

INCYTE CORP  
Form 4  
December 19, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Baker Brothers Life Sciences Capital (GP), LLC

(Last) (First) (Middle)

667 MADISON AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY US 10021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INCYTE CORP [INCY]

3. Date of Earliest Transaction (Month/Day/Year)  
12/17/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock <sup>(1)</sup> <sub>(2)</sub>	12/17/2008		P	9,259 A \$ 3.15	6,301,227	I	Through Partnership <sup>(3)</sup>
Common Stock <sup>(1)</sup> <sub>(2)</sub>	12/17/2008		P	80,201 A \$ 3.3342	6,381,428	I	Through Partnership <sup>(3)</sup>
Common Stock <sup>(1)</sup> <sub>(2)</sub>	12/17/2008		P	132,354 A \$ 3.3318	6,513,782	I	Through Partnership <sup>(3)</sup>
Common Stock <sup>(1)</sup> <sub>(2)</sub>	12/18/2008		P	13,055 A \$ 3.5966	6,526,837	I	Through Partnership

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<u>(2)</u>								<u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	12/18/2008	P	215,917	A	\$ 3.5633	6,742,754	I	Through Partnership <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	12/19/2008	P	42,834	A	\$ 3.6175	785,588	I	Through Partnership <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	12/19/2008	P	241,712	A	\$ 3.5954	7,027,300	I	Through Partnership <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
3.5% Senior Convertible Note due 2011	\$ 11.22	02/15/2011		P	7,598,000	<u>(4)</u> 02/15/2011	Common Stock 67
3.5% Subordinated Convertible Note due 2011	\$ 11.22	02/15/2011		P	4,534,000	<u>(4)</u> 02/15/2011	Common Stock 40

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Brothers Life Sciences Capital (GP), LLC 667 MADISON AVENUE, 17TH FLOOR NEW YORK, NY US 10021	X	X		

BAKER JULIAN 667 MADISON AVENUE, 17TH FLOOR NEW YORK, NY US 10021	X	X
BAKER FELIX 667 MADISON AVENUE, 17TH FLOOR NEW YORK, NY US 10021	X	X

## Signatures

/s/ Julian C. Baker, as Managing Member of Baker Brothers Life Sciences Capital (GP), LLC		12/19/2008
	**Signature of Reporting Person	Date
/s/ Julian C. Baker		12/19/2008
	**Signature of Reporting Person	Date
/s/ Felix J. Baker		12/19/2008
	**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 In addition to Baker Brothers Life Sciences Capital (GP), LLC, this Form 4 is being filed jointly by Julian C. Baker and Felix J. Baker each of whom has the same business address as Baker Brothers Life Sciences Capital (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Julian C. Baker is a Director of the Issuer. Because of certain relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational purposes as if they were members of a group of such shareholders. (Continued in footnote 2).  
 However, the Reporting Persons disclaim that they and any other person or persons, in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that they are the beneficial owners of securities owned by any such other persons, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein.
- (3) Represents securities owned directly by Baker Brothers Life Sciences, L.P., the sole general partner of which is Baker Brothers Life Sciences Capital, L.P., a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Brothers Life Sciences Capital (GP), LLC.
- (4) Immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. atural Gas Equipment Co., Ltd and its 100% variable interest entities ("VIE"), Xi'an Xilan Natural Gas Co. Ltd., Shaanxi Jingbian Liquefied Natural Gas Co., Ltd and Xian Xilan Auto Bodyshop Co., Ltd. All inter-company accounts and transactions have been eliminated in the consolidation.

### Consolidation of Variable Interest Entity

In accordance with Financial Interpretation No. 46R, Consolidation of Variable Interest Entities ("FIN 46R"), VIEs are generally entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders lack adequate decision making ability. All VIEs with which the Company is involved must be evaluated to determine the primary beneficiary of the risks and rewards of the VIE. The primary beneficiary is required to consolidate the VIE for financial reporting purposes.

On February 21, 2006, we formed Xilan Natural Gas Equipment Co., Ltd as a wholly-owned foreign enterprise (WOFE). We then, through XNGE, entered into exclusive arrangements with Xian Xilan Natural Gas and its shareholders that give us the ability to substantially influence Xian Xilan Natural Gas' daily operations and financial

affairs, appoint its senior executives and approve all matters requiring shareholder approval. We memorialized these arrangements on August 17, 2007. As a result, the Company consolidates the financial results of Xian Xilan Natural Gas as variable interest entity pursuant to Financial Interpretation No. 46R, "Consolidation of Variable Interest Entities." The arrangements consist of the following agreements:

- a. Xian Xilan Natural Gas holds the licenses and approvals necessary to operate its natural gas business in China.
- b. XNGE provides exclusive technology consulting and other general business operation services to Xian Xilan Natural Gas in return for a consulting services fee which is equal to Xian Xilan Natural Gas's revenue.
- c. Xian Xilan Natural Gas's shareholders have pledged their equity interests in Xian Xilan Natural Gas to the Company.
- d. Irrevocably granted the Company an exclusive option to purchase, to the extent permitted under PRC law, all or part of the equity interests in Xian Xilan Natural Gas and agreed to entrust all the rights to exercise their voting power to the person appointed by the Company.

On August 8, 2008, the Company through XXGE entered into an Addendum to Option Agreement with Mr. Qinan Ji, chairman and shareholder of XXNGC, and each of the shareholders of XXNGC (hereafter collectively referred to as the "Transferor"), and made retroactive to June 30, 2008. According to the agreement, the Chairman and the Shareholders of XXNGC irrevocably grants to XNGE an option to purchase or cause any person designated by XNGE to purchase, to the extent permitted under PRC Law, according to the steps determined by XNGE, at \$1.00 for each Transferors' Purchased Equity Interest or the lowest price permissible under the applicable laws if the applicable PRC laws stipulate restrictions on the purchase price of the Additional Equity Interest at the time that Equipment exercise the Option. The Agreement limits the XXNGC and the transferors' right to make certain equity interest related decisions. This Addendum supplements that certain Option Agreement entered into as of August 17, 2007 and effective as of March 8, 2006 and is in addition to the rights granted in the Agreement.

## Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The Company's functional currency is the Chinese Renminbi ("RMB"); however, the Company's reporting currency is the United States Dollar ("USD"), therefore, the accompanying consolidated financial statements have been translated and presented in USD.

In the opinion of management, the unaudited consolidated financial statements furnished herein include all adjustments, all of which are of a normal recurring nature, necessary for a fair statement of the results for the interim period presented. Operating results for the period ended June 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

## Foreign Currency Translation

As of June 30, 2008 and December 31, 2007, the accounts of the Company were maintained, and their consolidated financial statements were expressed in RMB. Such consolidated financial statements were translated into USD in accordance with Statement of Financial Accounts Standards ("SFAS") No. 52, "Foreign Currency Translation," with the RMB as the functional currency. According to the Statement, all assets and liabilities were translated at the exchange rate on the balance sheet date, stockholder's equity are translated at the historical rates and statement of income and cash flow items are translated at the weighted average exchange rate for the year. The resulting translation adjustments are reported under other comprehensive income in accordance with SFAS No. 130, "Reporting Comprehensive Income."

The balance sheet amounts with the exception of equity at June 30, 2008 were translated 6.85 RMB to \$1.00 USD as compared to 7.29 RMB at December 31, 2007. The equity accounts were stated at their historical rate. The average translation rates applied to income and cash flow statement amounts for the six months ended June 30, 2008 and 2007 were 7.05 RMB and 7.73 RMB to \$1.00 USD, respectively. The average translation rates applied to income and cash flow statement amounts for the three months ended June 30, 2008 and 2007 were 6.97 RMB and 7.69 RMB to \$1.00 USD, respectively. Translation adjustments resulting from this process in the amount of \$7,274,749 and \$3,477,025 as of June 30, 2008 and December 31, 2007, respectively are classified as an item of other comprehensive income in the stockholders' equity section of the consolidated balance sheet. During the six months ended June 30, 2008 and 2007, other comprehensive income in the consolidated statements of income and other comprehensive income included translation gains of \$3,797,724 and \$736,712, respectively. For the three months ended June 30, 2008 and 2007, other comprehensive income in the consolidated statements of income and other comprehensive income included translation gains of \$1,494,722 and \$455,308, respectively.

## Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and demand deposits in accounts maintained with state-owned banks within the PRC and the United States. The Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

Certain financial instruments, which subject the Company to concentration of credit risk, consist of cash. The Company maintains balances at financial institutions which, from time to time, may exceed Federal Deposit Insurance Corporation insured limits for the banks located in the United States. Balances at financial institutions or state-owned banks within the PRC are not covered by insurance. As of June 30, 2008 and December 31, 2007, the Company had deposits in excess of federally insured limits of \$29,063,157 and \$13,053,994, respectively. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant risks on its cash in bank accounts.

### Short Term Investments

Short-term investments are securities classified as available for sale, held by a private investment trust company for investing activities. Gain or loss on securities is computed using cost basis of first-in, first-out (FIFO) basis. The fair value of securities at December 31, 2007 totaled \$238,554, which equaled the original costs, and was returned to the Company in March 2008.

### Accounts Receivable

Accounts and other receivable are recorded at net realizable value consisting of the carrying amount less an allowance for uncollectible accounts, as needed. The Company maintains reserves for potential credit losses on accounts receivable. Management reviews the composition of accounts receivable and analyzes historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. Reserves are recorded primarily on a specific identification basis in the period of the related sales. The Company's management has determined that all receivables are collectible and there is no need for a reserve for bad debts as of June 30, 2008 and December 31, 2007.

### Other Receivable - employee advances

From time to time, the Company advances predetermined amounts based upon internal Company policy to certain employees and internal units to ensure certain transactions to be performed in a timely manner. The Company has full oversight and control over the advanced accounts. Therefore, the allowance for the uncollectible accounts is nil.

### Advances

The Company advances to certain vendors for purchase of its material. The advances are interest free and unsecured.

## Inventory

Inventory is stated at the lower of cost, as determined on a first-in, first-out basis, or market. Management compares the cost of inventories with the market value, and allowance is made for writing down the inventories to their market value, if lower. Inventory consists of material used in the construction of pipelines and material used in repairing and modifying of vehicles. Inventory also consists of natural gas and gasoline.

At June 30, 2008 and December 31, 2007, the following are the details of the inventories:

	June 30, 2008 (Unaudited)	December 31, 2007
Materials and supplies	\$ 205,068	\$ 109,333
Natural gas and gasoline	317,959	122,006
	\$ 523,027	\$ 231,339

## Property and Equipment

Property and equipment are stated at cost. Expenditures for maintenance and repairs are charged to earnings 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 for substantially all assets with estimated lives as follows:

Office equipment	5 years
Operating equipment	5-20 years
Vehicles	5 years
Buildings	30 years

At June 30, 2008 and December 31, 2007, the following are the details of the property and equipment:

	June 30, 2008 (Unaudited)	December 31,2007
Office equipment	\$ 192,676	\$ 163,432
Operating equipment	31,972,049	22,413,270
Vehicles	1,980,343	1,484,892
Buildings	16,740,143	11,943,006
	50,885,211	36,004,600
Less accumulated depreciation	(5,303,881)	(3,712,605)
	\$ 45,581,330	\$ 32,291,995

Depreciation expense for the six months ended June 30, 2008 and 2007 was \$1,358,378 and \$726,256, respectively. Depreciation expense for the three months ended June 30, 2008 and 2007 was \$701,854 and \$374,480, respectively.

### Long-Lived Assets

The Company applies the provision of Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144") to all long lived assets. SFAS 144 addresses accounting and reporting for impairment and disposal of long-lived assets. The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with SFAS 144. SFAS 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal. Based on its review, the Company believes that, as of June 30, 2008 there were no significant impairments of its long-lived assets.

### Construction in Progress

Construction in progress consists of the cost of constructing property and equipment for the Company's use. The major cost of construction in progress relates to material, labor and overhead.

Interest cost capitalized into construction in progress for the six months ended June 30, 2008 and 2007 amounted to \$682,504 and \$0, respectively. Interest cost capitalized into construction in progress for the three months ended June 30, 2008 and 2007 amounted to \$491,856 and \$0, respectively.

### Fair Value of Financial Instruments

On January 1, 2008, the Company adopted SFAS No. 157, Fair Value Measurements. SFAS No. 157 defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosures requirements for fair value measures. The carrying amounts reported in the balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels are defined as follow:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.



The Company analyzes all financial instruments with features of both liabilities and equity under SFAS 150, “Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity,” SFAS No 133, “Accounting for Derivative Instruments and Hedging Activities” and EITF 00-19, “Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company’s Own Stock.”

The Company’s warrant liability is carried at fair value totaling \$17,500,000 as of June 30, 2008. The Company used Level 2 inputs for its valuation methodology for the warrant liability, and their fair values are determined by the price that the Company would be required to repurchase the warrants if they are not exercised.

Liabilities	Fair Value as of June 30, 2008	Fair Value Measurements at June 30, 2008 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Warrant liability	\$ 17,500,000		\$ 17,500,000	

The Company did not identify any other non-recurring assets and liabilities that are required to be presented on the balance sheet at fair value in accordance with SFAS No. 157.

#### Derivative Accounting

The financial instruments are accounted for in accordance with Financial Accounting Standards (“SFAS”) No. 133, “Accounting for Derivative Instruments and Hedging Activities”, which established accounting and reporting requirements for derivative instruments and hedging activities. SFAS No. 133, as amended by SFAS No. 138 and 149, requires that all derivative instruments subject to the requirements of the statement be measured at fair market value and recognized as assets or liabilities in the balance sheet. The accounting for changes in the fair value of a derivative depends on the intended use of the derivative and the resulting designation is generally established at the inception of a derivative. For derivatives designated as cash flow hedges and meeting the effectiveness guidelines of SFAS No. 133, changes in fair value, to the extent effective, are recognized in other comprehensive income until the hedged item is recognized in earnings. Hedge effectiveness is measured at least quarterly based on the relative changes in fair value between the derivative contract and the hedged item over time. Any change in fair value of a derivative resulting from ineffectiveness or an excluded component of the gain/loss is recognized immediately in the statement of operations.

The Company elected not to apply hedge accounting; therefore the change in fair value is recognized in earnings each reporting period. The Company did not have any derivatives during the period.

#### Revenue Recognition

The Company's revenue recognition policies are in accordance with Staff accounting bulletin (SAB) 104. Revenue is recognized when services are rendered to customers when a formal arrangement exists, the price is fixed or determinable, the delivery is completed, no other significant obligations of the Company exist and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as unearned revenue. Revenue from gas and gasoline sales is recognized when gas and gasoline is pumped through pipelines to the end users. Revenue from installation of pipelines is recorded when the contract is completed and accepted by the customers. The construction contracts are usually completed within one to two months. Revenue from repairing and modifying vehicles is recorded when service are rendered to and accepted by the customers.

### Unearned Revenue

Unearned revenue represents prepayments by customers for gas purchases and advance payments on installation of pipeline contracts. The Company records such prepayment as unearned revenue when the payments are received.

### Advertising Costs

The Company expenses the cost of advertising as incurred or, as appropriate, the first time the advertising takes place. Advertising costs for the six and three months ended June 30, 2008 and 2007 were insignificant.

### Stock-Based Compensation

The Company records and reports stock-based compensation pursuant to SFAS 123R "Accounting for Stock-Based Compensation", which defines a fair-value-based method of accounting for stock-based employee compensation and transactions in which an entity issues its equity instruments to acquire goods and services from non-employees. Stock compensation for stock granted to non-employees has been determined in accordance with SFAS 123R and the Emerging Issues Task Force consensus Issue No. (EITF) 96-18, "Accounting for Equity Instruments that are issued to Other than Employees for Acquiring, or in Conjunction with Selling Goods or Services", as the fair value of the consideration received or the fair value of equity instruments issued, whichever is more reliably measured.

### 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. At June 30, 2008 and December 31, 2007, there was no significant book to tax differences. There is no difference between book depreciation and tax depreciation as the Company uses the same method for both book and tax. The Company adopted FASB Interpretation 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), as of January 1, 2007. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The adoption had no effect on the Company's financial statements.

## Local PRC Income Tax

The Company's subsidiary or variable interest entities operate in China. Starting January 1, 2008, pursuant to the tax laws of China, general enterprises are subject to income tax at an effective rate of 25% compare to 33% prior to 2008. The Company's variable interest entity, XXNGC, is in the natural gas industry whose development is encouraged by the government. According to the income tax regulation, any company engaged in the natural gas industry enjoys a favorable tax rate. Accordingly, except for income from XNGE, SJLNG, XXABC, which subjects to 25% PRC income tax rate, XXNGC's income is subject to a reduced tax rate of 15%.

A reconciliation of tax at United States federal statutory rate to provision for income tax recorded in the financial statements is as follows:

	For three months ended		For six months ended	
	June 30, (Unaudited)		June 30, (Unaudited)	
	2008	2007	2008	2007
Tax provision (credit) at statutory rate	34%	34%	34%	34%
Foreign tax rate difference	(9%)	(1%)	(9%)	(1%)
Effect of favorable tax rate	(4%)	(14%)	(4%)	(14%)
	21%	19%	21%	19%

The estimated tax savings for the six months ended June 30, 2008 and 2007 amounted to \$933,423 and \$1,042,675, respectively. The net effect on earnings per share had the income tax been applied would decrease basic earnings per share for the six months ended June 30, 2008 and 2007 from \$0.22 to \$0.19 and \$0.20 to \$0.16, respectively. The estimated tax savings for the three months ended June 30, 2008 and 2007 amounted to \$531,372 and \$560,804, respectively. The net effect on earnings per share had the income tax been applied would decrease basic earnings per share for the three months ended June 30, 2008 and 2007 from \$0.12 to \$0.10 and \$0.11 to \$0.09, respectively.

## Value added tax

Sales revenue represents the invoiced value of goods, net of a value-added tax ("VAT"). All of the Company's variable interest entity XXNGC's products that are sold in the PRC are subject to a Chinese value-added tax at a rate of 13% of the gross sales price. This VAT may be offset by VAT paid by the XXNGC on raw materials and other materials included in the cost of producing their finished product. XXNGC recorded VAT payable and VAT receivable net of payments in the financial statements. The VAT tax return is filed offsetting the payables against the receivables.

All revenues from XXABC subject to a Chinese value-added tax at a rate of 6%. This VAT cannot offset with VAT paid for materials included in the cost of revenues.

### Basic and Diluted Earning Per Share

Earning per share is calculated in accordance with the SFAS 128, "Earnings per share". Basic net earnings per share is based upon the weighted average number of common shares outstanding. 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.

### Statement of Cash Flows

In accordance with Statement of Financial Accounting Standards No. 95, "Statement of Cash Flows," cash flows from the Company's operations is calculated based upon the local currencies and translated to USD at average translation rates for the period. As a result, translation adjustments amounts related to assets and liabilities reported on the statement of cash flows will not necessarily agree with changes in the corresponding balances on the balance sheet.

### Reclassifications

Certain prior period amounts have been reclassified to conform to current period's presentation. This reclassification had no material effect on operations or cash flows.

### Recent Pronouncements

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities—including an amendment of FASB Statement No. 115 ("FAS 159"). FAS 159 permits companies to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective of FAS 159 is to provide opportunities to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply hedge accounting provisions. FAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. The Company adopted SFAS No. 159 on January 1, 2008. The Company chose not to elect the option to measure the fair value of eligible financial assets and liabilities.

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. The Company adopted FSP EITF 07-3 and expensed the research and development as incurred.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements - an amendment of Accounting Research Bulletin No. 51" ("SFAS 160"), which establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. The Statement also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners. SFAS 160 is effective for fiscal years beginning after December 15, 2008. The Company has not determined the effect that the application of SFAS 160 will have on its consolidated financial statements.



In December 2007, Statement of Financial Accounting Standards No. 141(R), Business Combinations, was issued. SFAS No. 141R replaces SFAS No. 141, Business Combinations. SFAS 141R retains the fundamental requirements in SFAS 141 that the acquisition method of accounting (which SFAS 141 called the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. SFAS 141R requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date, with limited exceptions. This replaces SFAS 141's cost-allocation process, which required the cost of an acquisition to be allocated to the individual assets acquired and liabilities assumed based on their estimated fair values. SFAS 141R also requires the acquirer in a business combination achieved in stages (sometimes referred to as a step acquisition) to recognize the identifiable assets and liabilities, as well as the noncontrolling interest in the acquiree, at the full amounts of their fair values (or other amounts determined in accordance with SFAS 141R). 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. An entity may not apply it before that date. The Company is currently evaluating the impact that adopting SFAS No. 141R will have on its financial statements.

In March 2008, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 161, "Disclosures about Derivative Instruments and Hedging Activities - An Amendment of SFAS No. 133" ("SFAS 161"). SFAS 161 seeks to improve financial reporting for derivative instruments and hedging activities by requiring enhanced disclosures regarding the impact on financial position, financial performance, and cash flows. To achieve this increased transparency, SFAS 161 requires (1) the disclosure of the fair value of derivative instruments and gains and losses in a tabular format; (2) the disclosure of derivative features that are credit risk-related; and (3) cross-referencing within the footnotes. SFAS 161 is effective on January 1, 2009. The Company is in the process of evaluating the new disclosure requirements under SFAS 161.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles" ("FAS 162"). FAS 162 is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with GAAP for nongovernmental entities. FAS 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles." The Company is in the process of evaluating the impact of adoption of this statement on the results of operations, financial position or cash flows.

In June 2008, the FASB issued Emerging Issues Task Force Issue 07-5 "Determining whether an Instrument (or Embedded Feature) is indexed to an Entity's Own Stock" ("EITF No. 07-5"). This Issue is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early application is not permitted. Paragraph 11(a) of Statement of Financial Accounting Standard No 133 "Accounting for Derivatives and Hedging Activities" ("SFAS 133") specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company's own stock and (b) classified in stockholders' equity in the statement of financial position would not be considered a derivative financial instrument. EITF No.07-5 provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for the SFAS 133 paragraph 11(a) scope exception. This standard triggers liability accounting on all options and warrants exercisable at strike prices denominated in any currency other than the functional currency in China (Renminbi). The Company is currently evaluating the impact of adoption of EITF No. 07-5 on the Company's consolidated financial statements.

## Note 3 - Other Assets

Other assets at June 30, 2008 and December 31, 2007 consisted of the following,

	June 30, 2008 (Unaudited)	December 31, 2007
Prepaid rent - natural gas stations	\$ 277,807	\$ 225,924
Prepayment for acquiring land use right	1,057,775	993,975
Advances on purchasing equipment/construction in progress	5,259,187	1,501,443
Refundable security deposits	379,340	356,460
Others	56,777	45,250
Total	\$ 7,030,886	\$ 3,123,052

All land in the People's Republic of China is government owned. However, the government grants the user a land use right to use the land. As of June 30, 2008 and December 31, 2007, the Company prepaid \$1,057,775 and \$993,975, respectively, to the PRC local government to purchase land use rights. The Company is in the process of negotiating the final purchase price with the local government and the land use rights have not been granted to the Company. Therefore, the Company did not amortize the prepaid land use rights.

Advances on the purchase of equipment/construction in progress are monies deposited or advanced to outside vendors/subcontractors for the purchase of operating equipment or for services to be provided for constructions in progress.

Refundable security deposits are monies deposited with one of the Company's major vendors and gas station landlord. These amounts will be returned to the Company if they terminate the business relationship or at the end of the lease.

## Note 4 - Senior Notes Payable

On December 30, 2007, the Company entered into a Securities Purchase Agreement with Abax Lotus Ltd. (the "Investor"). The Purchase Agreement was subsequently amended on January 29, 2008, pursuant to which the Company (i) agreed to issue 5.00% Guaranteed Senior Notes due 2014 (the "Senior Notes") of approximately \$20,000,000, (ii) agreed to issue to the Investor Senior Notes in aggregate principal amount of approximately \$20,000,000 on or before March 3, 2008 subject to the Company meeting certain closing conditions, (iii) granted the Investor an option to purchase up to approximately \$10,000,000 in principal amount of its Senior Notes and (iv) agreed to issue to the Investor seven-year warrants exercisable for up to 2,900,000 shares of the Company's common stock (the "Warrants") at an initial exercise price equal to \$7.3652 per share, subject to certain adjustments. On January 29, 2008, the Company issued \$20,000,000 Senior Notes 2,900,000 warrants pursuant to the Purchase Agreement. On March 3, 2008, the Investor exercised its first option for an additional \$20,000,000 of Senior Notes. On March 10, 2008, the Company issued \$20,000,000 in additional Senior Notes resulting in total Senior Notes of \$40,000,000.

At the closing, the Company entered into:

- An indenture for the 5.00% Guaranteed Senior Notes due 2014;
- An investor rights agreement;
- A registration rights agreement covering the shares of common stock issuable upon exercise of the warrants;

- An information rights agreement that grants to the Investor, subject to applicable law, the right to receive certain information regarding the Company, and
- A share-pledge agreement whereby the Company granted to the Collateral Agent (on behalf of the holders of the Senior Notes) a pledge on 65% of the Company's equity interest in Shaanxi Xilan Natural Gas Equipment Co., Ltd., a PRC corporation and wholly-owned subsidiary of the Company.
  - An account pledge and security agreement whereby the Company granted to the Collateral Agent a security interest in the account where the proceeds from the Senior Notes are deposited.

In addition, Qinan Ji, Chief Executive Officer and Chairman of the Board of the Company, executed a non-compete agreement for the benefit of the Investor.

The Senior Notes were issued pursuant to an indenture between the Company and DB Trustees (Hong Kong) Limited, as trustee, at the closing. The Senior Notes will mature on January 30, 2014 and will initially bear interest at the stated interest rate of 5.00% per annum, subject to increase in the event of certain circumstances. The Company is required to make mandatory prepayments on the Senior Notes on the following dates and in the following amounts, expressed as a percentage of the aggregate principal amount of Notes that will be outstanding on the first such payment date:

Date	Prepayment Amount
July 30, 2011	8.3333%
January 30, 2012	8.3333%
July 30, 2012	16.6667%
January 30, 2013	16.6667%
July 30, 2013	25.0000%

During the twelve month period commencing January 30 of the years set forth below, the Company may redeem the Senior Notes at the following principal amount:

Year	Principal
2009	\$43,200,000
2010	42,400,000
2011	41,600,000
2012	40,800,000
2013 and thereafter	40,000,000



Upon the occurrence of certain events defined in the indenture, the Company must offer the holders of the Senior Notes the right to require the Company to purchase the Senior Notes in an amount equal to 105% of the aggregate principal amount purchased plus accrued and unpaid interest on the Senior Notes purchased.

The indenture requires the Company to pay additional interest at the rate of 3.0% per annum of the Senior Notes if the Company has not obtained a listing of its common stock on the Nasdaq Global Market, the Nasdaq Capital Market or the New York Stock Exchange by January 29, 2009 and maintained such listing continuously thereafter as long as the Senior Notes are outstanding. Pursuant to the registration rights agreement (described herein), the Company has agreed to pay additional interest at the rate of 1.0% per annum of the Senior Notes principal amount outstanding for each 90-day period in which the Company has failed to comply with the registration obligations under the registration rights agreement.

The indenture limits the Company's ability to incur debt and liens, make dividend payments and stock repurchases, make investments, reinvest proceeds from asset sales and enter into transactions with affiliates, among other things. The indenture also requires the Company to maintain certain financial ratios.

The Company also entered into an investor rights agreement, pursuant to which, as long as an investor holds at least 10% of the aggregate principal amount of the Senior Notes issued and outstanding or at least 3% of the Company's issued and outstanding common stock pursuant to the warrants on an as-exercised basis ("Minimum Holding"), the Company has agreed not to undertake certain corporate actions without prior Investor approval. In addition, so long as an Investor owns the Minimum Holding, such Investor shall have a right of first refusal for future debt securities offerings by the Company and the Company is subject to certain transfer restrictions on its securities and certain other properties.

From the Closing Date and as long as the Investor continues to hold more than 10% of the outstanding shares of common stock on an as-converted, fully-diluted basis, the Investor shall be entitled to appoint one of the Company's board of directors (the "Investor Director"). The Investor Director shall be entitled to serve on each committee of the board, except that, the Investor Director shall not serve on the audit committee unless it is an independent director. Mr. Ji has agreed to vote his shares for the election of the Investor Director.

The Company is required to prepare and file a registration statement covering the sales of all of the shares of common stock issuable upon exercise of the warrants (the "Warrant Shares"), subject to any limitation required by applicable of Rule 415 of the SEC pursuant to the Securities Act of 1933 and to have the registration statement declared effective by June 27, 2008. In the event that the registration statement has not been declared effective by the SEC on or before June 27, 2008 or if effectiveness of the registration statement is suspended at any time other than pursuant to a suspension notice, for each 90-day period during which the registration default remains uncured, the Company shall be required to pay additional interest at the rate of one percent (1%) of the Senior Notes.

On March 3, 2008, the Investor exercised its option to purchase an additional \$20,000,000 of Senior Notes. On March 10, 2008, the Company issued the additional \$20,000,000 in Senior Notes resulting in total Senior Notes of \$40,000,000.

In connection with the issuance of the Securities Purchase Agreement, the Company paid \$2,122,509 in debt issuance costs which is being amortized over the life of the Senior Notes. For the six months ended June 30, 2008, the Company amortized \$122,592 of the aforesaid issuance costs, net of capitalized of interest. For the three months ended June 30, 2008, the Company amortized \$66,322 of the aforesaid issuance costs, net of capitalized of interest.

In connection with the Securities Purchase Agreement, the Company agreed to issue to the Investor seven-year warrants exercisable for up to 2,900,000 shares of the Company's common stock at an initial exercise price equal to \$7.3652 per share, subject to certain adjustments. The exercise price of the Warrants is adjusted on the first anniversary of issuance and thereafter, at every six month anniversary beginning in the fiscal year 2009 if the volume weighted average price, or VWAP, (as defined therein) for the 15 trading days prior to the applicable reset date is less than the then applicable exercise price, in which case the exercise price shall be adjusted downward to the then current VWAP; provided, however, that in no event shall the exercise price be adjusted below \$3.6826 per share.

If the Company's consolidated net profit after tax does not reach the stated level for 2007 or 2008, the exercise price of the warrants shall be adjusted by multiplying the current exercise price by a fraction, the numerator of which is the sum of (i) the number of shares of the Company's common stock outstanding immediately prior to such adjustment and (ii) 87,000, and the denominator of which is the number of shares of the Company's common stock outstanding immediately prior to such adjustment. Pursuant to the terms of the warrant agreement, a holder cannot exercise the Warrants to the extent that the number of shares of Common Stock beneficially owned by the holder would, following such exercise, exceed 9.9% of the outstanding shares of common stock at the time of exercise.

The warrants granted to the Investor on January 29, 2008 are considered derivative instruments that need to be bifurcated from the original security. If the Warrants have not been exercised within the seven year period, then the Investor can have the Company purchase the Warrants for \$17,500,000. This amount is shown as a debt discount and is being amortized over the term of the Senior Notes. For the six months ended June 30, 2008, the Company amortized \$459,473 of the aforesaid discounts, net of capitalized of interest. For the three months ended June 30, 2008, the Company amortized \$312,810 of the aforesaid discounts, net of capitalized of interest.

#### Note 5 - Stockholders' Equity

##### Stockholder Receivable

As of June 30, 2008, a loan outstanding of \$2,918,000 was receivable from the shareholder of Xi'an ShengWei Science and Technology Industry Co., Ltd. The outstanding amount is reported as a reduction of stockholders' equity. The maturity date of loan is September 30, 2008. The loan was subsequently repaid in August 2008.

##### Common stock

On August 2, 2007, the Company entered into a Securities Purchase Agreement with investors to sell 4,615,385 shares of the Company's common stock and attached warrants to purchase up to 692,308 shares of Common stock ("Investor warrants") for \$3.25 per share (or an aggregate purchase price of \$15,000,000) and for total net proceeds of \$13,823,467. Warrants are exercisable for a period of five years with exercise price of \$7.79 per share.

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In connection with the above-mentioned offering, the Company entered into a finance representation agreement (“Agreement”) with a placement agent (“Agent”). Pursuant to the agreement, the Company agreed to pay the Agent \$10,000 and issued a warrant (“Placement Agent Warrants”) to acquire 75,000 shares of the Company’s common stock. In addition, the Company paid \$1,050,000 fee (7% of the gross proceeds).

Warrants associated with the above-mentioned issuance of common stock were issued in October 2007 upon the effective filing of its certificate of Amendment of Articles of Incorporation to increase the authorized number of shares of common stock from 30,000,000 to 45,000,000.

Both Investor Warrants and Placement Agent Warrants meet the conditions for equity classification pursuant to FAS 133 “Accounting for Derivatives” and EITF 00-19 “Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company’s Own Stock.” Therefore, these warrants were classified as equity and accounted as common stock issuance cost.

Following is a summary of the warrant activity:

	Warrants Outstanding	Weighted Average Exercise Price	Aggregate Intrinsic Value
Outstanding, December 31, 2006	1,140,286	\$ 3.60	-
Granted	767,308	\$ 7.79	-
Forfeited	-	-	-
Exercised	(819,110)	\$ 3.60	-
Outstanding, December 31, 2007	1,088,484	\$ 6.55	\$ 376,977
Granted	2,900,000	\$ 7.37	-
Forfeited	-	-	-
Exercised	-	-	-
Outstanding, June 30, 2008 (Unaudited)	3,988,484	\$ 7.14	-

Following is a summary of the status of warrants outstanding at June 30, 2008:

Outstanding Warrants			Exercisable Warrants	
Exercise Price	Number	Average Remaining Contractual Life	Average Exercise Price	Number
\$3.60	321,176	0.53	\$3.60	321,176
\$7.37	2,900,000	6.58	\$7.37	2,900,000
\$7.79	767,308	4.09	\$7.79	767,308
\$7.14	3,988,484	5.61	\$7.14	3,988,484

Note 6 - Defined Contribution Plan

The Company is required to participate in a defined contribution plan operated by the local municipal government in accordance with Chinese law and regulations. The Company makes annual contributions of 14% of all employees' salaries to the plan. Starting from 2008, no minimum contribution is required but the maximum contribution cannot be more than 14 % of the current salary expense. The total contribution for the above plan was \$0 and \$54,992 for the six months ended June 30, 2008 and 2007, respectively. The total contribution for the above plan was \$0 and \$34,860 for the three months ended June 30, 2008 and 2007, respectively.

Note 7 - Statutory Reserve

As stipulated by the Company Law of the People's Republic of China (PRC) as applicable to Chinese companies with foreign ownership, net income after taxation can only be distributed as dividends after appropriation has been made for the following:

- i. Making up cumulative prior years' losses, if any;
- ii. Allocations to the "Statutory surplus reserve" of at least 10% of income after tax, as determined under PRC accounting rules and regulations, until the fund amounts to 50% of the Company's registered capital;
- iii. Allocations to the discretionary surplus reserve, if approved in the shareholders' general meeting.

The Company has appropriated \$851,328 and \$494,383 as reserve for the statutory surplus reserve for six months ended June 30, 2008 and 2007. The Company had appropriated \$ 485,562 and 152,523 as reserve for the statutory surplus reserve for three months ended June 30, 2008 and 2007.

Note 8 - Accounting for stock-based compensation

On September 22, 2007, Mr. Qinan Ji, chairman and shareholder of the Company (the "Grantor") entered into a Stock Option Agreement with Crone Rozyngo LLP (the "Optionee") to grant Optionee an option to purchase 100,000 shares the Company's common stock. 30% of the shares vest on September 22, 2008, 30% vest on September 22, 2009, and the remaining 40% vest on September 22, 2010. Upon termination of the Optionee as a service provider to the Company, the Optionee shall return all unvested options. This Option may be exercised until June 1, 2012.

The Company used the Black-Sholes model to value the options at the time they were issued, based on the stock price on its grant date, the stated exercise prices and expiration dates of the instruments and using a risk-free rate of 4.10%. The estimated life is based on one half of the sum of the vesting period and the contractual life of the option. This is the same as assuming that the options are exercised at the mid-point between the vesting date and expiration date. The stock option that shall vest on September 22, 2008 had a fair value of approximately \$51,861 and they are being amortized over the vesting period.

As of June 30, 2008, approximately \$160,367 of estimated expense with respect to non-vested stock-based compensation has yet to be recognized and will be recognized in expense over the optionee's remaining weighted average service period of approximately 2.725 years.

#### Note 9 - Earnings Per Share

Earnings per share for the period ended June 30, 2008 and 2007 is determined by dividing net income for the periods by the weighted average number of both basic and diluted shares of common stock and common stock equivalents outstanding. The following is an analysis of the differences between basic and diluted earnings per common share in accordance with Statement of Financial Accounting Standards No. 128, "Earnings Per Share."

The following demonstrates the calculation for earnings per share for the three and six months ended June 30, 2008 and 2007:

	For three months ended		For six months ended	
	2008	2007	2008	2007
Basic earning per share				
Net income	\$ 3,512,892	\$ 2,745,009	\$ 6,321,463	\$ 4,855,335
Weighted shares outstanding-Basic	29,200,304	24,210,183	29,200,304	24,210,183
Earnings per share-Basic	\$ 0.12	\$ 0.11	\$ 0.22	\$ 0.20
Diluted earning per share				
Net income	\$ 3,512,892	\$ 2,745,009	\$ 6,321,463	\$ 4,855,335
Weighted shares outstanding-Basic	29,200,304	24,210,183	29,200,304	24,210,183
Effect of diluted securities-Warrants	123,191	-	129,429	-
Weighted shares outstanding-Diluted	29,323,495	24,210,183	29,329,733	24,210,183
Earnings per share -Diluted	\$ 0.12	\$ 0.11	\$ 0.22	\$ 0.20

At June 30, 2008 and 2007, the Company had outstanding warrants of 3,988,484 and 1,140,286, respectively. For the six months ended June 30, 2008, the average stock price was greater than the exercise prices of the 321,176 warrants which resulted in additional weighted average common stock equivalents of 129,429; 3,667,308 outstanding warrants were excluded from the diluted earnings per share calculation as they are anti-dilutive. For the three months ended June 30, 2008, the average stock price was greater than the exercise prices of the 321,176 warrants which resulted in additional weighted average common stock equivalents of 123,191; 3,667,308 outstanding warrants were excluded from the diluted earnings per share calculation as they are anti-dilutive. For the six and three months ended June, 2007, all outstanding warrants were excluded from the diluted earnings per share calculation as they are anti-dilutive.

#### Note 10 - Current Vulnerability Due to Certain Concentrations

For the six months ended June 30, 2007, the Company purchased all of the natural gas for resale from three vendors, PetroChina Changqing Oilfield Company, Shaanxi Natural Gas Co Ltd, and Jingcheng city Mingshi Coal Bed Methane Exploitage Ltd. For the six months ended June 30, 2008, the Company purchased all of the natural gas for resale from four vendors, PetroChina Changqing Oilfield Company, Shaanxi Natural Gas Co Ltd, Jingcheng city Mingshi Coal Bed Methane Exploitage Ltd., and Jiyuan Yuhai Fuel Gas Company. As of June 30, 2008, XXNGC has payable of \$69,759 to Shaanxi Natural Gas Co Ltd. No amount was owed to other three vendors at June 30, 2008. Except for Shaanxi Natural Gas Co Ltd, the other three vendors have long-term agreements with the Company without minimum purchase requirements. The Company has had annual agreements from December 31, 2007 to December 31, 2008 with Shaanxi Natural Gas Co Ltd to purchase certain amount of natural gas. For the year ending December 31, 2008, the minimum purchase was 25.58 million cubic meters. Contracts are renewed on an annual basis. The Company's management reports that it does not expect any issues or difficulty in continuing to renew the supply contracts with these vendors going forward. Price points for natural gas are strictly controlled by the government and have remained stable over the past 3 years.

For the six months ended June 30, 2008, four suppliers accounted for 99.0% of the total inventory purchased by the Company and for the six months ended June 30, 2007, three supplier accounts for 96.0% of the total inventory purchased by the Company. For the three months ended June 30, 2008, four suppliers accounted for 99.0% of the total inventory purchased by the Company and for the three months ended June 30, 2007, three supplier accounts for 99.9% of the total inventory purchased by the Company.

For the six months ended June 30, 2008, three suppliers accounted for 75.8 % of the total equipment purchased by the Company and for the six months ended June 30, 2007, two suppliers accounted for 38.3% of the total equipment purchased by the Company. For the three months ended June 30, 2008, four suppliers accounted for 84.0 % of the total equipment purchased by the Company and for the three months ended June 30, 2007, three suppliers accounted for 91.5% of the total equipment purchased by the Company.

Five customers accounted for 92.3 % of the Company's installation revenue for the six months ended June 30, 2008 and four customers accounted for 82% of the Company's installation revenue for the six months ended June 30, 2007. Three customers accounted for 65.1 % of the Company's installation revenue for the three months ended June 30, 2008 and three customers accounted for 95% of the Company's installation revenue for the three months ended June 30, 2007.

The Company's operations are carried out in the People's Republic of China. Accordingly, the Company's business, financial condition and results of operations may be influenced by the political, economic and legal environments in the People's Republic of China, by the general state of the People's Republic of China's economy. The Company's business may be influenced 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.

#### Note 11 - Commitments and Contingencies

##### (a) Lease Commitments

The Company recognizes lease expense on a straight line basis over the term of the lease in accordance to SFAS 13, "Accounting for leases." The Company entered into series of long term lease agreements with outside parties to lease land use right to the self-built Natural Gas filling stations located in the PRC. The agreements have terms ranging from 10 to 30 years. The Company makes annual prepayment for most lease agreements. The Company also entered into two office leases in Xian, PRC and New York, NY. The minimum future payment for leasing land use rights and offices is as follows:

Six months ending \$	
December 31, 2008	429,797
Year ended December 31, 2009	836,999
Year ended December 31, 2010	829,468
Year ended December 31, 2011	818,391
Year ended December 31, 2012	762,521
Thereafter	3,801,836
Total	\$ 7,479,012

For the six months ended June 30, 2008 and 2007, the land use right and office lease expenses were \$373,945 and \$ 74,444, respectively. For the three months ended June 30, 2008 and 2007, the land use right and office lease expenses were \$310,698 and \$ 51,721, respectively.

(b) Property and Equipment

In January 2008, the Company entered into a contract with Chemtex International Inc. to purchase equipment supply for LNG plant and LNG storage tank located in Jingbian county, Shannxi Province China, in the total amount of \$13,700,000. On May 16, 2008, SJLNG entered into an agreement with Hebei Tongchan Import and Export Co. Ltd. (Hebei) and agreed that Hebei will act as the trade agency for SJLNG. On June 16, 2008, the Company entered into an equipment supply contract with Chemtex Internaitonal Inc. to supply imported equipment for a LNG plant and a storage tank to be built by Jingbian Xilan LNG Co. Ltd. As of June 30, 2008, the Company advanced \$2,740,000 to the trade agency and the future commitment for equipment is \$10,960,000.

(c) Legal Proceedings

A former member of the board of directors has filed a lawsuit against the Company in New York State Supreme Court, Nassau County, in which he is seeking, among other things; to recover a portion of his monthly compensation plus 20,000 options that he alleges are due to him pursuant to a written agreement. The Company has denied any liability to the plaintiff and has moved to dismiss the complaint. With regard to the former director's claim for monthly compensation, the Company has asserted that the agreement was terminated as of December 31, 2007, and, further, that the former director, who was formally terminated from the board as of August 3, 2008, has been paid in full through his last date of service to the Company. With regard to the former director's claim for stock options, the Company has asserted that it did not breach the written agreement and, further, that the agreement is unenforceable for various reasons, including lack of definiteness and lack of consideration. The Company has been advised by legal counsel that the former director's other claims are without merit. The Company is attempting to negotiate a settlement with the former director and, if unsuccessful, will vigorously defend its position. The ultimate outcome of this litigation, however, cannot presently be determined. Regardless of the outcome, the Company believes that any liability it would incur will not have a materially adverse effect on its financial condition or its results of operations, and, accordingly, this matter has not been reflected on the Company's financial statements.



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

The following discussion and analysis should be read in conjunction with the Company's Consolidated Financial Statements and the Notes thereto included in this Report. Unless otherwise noted, all amounts are expressed in U.S. dollars. The following discussion regarding the Company and its business and operations contains forward-looking statements that consist of any statement other than a recitation of historical fact and can be identified by the use of forward-looking terminology such as "may," "expect," "anticipate," "estimate" or "continue" or the negative thereof or other variations thereon or comparable terminology. In particular, these include statements relating to our expectation that we will continue to have adequate liquidity from cash flow from operations and the other risks and uncertainties, which are described below under "RISK FACTORS." The reader is cautioned that all forward-looking statements are necessarily speculative and there are certain risks and uncertainties that could cause actual events or results to differ materially from those referred to in such forward-looking statements, including the risk factors discussed in this Report. The Company does not have a policy of updating or revising forward-looking statements and thus it should not be assumed that silence by management of the Company over time means that actual events are bearing out as estimated in such forward-looking statements.

Overview

We transport, distribute and sell natural gas to commercial, industrial and residential customers in the Xi'an area, including Lantian County and the districts of Lintong and Baqiao, in the Shaanxi Province of The People's Republic of China ("China" or the "PRC") through a network of 120km high pressure pipelines. We also distribute and sell CNG as vehicular fuel through a network of 32 CNG filling stations in Shaanxi and Henan Provinces. During the three months ended June 30 2008, the pipeline's average daily throughput capacity is 29,490 cubic meters, compared to 20,158 cubic meters during the same period of 2007. As of June 30, 2008, we own and operate 20 CNG filling stations in Shaanxi Province and 12 CNG filling stations in Henan Province. During the three months ended June 30 2008, we had sold compressed natural gas of 37,560,494 cubic meters through our fueling stations, comparing to 20,951,721 cubic meters during the same period of 2007.

We operate three primary business lines:

- Distribution and sale of compressed natural gas (CNG) through Company-owned CNG filling stations for hybrid (natural gas/gasoline) powered vehicles;
- Distribution and sale of piped natural gas to residential, commercial and industrial customers through Company-owned pipelines (91,967 homes and businesses as of June 30, 2008); and
- Conversion of gasoline-fueled vehicles to hybrid (natural gas/gasoline) powered vehicles at our Auto Conversion Division.

We buy all of the natural gas that we sell and distribute to our customers. We do not explore for or produce any of our own natural gas and have no plans to do so during the next 12 months. The natural gas that we buy is available in two forms: (i) piped natural gas; and (ii) CNG.

On October 24, 2006, Xi'an Xilan Natural Gas formed a wholly-owned subsidiary, Shaanxi Jingbian Liquefied Natural Gas Co., Ltd., for the purpose of constructing a liquefied natural gas facility to be located in Jingbian, Shaanxi Province. We plan to invest approximately \$40 million to construct this facility, and we have secured such funding for this project through the sale of senior note to Abax Lotus Ltd. The LNG plant is under construction and is expected to start operation in late 2009. Once completed, the plant has LNG processing capacity of 500,000 cubic meters per day, or approximately 150 million cubic meters on an annual basis.



## CONSOLIDATED RESULTS OF OPERATIONS

Comparing Three Months Ended June 30, 2008 and 2007:

The following table presents certain consolidated statement of operations information. Financial information is presented for the three months ended June 30, 2008 and 2007.

	June 30, 2008	June 30, 2007
Revenues	\$ 16,890,486	\$ 8,273,309
Cost of Revenues	9,224,723	4,130,199
Operating Expenses	2,608,674	943,306
Income from Operations	5,057,089	3,199,804
Net Income	\$ 3,512,892	\$ 2,745,009

Revenues: We generated approximately 81.67% of our revenues during the three months ended June 30, 2008 from the sale of natural gas and approximately 18.33% of our revenues from installation fees, conversion fees, and other sources. Sales of natural gas at the Company-owned filling stations accounted for approximately 78.04% of our total revenues in the three months ended June 30, 2008, or \$13,181,335, which was the largest contribution of our three business lines.

Sales of natural gas to end-user customers connected to our pipeline distribution system accounted for approximately 11.29% of our total revenues during the three months ended June 30, 2008, or \$1,906,660, including both natural gas sales and installation fees. Sales of natural gas to third-party-owned filling stations accounted for approximately 0.01% of our total revenues during the three months ended June 30, 2008, or \$2,377. The Company expects natural gas revenues to increase on both an actual basis and as a percentage of revenue in 2008.

As of June 30, 2008, the Company had 91,967 pipeline customers, an increase of 13,751 customers over the same period in 2007, and has constructed and acquired 32 filling stations, an increase of 15 stations over the same period in 2007. In the third quarter of 2008, the Company expects to add up to 3,000 pipeline customers and 3 additional filling stations, which the Company estimates will increase sales of natural gas by 3 million cubic meters.

We had total revenues of \$16,890,486 for the three months ended June 30, 2008, an increase of \$8,617,177 or 104.16%, compared to \$8,273,309 for the three months ended June 30, 2007. The increase in revenues was primarily due to the material increase in the number of company-owned filling stations as well as an increase in the number of residential, commercial and industrial pipeline customers from 78,216 during the three months ended June 30, 2007 to 91,967 during the three months ended June 30, 2008.

New pipeline customers pay approximately 60% of the installation costs to connect to our pipeline system up front and the balance is payable as part of their monthly natural gas bill. During the three months ended June 30, 2008, our installation and other revenues increased approximately 105.27% over the same period in 2007 and our sales of natural gas increased approximately 103.91% over the previous year. Two customers accounted for approximately 77.18% of the Company's installation revenue for the three months ended June 30, 2008.

During the three months ended June 30 2008, we had sold compressed natural gas of 37,560,494 cubic meters, compared to 20,951,721 cubic meters in the same period of 2007 through Company-owned fueling stations. In terms of average station sales value and volume, in the three months ended June 30 2008, we had sold approximately \$433,000 and 1,237,000 cubic meters of compressed natural gas per station, compared to approximately \$ 436,000 and 1,400,000 cubic meters in the same period of 2007. The reason for the lower average sales per station is due to the fact that we had more stations in Henan in the second quarter of 2008 than in 2007, and the average sales per station in Henan is lower than that in Shaanxi. In addition, revenues were favorably impacted in the three months ended June 30, 2008 due to a higher average unit selling price for compressed natural gas. The increase in average unit selling price is mainly due to the higher selling price in Henan than in Shannxi and the higher number of stations in Henan in the second quarter of 2008 than the same period of 2007. As for our natural gas pipeline business, in the three months ended June 30 2008, we had sold 2,683,613 cubic meters, compared to 1,834,408 cubic meters in the same period of 2007 through our pipeline network.

Cost of Revenues: Our cost of revenues consists of both the cost of natural gas and the cost of installation and other. Cost of natural gas consists primarily of the cost that we pay for natural gas purchased from our supplier, together with transportation costs and depreciation of equipment. Cost of installation and other includes certain connection costs related to connecting customers to our pipeline system that are generally expensed when incurred and vehicle conversion cost related to converting gasoline-fueled vehicles into natural gas hybrid vehicles.

Cost of revenues during the three months ended June 30, 2008 was \$9,224,723, an increase of \$5,094,524 or approximately 123.35% over the same period in 2007. Cost of natural gas increased by approximately 108.32% to \$7,214,469 during the three months ended June 30, 2008, as compared with \$3,463,242 for the same period in 2007. The increase in our cost of revenues was primarily related to a material increase in the amount of gas sold. The opening cost per station during the three months ended June 30, 2008 is approximately \$1,200,000, compared to approximately \$900,000 in the same period of 2007. In the three months ended June 30, 2008, the transportation cost per million cubic meters is approximately \$6,500. In addition, our installation and other costs increased during the three months ended June 30, 2008 by approximately 201.41% to \$2,010,254, as compared with \$666,957 in the same period in 2007 as a result of the increase of pipeline customers and vehicle conversion sales. We had sold natural gas of 39,811,003 cubic meters in the three months ended June 30, 2008, compared to 22,786,130 cubic meters in the same period of 2007.

We purchase all of our natural gas for resale mainly from three vendors, PetroChina Changqing Oilfield Company, Jiyuan Yuhai Natural Gas Co Ltd, and Jingcheng city Mingshi Coal Bed Methane Exploitage Ltd. As the government owns all land in China, the government controls and owns all the natural resources coming from the ground, thus the government controls the price and flow of the natural gas. Due to the soaring crude oil price and ever increasing demand for energy consumption, the National Development and Reform Commission, which regulates the energy price in China, adjusted the upstream natural gas price for industrial users and vehicular CNG distributors upward by RMB0.4/CM, or 35% in November, 2007. The retail price for vehicular CNG was adjusted upward at a ratio of 0.75:1 to the retail price of #90 gasoline at November, 2007. Many large cities see dramatic increase in retail vehicular CNG price, for example 66% in Shanghai and 21% (taxi) and 38% (bus) in Tianjin. However, natural gas price for residential customers is not adjusted. As China shifts from a centrally planned economy to a market economy, we believe that it is in the government's best interest to keep prices stable, and maintain a stable flow of supply. The government has also undertaken programs to promote the economy growth of the region in which we are located. Therefore, we expect supply and price to continue to be stable in the future.

Gross profit: The Company earned a gross profit of \$7,665,763 for the three months ended June 30, 2008, an increase of \$3,522,653 or approximately 85.02%, compared to \$4,143,110 for the three months ended June 30, 2007. The increase in gross profit is due to a material increase in gas sales and installation revenues in this quarter, partially offset by an increase in cost of sales.

Gross margin: Gross margin, as a percentage of revenues, decreased to approximately 45.39% for the three months ended June 30, 2008, from approximately 50.08% for the three months ended June 30, 2007. The decrease in gross margin is primarily due to the lower margin from CNG stations in Henan region than Xi'an city, and the proportion of natural gas sold in Henan is higher during the three months ended June 30 2008 than the same period of 2007.

Operating expenses: The Company incurred operating expenses of \$2,608,674 for the three months ended June 30, 2008, an increase of \$1,665,368, or approximately 176.55%, compared to \$943,306 for the three months ended June 30, 2007. Our operating expenses increased primarily as a result of expenses related to the operation of 15 newly added CNG stations since June 30, 2007, the depreciation of more equipment, the recruitment of more employees as well as the on-going expenses related to the identification of possible locations for additional filling stations and the governmental licensing and approval process. In addition, sales and marketing costs increased in the three months ended June 30, 2008 as we increased our efforts to obtain new residential and commercial customers and attract customers to our filling stations by hiring more sales persons, purchasing more tankers and using more utilities.

For the three months ended June 30, 2008, two suppliers accounted for 59.64% of the total equipment we purchased for installation activities. We believe that as a result of our relationships within the construction industry and the construction equipment vendor community and the availability of other vendors to supply the construction equipment and materials, the loss of any one of these two vendors would not have a material adverse effect on our operations.

Income tax was \$862,673 for the three months ended June 30, 2008, as compared to \$471,098 for the three months ended June 30, 2007. The increase in income tax was attributed to the growth of installation (and other) sale and the sale of natural gas.

Net Income: Net income increased to \$ 3,512,892 for the three months ended June 30, 2008, an increase of \$767,883 or approximately 27.97% from \$2,745,009 for the three months ended June 30, 2007. The increased net income reflects the Company's strong and steady profit generating ability, offset by the increase of interest expense and amortization expenses, as evidenced by the 58.04% increase in operating income, from \$3,199,804 in the three months ended June 30, 2007 to \$5,057,089 in the corresponding period in 2008.

Comparing Six Months Ended June 30, 2008 and 2007:

The following table presents certain consolidated statement of operations information. Financial information is presented for the six months ended June 30, 2008 and 2007.

	June 30, 2008	June 30, 2007
Revenues	\$ 30,916,160	\$ 15,016,885
Cost of Revenues	17,161,921	7,356,416
Operating Expenses	4,889,613	1,958,814
Income from Operations	8,864,626	5,701,655
Net Income	\$ 6,321,463	\$ 4,855,335

Revenues: We generated approximately 81.32% of our revenues during the six months ended June 30, 2008 from the sale of natural gas and approximately 18.68% of our revenues from installation fees, conversion fees, and other sources. Sales of natural gas at the Company-owned filling stations accounted for approximately 76.45 % of our total revenues during the six months ended June 30, 2008, or \$23,634,946 which was the largest contribution of our three business lines.

Sales of natural gas to end-user customers connected to our pipeline distribution system accounted for approximately 11.56% of our total revenues during the six months ended June 30, 2008, or \$3,574,589, including both natural gas sales and installation fees. Sales of natural gas to third-party-owned filling stations accounted for approximately 0.07% of our total revenues during the six months ended June 30, 2008, or \$20,665. The Company expects natural gas revenues to increase on both an actual basis and as a percentage of revenue in 2008.

As of June 30, 2008, the Company had 91,967 pipeline customers, an increase of 13,751 customers over the same period in 2007, and had constructed and acquired 32 filling stations, an increase of 15 stations over the same period in 2007. In the third quarter of 2008, the Company expects to add up to 3,000 pipeline customers and 3 additional filling stations, which the Company estimates will increase sales of natural gas by 3.0 million cubic meters.

We had total revenues of \$30,916,160 for the six months ended June 30, 2008, an increase of \$15,899,275 or 105.88%, compared to \$15,016,885 for the six months ended June 30, 2007. The increase in revenues was primarily due to the material increase in the number of company owned filling stations as well as an increase in the number of residential, commercial and industrial pipeline customers from 78,216 as of June 30, 2007 to 91,967 as of June 30, 2008.

During the six months ended June 30, 2008, our installation and other revenues increased approximately 73.55% over the same period in 2007 and our sales of natural gas increased approximately 115.08% over the previous year. Five customers accounted for approximately 92.3% of the Company's installation revenue for the six months ended June 30, 2008.

During the six months ended June 30 2008, we had sold compressed natural gas of 68,829,721 cubic meters, compared to 36,075,784 cubic meters in the same period of 2007 through Company-owned fueling stations. In terms of average station sales value and volume, in the six months ended June 30 2008, we had sold approximately \$872,000 and 2,503,000 cubic meters of compressed natural gas per station, compared to approximately \$830,000 and 2,656,000 cubic meters in the same period of 2007. The reason for the higher average unit selling price is due to the fact that the selling price in Henan is higher and we have more stations in Henan in the six months ended June 30th 2008 than in 2007. As for natural gas pipeline business, in the six months ended June 30 2008, we had sold 5,413,513 cubic meters, compared to 3,640,538 cubic meters in the same period of 2007 through our pipeline network.

**Cost of Revenues:** Our cost of revenues consists of both the cost of natural gas and the cost of installation and other. Cost of natural gas consists primarily of the cost that we pay for natural gas purchased from our supplier, together with transportation costs and depreciation of equipment. Cost of installation includes certain connection costs related to connecting customers to our pipeline system that are generally expensed when incurred and vehicle conversion cost related to converting gasoline-fueled vehicles into natural gas hybrid vehicles.

Cost of revenues during the six months ended June 30, 2008 was \$17,161,921, an increase of \$9,805,505 or approximately 133.29% over the same period in 2007. Cost of natural gas increased by approximately 124.93% to \$13,396,743 during the six months ended June 30, 2008, as compared with \$5,955,893 for the same period in 2007. The increase in our cost of revenues was primarily related to a material increase in the amount of gas sold. The opening cost per station during the six months ended June 30, 2008 is approximately \$1,200,000, compared to approximately \$900,000 in the same period of 2007. In the six months ended June 30, 2008, the transportation cost per million cubic meters is approximately \$6,000. In addition, our installation and other costs increased during the six months ended June 30, 2008 by approximately 168.84% to \$3,765,178, as compared with \$1,400,523 in the same period in 2007 as a result of the increase of pipeline customers and vehicle conversion sales. We had sold natural gas of 74,243,234 cubic meters in the six months ended June 30, 2008, compared to 39,716,323 cubic meters in the same period of 2007.

We purchase all of our natural gas for resale mainly from four vendors, PetroChina Changqing Oilfield Company, Jingcheng city Mingshi Coal Bed Methane Exploitation Ltd, Jiyuan Yuhai Natural Gas Co Ltd, and Shaanxi Natural

Gas Co Ltd. As the government owns all land in China, the government controls and owns all the natural resources coming from the ground, thus the government controls the price and flow of the natural gas. Due to the soaring crude oil price and ever increasing demand for energy consumption, the National Development and Reform Commission, which regulates the energy price in China, adjusted the upstream natural gas price for industrial users and vehicular CNG distributors upward by RMB0.4/CM, or 35% in November, 2007. The retail price for vehicular CNG was adjusted upward at a ratio of 0.75:1 to the retail price of #90 gasoline at November, 2007. Many large cities see dramatic increase in retail vehicular CNG price, for example 66% in Shanghai and 21% (taxi) and 38% (bus) in Tianjin. However, natural gas price for residential customers is not adjusted. As China shifts from a centrally-planned economy to a market economy, we believe that it is in the government's best interest to keep prices stable, and maintain a stable flow of supply. The government has also undertaken programs to promote the economic growth of the region in which we are located. Therefore, we expect supply and price to continue to be stable in the future.



Gross profit: The Company earned a gross profit of \$13,754,239 for the six months ended June 30, 2008, an increase of \$6,093,770 or approximately 79.55%, compared to \$7,660,469 for the six months ended June 30, 2007. The increase in gross profit is due to a material increase in natural gas sales and installation (and other) revenues in this period, partially offset by an increase in cost of sales.

Gross margin: Gross margin, as a percentage of revenues, decreased to approximately 44.49% for the six months ended June 30, 2008, from approximately 51.01% for the six months ended June 30, 2007. The decrease in gross margin is primarily due to the lower margin from CNG stations in Henan region which contribute larger portion of total gross profit than those from the same period in 2007.

Operating expenses: The Company incurred operating expenses of \$4,889,613 for the six months ended June 30, 2008, an increase of \$2,930,799, or approximately 149.62%, compared to \$1,958,814 for the six months ended June 30, 2007. Our operating expenses increased primarily as a result of expenses related to the operation of 15 newly added CNG stations since June 30, 2007, the depreciation of more equipment, the recruitment of more employees as well as the on-going expenses related to the identification of possible locations for additional filling stations and the governmental licensing and approval process. In addition, sales and marketing costs increased during the six months ended June 30, 2008 as we increased our efforts to obtain new residential and commercial customers and attract customers to our filling stations by hiring more sales persons, purchasing more tankers and using more utilities.

For the six months ended June 30, 2008, three suppliers accounted for 75.80% of the total equipment we purchased for installation activities. We believe that as a result of our relationships within the construction industry and the construction equipment vendor community and the availability of other vendors to supply the construction equipment and materials, the loss of any one of these three vendors would not have a material adverse effect on our operations.

Income tax was \$1,550,138 for the six months ended June 30, 2008, as compared to \$872,415 for the six months ended June 30, 2007. The increase in income tax was attributed to the growth of installation (and other) sales and the sale of natural gas.

Net Income: Net income increased to \$6,321,463 for the six months ended June 30, 2008, an increase of \$1,466,128 or approximately 30.20% from \$4,855,335 for the six months ended June 30, 2007. The increased net income reflects the Company's strong and steady profit-generating ability, offset by the increase of non-cash interest expense and amortization expenses, as evidenced by the 55.47% increase in operating income, from \$5,701,655 in the first half of 2007 to \$8,864,626 in the corresponding period in 2008.

## Liquidity and Capital Resources

As of June 30, 2008, the Company had \$29,180,315 of cash and cash equivalents on hand compared to \$7,601,358 of cash and cash equivalents as of June 30, 2007.

Cash flows provided by operating activities was \$8,126,132 for the six months ended June 30, 2008 compared to net cash provided by operations of \$5,326,523 in the corresponding period last year. The primary reason for the change is attributed to the income generated from revenue, collections of other receivables and increase in unearned revenue and taxes payable.

Cash outflows for investing activities increased from \$3,203,009 during the six months ended June 30, 2007 to \$30,394,475 for the same period in 2008 primarily because of the prepayment to equipment suppliers of the LNG plant and additions to construction in progress, the construction and acquisition of filling stations as well as the loan to our stockholder.

Cash inflow for financing activities was \$37,877,491 for the six months ended June 30, 2008, compared to zero in the corresponding previous period. The financing cash inflow comes from the sale of senior notes to Abax Lotus.

The Company expects to add 3 additional CNG filling stations in the third quarter of 2008. The Company expects to invest between \$2.5 million and \$4.5 million in new stations, and the funds for these investing activities will primarily come from the Company's operating and financing cash flows.

The Company paid \$9.5 million for the LNG processing plant as a prepayment on equipment as well as consulting fees in the first quarter of 2008 and approximately \$3.4 million for the LNG related fee in the second quarter of 2008. The Company expects to continue to invest in LNG project in the subsequent quarters with funds already secured and internally generated cash flows.

Based on past performance and current expectations, we believe our existing cash combined with cash generated from operations, as well as future possible cash investments, will satisfy our working capital needs, capital expenditures (other than the acquisition of other filling stations) and other liquidity requirements associated with our operations for at least the next 12 months.

The majority of the Company's revenues and expenses were denominated primarily in RMB, the currency of the People's Republic of China. There is no assurance that exchange rates between the RMB and the USD will remain stable. Inflation has not had a material impact on the Company's business.

## OFF-BALANCE SHEET ARRANGEMENTS

None.

## CRITICAL ACCOUNTING POLICIES

In presenting our financial statements in conformity with accounting principles generally accepted in the United States of America, we are required to make estimates and assumptions that affect the amounts reported therein. Several of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. However, events that are outside of our control cannot be predicted and, as such, they cannot be contemplated in evaluating such estimates and assumptions. If there is a significant unfavorable change to current conditions, it will likely result in a material adverse impact to our consolidated results of operations, financial position and in liquidity. We believe that the estimates and assumptions we used when preparing our financial statements were the most appropriate at that time. Presented below are those accounting policies that we believe require subjective and complex judgments that could potentially affect reported results.

Explanation of Responses:



## Use of Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to impairment of long-lived assets, and allowance for doubtful accounts. We base our estimates on historical experience and on various other assumptions that we believe to be 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; however, we believe that our estimates, including those for the above-described items, are reasonable.

Areas that require estimates and assumptions include valuation of accounts receivable and determination of useful lives of property and equipment.

## Long-Lived Assets

We periodically assess potential impairments to our long-lived assets in accordance with the provisions of SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." SFAS No. 144 requires, among other things, that an entity perform an impairment review whenever events or changes in circumstances indicate that the carrying value may not be fully recoverable. Factors considered by us include, but are not limited to: significant underperformance relative to expected historical or projected future operating results; significant changes in the manner of use of the acquired assets or the strategy for our overall business; and significant negative industry or economic trends. When we determine that the carrying value of a long-lived asset may not be recoverable based upon the existence of one or more of the above indicators of impairment, we estimate the future undiscounted cash flows expected to result from the use of the asset and its eventual disposition. If the sum of the expected future undiscounted cash flows and eventual disposition is less than the carrying amount of the asset, we recognize an impairment loss. An impairment loss is reflected as the amount by which the carrying amount of the asset exceeds the fair market value of the asset, based on the fair market value if available, or discounted cash flows. To date, there has been no impairment of long-lived assets.

## Revenue Recognition

Our revenue recognition policies are in compliance with Staff Accounting Bulletin (SAB) 104. Revenue is recognized when services are rendered to customers, when a formal arrangement exists, the price is fixed or determinable, the delivery is completed, no other significant obligations of the Company exist and collectibility is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as unearned revenue. Revenue from gas sales is recognized when gas is pumped through pipelines to the end users. Revenue from installation of pipelines is recorded when the contract is completed and accepted by the customers. The construction contracts are usually completed within one to two months. Revenue from repairing and modifying vehicles is recorded when service are rendered to and accepted by the customers.

## Unearned Revenue

Unearned revenue represents prepayments by customers for gas purchases and advance payments on installation of pipeline contracts. We record such prepayment as unearned revenue when the payments are received.

## Recent Pronouncements

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities“. This Statement permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company chose not to elect the option to measure the fair value of eligible financial assets and liabilities.

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.

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), “Business Combinations.” SFAS No. 141 (Revised 2007) changes how a reporting enterprise accounts for the acquisition of a business. SFAS No. 141 (Revised 2007) requires an acquiring entity to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value, with limited exceptions, and applies to a wider range of transactions or events. SFAS No. 141 (Revised 2007) is effective for fiscal years beginning on or after December 15, 2008 and early adoption and retrospective application is prohibited. The Company is currently evaluating the impact that adopting SFAS No. 141R will have on its financial statements.

In December 2007, the FASB issued SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements”, which is an amendment of Accounting Research Bulletin (“ARB”) No. 51. This statement clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. This statement changes the way the consolidated income statement is presented, thus requiring consolidated net income to be reported at amounts that include the amounts attributable to both parent and the noncontrolling interest. This statement is effective for the 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.

In March 2008, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 161, “Disclosures about Derivative Instruments and Hedging Activities - An Amendment of SFAS No. 133” (“SFAS 161”). SFAS 161 seeks to improve financial reporting for derivative instruments and hedging activities by requiring enhanced disclosures regarding the impact on financial position, financial performance, and cash flows. To achieve this increased transparency, SFAS 161 requires (1) the disclosure of the fair value of derivative instruments and gains and losses in a tabular format; (2) the disclosure of derivative features that are credit risk-related; and (3) cross-referencing within the footnotes. SFAS 161 is effective on January 1, 2009. The Company is in the process of evaluating the new disclosure requirements under SFAS 161.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles" ("FAS 162"). FAS 162 is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with GAAP for nongovernmental entities. FAS 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles." The Company is in the process of evaluating the impact of adoption of this statement on the results of operations, financial position or cash flows.

In June 2008, the FASB issued Emerging Issues Task Force Issue 07-5 “Determining whether an Instrument (or Embedded Feature) is indexed to an Entity’s Own Stock” (“EITF No. 07-5”). This Issue is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early application is not permitted. Paragraph 11(a) of Statement of Financial Accounting Standard No 133 “Accounting for Derivatives and Hedging Activities” (“SFAS 133”) specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company’s own stock and (b) classified in stockholders’ equity in the statement of financial position would not be considered a derivative financial instrument. EITF No.07-5 provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer’s own stock and thus able to qualify for the SFAS 133 paragraph 11(a) scope exception. The standard triggers liability accounting on all options and warrants exercisable at strike prices denominated in any currency other than the functional currency in China (Renminbi). The Company is currently evaluating the impact of adoption of EITF No. 07-5 on the Company’s consolidated financial statements.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required

### Item 4. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

The Company's management has evaluated, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operations of the Company's disclosure controls and procedures (as defined in Securities Exchange Act Rule 13a-15(e)), as of the end of the period covered by this quarterly report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the evaluation of the effectiveness of our disclosure controls and procedures was completed; our disclosure controls and procedures were effective.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

A former member of the board of directors has filed a lawsuit against the Company in New York State Supreme Court, Nassau County, in which he is seeking, among other things; to recover a portion of his monthly compensation plus 20,000 options that he alleges are due to him pursuant to a written agreement. The Company has denied any liability to the plaintiff and has moved to dismiss the complaint.

With regard to the former director's claim for monthly compensation, the Company has asserted that the agreement was terminated as of December 31, 2007, and, further, that the former director, who was formally terminated from the board as of August 3, 2008, has been paid in full through his last date of service to the Company.

With regard to the former director's claim for stock options, the Company has asserted that it did not breach the written agreement and, further, that the agreement is unenforceable for various reasons, including lack of definiteness and lack of consideration.

The Company has been advised by legal counsel that the former director's other claims are also without merit.

The Company is attempting to negotiate a settlement with the former director and, if unsuccessful, will vigorously defend its position. The ultimate outcome of this litigation, however, cannot presently be determined. Regardless of the outcome, the Company believes that any liability it would incur will not have a materially adverse effect on its financial condition or its results of operations, and, accordingly, this matter has not been reflected on the Company's financial statements.

Item 1 A. Risk Factors

An investment in our common stock is speculative and involves a high degree of risk and uncertainty. You should carefully consider the risks described below, together with the other information contained in this report, including the consolidated financial statements and notes thereto of our Company, before deciding to invest in our common stock. The risks described below are not the only ones facing our Company. Additional risks not presently known to us or that we presently consider immaterial may also adversely affect our Company. If any of the following risks occur, our business, financial condition and results of operations and the value of our common stock could be materially and adversely affected.

**RISKS RELATED TO OUR BUSINESS**

Prices of natural gas can be subject to significant fluctuations, which may affect and bring uncertainty to our business and financial condition.

We obtain most of our natural gas from government owned entities and our supply contracts are subject to review every six months. The supply price for natural gas is strictly controlled by the PRC government and have remained stable over the past three years. We do not expect any difficulty in renewing our supply contracts during the next 12 months, nor do we expect any significant change to natural gas supply price in China during the same period. However, the price level of natural gas could fluctuate in response to changing national or international market forces, to political events, OPEC actions and other factors over the short to medium term, and to industry economics over the long term. Accordingly, the PRC government may adjust its controlled price limit and our suppliers may be able to increase or decrease their supply price to us. This would bring uncertainty to our business and may affect our financial condition.

We are dependent on supplies of natural gas to deliver to our customers.

With the exception of certain compressed and liquid natural gas supplies, we obtain our supplies of natural gas from one supplier which is a government owned entity. The ability to deliver our product is dependent on a sufficient supply of natural gas and if we are unable to obtain a sufficient natural gas supply, it could prevent us making deliveries to our customers. While we have supply contracts, we do not control the government owned suppliers or other suppliers, nor are we able to control the amount of time and effort they put forth on our behalf. It is possible that our suppliers will not perform as expected, and that they may breach or terminate their agreements with us. It is also possible that, after a regular semi-annual review of our primary supply contract, they choose to provide services to a competitor. Any failure to obtain supplies of natural gas could prevent us from delivering such to our customers and could have a material adverse affect on our business and financial condition.

Our business operations are subject to a high degree of risk and insurance may not be adequate to cover liabilities resulting from accidents or injuries that may occur.

Our operations are subject to potential hazards incident to the gathering, processing, separation and storage of natural gas, such as explosions, product spills, leaks, emissions and fires. These hazards can cause personal injury and loss of life, severe damage to and destruction of property and equipment, and pollution or other environmental damage, and may result in curtailment or suspension of our operations.



We have maintained adequate coverage at reasonable rates and have experienced no material uninsured losses. However, the occurrence of an unexpected while significant event for which we are not fully insured or indemnified, and/or the failure of a party to meet its indemnification obligations, may result in our incurring substantial costs and materially and adversely affect our operations and financial condition. Moreover, no assurance can be given that we will be able to maintain adequate insurance in the future at rates considered as reasonable.

Changes in the regulatory atmosphere could adversely affect our business.

The distribution of natural gas and operations of filling stations are highly regulated requiring registrations for the issuance of licenses required by various governing authorities in China. In addition, various standards must be met for filling stations including handling and storage of natural gas, tanker handling, and compressor operation which are regulated. The costs of complying with regulations in the future may harm our business. Furthermore, future changes in environmental laws and regulations could result in stricter standards and enforcement, larger fines and liability, and increased capital expenditures and operating costs, any of which could have a material adverse effect on our financial condition or results of operations.

We depend on our senior management's experience and knowledge of the industry and would be adversely affected by the loss of any of our senior managers.

Our future success depends heavily upon the continuing services of the members of our senior management team, particularly Mr.Ji, who is the founder, Chief Executive Officer, Chairman of the Board, and a major shareholder of our company. We rely on Mr.Ji's expertise in our business operations and on his personal relationships with the relevant regulatory authorities, customers and suppliers. We do not currently have employment contracts with our senior executives. If, for any reason, our senior executives do not continue to be active in management, our business, or the financial condition of our Company, our results of operations could be adversely affected. In addition, we do not maintain life insurance on our senior executives and other key employees.

We may need to raise capital to fund our operations, and our failure to obtain funding when needed may force us to delay, reduce or eliminate acquisitions and business development plans.

If in the future, we are not capable of generating sufficient revenues from operations and our capital resources are insufficient to meet future requirements, we may have to raise funds to continue the development, commercialization and marketing of our business. The projects we are currently pursuing include the LNG project, the Xi'an International Port District project, and Baliu Ecological Park project.

We cannot be certain that funding will be available. To the extent that we raise additional funds by issuing equity securities, our stockholders may experience significant dilution. Any debt financing, if available, may involve restrictive covenants that impact our ability to conduct our business. If we are unable to raise additional capital when required or on acceptable terms, we may have to delay, scale back, discontinue our planned acquisitions or business development plans or obtain funds by entering into agreements on unattractive terms.

Our strategy of geographic expansion and our effort of acquiring additional filling stations may fail.

As part of our business strategy, we continue to expand our operations into more regions in China as we address growth in our natural gas user base and market opportunities. We are constructing new CNG filling stations and acquiring existing stations in those regions. These actions may require a significant amount of capital investment, and involve uncertainties and risks. We might not be as familiar with the local markets as we are in Henan Province and in our home market Shaanxi Province. Our effort of geographic expansion may fail resulting in loss of investment, competitive edge, and the opportunity to enter into those markets in the near future.

We may not be able to manage our expanding operations effectively.

To manage the potential growth of our operations and personnel, as well as geographically dispersed CNG filling stations, we will be required to improve operational and financial systems, procedures and controls, and expand, train and manage our growing employee base, including staff from acquired CNG filling stations. This requires significant time and resource commitments from us and our senior management, who will also be required to maintain and expand our relationships with local governments. We cannot assure you that our current and planned personnel, systems, procedures and controls will be adequate to support our future operations. Our failure to manage growth and operate efficiently could harm our business and adversely affect our financial conditions.

#### RISKS RELATED TO THE PEOPLE'S REPUBLIC OF CHINA

China's economic policies could affect our business.

Substantially all of our assets are located in China and substantially all of our revenue is derived from our operations in China. Accordingly, our results of operations and prospects are subject, to a significant extent, to the economic, political and legal developments in China.

While China's economy has experienced a significant growth in the past twenty years, growth has been irregular, both geographically and among various sectors of the economy. The Chinese government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures benefit the overall economy of China, but may also have a negative effect on us. For example, our operating results and financial condition may be adversely affected by the government control over capital investments or changes in tax regulations.

The economy of China has been transitioning from a planned economy to a more market-oriented economy. In recent years the Chinese government has implemented measures emphasizing the utilization of market forces for economic reform and the reduction of state ownership of productive assets and the establishment of corporate governance in business enterprises; however, a substantial portion of productive assets in China are still owned by the Chinese government. In addition, the Chinese government continues to play a significant role in regulating industry development by imposing industrial policies. It also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies.

China's Tax Policies could affect our earnings results.

The PRC government currently grants companies in the natural gas industry a reduced tax rate to encourage the development of the industry. Our variable interest entity, XXNGC, enjoys the reduced tax rate of 15%. If there is any change in this favorable policy, though not currently expected, it could adversely affect our earnings results.

Capital outflow policies in The People's Republic of China may hamper our ability to remit income to the United States.

The PRC government imposes controls on the convertibility of Renminbi into foreign currencies and, in certain cases, on the remittance of currency outside of the PRC. We receive substantially all of our revenues in Renminbi. Under our current structure, our income is primarily derived from payments from Xi'an Xilan Natural Gas Co. Shortages in the availability of foreign currency may restrict the ability of Xi'an Xilan Natural Gas to remit sufficient foreign currency to pay dividends, if any, or other payments to us, or otherwise satisfy its foreign currency denominated obligations. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade-related transactions, can be made in foreign currencies without prior approval from the PRC State Administration of Foreign Exchange by complying with certain procedural requirements. However, approval from appropriate government authorities is required in those cases in which Renminbi is to be converted into foreign currency and remitted out of the PRC to pay capital expenses, such as the repayment of bank loans denominated in foreign currencies. The PRC government also may at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay dividends, if any, in foreign currencies to our shareholders.

Although we do not import goods into or export goods out of The People's Republic of China, fluctuation of the RMB may indirectly affect our financial condition by affecting the volume of cross-border money flow.

The value of the RMB fluctuates and is subject to changes in the People's Republic of China political and economic conditions. Since July 2005, the conversion of RMB into foreign currencies, including USD, has been based on rates set by the People's Bank of China which are set based upon the interbank foreign exchange market rates and current exchange rates of a basket of currencies on the world financial markets. As of June 30, 2008, the exchange rate between the RMB and the United States dollar was 6.850 RMB to every one USD (middle price).

We may face obstacles from the communist system in The People's Republic of China.

Foreign companies conducting operations in The People's Republic of China face significant political, economic and legal risks. The Communist regime in The People's Republic of China, including a stifling bureaucracy, may hinder Western investment.

We may have difficulty establishing adequate management, legal and financial controls in The People's Republic of China.

The People's Republic of China historically has been deficient in Western style management and financial reporting concepts and practices, as well as in modern banking, computer and other control systems. We may have difficulty in hiring and retaining a sufficient number of qualified employees to work in The People's Republic of China. As a result of these factors, we may experience difficulty in establishing management, legal and financial controls, collecting financial data and preparing financial statements, books of account and corporate records and instituting business practices that meet Western standards.

Because our assets and operations are located in China, you may have difficulty enforcing any civil liabilities against us under the securities and other laws of the United States or any state.

We are a holding company, and all of our assets are located in the Republic of China. In addition, our directors and officers are non-residents of the United States, and all or a substantial portion of the assets of these non-residents are located outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon these non-residents, or to enforce against them judgments obtained in United States courts, including judgments based upon the civil liability provisions of the securities laws of the United States or any state.

There is uncertainty as to whether courts of the People's Republic of China would enforce:

- Judgments of United States courts obtained against us or these non-residents based on the civil liability provisions of the securities laws of the United States or any state; or
- In original actions brought in the People's Republic of China, liabilities against us or non-residents predicated upon the securities laws of the United States or any state. Enforcement of a foreign judgment in the Republic of China also may be limited or otherwise affected by applicable bankruptcy, insolvency, liquidation, arrangement, moratorium or similar laws relating to or affecting creditors' rights generally and will be subject to a statutory limitation of time within which proceedings may be brought.

The PRC legal system embodies uncertainties, which could limit law enforcement availability.

The PRC legal system is a civil law system based on written statutes. Unlike common law systems, decided legal cases have little precedence. In 1979, the PRC government began to promulgate a comprehensive system of laws and regulations governing economic matters in general. The overall effect of legislation over the past 27 years has significantly enhanced the protections afforded to various forms of foreign investment in China. Each of our PRC operating subsidiaries and affiliates is subject to PRC laws and regulations. However, these laws and regulations change frequently and the interpretation and enforcement involve uncertainties. For instance, we may have to resort to administrative and court proceedings to enforce the legal protection that we are entitled to by law or contract. However, since PRC administrative and court authorities have significant discretion in interpreting statutory and contractual terms, it may be difficult to evaluate the outcome of administrative court proceedings and the level of law enforcement that we would receive in more developed legal systems. Such uncertainties, including the inability to enforce our contracts, could affect our business and operation. In addition, intellectual property rights and confidentiality protections in China may not be as effective as in the United States or other countries. Accordingly, we cannot predict the effect of future developments in the PRC legal system, particularly with regard to the industries in which we operate, including the promulgation of new laws. This may include changes to existing laws or the interpretation or enforcement thereof, or the preemption of local regulations by national laws. These uncertainties could limit the availability of law enforcement, including our ability to enforce our agreements with the government entities and other foreign investors.



The admission of China into the World Trade Organization could lead to increased foreign competition.

China officially entered the WTO on December 11, 2001. As the country follows its timetable in the WTO accession agreements to release restrictions on international trade and to improve the investment environment, countries with large natural gas reserves including Saudi Arabia may gain more access to China's natural gas market, and foreign investments may be allowed to invest in natural gas industry. Such events could lead to increased competition in the natural gas industry in China.

PRC laws and regulations governing our businesses and the validity of certain of our contractual arrangements are uncertain. If we are found to be in violation, we could be subject to sanctions. In addition, changes in such PRC laws and regulations may materially and adversely affect our business.

There are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including, but not limited to, the laws and regulations governing our business, or the enforcement and performance of our contractual arrangements with our VIE, Xian Xilan Natural Gas, and its shareholders. We are considered a foreign person or foreign invested enterprise under PRC law. As a result, we are subject to PRC law limitations on foreign ownership of Chinese companies. These laws and regulations are relatively new and may be subject to change, and their official interpretation and enforcement may involve substantial uncertainty. The effectiveness of newly enacted laws, regulations or amendments may be delayed, resulting in detrimental reliance by foreign investors. New laws and regulations that affect existing and proposed future businesses may also be applied retroactively.

The PRC government has broad discretion in dealing with violations of laws and regulations, including levying fines, revoking business and other licenses and requiring actions necessary for compliance. In particular, licenses and permits issued or granted to us by relevant governmental bodies may be revoked at a later time by higher regulatory bodies. We cannot predict the effect of the interpretation of existing or new PRC laws or regulations on our businesses. We cannot assure you that our current ownership and operating structure would not be found in violation of any current or future PRC laws or regulations. As a result, we may be subject to sanctions, including fines, and could be required to restructure our operations or cease to provide certain services. Any of these or similar actions could significantly disrupt our business operations or restrict us from conducting a substantial portion of our business operations, which could materially and adversely affect our business, financial condition and results of operations.

We may be adversely affected by complexity, uncertainties and changes in PRC regulation of natural gas business and companies, including limitations on our ability to own key assets.

The PRC government regulates the natural gas industry including foreign ownership of, and the licensing and permit requirements pertaining to, companies in the natural gas industry. These laws and regulations are relatively new and evolving, and their interpretation and enforcement involve significant uncertainty. As a result, in certain circumstances it may be difficult to determine what actions or omissions may be deemed to be a violation of applicable laws and regulations. Issues, risks and uncertainties relating to PRC government regulation of the natural gas industry include, but are not limited to, the following:

- We only have contractual control over Xian Xilan Natural Gas. We do not own it due to the restriction of foreign investment in Chinese businesses; and

- Uncertainties relating to the regulation of the natural gas business in China, including evolving licensing practices, means that permits, licenses or operations at our company may be subject to challenge. This may disrupt our business, or subject us to sanctions, requirements to increase capital or other conditions or enforcement, or compromise enforceability of related contractual arrangements, or have other harmful effects on us.

The interpretation and application of existing PRC laws, regulations and policies and possible new laws, regulations or policies have created substantial uncertainties regarding the legality of existing and future foreign investments in, and the businesses and activities of, natural gas businesses in China, including our business.

In order to comply with PRC laws limiting foreign ownership of Chinese companies, we conduct our natural gas business through Xian Xilan Natural Gas by means of contractual arrangements. If the PRC government determines that these contractual arrangements do not comply with applicable regulations, our business could be adversely affected.

The PRC government restricts foreign investment in natural gas businesses in China. Accordingly, we operate our business in China through Xian Xilan Natural Gas. Xian Xilan Natural Gas holds the licenses and approvals necessary to operate our natural gas business in China. We have contractual arrangements with Xian Xilan Natural Gas and its shareholders that allow us to substantially control Xian Xilan Natural Gas. We cannot assure you, however, that we will be able to enforce these contracts.

Although we believe we comply with current PRC regulations, we cannot assure you that the PRC government would agree that these operating arrangements comply with PRC licensing, registration or other regulatory requirements, with existing policies or with requirements or policies that may be adopted in the future. If the PRC government determines that we do not comply with applicable law, it could revoke our business and operating licenses, require us to discontinue or restrict our operations, restrict our right to collect revenues, require us to restructure our operations, impose additional conditions or requirements with which we may not be able to comply, impose restrictions on our business operations or on our customers, or take other regulatory or enforcement actions against us that could be harmful to our business.

Our contractual arrangements with Xian Xilan Natural Gas and its shareholders may not be as effective in providing control over these entities as direct ownership.

Since PRC law limits foreign equity ownership in natural gas companies in China, we operate our business through Xian Xilan Natural Gas. We have no equity ownership interest in Xian Xilan Natural Gas and rely on contractual arrangements to control and operate such businesses. These contractual arrangements may not be as effective in providing control over Xian Xilan Natural Gas as direct ownership. For example, Xian Xilan Natural Gas could fail to take actions required for our business despite its contractual obligation to do so. If Xian Xilan Natural Gas fails to perform under their agreements with us, we may have to incur substantial costs and resources to enforce such arrangements and may have to rely on legal remedies under PRC law, which may not be effective. In addition, we cannot assure you that Xian Xilan Natural Gas's shareholders would always act in our best interests.

## RISKS RELATED TO CORPORATE AND STOCK MATTERS

Our largest stockholder has significant influence over our management and affairs and could exercise this influence against your best interests.

At June 30, 2008, Mr. Qinan Ji, our founder, Chairman of the Board and Chief Executive Officer and our largest stockholder, beneficially owned approximately 20.3% of our outstanding shares of common stock. As a result, pursuant to our Bylaws and applicable laws and regulations, our controlling shareholder and our other executive officers and directors are able to exercise significant influence over our Company, including, but not limited to, any stockholder approvals for the election of our directors and, indirectly, the selection of our senior management, the amount of dividend payments, if any, our annual budget, increases or decreases in our share capital, new securities issuance, mergers and acquisitions and any amendments to our Bylaws. Furthermore, this concentration of ownership may delay or prevent a change of control or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, which could decrease the market price of our shares. The limited prior public market and trading market may cause volatility in the market price of our common stock.

We have incurred and will continue to incur increased costs as a result of being a public company.

As a public company, we have incurred and will continue to incur significant legal, accounting and other expenses that we did not incur as a private company. We have incurred and will continue to incur costs associated with our public company reporting and compliance requirements, including corporate governance requirements under the Sarbanes-Oxley Act of 2002 and rules implemented by the Securities and Exchange Commission, or the SEC. We expect these rules and regulations to increase our legal and financial compliance costs and to make certain activities more time-consuming and costly.

We may have exposure to greater than anticipated tax liabilities.

We are subject to income tax, business tax and other taxes in many provinces and cities in China and our tax structure is subject to review by various local tax authorities. The determination of our provision for income tax and other tax liabilities requires significant judgment and in the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although we believe our estimates are reasonable, the ultimate decisions by the relevant tax authorities may differ from the amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made.

The limited prior public market and trading market may cause volatility in the market price of our common stock.

Our common stock is currently traded on a limited basis on the OTCBB under the symbol, "CHNG.OB" The quotation of our common stock on the OTCBB does not assure that a meaningful, consistent and liquid trading market currently exists, and in recent years, such market has experienced extreme price and volume fluctuations that have particularly affected the market prices of many smaller companies like us. Our common stock is thus subject to volatility. In the absence of an active trading market:

- investors may have difficulty buying and selling or obtaining market quotations;



- market visibility for our common stock may be limited; and
- a lack of visibility for our common stock may have a depressive effect on the market for our common stock.

Trading of our stock may be restricted by the SEC's penny stock regulations which may limit a stockholder's ability to buy and sell our stock if our stock trades below \$5.00 per share.

The SEC has adopted Rule 15g-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

NASD sales practice requirements may also limit a stockholder's ability to buy and sell our stock.

Section 15(g) of the Securities Exchange Act of 1934, as amended, and Rule 15g-2 promulgated thereunder by the SEC require broker-dealers dealing in penny stocks to provide potential investors with a document disclosing the risks of penny stocks and to obtain a manually signed and dated written receipt of the document before effecting any transaction in a penny stock for the investor's account.

Potential investors in our common stock are urged to obtain and read such disclosure carefully before purchasing any shares that are deemed to be "penny stock." Moreover, Rule 15g-9 requires broker-dealers in penny stocks to approve the account of any investor for transactions in such stocks before selling any penny stock to that investor. This procedure requires the broker-dealer to (i) obtain from the investor information concerning his or her financial situation, investment experience and investment objectives; (ii) reasonably determine, based on that information, that transactions in penny stocks are suitable for the investor and that the investor has sufficient knowledge and experience as to be reasonably capable of evaluating the risks of penny stock transactions; (iii) provide the investor with a written statement setting forth the basis on which the broker-dealer made the determination in (ii) above; and (iv) receive a signed and dated copy of such statement from the investor, confirming that it accurately reflects the investor's financial situation, investment experience and investment objectives. Compliance with these requirements may make it more difficult for holders of our common stock to resell their shares to third parties or to otherwise dispose of them in the market or otherwise.

Shares eligible for future sale may adversely affect the market price of our Common stock, as the future sale of a substantial amount of our restricted stock in the public marketplace could reduce the price of our common stock.

From time to time, certain of our stockholders may be eligible to sell all or some of their shares of common stock by means of ordinary brokerage transactions in the open market pursuant to Rule 144, promulgated under the Securities Act ("Rule 144"), subject to certain limitations. In general, pursuant to Rule 144, a stockholder (or stockholders whose shares are aggregated) who has satisfied a one-year holding period may, under certain circumstances, sell within any three-month period a number of securities which does not exceed the greater of 1% of the then outstanding shares of common stock or the average weekly trading -volume of the class during the four calendar weeks prior to such sale. Rule 144 also permits, under certain circumstances, the sale of securities, without any limitations, by a non-affiliate of our company that has satisfied a two-year holding period. Any substantial sale of common stock pursuant to Rule 144 or pursuant to any resale prospectus may have an adverse effect on the market price of our securities.

If we or our independent registered public accountants cannot attest our adequacy in the internal control measures over our financial reporting, as required by Section 404 of the U.S. Sarbanes-Oxley Act, we may be adversely affected.

As a public company, we are subject to report our internal control structure and procedures for financial reporting in our annual reports on Form 10-KSB, as a requirement of Section 404 of the U.S. Sarbanes-Oxley Act of 2002 by the U.S. Securities and Exchange Commission (the "SEC"). The report must contain an assessment by management about the effectiveness of our internal controls over financial reporting. Moreover, the independent registered public accountants of our Company must attest to and report on management's assessment of the same. Even if our management attests to our internal control measures to be effective, our independent registered public accountants may not be satisfied with our internal control structure and procedures. We cannot guarantee the outcome of the report and it could result in an adverse impact on us in the financial marketplace due to the loss of investor confidence in the reliability of our financial statements, which could negative influence to our stock market price.

Stockholders should have no expectation of any dividends.

The holders of our common stock are entitled to receive dividends when declared by the Board of Directors out of funds available. To date, we have not declared nor paid any cash dividends. The Board of Directors does not intend to declare any dividends in the near future, but instead intends to retain all earnings, if any, for use in our business operations.

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

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

(a) Exhibits

Exhibit Number	Description of Exhibit
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934, as amended
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer)
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer)

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

China Natural Gas, Inc.

December 23, 2008

By: /s/ Qinan Ji

Qinan Ji  
Chief Executive Officer  
(Principal Executive Officer)

December 23, 2008

By: /s/ Richard Peidong Wu

Richard Peidong Wu  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)