allocated portion of production overheads.

Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation. Expenditures for maintenance and repairs are expensed as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method over the estimated lives ranging from 5 to 20 years as follows:

Building	20 years
Vehicle	2 - 5 years
Office and Other Equipment	2 - 5 years
Software	2 - 3 years

Sales-type leasing and related revenue recognition

The Company invests and leases TRT systems to Xingtai and Zhangzhi. The Company will transfer all benefits, risks and ownership of the TRT systems to Xingtai and Zhangzhi at the end of each lease term. The Company's investment in these projects is recorded as Sales-type leases in accordance with SFAS No. 13, "Accounting for Leases" and its various amendments and interpretations. The sales and cost of goods sold is recognized at the point of sale. The investment in sales-type leases consists of the sum of the total minimum lease payments receivable less unearned interest income. Unearned interest income is amortized to income over the lease term as to produce a constant periodic rate of return on the net investment in the lease.

Foreign Currency Translation and Comprehensive Income (Loss)

The Company's functional currency is the Renminbi ("RMB"). For financial reporting purposes, RMB has been translated into United States dollars ("USD") as the reporting currency. Assets and liabilities are translated at the exchange rate in effect at the balance sheet date. Revenues and expenses are translated at the average rate of exchange prevailing during the reporting period. Translation adjustments arising from the use of different exchange rates from period to period are included as a component of stockholders' equity as "Accumulated other comprehensive income". Gains and losses resulting from foreign currency transactions are included in income. There has been no significant fluctuation in exchange rate for the conversion of RMB to USD after the balance sheet date.

The Company uses SFAS 130 "Reporting Comprehensive Income". Comprehensive income is comprised of net income and all changes to the statements of stockholders' equity, except those due to investments by stockholders, changes in paid-in capital and distributions to stockholders.

NEW ACCOUNTING PRONOUNCEMENTS

The Hierarchy of Generally Accepted Accounting Principles

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles." This Statement identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). This Statement will not have an impact on the Company’s financial statements.

Disclosures about Derivative Instruments and Hedging Activities

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133 (“SFAS 133”). This Statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity’s financial position, financial performance, and cash flows. Based on current conditions, the Company does not expect the adoption of SFAS 161 to have a significant impact on its results of operations or financial position.

Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51

In December 2007, the FASB issued SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51” (“SFAS 160”). SFAS 160 establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. Specifically, this statement requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent’s equity. The amount of net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. SFAS 160 clarifies that changes in a parent’s ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. In addition, this statement requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gain or loss will be measured using the fair value of the noncontrolling equity investment on the deconsolidation date. SFAS 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. SFAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Based on current conditions, the Company does not expect the adoption of SFAS 160 to have a significant impact on its results of operations or financial position.

Business Combinations

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), Business Combinations (“SFAS 141R”). SFAS 141R will significantly change the accounting for business combinations. Under SFAS 141R, an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. SFAS 141R will change the accounting treatment for certain specific items, including:

- Acquisition costs will be generally expensed as incurred;
- Noncontrolling interests (formerly known as “minority interests” - see SFAS 160 discussion above) will be valued at fair value at the acquisition date;
- Acquired contingent liabilities will be recorded at fair value at the acquisition date and subsequently measured at either the higher of such amount or the amount determined under existing guidance for non-acquired contingencies;
- In-process research and development will be recorded at fair value as an indefinite-lived intangible asset at the acquisition date;
- Restructuring costs associated with a business combination will be generally expensed subsequent to the acquisition date; and
- Changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally will affect income tax expense.

SFAS 141R also includes a substantial number of new disclosure requirements. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. Earlier adoption is prohibited. Accordingly, since we are a calendar year-end company we will continue to record and disclose business combinations following existing GAAP until January 1, 2009. We expect SFAS 141R will have an impact on accounting for business combinations once adopted but the effect is dependent upon acquisitions at that time.

Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an Amendment of FASB Statements No. 87, 88, 106, and 132R

In September 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an Amendment of FASB Statements No. 87, 88, 106, and 132R ("SFAS 158"), which requires employers to recognize the underfunded or overfunded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in the funded status in the year in which the changes occur through accumulated other comprehensive income. Additionally, SFAS 158 requires employers to measure the funded status of a plan as of the date of its year-end statement of financial position. The new reporting requirements and related new footnote disclosure rules of SFAS 158 are effective for fiscal years ending after December 15, 2006. We adopted the provisions of SFAS 158 for the year end 2006, and the effect of recognizing the funded status in accumulated other comprehensive income was not significant. The new measurement date requirement applies for fiscal years ending after December 15, 2008.

Accounting for Nonrefundable Advance Payments for Goods or Services Received for use in Future Research and Development Activities

In June 2007, the FASB issued FASB Staff Position No. EITF 07-3, “Accounting for Nonrefundable Advance Payments for Goods or Services Received for use in Future Research and Development Activities” (“FSP EITF 07-3”), which addresses whether nonrefundable advance payments for goods or services that used or rendered for research and development activities should be expensed when the advance payment is made or when the research and development activity has been performed. Management is currently evaluating the effect of this pronouncement on financial statements.

RESULTS OF OPERATIONS

Comparison of Six Months Ended June 30, 2008 and June 30, 2007

The following table sets forth the results of our operations for the periods indicated as a percentage of net sales:

	2008 (Restated)		2007	
Six Months Ended June 30	$	% of Sales	$	% of Sales
Sales	2,616,416		4,781,163	
Sales of products	-	-	4,781,163	100%
Rental income	2,616,416	100%	-	-
Cost of sales	(1,832,609)	70%	(3,677,818)	77%
Cost of products	-	-	(3,677,818)	77%
Rental expense	(1,832,609)	70%	-	-
Gross profit	783,807	30%	1,103,345	23%
Interest income on sales-type lease	1,139,727	44%	198,386	4%
Total operating income	1,923,534	74%	1,301,731	27%
Total Operating expenses	(1,503,779)	57%	(343,543)	7%
Income from operation	419,755	16%	958,188	20%
Total non-operating income (expenses)	(4,729,380)	(181) %	208,918	4%
Income (loss) before income tax	(4,309,625)	(165) %	1,167,106	24%
Income tax expense	(368,498)	14%	(211,593)	4%
Minority interest	(56)	0%	-	
Income from operations of discontinued component	-		23,105	0.5%
Net income (loss)	(4,678,179)	(179) %	978,618	20%

SALES. Net sales for the six months ended June 30, 2008 were $2.62 million while our net sales for the six months ended June 30, 2007, were approximately $4.78 million, a decrease in revenues of $2.16 million. The decrease was due to changing of our business type during the first six months of 2007. We discontinued our mobile phone business and commenced selling and manufacturing of energy saving equipment during the first six months of 2007. We sell our equipment through sales-type leasing. Sales and cost of sales are recorded at the time of leasing, the interest income of which is part of our revenue source in additional to sales revenue. We sold one TRT system through sales-type leasing during the first six months of 2007 while we had interest income of $1.14 million from sales-type leasing and rental income from leasing out two power generating systems for the first six months of 2008.

COST OF SALES. Cost of sales for the six months ended June 30, 2008 was $1.83 million while our cost of sales for the same period of 2007, was approximately $3.68 million, a decrease of $1.85 million. The decrease in cost of sales is attributed to changing our business type from a mobile phone business to manufacturing, selling and leasing the energy saving equipment in the first six months of 2007. We leased two power generating systems under one-year, non-cancellable leases with options to renew at a favorable price during the six months ended June 30, 2008. We paid the lease payment in full and leased them out for higher monthly rental income under one-year, non-cancellable lease.

GROSS PROFIT. Gross profit was $0.78 million for the six months ended June 30, 2008 as compared to $1.10 million for the same period of 2007, representing gross margins of approximately 30% and 23% for the six months ended June 30, 2008 and 2007, respectively. The increase in our gross profit was mainly due to a decreased cost of sales derived from changing our business type from a mobile phone business to manufacturing, selling and leasing the energy saving equipment in the first six months of 2007. We sold one TRT system through sales-type leasing with gross profit recognized during the first six months of 2007, while we had interest income from sales-type leasing and rental income for the first six months of 2008.

OPERATING EXPENSES. Operating expenses consisted of selling, general and administrative expenses totaling approximately $1.50 million for the six months ended June 30, 2008 as compared to $0.34 million for the same period of 2007, an increase of approximately $1.16 million or 338%. This increase was mainly due to the compensation expense of approximately $630,000 related to the fair value of the options to employees that was vested during the first six months of 2008 to the date of cancellation of the options and increased payroll, marketing and traveling expense due to the expansion of our business.

NET INCOME (LOSS). Our net income (loss) for the six months ended June 30, 2008 was $(4,678,179) as compared to $978,618 net income for the same period of 2007, a decrease of $5.65 million. This decrease in net income was mainly due to interest expense on our amortized beneficial conversion feature for the convertible note of approximately $4.68 million and compensation expense of the fair value of stock options of $0.63 million for the first six months of 2008. The convertible note was repaid on June 25, 2008 and all the vested and non-vested options were modified on June 25, 2008.

Comparison of Three Months Ended June 30, 2008 and June 30, 2007

The following table sets forth the results of our operations for the periods indicated as a percentage of net sales:

Three Months Ended June 30	2008 (Restated)		2007	
	$	% of Sales	$	% of Sales
Sales	2,616,416		-	
Sales of products	-		-	N/A
Rental income	2,616,416	100%	-	N/A
Cost of sales	(1,832,609)	70%	-	N/A
Cost of products	-	-	-	N/A
Rental expense	(1,832,609)	70%	-	N/A
Gross profit	783,807	30%	-	N/A
Interest income on sales-type lease	574,775	22%	148,150	N/A
Total operating income	1,358,582	52%	148,150	N/A
Total Operating expenses	(855,169)	33%	(86,501)	N/A
Income (loss) from operation	503,413	19%	61,649	
Total non-operating expenses	(3,976,072)	(152)%	208,968	N/A
Income (loss) before income tax	(3,472,659)	(133)%	270,617	N/A

Income tax expense	(317,551)	12%	(51,436)	N/A
Minority interest	(29)	-	-	N/A
Income from operations of discontinued component	-	-		N/A
Net income (loss)	(3,790,239)	(145%)	219,181	N/A

SALES. Net sales for the quarter ended June 30, 2008 were $2.62 million while our net sales for the quarter ended June 30, 2007, were nil, an increase in revenues of $2.62 million. The increase was due to changing our business type during the first quarter of 2007. We discontinued our mobile phone business and commenced selling and manufacturing of energy saving equipment during first quarter of 2007. We sell our equipment through sales-type leasing. Sales and cost of sales are recorded at the time of leasing, the interest income of which is part of our revenue source in addition to sales revenue. We sold one TRT system through sales-type leasing during the first quarter of 2007 which brought us only interest income of $148,150 for the second quarter of 2007 while we had both interest income from sales-type leasing and rental income during the second quarter ended June 30, 2008.

COST OF SALES. Cost of sales for the quarter ended June 30, 2008 was $1.83 million while our cost of sales for the quarter ended June 30, 2007 was nil, an increase of $1.83 million. The increase in cost of sales attributed to changing our business type from a mobile phone business to manufacturing, selling and leasing the energy saving equipment in the first quarter of 2007. We leased two power generating systems under one-year, non-cancellable leases with options to renew at favorable price during the quarter ended June 30, 2008. We paid the lease payment in full and lease them out for higher monthly rental income under one-year, non-cancellable lease.

GROSS PROFIT. Gross profit was $0.78 million for the quarter ended June 30, 2008 as compared to $0 gross profit for the quarter ended June 30, 2007, representing gross margins of approximately 30% and 0% for the second quarter ended 2008 and 2007, respectively. The increase in our gross profit was mainly due to changing our business type from a mobile phone business to manufacturing, selling and leasing the energy saving equipment in the first quarter of 2007. We sold one TRT system through sales-type leasing with gross profit recognized during the first quarter of 2007 which brought us only the interest income for the second quarter ended June 30, 2007, while we had interest income from sales-type leasing and rental income for the second quarter of 2008.

OPERATING EXPENSES. Operating expenses consisted of selling, general and administrative expenses totaling approximately $855,169 for the quarter ended June 30, 2008 as compared to $86,501 for the quarter ended June 30, 2007, an increase of approximately $768,668 or 889%. This increase was mainly due to the compensation expense of approximately $307,000 of the fair value of the stock options to employees that were vested in the second quarter of 2008 through the cancellation date of June 25, 2008 and increased payroll, marketing and traveling expense due to the expansion of our business.

NET INCOME (LOSS). Our net income (loss) for the quarter ended June 30, 2008 was $(3,790,239) as compared to $219,181 net income for the quarter ended June 30, 2007, a decrease of $4.01 million. This decrease in net income (loss) was mainly due to interest expense on our amortized beneficial conversion feature for the convertible note of approximately $4.06 million and compensation expense of the fair value of the stock options of $307,000 for the second quarter of 2008. The convertible note was repaid on June 25, 2008 and all the vested and non-vested options have been modified on June 25, 2008.

LIQUIDITY AND CAPITAL RESOURCES

Six months ended June 30, 2008 as compared to six months ended June 30, 2007

As of June 30, 2008, the Company had cash and cash equivalents of approximately $7,001,594. At June 30, 2008, other current assets consisted of approximately $22.14 million and current liabilities consisted of approximately $13.17 million, working capital amounted to $12.81 million at June 30, 2008. The ratio of current assets to current liabilities was 1.82:1 at the period ended June 30, 2008.

The following is a summary of cash provided by or used in each of the indicated types of activities during six months ended June 30, 2008 and 2007:

	2008 (Restated)	2007
Cash provided by (used in):		
Operating Activities	$ (3,752,801)	$ 4,178,452
Investing Activities	(5,139,416)	(4,475,102)
Financing Activities	13,958,352	36,137

Net cash flow used in operating activities was $3.75 million in the first six months of 2008, as compared to net cash flow provided by operating activities of $4.18 million in the first six months of 2007. The decrease in net cash inflows from operating activities was mainly due to the net loss for the first six months of 2008 and prepaid equipment rents of approximately $9.21 million.

Net cash flow used in investing activities was $5.14 million for the period ended June 30, 2008, as compared to net cash used in investing activities of $4.48 million for the period ended June 30, 2007. The increase of net cash flow used in investing activities was mainly due to the payment for construction in progress of approximately $5.61 million for constructing a power generating system. We will use the BOT (build, operate, transfer) model to build and operate a system and charge the user of this system monthly electricity fees based on the actual power generated by the systems.

Net cash flow provided by financing activities was $13.96 million for the period ended June 30, 2008 as compared to net cash provided by financing activities of $36,137 for the period ended June 30, 2007. The increase of net cash flow provided by financing activities in the first six months of 2008 was mainly due to the issuance of common stock to an accredited investor for $5 million, issuance of a convertible note to the same investor for $5 million, and issuance of common stock to one of our major shareholders for $4,032,258.

We believe we have sufficient cash to continue our current business throughout 2008 due to increased sales, interest revenue and rental income from operating activity.

We do not believe that inflation had a significant negative impact on our results of operations during 2008.

Off-Balance Sheet Arrangements

We have not entered into any other financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as stockholder's equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

Contractual Obligations

Convertible Notes Payable

On November 16, 2007, the Company entered into a Stock and Notes Purchase Agreement ("Purchase Agreement") with Carlyle Asia Growth Partners III, L.P. ("CAGP") and CAGP III Co. Investment, L.P. (together with CAGP, the "Investors"). Under the terms of the Purchase Agreement, the Company sold to the Investors a 10% Secured Convertible Promissory Note in the principal amount of $5,000,000 (the "First Note"). Additionally, the Purchase Agreement provides for two subsequent transactions to be effected by the Company and the Investors, which include (i) the issuance by the Company and subscription by the Investors of a total of 4,066,706 shares of common stock of Company, at the price of $1.23 per share for an aggregate purchase price of approximately $5,000,000, and (ii) the issuance and sale by the Company to the Investors of a 5% Secured Convertible Promissory Note in the principal amount of $15,000,000 (the foregoing transactions, together with sale and purchase of the First Note, are hereinafter referred to as the "Offering"). The subsequent transactions are contingent upon the satisfaction of certain conditions specified in the Purchase Agreement, including entry into specified energy and recycling project contracts and the purchase of certain energy recycling systems.

The First Note bore interest at 10% per annum and matured on November 16, 2009. The principal face amount of the First Note, together with any interest thereon was convertible at the option of the holders at any time on or prior to maturity, into shares of the Company's common stock at an initial conversion price of $1.23 per share (subject to anti-dilution adjustments). The First Note was subject to mandatory conversion upon the consummation of the aforementioned issuance and subscription of shares of the Company's common stock under the Purchase Agreement. As more fully described in the First Note, the obligations of the Company under the First Note ranked senior to all other debt of the Company.

As collateral for the First Note, the President and a major shareholder of the Company pledged 9,653,471 shares of the Company's common stock held by him to secure the First Note.

The First Note was considered to have an embedded beneficial conversion feature (“BCF”) because the conversion price was less than the quoted market price at the time of the issuance. Accordingly, the BCF of $5,000,000 was recorded separately as unamortized beneficial conversion feature based on the intrinsic value method. The First Note was recorded in the balance sheet at face value less the unamortized BCF. The terms for the First Note were amended on April 29, 2008 and the First Note was repaid in full on June 25, 2008, as described below.

On April 29, 2008, the Company entered into an Amendment to the Purchase Agreement with the Investors (the "Amendment"). Under the terms of the Amendment, (i) the Company issued and the Investors subscribed for 4,066,706 shares of common stock of the Company, at $1.23 per share for an aggregate purchase price of $5,002,048, as originally contemplated under the Agreement; (ii) the Investors converted the principal amount under the First Note (and waived any accrued interest thereon) into 4,065,040 shares of common stock of the Company at the conversion price per share of $1.23, pursuant to the terms and conditions of the First Note issued under the Agreement; (iii) the Company issued and sold to the Investors a new 5% Secured Convertible Promissory Note in the principal amount of $5,000,000 to the Investors (the "Second Note" and collectively with the First Note, the "Notes"); and (iv) the Company granted to the Investors an option to purchase a 5% Secured Convertible Promissory Note in the principal amount of $10,000,000, exercisable by the Investors at any time within nine (9) months following the date of the closing of the transactions contemplated by the Amendment (the "Option Note").

The Second Note bears interest at 5% per annum and matures on April 29, 2011. The principal face amount of the Second Note, together with any interest thereon, is convertible at the option of the holders at any time on or after March 30, 2010 (or such earlier date if the audited consolidated financial statements of the Company for the fiscal year ending December 31, 2009 are available prior to March 30, 2010) and prior to maturity, into shares of the Company's common stock at an initial conversion price that is tied to the after-tax net profits of the Company for the fiscal year ending December 31, 2009, as described in the Second Note. The Second Note is subject to mandatory conversion upon the listing of the Company's common stock on the National Association of Securities Dealers Automated Quotations main-board, the New York Stock Exchange or the American Stock Exchange. As more fully described in the Second Note, the obligations of the Company under the Second Note shall rank senior to all other debt of the Company.

The Second Note and the Option Note are both secured by a security interest granted to the Investors pursuant to the Share Pledge Agreement.

The Second Note was not considered to have an embedded BCF because the conversion price and convertible shares are contingent upon future net profits.

On June 25, 2008, the Company and the Investors entered into a Rescission and Subscription Agreement (the "Rescission") to rescind the conversion of the First Note and the issuance of conversion shares of Common Stock at the Second Closing pursuant to the Amendment. The Company and the Investors rescinded the conversion of the principal amount ($5,000,000) under the First Note into 4,065,040 shares of Common Stock, and the Investors waived accrued interest on the First Note. Accordingly, the interest expense which had accrued on the note has been recorded as a decrease in interest expense for the period. At the Rescission closing, the Company repaid in full the First Note and issued to the Investors 4,065,040 shares of Common Stock at the price of $1.23 per share for an aggregate purchase price of $5,000,000. This was done through a cross receipt arrangement; the amortized portion of BCF was reversed to additional paid in stock. The Company has now concluded that in substance the transaction resulted in the conversion of the first $5,000,000 note into common stock and that the remaining BCF of $3,472,603 at the date of conversion should have been expensed.

Zhangzhi Steel New 1080 m3 blast furnace TRT Power Generator Project

On November 11, 2007, the Company entered a Project General Contractor agreement with an independent contractor under contemplation to construct a 1080 cubic meter blast furnace for the third phase of the Zhangzhi TRT project which was originally signed on June 22, 2006. The total contract price is approximately $4,375,000 (RMB 30,000,000); the Company has paid approximately $2,625,000 (RMB 18,000,000) for the purchase of the equipment. This project is expected to produce 45,000,000 KW/h annual energy output upon completion.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not Applicable.

Item 4T. Controls and Procedures

At the time that our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2008 was originally filed, our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures and concluded that as of the end of such period, our disclosure controls and procedures were effective. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. In connection with the restatement of our financial statements in this Quarterly Report on Form 10-Q described in the introductory Explanatory Note, management reevaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the Evaluation Date. Based on that reevaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the Evaluation Date.

The Company has retained a consultant to evaluate our internal control over financial reporting and to assist us in making improvements to the quality of our controls, policies and procedures. The Company also intends to form an Audit Committee of independent directors during the 2009 fiscal year to oversee the audit and internal audit process. In addition, we are improving supervision, education, and training of our accounting staff and continue to search for more qualified financial personnel with experience with U.S. GAAP and U.S. public company reporting and compliance obligations.

Changes in Internal Control Over Financial Reporting

Other than as noted above in this Item 4, there has been no change in our internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the quarter covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The Company is not currently involved in any material pending legal proceedings.

Item 1A. Risk Factors

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a).*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a).*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.*
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.*

* Filed herewith.

SIGNATURES

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

CHINA RECYCLING ENERGY CORPORATION
(Registrant)

China Recycling Energy Corporation

Date: September 28, 2009	By:	/s/ Guohua Ku Guohua Ku Chairman of the Board of Directors and Chief Executive Officer
Date: September 28, 2009	By:	/s/ Xinyu Peng Xinyu Peng Chief Financial Officer and Secretary

EXHIBIT INDEX

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