

CleanTech Innovations, Inc.  
Form 10-Q  
January 06, 2014

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

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FORM 10-Q  
\_\_\_\_\_

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

For the quarterly period ended September 30, 2012

OR

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

Commission file number: 001-35002

CLEANTECH INNOVATIONS, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation  
or organization)

98-0516425  
(IRS Employer Identification No.)

C District, Maoshan Industry Park,  
Tieling Economic Development Zone,  
Tieling, Liaoning Province, China  
(Address of principal executive offices)

112616  
(Zip Code)

(86) 0410-6129922  
(Registrant's telephone number, including area code)

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

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(do not check if a smaller reporting company)

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

YES  NO

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: 24,982,822 shares of common stock outstanding as of December 31, 2013.

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EXPLANATORY NOTE

On August 15, 2012 CleanTech Innovations, Inc. suspended reporting under the Exchange Act of 1944, as amended, after evaluating the benefits to U.S. shareholders in light of the ongoing costs of such reporting. The company had sought to become a NASDAQ listed company in order to facilitate access to capital, develop a substantial institutional and retail investor base and access a liquid, fair and orderly marketplace for its securities. When the company's common stock was delisted in 2011 pursuant to a decision by NASDAQ Listing Qualifications, the company appealed the decision to the Securities and Exchange Commission which was found in favor of the company on July, 11, 2013. The company is filing this delinquent report on Form 10-Q and other delinquent Exchange Act reports with the Commission in an effort to comply with the listing standards of the NASDAQ Stock Market and relist its common stock thereon.

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NOTE ABOUT FORWARD-LOOKING STATEMENTS AND OTHER INFORMATION

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which include, but are not limited to, statements concerning our projected revenues, expenses, gross profit and income, mix of revenue, demand for our products, the benefits and potential applications for our products, the need for additional capital, our ability to obtain and successfully perform additional new contract awards and the related funding and profitability of such awards, the competitive nature of our business and markets and product qualification requirements of our customers. These forward-looking statements are based on our current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by us. Words such as "anticipates," "expects," "intends," "plans," "predicts," "potential," "believes," "seeks," "hopes," "estimates," "should," "may," "will," "with" variations of these words or similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Therefore, our actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors. Such factors include, but are not limited to the following:

- our goals and strategies;
- our expansion plans;
- our future business development, financial conditions and results of operations;
- the expected growth of the market for structural towers for wind turbine products and specialty metal products;
  - our expectations regarding demand for our products;
- our expectations regarding keeping and strengthening our relationships with key customers;
  - our ability to stay abreast of market trends and technological advances;
- our ability to protect our intellectual property rights effectively and not infringe on the intellectual property rights of others;
  - our ability to attract and retain quality employees;
  - our ability to pursue strategic acquisitions and alliances;
    - competition in our industry in China;
- general economic and business conditions in the regions in which we sell our products;
  - relevant government policies and regulations relating to our industry; and
    - market acceptance of our products.

Additionally, this report contains statistical data that we obtained from various publicly available government publications and industry-specific third party reports. Statistical data in these publications also include projections based on a number of assumptions. The markets for our products may not grow at the rates projected by market data, or at all. The failure of these markets to grow at the projected rates may have a material adverse effect on our business and the market price of our common stock. In addition, the changing nature of our customers' industries results in uncertainties in any projections or estimates relating to the growth prospects or future condition of our markets. Furthermore, if any one or more of the assumptions underlying the market data is later found to be incorrect, actual results may differ from the projections based on these assumptions.

Unless otherwise indicated, information in this report concerning economic conditions and our industry is based on information from independent industry analysts and publications, as well as our estimates. Except where otherwise noted, our estimates are derived from publicly available information released by third party sources, as well as data from our internal research, and are based on such data and our knowledge of our industry, which we believe to be reasonable. None of the market data from independent industry publications cited in this report was prepared on our or our affiliates' behalf.

Additional information on the various risks and uncertainties potentially affecting our operating results are discussed in this report and other documents we file with the Securities and Exchange Commission, or the SEC, or available upon written request to our corporate secretary at C District, Maoshan Industry Park, Tieling Economic Development Zone, Tieling, Liaoning Province, China . We undertake no obligation to revise or update publicly any forward-looking statements for any reason, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on these forward-looking statements.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

CLEANTECH INNOVATIONS, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
SEPTEMBER 30, 2012 AND DECEMBER 31, 2011

|   | 2012<br>(Unaudited) | 2011                |
|---|---------------------|---------------------|
| <b>ASSETS</b>                               |                     |                     |
| <b>CURRENT ASSETS:</b>                      |                     |                     |
| Cash and equivalents                        | \$ 378,829          | \$ 1,073,058        |
| Restricted cash                             | 508,674             | 1,296,733           |
| Accounts receivable, net                    | 1,749,695           | 7,541,058           |
| Other receivables and deposits              | 809,783             | 395,666             |
| Retentions receivable                       | 3,679,007           | 3,190,429           |
| Taxes receivable                            | 232,648             | -                   |
| Prepayments                                 | -                   | 206,164             |
| Advances to suppliers                       | 10,343,896          | 11,704,979          |
| Inventories                                 | 8,653,533           | 6,331,772           |
| Due from shareholder                        | 55,647              | 161,882             |
| Notes receivable                            | 1,277,087           | 562,142             |
| <b>Total current assets</b>                 | <b>27,688,799</b>   | <b>32,463,883</b>   |
| <b>NONCURRENT ASSETS:</b>                   |                     |                     |
| Restricted cash                             | 235,018             | -                   |
| Long term investment                        | 94,622              | 95,224              |
| Prepayments                                 | 317,518             | 324,665             |
| Prepayment for construction                 | -                   | 682,633             |
| Deposit for land use right                  | -                   | 425,461             |
| Construction in progress                    | 1,875,887           | 696,812             |
| Property and equipment, net                 | 10,675,680          | 11,072,768          |
| Land use right and patents, net             | 4,065,069           | 3,749,731           |
| <b>Total non current assets</b>             | <b>17,263,794</b>   | <b>17,047,294</b>   |
| <b>TOTAL ASSETS</b>                         | <b>\$44,952,593</b> | <b>\$49,511,177</b> |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b> |                     |                     |
| <b>CURRENT LIABILITIES:</b>                 |                     |                     |
| Accounts payable                            | \$ 2,926,752        | \$ 2,888,864        |
| Accrued expenses                            | 924,871             | 156,957             |
| Advance from customers                      | 1,361,099           | 187,052             |
| Short term loans                            | 13,267,158          | 3,382,857           |
| Taxes payable                               | -                   | 65,755              |
| Advance from shareholder                    | 72,662              | 283,179             |

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|   |              |              |
|---|--------------|--------------|
| Short term payable, net of unamortized interest   | 305          | 53,592       |
| Total current liabilities   | 18,552,847   | 7,018,256    |
| NONCURRENT LIABILITIES:   |              |              |
| Long term loan  | -            | 10,000,000   |
| Long term payables, net of unamortized interest   | 354,486      | 615,814      |
| Total Liabilities   | 18,907,333   | 17,634,070   |
| CONTINGENCIES AND COMMITMENTS   |              |              |
| STOCKHOLDERS' EQUITY:   |              |              |
| Preferred stock, \$0.00001 par value, 100,000,000 shares<br>authorized, no shares issued and outstanding      | -            | -            |
| Common stock, \$0.00001 par value, 100,000,000 shares<br>authorized, 24,982,822 shares issued and outstanding | 250          | 250          |
| Additional paid in capital  | 20,649,092   | 20,649,092   |
| Statutory reserve fund  | 1,104,138    | 1,104,138    |
| Accumulated other comprehensive income  | 2,782,975    | 3,028,331    |
| Retained earnings   | 1,508,805    | 7,095,296    |
| Total stockholders' equity  | 26,045,260   | 31,877,107   |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY  | \$44,952,593 | \$49,511,177 |

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



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CLEANTECH INNOVATIONS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME  
NINE MONTHS ENDED SEPTEMBER 30, 2012 AND 2011  
(UNAUDITED)

|   | Nine months ended September<br>30, |              | Three months ended<br>September 30, |             |
|---|------------------------------------|--------------|-------------------------------------|-------------|
|   | 2012                               | 2011         | 2012                                | 2011        |
| Net sales                                   | \$2,311,981                        | \$15,949,664 | \$555,650                           | \$5,825,720 |
| Cost of goods sold                          | 1,681,190                          | 11,979,772   | 357,279                             | 4,211,809   |
| Gross profit                                | 630,791                            | 3,969,892    | 198,371                             | 1,613,911   |
| Operating expenses                          |                                    |              |                                     |             |
| Selling                                     | 202,646                            | 1,011,944    | 67,758                              | 393,395     |
| General and administrative                  | 1,745,036                          | 1,631,995    | 318,602                             | 523,323     |
| Bad debt expense                            | 2,808,542                          | 126,988      | (4,275 )                            | 126,988     |
| Total operating expenses                    | 4,756,224                          | 2,770,927    | 382,085                             | 1,043,706   |
| Income (loss) from operations               | (4,125,433 )                       | 1,198,965    | (183,714 )                          | 570,205     |
| Non-operating income (expenses)             |                                    |              |                                     |             |
| Interest income                             | 5,432                              | 16,752       | 1,001                               | 2,379       |
| Interest expense                            | (1,020,403 )                       | (991,165 )   | (320,907 )                          | (331,910 )  |
| Other income                                | 47,913                             | 7,150        | 24,332                              | 1,287       |
| Other expenses                              | (494,000 )                         | (105,214 )   | (14,860 )                           | (79,407 )   |
| Subsidy income                              | -                                  | 1,049,648    | -                                   | 51,759      |
| Total non-operating expenses, net           | (1,461,058 )                       | (22,829 )    | (310,434 )                          | (355,892 )  |
| Income (loss) before income tax             | (5,586,491 )                       | 1,176,136    | (494,148 )                          | 214,313     |
| Income tax expense                          | -                                  | (418,530 )   | -                                   | (159,640 )  |
| Net income (loss)                           | (5,586,491 )                       | 757,606      | (494,148 )                          | 54,673      |
| Foreign currency translation gain (loss)    | (245,356 )                         | 1,671,051    | (99,339 )                           | 750,211     |
| Comprehensive Income (loss)                 | \$(5,831,847 )                     | \$2,428,657  | \$(593,487 )                        | \$804,884   |
| Basic weighted average shares outstanding   | 24,982,822                         | 24,978,902   | 24,982,822                          | 24,982,822  |
| Diluted weighted average shares outstanding | 24,982,822                         | 25,067,819   | 24,982,822                          | 24,982,822  |
| Basic earnings (loss) per share             | (0.22 )                            | 0.03         | (0.02 )                             | 0.00        |
| Diluted earnings (loss) per share           | (0.22 )                            | 0.03         | (0.02 )                             | 0.00        |

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



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CLEANTECH INNOVATIONS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
NINE MONTHS ENDED SEPTEMBER 30, 2012 AND 2011  
(UNAUDITED)

|  | 2012           | 2011         |
|--|----------------|--------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |                |              |
| Net income (loss)  | \$(5,586,491 ) | \$757,606    |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |                |              |
| Depreciation and amortization  | 510,476        | 451,949      |
| Stock options expense  | -              | 71,795       |
| Amortization of interest expense of long term payable  | 69,949         | 43,001       |
| Increase in allowance for doubtful accounts  | 2,808,542      | 126,988      |
| (Increase) decrease in assets:   |                |              |
| Restricted cash  | 546,912        | (1,310,063 ) |
| Accounts receivable  | 2,956,954      | 2,097,164    |
| Retentions receivable  | (510,688 )     | (276,239 )   |
| Notes receivable   | (721,230 )     | (518,322 )   |
| Other receivables, deposits and prepayments  | (206,924 )     | 413,617      |
| Advances to suppliers  | 1,291,951      | (9,367,575 ) |
| Inventories  | (2,370,777 )   | (3,032,983 ) |
| Increase (decrease) in liabilities:  |                |              |
| Accounts payable   | 56,371         | 1,775,063    |
| Accrued expenses   | 769,224        | (305,588 )   |
| Advance from customers   | 1,179,694      | (126,426 )   |
| Taxes payable  | (299,119 )     | (635,862 )   |
| Net cash provided by (used in) operating activities  | 494,844        | (9,835,875 ) |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |                |              |
| Construction in process  | (25,012 )      | (504,893 )   |
| Acquisition of property & equipment  | (3,149 )       | (290,511 )   |
| Prepayment for construction  | (577,054 )     | (577,520 )   |
| Deposit for land use right   | -              | (412,588 )   |
| Net cash used in investing activities  | (605,215 )     | (1,785,512 ) |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                |              |
| Repayment of long term payable   | (381,510 )     | -            |
| Due from shareholder   | 105,611        | -            |
| Advance from shareholder   | (209,519 )     | (229,167 )   |
| Repayment of short term loans  | (94,982 )      | (246,249 )   |
| Cash proceeds from warrant exercise  | -              | 58,500       |
| Net cash used in financing activities  | (580,400 )     | (416,916 )   |
| EFFECT OF EXCHANGE RATE CHANGE ON CASH & EQUIVALENTS   | (3,458 )       | 277,949      |

|   |            |               |
|---|------------|---------------|
| NET DECREASE IN CASH & EQUIVALENTS      | (694,229 ) | (11,760,354 ) |
| CASH & EQUIVALENTS, BEGINNING OF PERIOD | 1,073,058  | 13,308,568    |
| CASH & EQUIVALENTS, END OF PERIOD       | \$378,829  | \$1,548,214   |
| Supplemental Cash flow data:            |            |               |
| Income tax paid                         | \$69,205   | \$659,279     |
| Interest paid                           | \$273,077  | \$196,822     |

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

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CLEANTECH INNOVATIONS, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2012 (UNAUDITED) AND DECEMBER 31, 2011

1. ORGANIZATION AND DESCRIPTION OF BUSINESS

CleanTech Innovations, Inc., formerly known as Everton Capital Corporation (the “Company” or “CleanTech”), was incorporated on May 9, 2006, in the State of Nevada. Through its wholly owned operating subsidiaries in China, the Company designs, manufactures, tests and sells structural towers for on-land and off-shore wind turbines. The Company also manufactures specialty metal products that require advanced manufacturing and engineering capabilities, including bellows expansion joints and connecting bend pipes used for waste heat recycling in steel production, in ultra-high-voltage electricity transmission grids and in industrial pressure vessels.

The Company authorized an 8-for-1 split of its common stock, effective July 2, 2010. Prior to the split, the Company had 5,501,000 shares of common stock issued and outstanding, and, after giving effect to the split, the Company had 44,008,000 shares of common stock issued and outstanding. The effect of the forward stock split was retroactively reflected for all periods presented.

The Company acquired Liaoning Creative Bellows Co., Ltd. (“Creative Bellows”) pursuant to the terms of a Share Exchange Agreement and Plan of Reorganization, dated July 2, 2010, as amended.

Creative Bellows was incorporated in the PRC province of Liaoning on September 17, 2007. Creative Bellows designs and manufactures bellows expansion joints, pressure vessels, wind tower components for wind turbines and other fabricated metal specialty products. On May 26, 2009, the three individual shareholders of Creative Bellows established Liaoning Creative Wind Power Equipment Co., Ltd. (“Creative Wind Power”). At the end of 2009, the three shareholders transferred their Creative Wind Power shares to Creative Bellows at cost; as a result of the transfer of ownership, Creative Bellows owned 100% of Creative Wind Power. Creative Wind Power markets and sells wind tower components designed and manufactured by Creative Bellows.

The consolidated interim financial information as of September 30, 2012 and for the nine and three month periods ended September 30, 2012 and 2011 were prepared without audit, pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures, which are normally included in consolidated financial statements prepared in accordance with United States Generally Accepted Accounting Principles (“U.S. GAAP”) have not been included. The interim consolidated financial information should be read in conjunction with the Financial Statements and the notes thereto, included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, previously filed with the SEC.

In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present a fair statement of the Company’s consolidated financial position as of September 30, 2012, its consolidated results of operations and cash flows for the nine and three month periods ended September 30, 2012 and 2011, as applicable, were made. The interim results of operations are not necessarily indicative of the operating results for the full fiscal year or any future periods.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements were prepared in conformity U.S. GAAP. The Company’s functional currency is the Chinese Yuan Renminbi (“RMB”); however, the accompanying consolidated financial

statements were translated and presented in United States Dollars (“USD”). The accompanying consolidated financial statements present the historical financial condition, results of operations and cash flows of the operating companies.

#### Going Concern

The Company incurred a net loss of \$5.59 million for the nine months ended September 30, 2012. In addition, the Company had loans of \$3.22 million and a \$50,000 promissory note that are past due (See Note 14). The Company also had a \$10 million promissory note due in March 2013, which is also past due as of this report date (See Note 14). Further the Company has been unable to raise funds from the U.S. markets to pay off these obligations due to the decision by NASDAQ Listing Qualifications to delist the Company’s common stock. These conditions raise a substantial doubt as to whether the Company may continue as a going concern. However, on July 11, 2013, the SEC reversed the 2011 delisting of the Company’s stock on the NASDAQ Stock Market, LLC, and ordered that the Company’s stock be listed on the NASDAQ Stock Market. The Company is planning to negotiate with its lenders to extend the maturity dates of its past due loans and to seek additional financing from local banks in the PRC. The Company will also seek to improve its cash flows from operations by implementing cost control measures and reducing inventory purchases.

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CLEANTECH INNOVATIONS, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2012 (UNAUDITED) AND DECEMBER 31, 2011

Principles of Consolidation

The consolidated financial statements include the accounts of CleanTech and its wholly owned subsidiaries, Creative Bellows and Creative Wind Power. All intercompany transactions and account balances were eliminated in consolidation.

Use of Estimates

In preparing financial statements in conformity with U.S. GAAP, management makes estimates and assumptions that effect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Significant estimates include the recoverability of long-lived assets and the valuation of inventories. Actual results could differ from those estimates.

Cash and Equivalents

Cash and equivalents include cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less.

Restricted Cash

Restricted cash consists of a percentage of sales deposited by the Company into its bank accounts according to contract terms, which serves as a contract execution and product delivery guarantee. The restriction is released upon customer acceptance of the product.

Accounts and Retentions Receivable

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 creditworthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. Past due receivables are determined based on contractual payment terms specified in the contract. The Company does not anticipate any significant credit risk because the majority of its customers are large, well-capitalized state-owned and publicly traded utility and industrial companies with stable operations. Based on its historical collection activity, the Company had allowances for bad debts of \$2,926,250 and \$129,154 at September 30, 2012 and December 31, 2011, respectively.

At September 30, 2012, and December 31, 2011, the Company had retentions receivable for product quality assurance of \$3,679,007, and \$3,190,429, respectively. The retention generally is 10% of the sales price with a one-year term, but no later than the termination of the warranty period. The Company has not encountered any significant collectability issues with respect to the retentions receivable.

Inventories

The Company's inventories are valued at the lower of cost or market, with cost determined on a weighted average basis. The Company compares the cost of inventories with market value and an allowance is made to write down the

inventories to their market value, if lower.

#### Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation. Expenditures for maintenance and repairs are expensed as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed, 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 5% salvage value and estimated lives as follows:

|                      |        |       |
|----------------------|--------|-------|
| Buildings            | 40     | Years |
| Machinery            | 5 - 15 | Years |
| Vehicles             | 5      | Years |
| Office<br>equipment  | 5      | Years |
| Testing<br>equipment | 10     | Years |



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CLEANTECH INNOVATIONS, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2012 (UNAUDITED) AND DECEMBER 31, 2011

Land Use Rights

Right to use land is stated at cost less accumulated amortization. Amortization is provided using the straight-line method over 50 years.

Revenue Recognition

The Company's revenue recognition policies are in compliance with SEC Staff Accounting Bulletin ("SAB") 104 (codified in FASB ASC Topic 605). Sales revenue, including the final 10% of the purchase price, is recognized after delivery is complete, customer acceptance of the product occurs and collectability is reasonably assured. Customer acceptance occurs after the customer puts the product through a quality inspection, which normally is completed within one to two weeks from customer receipt of the product. In case of sales contracts with FOB shipping terms, the customer is responsible for cost of freight, and insurance and revenue is recognized when products are delivered to the carrier. In case of sales contracts with FOB destination terms, the Company is responsible for the cost of freight, and insurance and revenue is recognized when customer acceptance is received. The customer is responsible for installation and integration of our component products into its end products. Payments received before satisfaction of all relevant criteria for revenue recognition are recorded as unearned revenue or advances from customers. Unearned revenue or advances from customers consists of payments received from customers prior to customer acceptance of the product.

The Company's standard payment terms with its wind tower customers generally provide that 10% of the purchase price is due upon the Company's deposit of restricted cash into a bank account as a contract guarantee, 20% upon the Company's purchase of raw material for the order, 10% upon delivery of the base ring component of the wind towers, 30% upon delivery of the wind tower tube sections and 20% upon customer inspection and acceptance of the product, which customers normally complete within 1-2 weeks after delivery. As a common practice in the manufacturing business in PRC, payment of the final 10% of the purchase price is due no later than the termination date of the product warranty, which can be up to 12 months from the customer acceptance date. The final 10% of the purchase price is recognized as revenue upon customer acceptance of the product. For the Company's bellows expansion joints and pressure vessels, payment terms are negotiated on a case-by-case basis and these payment percentages and terms may differ for each customer.

Sales revenue is the invoiced value of goods, net of value-added tax ("VAT"). The Company's products sold and services provided in China are subject to VAT of 17% of the sales price. This VAT may be offset by VAT paid by the Company on raw materials and other materials included in the cost of producing the finished product. The Company 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.

Warranties

The Company offers a product warranty to its customers of up to 12 months depending on the terms negotiated with each customer. During the warranty period, the Company will repair or replace defective products free of charge. The Company commenced production in 2009 and as of September 30, 2012, the Company accrued \$10,833 in warranty expense. The Company implemented internal manufacturing protocols designed to ensure product quality beginning from the receipt of raw materials to the final inspection at the time products are shipped. The Company monitors warranty claims and accrues for warranty expense accordingly, using ASC Topic 450 to account for its standard

warranty.

The Company provides its warranty to all customers and does not consider it an additional service; rather, the warranty is considered an integral part of the product's sale. There is no general right of return indicated in the contracts or purchase orders. If a product under warranty is defective or malfunctions, the Company is responsible for fixing it or replacing it with a new product. The Company's products are its only deliverables.

The Company's warranty reserve activity for the nine months ended September 30, 2012 and the year ended December 31, 2011, is as follows:

|  | 2012 |        | 2011 |        |
|--|------|--------|------|--------|
| Balance at beginning of period           | \$   | 11,094 | \$   | 10,555 |
| Foreign currency translation gain (loss) |      | (261)  |      | 539    |
| Actual costs incurred                    |      | -      |      | -      |
| Ending balance (current liabilities)     | \$   | 10,833 | \$   | 11,094 |

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After the expiration of the warranty period, the Company charges for after-sales services on its products. Such revenue is recognized when the service is provided. For the nine and three months ended September 30, 2012 and 2011, the Company had no after-sales services income.

Cost of Goods Sold

Cost of goods sold (“COGS”) consists primarily of material, labor and related overhead, which is attributable to the products, and other indirect costs that benefit all products. Write-down of inventory to lower of cost or market is also recorded in COGS.

Research and Development

Research and development (“R&D”) costs are related primarily to the Company’s development and testing of its new technologies used to manufacture its bellows-related products. R&D costs are expensed as incurred. For the nine months ended September 30, 2012 and 2011, R&D was \$339,871 and \$160,087, respectively, and was included in general and administrative expenses. For the three months ended September 30, 2012 and 2011, R&D was \$57,353 and \$45,427, respectively.

Subsidy Income

Subsidy income included 1) grants from the LiaoNing Province Tieling Finance Bureau to support the Company’s special technology development project, 2) a Science and Technology Support Grant from the Administrative Committee of Liaoning Province Tieling Economic and Technological Development Zone to attract high-tech products businesses to such zone and in recognition of the Company’s stock listing in the U.S. The Company is permitted to use this particular subsidy only as payment for the construction provided by the same organization. Subsidy income is subject to PRC statutory income tax. There are no other conditions or restrictions on the use of subsidy income. The Company did not receive any subsidy income during the nine and three months ended September 30, 2012. The Company received subsidy income of \$1,049,648 and \$51,759 during the nine and three months ended September 30, 2011, respectively.

Shipping and Handling Costs

Shipping and handling costs for delivery of finished goods are included in selling expenses. During the nine months ended September 30, 2012 and 2011, shipping and handling costs were \$94,851 and \$905,245, respectively. During the three months ended September 30, 2012 and 2011, shipping and handling costs were \$20,630 and \$371,208, respectively.

Basic and Diluted Earnings per Share (“EPS”)

Basic EPS is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS is computed similar to basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if all the potential common shares, warrants and stock options had been issued and if the additional common shares were dilutive. Diluted EPS are based on the assumption that all dilutive convertible shares and stock options and warrants were converted or exercised. Dilution is computed by applying the treasury stock method for the outstanding options and

warrants, and the if-converted method for the outstanding convertible preferred shares. Under the treasury stock 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. Under the if-converted method, convertible outstanding instruments are assumed to be converted into common stock at the beginning of the period (or at the time of issuance, if later).

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The following table presents a reconciliation of basic and diluted EPS and loss per share for the nine months ended September 30, 2012 and 2011:

|   | 2012           | 2011       |
|---|----------------|------------|
| Net income (loss)                             | \$ (5,586,491) | \$ 757,606 |
| Weighted average shares outstanding – basic   | 24,982,822     | 24,978,902 |
| Effect of dilutive securities:                |                |            |
| Unexercised warrants and options              | -              | 88,917     |
| Weighted average shares outstanding – diluted | 24,982,822     | 25,067,819 |
| Earnings (loss) per share – basic             | \$ (0.22)      | \$ 0.03    |
| Earnings (loss) per share – diluted           | \$ (0.22)      | \$ 0.03    |

The following table presents a reconciliation of basic and diluted EPS and loss per share for the three months ended September 30, 2012 and 2011:

|   | 2012         | 2011       |
|---|--------------|------------|
| Net income (loss)                             | \$ (494,148) | \$ 54,673  |
| Weighted average shares outstanding – basic   | 24,982,822   | 24,982,822 |
| Effect of dilutive securities:                |              |            |
| Unexercised warrants and options              | -            | -          |
| Weighted average shares outstanding – diluted | 24,982,822   | 24,982,822 |
| Earnings (loss) per share – basic             | \$ (0.02)    | \$ 0.00    |
| Earnings (loss) per share – diluted           | \$ (0.02)    | \$ 0.00    |

The warrants and options to purchase up to 2,821,310 shares of common stock were anti-dilutive during the nine and three months ended September 30, 2012.

#### Concentration of Credit Risk

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

Cash includes cash on hand and demand deposits in bank accounts maintained within China. Cash balances at financial institutions within China are not covered by insurance. The Company has not experienced any losses in such accounts.

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

#### Statement of Cash Flows

In accordance with SFAS No. 95, "Statement of Cash Flows," codified in FASB ASC Topic 230, cash flows from the Company's operations are calculated based upon local currencies. As a result, amounts related to assets and liabilities reported on the statement of cash flows may not necessarily agree with changes in the corresponding balances on the balance sheet.

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Stock-Based Compensation

The Company accounts for its stock-based compensation in accordance with SFAS No. 123R, “Share-Based Payment, an Amendment of FASB Statement No. 123” (codified in FASB ASC Topics 718 and 505). The Company recognizes in the income statement the grant-date FV of stock options and other equity-based compensation issued to employees and non-employees.

Foreign Currency Translation and Transactions

The accompanying consolidated financial statements are presented in USD. The Company’s functional currency is RMB, which is translated into USD for balance sheet accounts using the current exchange rates in effect as of the balance sheet date and for revenue and expense accounts using the average exchange rate during the period. The translation adjustments are recorded as a separate component of stockholders’ equity, captioned accumulated other comprehensive income (loss). Gains and losses resulting from transactions denominated in foreign currencies are included in other income (expense) in the consolidated statements of operations.

The RMB to USD exchange rates in effect as of September 30, 2012 and December 31, 2011, were \$1 = RMB 6.3410 and \$1 = RMB 6.3009, respectively. The average RMB to USD exchange rates in effect for the nine months ended September 30, 2012 and 2011, were \$1 = RMB 6.3170 and \$1 = RMB 6.4975, respectively. The exchange rates used in translation from RMB to USD were published by the People’s Bank of China.

Comprehensive Income (Loss)

The Company uses SFAS No. 130 “Reporting Comprehensive Income” (codified in FASB ASC Topic 220). Comprehensive income is comprised of net income and all changes to the statements of stockholders’ equity, except those due to investments by stockholders, changes in paid-in capital and distributions to stockholders. Comprehensive income for the nine and three months ended September 30, 2012 and 2011, included net income and foreign currency translation adjustments.

Segment Reporting

SFAS No. 131, “Disclosures about Segments of an Enterprise and Related Information” (codified in FASB ASC Topic 280), requires use of the “management approach” model for segment reporting. The management approach model is based on the way a company’s management organizes segments within the company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure or any other manner in which management disaggregates a company.

Management determined the Company’s product lines – wind towers, bellows expansion joints and pressure vessels – constitute a single reportable segment under ASC 280. The Company operates exclusively in one business: the design and manufacture of highly engineered metal components for heavy industry. The manufacturing processes for each of the Company’s products, principally the rolling and welding of raw steel materials, make use of the same pool of production workers and engineering talent for design, fabrication, assembly and testing. The Company’s products are characterized and marketed by their ability to withstand temperature, pressure, structural load and other environmental factors. The Company’s products are used by major electrical utilities and large-scale industrial companies in China specializing in heavy industry, and the Company’s sales force sells its products directly to these companies, which

utilize the Company's components in their finished products. All of the Company's long-lived assets for production are located in its facilities in Tieling, Liaoning Province, China, and operate within the same environmental, safety and quality regulations governing industrial component manufacturing companies. The Company established its subsidiary, Creative Wind Power, solely to market and sell the Company's wind towers, which constitute the structural support cylinder for an industrial wind turbine installation. Management believes that the economic characteristics of the Company's product lines, specifically costs and gross margin, will be similar as production increases and labor continues to be shared across products.

As a result, management views the Company's business and operations for all product lines as a blended gross margin when determining future growth, return on investment and cash flows. Accordingly, management has concluded that the Company had one reportable segment under ASC 280 because: (i) all of the Company's products are created with similar production processes, in the same facilities, under the same regulatory environment and sold to similar customers using similar distribution systems; and (ii) gross margins of all product lines have been converging and should continue to converge.



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Following is a summary of sales by products for the nine months ended September 30, 2012 and 2011:

|                                      | 2012         | 2011          |
|--------------------------------------|--------------|---------------|
| Bellows expansion joints and related | \$ 687,008   | \$ 958,810    |
| Pressure vessels                     | 1,485,613    | 1,940,707     |
| Wind towers                          | 165          | 11,225,290    |
| Other - resale of raw materials      | 139,196      | 1,824,857     |
|                                      | \$ 2,311,981 | \$ 15,949,664 |

Following is a summary of sales by products for the three months ended September 30, 2012 and 2011:

|                                      | 2012       | 2011         |
|--------------------------------------|------------|--------------|
| Bellows expansion joints and related | \$ 56,640  | \$ 328,860   |
| Pressure vessels                     | 474,726    | 320,524      |
| Wind towers                          | -          | 5,127,821    |
| Other - resale of raw materials      | 24,284     | 48,515       |
|                                      | \$ 555,650 | \$ 5,825,720 |

#### New Accounting Pronouncements

On July 27, 2012, the FASB issued ASU 2012-02, Intangibles-Goodwill and Other (Topic 350) - Testing Indefinite-Lived Intangible Assets for Impairment. The ASU provides entities with an option to first assess qualitative factors to determine whether events or circumstances indicate that it is more likely than not that the indefinite-lived intangible asset is impaired. If an entity concludes that it is more than 50% likely that an indefinite-lived intangible asset is not impaired, no further analysis is required. However, if an entity concludes otherwise, it would be required to determine the fair value of the indefinite-lived intangible asset to measure the amount of actual impairment, if any, as currently required under US GAAP. The ASU is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The adoption of this pronouncement will not have a material impact on its financial statements.

As of September 30, 2012, there are no other recently issued accounting standards not yet adopted that would have a material effect on the Company's interim consolidated financial statements.

### 3. OTHER RECEIVABLES AND DEPOSITS

Other receivables and deposits consisted of the following at September 30, 2012 and December 31, 2011:

|                            | 2012       | 2011       |
|----------------------------|------------|------------|
| Deposits for contract bids | \$ 117,598 | \$ 36,825  |
| Advance to employees       | 74,511     | 337,191    |
| Other                      | 617,674    | 21,650     |
| Total                      | \$ 809,783 | \$ 395,666 |

As of September 30, 2012, other receivables includes others of \$617,674 mainly consisted of the receivables from a supplier whom the Company previously prepaid for raw material purchases but the purchase orders were later cancelled by the Company. The Company collected from a supplier in the last quarter of 2012.

#### 4. ADVANCES TO SUPPLIERS

Advances to suppliers mainly consisted of prepayments to suppliers for raw materials which were mainly comprised of steel.

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## 5. INVENTORIES

Inventories consisted of the following at September 30, 2012 and December 31, 2011:

|                 | 2012         | 2011         |
|-----------------|--------------|--------------|
| Raw materials   | \$ 1,766,268 | \$ 1,545,200 |
| Finished goods  | 2,595,032    | 1,996,883    |
| Work in process | 4,292,233    | 2,789,689    |
| Total           | \$ 8,653,533 | \$ 6,331,772 |

## 6. DUE FROM SHAREHOLDER

As of September 30, 2012, the Company advanced \$55,647 to the Company's CEO, who is also a shareholder of the Company, for the CEO to negotiate and purchase certain raw materials, pay the expenses of bidding the contracts on the Company's behalf, as well as the advance for the CEO's business trip.

In 2011, the Company advanced RMB 1,020,000 (\$161,882) to the Company's CEO, who is also a shareholder of the Company, for the CEO to negotiate and purchase certain raw materials on the Company's behalf. However, the purchase was never completed as the cost of the raw materials was considered too high and the CEO returned the advance to the Company in the first quarter of 2012.

## 7. NOTES RECEIVABLE – BANK ACCEPTANCES

The Company sold goods to its customers and received commercial notes (bank acceptances) from them in lieu of payment for accounts receivable. The Company discounted these notes with a bank or endorsed notes to vendors for payment of its obligations or to get cash from third parties. Most of the commercial notes have a maturity of less than six months. These notes receivable are with recourse and the Company is contingently liable to make the payment to the endorsee in case of a default. As of September 30, 2012, the Company had notes receivable of \$584,293 endorsed to vendors as payments for the Company's obligation and \$616,937 discounted for cash.

## 8. LONG-TERM INVESTMENT

On June 10, 2009, Creative Bellows made an investment in a credit union and purchased 600,000 credit union shares for \$95,000 (RMB 600,000). As a result of this investment, Creative Bellows became a 0.57% shareholder in the credit union. The Company accounted for this investment using the cost method. There was no significant impairment of this investment at September 30, 2012 or December 31, 2011.

## 9. PREPAYMENTS

Current portion of the prepayments included prepaid interest on the \$10 million loan (see Note 14) and prepaid legal fees at December 31, 2011. The Company didn't prepay any interest on the \$10 million loan during the nine months ended September 30, 2012 (See Note 14).

Noncurrent portion of the prepayments mainly was a prepaid land occupancy fee paid to the inhabitants of the land on which the Company plans to construct a manufacturing plant. Currently, the Company amortizes prepaid rental over

50 years according to the terms of the lease agreement.

#### 10. CONSTRUCTION IN PROGRESS

At September 30, 2012 and December 31, 2011, the Company had construction in progress of \$1,875,887 and \$696,812, respectively, to rebuild and improve its workshop ground and road and to build wind test towers. Total construction cost of the workshop and road project is estimated to be approximately \$1.92 million. As of September 30, 2012, the Company needs to pay an additional \$0.05 million to complete the project.

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## 11. PROPERTY AND EQUIPMENT, NET

Property and equipment consisted of the following at September 30, 2012 and December 31, 2011:

|                          | 2012          | 2011          |
|--------------------------|---------------|---------------|
| Buildings                | \$ 8,369,429  | \$ 8,422,693  |
| Equipment and machinery  | 3,306,687     | 3,231,900     |
| Vehicle                  | 51,569        | 51,897        |
| Office equipment         | 102,798       | 100,902       |
| Total                    | 11,830,483    | 11,807,392    |
| Accumulated depreciation | (1,154,803)   | (734,624)     |
| Net value                | \$ 10,675,680 | \$ 11,072,768 |

Depreciation for the nine months ended September 30, 2012 and 2011, was \$426,438 and \$392,251, respectively. Depreciation for the three months ended September 30, 2012 and 2011, was \$142,518 and \$136,174, respectively.

## 12. INTANGIBLE ASSETS

Intangible assets consisted of land use right and patents. All land in the PRC is government-owned and cannot be sold to any individual or company. However, the government grants the user a "land use right" to use the land. The Company has the right to use the land for 50 years and amortizes the right on a straight-line basis over 50 years.

The Company was granted an exclusive license to use a production method patent until December 31, 2016, for lead-free soft solder with mischmetal from the Shenyang Industry University. The Company paid a one-time use of technology fee of RMB 100,000 (\$15,887).

Intangible assets as of September 30, 2012 and December 31, 2011 were as follows:

|                          | 2012         | 2011         |
|--------------------------|--------------|--------------|
| Land use right           | \$ 4,407,201 | \$ 4,009,787 |
| Patents                  | 15,770       | 15,871       |
| Total                    | 4,422,971    | 4,025,658    |
| Accumulated amortization | (357,902)    | (275,927)    |
| Net                      | \$ 4,065,069 | \$ 3,749,731 |

Amortization of intangible assets for the nine months ended September 30, 2012 and 2011 was \$84,038 and \$59,698, respectively. Amortization of intangible assets for the three months ended September 30, 2012 and 2011 was \$22,497 and \$20,164, respectively. At September 30, 2012, annual amortization for the next five years was expected to be as follows:

| Year | Amount    |
|------|-----------|
| 2013 | \$ 91,000 |
| 2014 | 91,000    |
| 2015 | 91,000    |
| 2016 | 91,000    |

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|            |              |
|------------|--------------|
| 2017       | 91,000       |
| Thereafter | 3,610,069    |
| Total      | \$ 4,065,069 |

As of September 30, 2012, the Company is in the process of acquiring a land use right in the Liaoning Province Tieling Economic and Technological Development Zone for which a land use right deposit of \$0.4 million was made to Tieling Yinzhou Industrial Park Management Committee and Tieling Economic Development Zone Non-Tax Revenue Bureau. The deposit of the land use right was transferred into intangible assets during the first quarter of 2012; however, the Company has not obtained the land use right as of this report date.

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## 13. ACCRUED EXPENSES

Accrued expenses at September 30, 2012 and December 31, 2011 were as follows:

|                                | 2012       | 2011       |
|--------------------------------|------------|------------|
| Payroll-related                | \$ 31,238  | \$ 122,735 |
| Warranty (Note 2)              | 10,833     | 11,094     |
| Other                          | 118,308    | 23,128     |
| Accrued interest               | 284,492    | -          |
| Accrued outsourcing labor cost | 79,192     | -          |
| Accrued legal expense          | 400,808    | -          |
| Total                          | \$ 924,871 | \$ 156,957 |

As of September 30, 2012, the Company had \$400,808 accrued legal expense for unpaid legal fees to a law firm in connection with the representation of the Company in its lawsuit against the NASDAQ Stock Market, LLC and NASDAQ OMX Group (See Note 25).

## 14. SHORT-TERM LOANS

On September 13, 2010, the Company borrowed \$1,827,050, \$953,243 and \$556,059 from three different credit unions. Each loan bore interest of 7.2% and each was to mature on September 12, 2011. The Company extended the maturity date of the loans through an agreement with one of the credit unions. Pursuant to this agreement, the Company was required to pay \$317,415 (RMB 2,000,000) by October of 2011, with the remaining balance to be paid by June 2012. However, the Company did not make the payment of \$317,415 (RMB 2,000,000) as per the agreement and, as such, the extension of maturity date was not granted. As of September 30, 2012, all three loans were in default and an extra 3.6% interest on the remaining principal amount of the loans was charged for the overdue period. These loans were collateralized by one of the Company's buildings and its land use right.

On December 13, 2010, the Company entered into a loan with a lender for \$10 million. At the Lender's option, the principal amount of the note and all interest thereon shall be paid in either USD or RMB at an exchange rate of RMB 6.90 to USD 1.00 if paid on or before March 1, 2012, and thereafter at an exchange rate of RMB 6.30 to USD 1.00 to the Lender or any designee of Lender as provided to the Company in writing by Lender. The loan bore interest of 10% payable in advance at the beginning of each quarter with a maturity of March 1, 2012. The loan was amended to mature on March 1, 2013 and to decrease the interest rate to 8.5%, effective March 1, 2012, which interest shall be payable quarterly in advance. As of September 30, 2012, the Company was in default on interest payment that was required to pay in advance and had interest payable of \$282,297. Through a new Promissory Note Agreement entered with the same lender on August 17, 2013, this default loan became payable upon Noteholder's request with default interest rate of lesser of 24% or maximum legal rate is applicable as part of event of default which occurred on March 1, 2013. The Company currently uses default interest rate of 24% per annum. After August 13, 2013, the interest rate on the \$10 million loan will be 8.5%. The Promissory Note entered on August 17, 2013 along with an Escrow Agreement was for a Line of Credit available to the Company of up to \$10 million. The lender deposited the loan amount into an escrow account, and the escrow agent shall disburse some or all of the deposit from time to time as directed in writing by the lender for advancing the Company to pay expenses that are approved by the lender. The applicable interest rate for this line of credit is 3% per annum during the first 6 months following each advance, and 0% thereafter, to be paid on the first day of each month, with maturity upon Note-holder's request. The promissory

note has a default rate of 24% per annum.

On December 14, 2011, the Company entered into a 3% promissory note with a lender for \$50,000, maturing on February 1, 2012, for the payment of its legal expenses. As of September 30, 2012, the Company had accrued interest of \$2,194 on this note. The note is past due with default interest at 6% to be accrued subsequent to February 1, 2012. As of September 30, 2012, the Company was in default on this loan.

At September 30, 2012 and December 31, 2011, the short-term loans consisted of the following:

|                        | 2012          | 2011         |
|------------------------|---------------|--------------|
| Credit Union 1         | \$ 1,718,972  | \$ 1,825,136 |
| Credit Union 2         | 946,223       | 952,245      |
| Credit Union 3         | 551,963       | 555,476      |
| Promissory Note        | 50,000        | 50,000       |
| Loan of U.S. Parent    | 10,000,000    | -            |
| Total short term loans | \$ 13,267,158 | \$ 3,382,857 |



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## 15. TAXES PAYABLE (RECEIVABLE)

Taxes payable (receivable) consisted of the following at September 30, 2012 and December 31, 2011:

|                 | 2012         | 2011        |
|-----------------|--------------|-------------|
| Value-added tax | \$ (244,263) | \$ (15,743) |
| Income tax      | (48,963)     | 20,107      |
| Other           | 60,578       | 61,391      |
| Total           | \$ (232,648) | \$ 65,755   |

## 16. ADVANCE FROM SHAREHOLDER

On December 3, 2010, the Company's Chief Executive Officer borrowed \$558,101, from a bank to purchase equipment on the Company's behalf and with the Company's guarantee, which she in turn loaned back to the Company on the same terms. The loan bore interest of 7.28% with a maturity date of December 3, 2012.

As of September 30, 2012, the Company repaid \$485,439 to the shareholder and the current portion of this loan was \$72,662. The loan is payable in monthly installments of \$24,468, representing principal and interest. The final installment is due on December 3, 2012 and was paid in full at maturity.

## 17. LONG-TERM PAYABLE

On September 21, 2009, the Company entered into a construction contract with a local authority, the Administration Committee for Liaoning Special Vehicle Production Base ("LSVPB"), to build a plant. LSVPB was responsible for the construction of the main body of the plant and the Company was responsible for the construction of certain infrastructure for the plant, including plumbing, heating and electrical systems. The plant is 9,074 square meters with construction costs of RMB 1,350 (\$214) per square meter.

LSVPB was responsible for hiring a qualified construction team according to the Company's approved design and the Company needed to approve any material changes to the design during construction. LSVPB was also responsible for site survey, quality supervision and completion of inspection, as well as the transfer of all construction completion records to the Company. Upon completion of the Company's ownership registration, the Company was required to pledge the plant as collateral for payment by the Company to LSVPB of \$1,944,151 (RMB 12,249,900). The pledge will terminate upon payment in full by the Company.

The Company is to pay LSVPB for the cost of the project in five equal annual installments in October of each year beginning in October 2010. The Company is not required to pay interest and ownership of the plant will transfer to the Company upon payment in full. The default penalty is 0.5% of the amount outstanding, compounded daily, in the event of a default. LSVPB has the right to foreclose on the plant if payments are in arrears for more than two years, in which case all prior payments made by the Company will be treated as liquidated damages by LSVPB.

The Company recorded the cost of construction at the present value of the five annual payments by imputing interest of 9% from when the Company started using the plant. Amortization of the cost commenced on the date of occupation and use. The Company started using the plant on August 30, 2010. The certificate of the property ownership was received in the third quarter of 2011.

In the fourth quarter of 2011, the Company received a subsidy from LSVPB of \$1.11 million (RMB 7,000,000) against the outstanding payment. In the first quarter of 2012, the Company repaid \$382,886 (RMB 2,410,000). The repayments were to reduce the current portion of this payable.

At September 30, 2012, the long-term payable consisted of the following:

|                            |            |
|----------------------------|------------|
| Long-term payable          | \$ 447,863 |
| Less: unamortized interest | (93,072)   |
| Net                        | 354,791    |
| Current portion            | 305        |
| Noncurrent portion         | \$ 354,486 |

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Maturities as of September 30, 2012, for the next two years are as follows:

| Year                        | Amount     |
|-----------------------------|------------|
| 2013                        | \$ 305     |
| 2014                        | 339,716    |
| October 2014, maturity date | 14,770     |
| Total                       | \$ 354,791 |

#### 18. MAJOR CUSTOMERS AND VENDORS

Two customers accounted for 91% of sales for the nine months ended September 30, 2012, and each customer accounted for 64% and 27% of total sales, respectively. One customer accounted for 85% of sales for the three months ended September 30, 2012. At September 30, 2012, total receivables from these customers were \$298,426.

Four customers accounted for 77% of sales for the nine months ended September 30, 2011, and each customer accounted for 23%, 22%, 21% and 11% of total sales, respectively. Two customers accounted for 88% of sales for the three months ended September 30, 2011, and each customer accounted for 60%, 28% of total sales, respectively. At September 30, 2011, total receivables from these customers were \$856,040.

For the nine months ended September 30, 2012, one vendor accounted for 11% of total purchases. For the three months ended September 30, 2012, two vendors accounted for 20% and 15% of total purchases, respectively. At September 30, 2012, the total payable to these vendors was \$207,012.

Two vendors accounted for 12% and 31% of purchases for the nine months ended September 30, 2011, respectively. Two vendors accounted for 12% and 47% of the purchases for the three months ended September 30, 2011, respectively. At September 30, 2011, there was \$1,926,631 payable to these vendors.

#### 19. INCOME TAX

The Company is subject to income taxes by entity on income arising in or derived from the tax jurisdiction in which each entity is domiciled.

CleanTech, the U.S. parent company, was incorporated in the U.S. and has net operating losses (NOL) for income tax purposes. CleanTech has NOL of \$3,549,947 as of September 30, 2012, which may be available to reduce future years' taxable income as NOL can be carried forward up to 20 years from the year the loss is incurred. Management believes the realization of benefits from these losses remains uncertain due to CleanTech's, the U.S. parent company, has limited operating history and continuing losses. Accordingly, a 100% deferred tax asset valuation allowance was provided.

Creative Bellows and Creative Wind Power generated substantially all of their net income from their PRC operations and are governed by the Income Tax Law of the PRC for privately-run enterprises. According to this law, privately-run enterprises are generally subject to a tax rate of 25% on income reported in the privately-run enterprises' financial statements, after appropriate tax adjustments.

According to the new income tax law that became effective January 1, 2008, new high-tech enterprises given special support by the PRC government are subject to an income tax rate of 15%. Creative Bellows was recognized as a new high-tech enterprise and registered its status with the tax bureau, providing it with an income tax rate of 15% from 2010 through 2012.

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The following table reconciles the U.S. statutory rates to the Company's consolidated effective tax rate for the nine months ended September 30, 2012 and 2011:

|                                    | 2012   | 2011  |
|------------------------------------|--------|-------|
| U.S. statutory tax (benefit) rates | (34)%  | 34 %  |
| Tax rate difference                | 7.0 %  | (19)% |
| Other                              | - %    | 4%    |
| Effective tax holiday              | 2.1 %  | (20)% |
| Valuation allowance                | 24.9 % | 37 %  |
| Effective income tax rate          | - %    | 36 %  |

The following table reconciles the U.S. statutory rates to the Company's consolidated effective tax rate for the three months ended September 30, 2012 and 2011:

|                                    | 2012   | 2011  |
|------------------------------------|--------|-------|
| U.S. statutory tax (benefit) rates | (34)%  | 34 %  |
| Tax rate difference                | 6.3 %  | (30)% |
| Other                              | - %    | 22 %  |
| Effective tax holiday              | 6.9 %  | (30)% |
| Valuation allowance                | 20.8 % | 78 %  |
| Effective income tax rate          | - %    | 74 %  |

There were no material temporary differences that resulted in deferred taxes as of September 30, 2012 and December 31, 2011.

## 20. STOCKHOLDERS' EQUITY

### Common Stock with Warrants Issued for Cash

On July 12, 2010, the Company completed a private placement in which it sold 3,333,322 units, consisting of one share of its common stock and a warrant to purchase 15% of one share of its common stock, at \$3.00 per unit for \$10,000,000. The warrants are immediately exercisable, expire on the third anniversary of their issuance and entitle the holders to purchase up to 499,978 shares of the Company's common stock at \$3.00 per share. The Company may call the warrants at any time after (i) the registration statement registering the common stock underlying the warrants becomes effective, (ii) the common stock is listed on a national securities exchange and (iii) the trading price of the common stock exceeds \$4.00. The Company also issued warrants, having the same terms and conditions as the warrants issued in the private placement, to purchase 333,332 shares of its common stock to the placement agents in the private placement. The warrants issued in this private placement are exercisable for a fixed number of shares, solely redeemable by the Company and not redeemable by the warrant holders. Accordingly, such warrants are classified as equity instruments. The Company accounted for the warrants issued to the investors and placement agents based on the fair value method under ASC Topic 505. The FV of the warrants was calculated using the Black-Scholes model and the following assumptions: estimated life of 3 years, volatility of 147%, risk-free interest rate of 1.89% and dividend yield of 0%. No estimate of forfeitures was made as the Company has a short history of granting options and warrants. The FV of the warrants at grant date was \$5,903,228. The Company received net proceeds of \$8.4 million from this private placement. The commission and legal cost associated with this offering was

\$1.6 million. During the nine months ended September 30, 2012 and 2011, there were 0 and 19,500 warrants exercised into common stock for \$0 and \$58,500, respectively. During the three months ended September 30, 2012 and 2011, there were no warrants exercised into common stock.

On December 13, 2010, the Company completed a closing of \$20,000,000 in a combination of debt and equity offerings through accredited institutional investors. In a private placement of equity, the Company sold 2,500,000 units, consisting of one share of its common stock and a warrant to purchase 67.5% of one share of its common stock, at \$4.00 per unit for \$10,000,000. The warrants are immediately exercisable, expire on the fifth anniversary of their issuance and entitle the holders to purchase up to 1,687,500 shares of the Company's common stock at \$4.00 per share. For its assistance in the private placement of equity, the Company paid a placement agent \$1,000,000 and issued it warrants to purchase 300,000 shares of the Company's common stock under the same terms as the warrants issued in the private placement. The Company also paid the placement agent \$100,000 for its assistance in arranging the loan. The FV of the warrants was calculated using the Black-Scholes model and the following assumptions: estimated life of five years, volatility of 88%, risk-free interest rate of 1.89% and dividend yield of 0%. No estimate of forfeitures was made as the Company has a short history of granting options and warrants. The FV of the warrants at grant date was \$10,282,442.

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Concurrently with the closing of the private placement on December 13, 2010, the Company entered into a long-term loan with a lender for \$10 million. The loan bore interest of 10% payable in advance at the beginning of each quarter with a maturity of March 1, 2013 (See Note 14).

Following is a summary of the warrant activity:

|                                   | Number of<br>Shares | Weighted<br>Average<br>Exercise<br>Price per<br>Share | Weighted<br>Average<br>Remaining<br>Contractual<br>Term in Years |
|-----------------------------------|---------------------|---|--|
| Outstanding at December 31, 2011  | 2,801,310           | \$ 3.71   | 3.25   |
| Exercisable at December 31, 2011  | 2,801,310           | 3.71  | 3.25   |
| Granted                           | -                   | -   | -  |
| Exercised                         | -                   | -   | -  |
| Forfeited                         | -                   | -   | -  |
| Outstanding at September 30, 2012 | 2,801,310           | 3.71  | 2.50   |
| Exercisable at September 30, 2012 | 2,801,310           | \$ 3.71   | 2.50   |

## 21. STOCK-BASED COMPENSATION PLAN

On July 13, 2010, the Company granted non-statutory stock options to its one independent U.S. director. The terms of the options are: 30,000 shares at an exercise price per share of \$8.44, with a life of three years and vesting over two years with 10,000 shares vested on the grant date and the remainder to vest in increments of 10,000 shares on each subsequent anniversary of the grant date, subject in each case to the director continuing to be associated with the Company as a director. The options were valued using a volatility of 147%, risk-free interest rate of 1.89% and dividend yield of 0%. No estimate of forfeitures was made as the Company has a short history of granting options. The grant date FV of the options was \$203,235. On November 16, 2011, the director voluntarily relinquished his rights to 10,000 non-vested stock options; accordingly, the unvested 10,000 shares were forfeited.

On December 16, 2010, the Company granted non-statutory stock options to its other independent U.S. director. The terms of the options were: 30,000 shares at an exercise price per share of \$8.40, with a life of three years and vesting over 2 years with 10,000 shares vested on the grant date and the remainder to vest in increments of 10,000 shares on each subsequent anniversary of the grant date, subject in each case to the director continuing to be associated with the Company as a director. The options were valued using a volatility of 102%, risk-free interest rate of 1.89% and dividend yield of 0%. No estimate of forfeitures was made as the Company has a short history of granting options. The grant date FV of the options was \$149,847. On February 21, 2011, the director resigned from his position with the Company. Accordingly, the unvested 20,000 shares were forfeited. Pursuant to the option agreement, the 10,000 options vested to this independent director expired unexercised as of May 22, 2011.

Based on the FV method under SFAS No. 123 (Revised) “Share Based Payment” (“SFAS 123(R)”) (codified in FASB ASC Financial Instruments, Topic 718), the FV of each stock option granted is estimated on the date of the grant using the Black-Scholes option pricing model. The Black-Scholes option pricing model has assumptions for risk-free interest rates, dividends, stock volatility and expected life of an option grant. The risk-free interest rate is based upon market yields for U.S. Treasury debt securities at a maturity near the term remaining on the option. Dividend rates are based on the Company’s dividend history. The stock volatility factor is based on the historical volatility of the Company’s stock price. The expected life of an option grant is based on management’s estimate. The FV of each option grant to independent directors is calculated by the Black-Scholes method and is recognized as compensation expense over the vesting period of each stock option award.



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Following is a summary of the option activity:

|                                      | Number of<br>Shares | Weighted<br>Average<br>Exercise<br>Price per<br>Share | Weighted<br>Average<br>Remaining<br>Contractual<br>Term in Years |
|--------------------------------------|---------------------|---|--|
| Outstanding at December 31,<br>2011  | 20,000              | \$ 8.44   | 1.53   |
| Exercisable at December 31,<br>2011  | 20,000              | 8.44  | 1.53   |
| Granted                              | -                   | -   | -  |
| Exercised                            | -                   | -   | -  |
| Forfeited                            | -                   | -   | -  |
| Outstanding at September<br>30, 2012 | 20,000              | 8.44  | 0.78   |
| Exercisable at September 30,<br>2012 | 20,000              | \$ 8.44   | 0.78   |

There were no options exercised during the nine months ended September 30, 2012 and 2011. The Company recorded \$0 and \$71,795 as compensation expense for stock options for the nine months ended September 30, 2012 and 2011, respectively. The Company recorded \$0 and \$10,753 as compensation expense for stock options for the three months ended September 30, 2012 and 2011, respectively.

## 22. STATUTORY RESERVES

Pursuant to the corporate law of the PRC effective January 1, 2006, PRC subsidiaries of the Company's operating subsidiaries in China are required to maintain one statutory reserve by appropriating from its after-tax profit before declaration or payment of dividends. The statutory reserve represents restricted retained earnings.

### Surplus reserve fund

The Company's Chinese subsidiaries are required to transfer 10% of their net income, as determined under PRC accounting rules and regulations, to a statutory surplus reserve fund until such reserve balance reaches 50% of the Company's registered capital. The Company's Chinese subsidiaries are not required to make appropriation to other reserve funds and do not have any intentions to make appropriations to any other reserve funds. There are no legal requirements in the PRC to fund these reserves by transfer of cash to restricted accounts, and the Company's Chinese subsidiaries do not do so.

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

### Common welfare fund

Common welfare fund is a voluntary fund into which the Company can elect to transfer 5% to 10% of its net income. The Company did not make any contribution to this fund for the nine and three months ended September 30, 2012 and 2011.

This fund can only be utilized on capital items for the collective benefit of the Company's employees, such as construction of dormitories, cafeteria facilities and other staff welfare facilities. This fund is non-distributable other than upon liquidation.

### 23. OPERATING RISKS

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

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

#### 24. CONTINGENCIES AND COMMITMENTS

The Company is required to contribute \$8.45 million as additional capital to Creative Bellows by July 2012. The Company applied and was approved for decreasing capital contribution to RMB 122.60 million (US\$19.35 million) in May 2013.

#### 25. LITIGATION

As of March 31, 2012, Creative Bellows had a case pending in arbitration for the recovery of approximately \$159,000 (RMB 1 million). Creative Bellows filed the arbitration proceeding for a contract breach by Dongbei Jincheng Construction Co., Ltd., which was a contractor on the Company's plant construction, for not completing quality construction work. The case is scheduled for litigation.

In 2012, Creative Bellows is in dispute with Shenyang Tiandi Express Co., Ltd. (Tiandi). Creative Bellows is claiming damages of \$32,000 (RMB 200,000) for damage to wind tower during transportation by Tiandi. The court in this dispute initially decided in favor of Creative Bellows, but only for a refund of the \$1,000 (RMB 7,000) transportation fee. Creative Bellows appealed the court's decision, and on May 22, 2012, the court of appeal revoked the original judgment and sent the case back to the county level for a rehearing. On December 13, 2012, the Court issued the judgment to request Tiandi compensate Creative Bellows for RMB 27,000 (\$4,290), consisting of transportation fee of RMB 7,000 (\$1,110) and product repair fee of RMB 20,000 (\$3,180). On March 29, 2013, in respond to Creative Bellows' appeal, the Court affirmed the original judgment that was issued on December 13, 2012.

On January 5, 2012, the Company filed an amended complaint in the United States District Court for the Southern District of New York against the NASDAQ Stock Market, LLC and NASDAQ OMX Group, referred to collectively as NASDAQ. The Company alleged that NASDAQ's actions resulted in a violation of the Company's equal protection rights under the United States Constitution, amounted to selective prosecution and intentionally breached the Company's attorney-client privilege. The Company sought a permanent injunction enjoining NASDAQ from using its discriminatory policies against the Company and also sought at least \$300 million in monetary damages. On January 31, 2012, the amended complaint was dismissed on the basis of a lack of subject matter jurisdiction. The Company decided not to appeal to the Second Circuit Court of Appeals so it could focus on its appeal to the SEC of NASDAQ Listing Qualifications determination to delist the Company's common stock.

The Company applied to the SEC for a review of the final delisting decision made by NASDAQ Listing Qualifications. Among other reasons for review, the Company claimed inherent procedural unfairness attendant to the decision to overturn a remand to NASDAQ's Hearings Panel for further fact finding on the matter based on alleged "ex-parte communication." The Company sought to have the delisting decision to be overturned. On July 11, 2013, the Securities Exchange Commission ("SEC") has reversed the 2011 delisting of the Company's stock on the NASDAQ Stock Market, LLC, and ordered that the Company's stock be listed on the NASDAQ Stock Market.

On March 21, 2012, Fensterstock & Partners LLP, filed a complaint in the Supreme Court of the State of New York against the Company, and others, seeking \$400,808 in unpaid legal fees in connection with Fensterstock's representation of the Company in its suit against the NASDAQ Stock Market, LLC and NASDAQ OMX Group. The Company has filed an answer to the complaint, denying the material allegations of the complaint. Fensterstock filed a motion for partial summary judgment on its claim for "account stated" and the Company then filed papers in opposition to Fensterstock's motion for partial summary judgment. The court ruled in favor of Fensterstock & Partners. On October 9, 2012, the court awarded a judgment in favor of Fensterstock & Partners LLP in the amount of 423,333.26 plus interest at 9% accruing from March 1, 2012 until paid in full.



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Our organizational structure as of the date of this report is set forth in the following diagram:

### Critical Accounting Policies

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

### Basis of Presentation

Our financial statements are prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP.

### Going Concern

We incurred a net loss of \$5.59 million for the nine months ended September 30, 2012. In addition, we had loans as of September 30, 2012 for \$3.2 million and a \$50,000 promissory note that are past due. We also had a \$10 million promissory note due in March 2013, which was also in default at this report date. We have been unable to raise funds from the U.S. markets to pay off these obligations. These conditions raise a substantial doubt as to whether we may continue as a going concern. We plan to negotiate with our lenders to extend the maturity date of our past due loans and are planning to seek additional financing from local banks in the PRC. We will also seek to improve our cash flows from operations by implementing cost control measures and reducing our inventory purchases.

### Principles of Consolidation

The consolidated financial statements include the accounts of CleanTech, Creative Bellows and Creative Wind Power. All intercompany transactions and account balances are eliminated in consolidation.

### Use of Estimates

In preparing financial statements in conformity with U.S. GAAP, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Significant estimates, required by management, include the recoverability of long-lived assets and the valuation of inventories. Actual results could differ from those estimates.

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### Accounts Receivable and Retentions Receivable

We maintain reserves for potential credit losses on accounts receivable. Management reviews the composition of accounts receivable and analyzes historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. Past due receivables are determined based on payment terms specified in the contract. We do not anticipate any significant credit risk because the majority of our customers are large, well-capitalized state-owned and publicly traded utility and industrial companies with stable operations. The retention is 10% of the sales price with a term of one year, but no later than the termination of the warranty period.

### Revenue Recognition

Our revenue recognition policies comply with Securities Exchange Commission (“SEC”) Staff Accounting Bulletin (“SAB”) 104 (codified in Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 605). Sales revenue, including the final 10% of the purchase price, is recognized after delivery is complete, customer acceptance of the product occurs and collectability is reasonably assured. Customer acceptance occurs after the customer puts the product through a quality inspection, which normally is completed within one to two weeks from customer receipt of the product. In case of sales contracts with FOB shipping terms, the customer is responsible for the cost of freight and insurance and revenue is recognized when products are delivered to the carrier. In case of sales contracts with FOB destination terms, the Company is responsible for the cost of freight and insurance and revenue is recognized when customer acceptance is received. The customer is responsible for installation and integration of our products into its end products. Payments received before satisfaction of all relevant criteria for revenue recognition are recorded as unearned revenue. Unearned revenue consists of payments received from customers prior to customer acceptance of our products.

Sales revenue represents the invoiced value of goods, net of value-added tax, or VAT. Our products sold and services provided in China are subject to VAT of 17% of gross sales price. This VAT may be offset by VAT paid by us on raw materials and other materials included in the cost of producing the finished product. We 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.

### Segment Reporting

SFAS No. 131, “Disclosures about Segments of an Enterprise and Related Information” (codified in FASB ASC Topic 280), requires use of the “management approach” model for segment reporting. The management approach model is based on the way a company’s management organizes segments within a company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure or any other manner in which management disaggregates a company.

Management determined our product lines – wind towers, bellows expansion joints and pressure vessels – constitute a single reportable segment under ASC 280. We operate in one business: the design and manufacture of highly engineered metal components for heavy industry. The manufacturing processes for our products, principally rolling and welding of raw steel materials, use the same production workers and engineering talent for design, fabrication, assembly and testing. Our products are characterized and marketed by their ability to withstand temperature, pressure, structural load and other environmental factors. Our products are used by major electrical utilities and large-scale industrial companies in China specializing in heavy industry, and our sales force sells our products directly to these companies, which utilize our components in their finished products. All of our long-lived assets for production are located in our facilities in Tieling, Liaoning Province, China, and operate within the same environmental, safety and quality regulations governing industrial component manufacturing companies. We established our subsidiary, Creative

Wind Power, to market and sell our wind towers, which constitute the structural support cylinder for industrial wind turbines. Management believes the economic characteristics of our product lines, specifically costs and gross margin, will be similar as production increases and labor continues to be shared across products.

We initiated sales of our wind towers in the second quarter of 2010, which have a lower margin than our bellows expansion joints and pressure vessels because of higher raw material costs. Gross margins for our bellows expansion joints and pressure vessels decreased since 2010 as we broadened these product lines to include more components with lower margins. Higher raw material costs in 2011 decreased our gross margins on all products, but as our overall mix of products and product gross margins continues to broaden, we expect the gross margins of our product lines to converge and stabilize toward a blended gross margin of approximately 27% to 33%. As a result, management views our business and operations for all product lines as a blended gross margin when determining future growth, return on investment and cash flows. Accordingly, management has concluded that we have one reportable segment under ASC 280 because: (i) all of our products are created with similar production processes, in the same facilities, under the same regulatory environment and sold to similar customers using similar distribution systems; and (ii) gross margins of all product lines have been converging and should continue to converge.



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## RESULTS OF OPERATIONS

The nine months ended September 30, 2012, compared to the nine months ended September 30, 2011

The following table presents the consolidated results of operations for the nine months ended September 30, 2012 and 2011.

|                                 | 2012        |            | 2011       |            |
|---------------------------------|-------------|------------|------------|------------|
|                                 | \$          | % of Sales | \$         | % of Sales |
| Net sales                       | 2,311,981   | 100 %      | 15,949,664 | 100 %      |
| Cost of goods sold              | 1,681,190   | 73 %       | 11,979,772 | 75 %       |
| Gross profit                    | 630,791     | 27 %       | 3,969,892  | 25 %       |
| Operating expenses              | 4,756,224   | 206 %      | 2,770,927  | 17 %       |
| Income (loss) from operations   | (4,125,433) | (179)%     | 1,198,965  | 8 %        |
| Total non-operating expense     | (1,461,058) | (63)%      | (22,829)   | (0.1)%     |
| Income (loss) before income tax | (5,586,491) | (242)%     | 1,176,136  | 7 %        |
| Income tax expense              | -           | -          | (418,530)  | (3)%       |
| Net income (loss)               | (5,586,491) | (242)%     | 757,606    | 4 %        |

## NET SALES

Net sales for the nine months ended September 30, 2012 decreased to \$2.31 million from \$15.95 million for the comparable period of 2011, a decrease of \$13.64 million or 86%. Net sales for the nine months ended September 30, 2012, consisted of \$0.69 million in sales of bellows expansion joints, \$1.49 million in sales of pressure vessels and \$0.14 million in other sales. Net sales for the comparable period of 2011 consisted of \$11.22 million in sales of wind towers \$0.96 million in sales of bellows expansion joints, \$1.94 million in sales of pressure vessels and \$1.82 million in other sales. The decrease in total net sales was attributable to certain of our wind tower projects being delayed in 2011 and 2012 and the lack of new orders for our wind towers due to the PRC government's decision to slow wind farm construction, as well as and the general slowing of the Chinese economy which have affected many industries in China negatively. We currently believe the delays and our decrease in wind tower sales is a temporary condition while we seek additional capital to finance completion of wind tower contracts, which were scheduled for completion from 2011. Our ability to raise capital to finance our already signed wind tower contracts has proven impossible since a decision by the NASDAQ Listing Qualifications Department in January 2011 to delist our common stock. However, on July 11, 2013, the SEC has reversed the 2011 delisting of the Company's stock on the NASDAQ Stock Market, LLC, and ordered the Company's stock be listed on the NASDAQ Stock Market. We believe NASDAQ's delisting decision caused irreparable harm to our operations, reputation and shareholders. It has also negatively impacted our ability to execute on already announced and signed contracts and as a result, we have had no choice but to transfer fulfillment of certain contracts to third parties and lose such related revenues.

## COST OF GOODS SOLD

Cost of goods sold ("COGS") for the nine months ended September 30, 2012 decreased to \$1.68 million from \$11.98 million for the comparable period of 2011. COGS include material costs, primarily steel, labor and related overhead costs. The decreased COGS was due primarily to our decrease in sales. We also faced increased raw material costs with respect to the production of all of our products due to overall inflation experienced in China. COGS as a percentage of net sales was 73% in the nine months ended September 30, 2012 compared to 75% for the 2011 period, the decrease in COGS to total sales was mainly from decreased production of wind tower products which usually have higher production cost.

GROSS PROFIT

Gross profit for the nine months ended September 30, 2012 decreased to \$0.63 million from \$3.97 million for the 2011 period. Profit margin increased to 27% for the nine months ended September 30, 2012 from 25% for the 2011 period, as we just had \$165 sales for wind towers related accessories during the nine months ended September 30, 2012.

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## OPERATING EXPENSES

Operating expenses for the nine months ended September 30, 2012 increased to \$4.76 million from \$2.77 million for the 2011 period. The increase of operating expense is mainly due to the bad debt allowance of \$2,808,542, and accrual of unpaid legal expense of \$0.4 million in connection with our lawsuit against NASDAQ. Bad debt allowance was \$126,988 for the nine months ended September 30, 2011. Operating expenses as a percentage of net sales for the nine months ended September 30, 2012 was 206% compared to 17% for the 2011 period.

## TOTAL NON-OPERATING EXPENSE

Total non-operating expense for the nine months ended September 30, 2012 was \$1,461,058 and consisted mainly of \$1,020,403 in interest expense and \$353,300 liquidated damage for not selling or delivering the products on time, compared to \$22,829 of non-operating expense for the nine months ended September 30, 2011, which consisted mainly of \$1,049,648 in subsidy income offset by \$991,165 in interest expense.

Subsidy income in 2011 included 1) grants from the LiaoNing Province Tieling Finance Bureau to support the Company's special technology development project, 2) a Science and Technology Support Grant from the Administrative Committee of Liaoning Province Tieling Economic and Technological Development Zone to attract high-tech products businesses to such zone and in recognition of the Company's stock listing in the U.S. The Company is permitted to use this particular subsidy only as payment for the construction provided by the same organization. Subsidy income is subject to PRC statutory income tax. There are no other conditions or restrictions on the use of subsidy income.

## NET INCOME (LOSS)

Net loss for the nine months ended September 30, 2012 was \$5,586,491 compared to net income of \$757,606 for the 2011 period. Net loss as a percentage of net sales for the nine months ended September 30, 2012 was 242% compared to 4% net income as a percentage of net sales for the 2011 period. The decrease in net income was attributable to increased operating expenses and significant decreased sales volume, as well as increased interest expense and liquidated damage, and \$0 of subsidy income for the nine months ended September 30, 2012 compared to with the same period of 2011.

The three months ended September 30, 2012, compared to the three months ended September 30, 2011

The following table presents the consolidated results of operations for the three months ended September 30, 2012 and 2011.

|                                 | 2012      |            | 2011      |            |
|---------------------------------|-----------|------------|-----------|------------|
|                                 | \$        | % of Sales | \$        | % of Sales |
| Net sales                       | 555,650   | 100 %      | 5,825,720 | 100 %      |
| Cost of goods sold              | 357,279   | 64 %       | 4,211,809 | 72 %       |
| Gross profit                    | 198,371   | 36 %       | 1,613,911 | 28 %       |
| Operating expenses              | 382,085   | 69 %       | 1,043,706 | 18 %       |
| Income (loss) from operations   | (183,714) | (33)%      | 570,205   | 10 %       |
| Total non-operating expense     | (310,434) | (56)%      | (355,892) | (6) %      |
| Income (loss) before income tax | (494,148) | (89)%      | 214,313   | 4 %        |
| Income tax expense              | -         | -          | (159,640) | (3)%       |
| Net income (loss)               | (494,148) | (89)%      | 54,673    | 1 %        |



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NET SALES

Net sales for the three months ended September 30, 2012 decreased to \$0.56 million from \$5.83 million for the comparable period of 2011, a decrease of \$5.27 million or 90%. Net sales for the three months ended September 30, 2012, consisted of \$0.06 million in sales of bellows expansion joints, \$0.48 million in sales of pressure vessels and \$0.03 million in other sales. Net sales for the comparable period of 2011 consisted of \$5.13 million in sales of wind towers, \$0.33 million in sales of bellows expansion joints, \$0.32 million in sales of pressure vessels and \$0.05 million in other sales. The decrease in total net sales was attributable to certain of our wind tower projects being delayed in 2011 and 2012 and the lack of new orders for our wind towers due to the PRC government's decision to slow wind farm construction. Our ability to raise capital to finance our already signed wind tower contracts has proven impossible since a decision by the NASDAQ Listing Qualifications Department in January 2011 to delist our common stock. However, on July 11, 2013, the SEC has reversed the 2011 delisting of the Company's stock on the NASDAQ Stock Market, LLC, and ordered the Company's stock be listed on the NASDAQ Stock Market. We believe NASDAQ's delisting decision caused irreparable harm to our operations, reputation and shareholders. It has also negatively impacted our ability to execute on already announced and signed contracts and as a result, we have had no choice but to transfer fulfillment of certain contracts to third parties and lose such related revenues.

COST OF GOODS SOLD

Cost of goods sold ("COGS") for the three months ended September 30, 2012 decreased to \$0.36 million from \$4.21 million for the comparable period of 2011. COGS include material costs, primarily steel, labor and related overhead costs. The decreased COGS was due primarily to our decrease in sales. We also faced increased raw material costs with respect to the production of all of our products due to overall inflation being experienced in China. COGS as a percentage of net sales was 64% in the three months ended September 30, 2012 compared to 72% for the 2011 period, the decrease in COGS to total sales was mainly from decreased production of wind tower products which usually have higher production cost.

GROSS PROFIT

Gross profit for the three months ended September 30, 2012 decreased to \$0.20 million from \$1.61 million for the 2011 period. Profit margin increased to 36% for the three months ended September 30, 2012 from 28% for the 2011 period, as we only had \$165 sales for wind towers related accessories during the three months ended September 30, 2012.

OPERATING EXPENSES

Operating expenses for the three months ended September 30, 2012 decreased to \$0.38 million from \$1.04 million for the 2011 period. The decrease of operating expense is mainly due to the decreased selling expense and travel expense, welfare and consulting service fee as a result of decreased sales and production. Bad debt allowance was \$126,988 for the three months ended September 30, 2011. Operating expenses as a percentage of net sales for the three months ended September 30, 2012 was 69% compared to 18% for the 2011 period.

TOTAL NON-OPERATING EXPENSE

Total non-operating expense for the three months ended September 30, 2012 was \$310,434 and consisted mainly of \$320,907 in interest expense but offset with net other income of \$10,473, compared to \$355,892 of non-operating expense for the three months ended September 30, 2011, which consisted mainly of \$51,759 in subsidy income offset by \$331,910 in interest expense.

NET INCOME (LOSS)

Net loss for the three months ended September 30, 2012 was \$494,148 compared to net income of \$54,673 for the 2011 period. Net loss as a percentage of net sales for the three months ended September 30, 2012 was 89 % compared to 1% net income as a percentage of net sales for the 2011 period. The decrease in net income was attributable to significant decreased in sales volume.

LIQUIDITY AND CAPITAL RESOURCES

The nine months ended September 30, 2012, compared to the nine months ended September 30, 2011

Operational and liquidity needs are funded primarily through cash flows from operations, short-term borrowings, shareholder contributions and financing through capital markets. The cash was used primarily in operations and plant construction.

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As of September 30, 2012, we had cash and equivalents of \$378,829, other current assets of \$27,309,970 and current liabilities of \$18,552,847. Working capital was \$9,135,952 at September 30, 2012. The ratio of current assets to current liabilities was 1.49-to-1 as of September 30, 2012.

The following is a summary of cash provided by or used in each of the indicated types of activities during the nine months ended September 30, 2012 and 2011:

|                      | 2012       | 2011          |
|----------------------|------------|---------------|
| Cash used in:        |            |               |
| Operating activities | \$ 494,844 | \$(9,835,875) |
| Investing activities | (605,215)  | (1,785,512)   |
| Financing activities | (580,400)  | (416,916)     |

Net cash provided by operating activities was \$494,844 for the nine months ended September 30, 2012, compared to net cash used of \$9.84 million for the 2011 period. The decrease in net cash used in operating activities during the nine months ended September 30, 2012 was due mainly to the decreased restricted cash and less payment for advances to suppliers due to our decreased sales and production.

Net cash used in investing activities was \$0.61 million during the nine months ended September 30, 2012 compared to net cash used in investing activities of \$1.79 million for the 2011 period. The cash used in investing activities in the nine months ended September 30, 2012 was for the purchase of property and equipment of \$3,149, construction in progress for \$25,012, and prepayment for construction of \$0.58 million. In the nine months ended September 30, 2011, we made payments of \$0.29 million for the purchase of property and equipment, \$0.58 million for prepayment of construction, \$0.41 million for deposit for land use right, and \$0.50 million for construction in progress.

Net cash used in financing activities was \$0.58 million for the nine months ended September 30, 2012 compared to net cash used in financing activities of \$0.42 million for the 2011 period. The cash outflow in the nine months ended September 30, 2012 consisted of net payment to shareholder of \$103,908, payment for long term payable of \$0.38 million, and \$94,982 payment to the short-term loan. In the same period of 2011, we repaid \$246,249 for a short-term loan and \$229,167 payment to the shareholder and received cash of \$58,500 from warrants exercised.

Our standard payment terms with our wind tower customers generally provide that 10% of the purchase price is due upon our deposit of restricted cash into a bank account as a contract guarantee, 20% upon our purchase of raw material for the order, 10% upon delivery of the base ring component of the wind towers, 30% upon delivery of the wind tower tube sections and 20% upon customer inspection and acceptance of the product, which customers normally complete within 1-2 weeks after delivery. As a common practice in the manufacturing business in China, payment of the final 10% of the purchase price is due no later than the termination date of the product warranty period, which can be up to 12 months from the customer acceptance date. For our bellows expansion joints and pressure vessels, payment terms are negotiated on a case-by-case basis and these payment percentages and terms may differ for each customer. We may experience payment delays from time to time of up to six months from the due date, but we expect to receive all payments despite any customer delays in payment. We do not anticipate any significant credit risk because the majority of our customers are large, well-capitalized state-owned and publicly traded utility and industrial companies with stable operations. Furthermore, we do not believe the delays have a significant negative impact on our liquidity as payment delays are very common in the manufacturing industry in China.

As of September 30, 2012, we had accounts receivable of \$4,675,945 (before bad debt allowance of \$2,926,250), of which \$28,463 was current, \$7,974 had aging over 30 days, \$313,878 had aging over 90 days, \$2,926,724 had aging over 180 days and \$1,398,906 had aging over 360 days.

Private Placements

On July 12, 2010, we completed a private placement pursuant to which we sold 3,333,322 units, consisting of one share of our common stock and a warrant to purchase 15% of one share of our common stock, at \$3.00 per unit for \$10,000,000. The warrants are immediately exercisable, expired on July 12, 2013 and entitled the holders to purchase 499,978 shares of our common stock at \$3.00 per share. We may call the warrants at any time after (i) the registration statement registering the common stock underlying the warrants becomes effective, (ii) the common stock is listed on a national securities exchange and (iii) the trading price of the common stock exceeds \$4.00. We also issued warrants, having the same terms and conditions as the warrants issued in the private placement, to purchase 333,332 shares of our common stock to the placement agents in the private placement.



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On December 13, 2010, we completed a closing of \$20,000,000 in a combination of debt and equity offerings through accredited institutional investors for working capital to allow us to bid on new wind tower contracts. In a private placement of equity, we sold 2,500,000 units, consisting of one share of our common stock and a warrant to purchase 67.5% of one share of our common stock, at \$4.00 per unit for \$10,000,000. The warrants are immediately exercisable, expire on December 13, 2015 and entitle the holders to purchase 1,687,500 shares of our common stock at \$4.00 per share. We also issued warrants, having the same terms and conditions as the warrants issued in the private placement, to purchase 300,000 shares of our common stock to the placement agent in the private placement. Concurrently with this private placement, we entered into a long-term loan agreement, evidenced by a loan agreement and a promissory note, with NYGG (Asia), Ltd. for \$10,000,000. The loan bears interest at 10% payable quarterly beginning on December 13, 2010, and had a maturity date of March 1, 2012. The loan was amended to extend the maturity to date to March 1, 2013, and to change the interest rate to 8.5%, payable quarterly in advance.

## Recent Accounting Pronouncements

On July 27, 2012, the FASB issued ASU 2012-02, Intangibles-Goodwill and Other (Topic 350) - Testing Indefinite-Lived Intangible Assets for Impairment. The ASU provides entities with an option to first assess qualitative factors to determine whether events or circumstances indicate that it is more likely than not that the indefinite-lived intangible asset is impaired. If an entity concludes that it is more than 50% likely that an indefinite-lived intangible asset is not impaired, no further analysis is required. However, if an entity concludes otherwise, it would be required to determine the fair value of the indefinite-lived intangible asset to measure the amount of actual impairment, if any, as currently required under US GAAP. The ASU is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The adoption of this pronouncement did not have a material impact on its financial statements.

## Off-Balance Sheet Arrangements

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

## Contractual Obligations

On September 21, 2009, we entered into a construction contract with a local authority, the Administration Committee for Liaoning Special Vehicle Production Base, or the LSVPB, to build a plant for us. Under the terms of the construction agreement, LSVPB was responsible for the construction of the plant and we pledged the plant as collateral for our payment to LSVPB of \$1,944,151 (RMB 12,249,900) in plant construction costs in five equal annual installment payments starting in October 2010 with \$388,830 (RMB 2,449,980) as the first installment. In the fourth quarter of 2011, the Company received a subsidy from LSVPB of \$1.11 million (RMB 7,000,000) against the outstanding payment; in the first quarter of 2012, the Company repaid \$382,886 (RMB 2,410,000). The Company expects to pay the remaining amount in full in October 2014.

On September 13, 2010, the Company borrowed \$1,827,050, \$953,243 and \$555,059 from three different credit unions. Each loan bore interest of 7.2% and each was set to mature on September 12, 2011. The Company extended the maturity date of the loans through an agreement with one of the credit unions. Pursuant to this agreement, the Company was required to pay \$317,415 (RMB 2,000,000) by October 2011, with the remaining balance to be paid by

June 2012. However, the Company did not make the payment of \$317,415 (RMB 2,000,000) as per the agreement and, as such, the extension of maturity date was not granted. As of September 30, 2012, all three loans were in default and an extra 3.6% interest on the remaining principal amount of the loans was charged for the overdue period. These loans were collateralized by one of the Company's buildings and its land use right.

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On December 13, 2010, the Company entered into a loan with a lender for \$10 million. At the Lender's option, the principal amount of the note and all interest thereon shall be paid in either USD or RMB at an exchange rate of RMB 6.90 to USD 1.00 if paid on or before March 1, 2012, and thereafter at an exchange rate of RMB 6.30 to USD 1.00 to the Lender or any designee of Lender as provided to the Company in writing by Lender. The loan bore interest of 10% payable in advance at the beginning of each quarter with a maturity of March 1, 2012. The loan was amended to extend the maturity to date to March 1, 2013, and to change the interest rate to 8.5% per annum, payable quarterly in advance. As of September 30, 2012, the Company was in default on interest payment in advance and had interest payable of \$282,297. As of this report date, the Company was in default on both the principal and interest of this loan. Through a new Promissory Note Agreement entered with the same lender on August 17, 2013, this default loan became payable upon Note holder's request with default interest rate of lesser of 24% or maximum legal rate is applicable as part of event of default which occurred on March 1, 2013. The Company currently uses default interest rate of 24% per annum. After August 13, 2013, the interest rate on the \$10 million loan will be 8.5%. The Promissory Note entered on August 17, 2013 along with an Escrow Agreement was for a Line of Credit available to the Company of up to \$10 million. The lender deposited the loan amount into an escrow account, and the escrow agent shall disburse some or all of the deposit from time to time as directed in writing by the lender for advancing the Company to pay expenses that are approved by the lender. The applicable interest rate for this line of credit is 3% per annum during the first 6 months following each advance, and 0% thereafter, to be paid on the first day of each month, with maturity upon Note holder's request. The promissory note has a default rate of 24% per annum.

On December 14, 2011, the Company entered into a 3% promissory note for \$50,000 for paying legal expenses, maturing on February 1, 2012. As of the date of this report, the Note is past due and default interest at 6% is accruing.

At September 30, 2012, the Company had short-term loans outstanding of \$13,267,158.

Pending Litigation

As of September 30, 2012, Creative Bellows had a case pending in arbitration for the recovery of approximately \$159,000 (RMB 1 million). Creative Bellows filed the arbitration proceeding for a contract breach by Dongbei Jincheng Construction Co., Ltd., which was a contractor on the Company's plant construction, for not completing quality construction work. The case is scheduled for litigation.

In 2012, Creative Bellows was in dispute with Shenyang Tiandi Express Co., Ltd. (Tiandi). Creative Bellows claimed damages of \$32,000 (RMB 200,000) for damage to wind tower during transportation by Tiandi. The court in this dispute initially decided in favor of Creative Bellows, but only for a refund of the \$1,000 (RMB 7,000) transportation fee. Creative Bellows appealed the court's decision, and on May 22, 2012, the court of appeal revoked the original judgment and sent the case back to the county level for a rehearing. On December 13, 2012, the Court issued the judgment to request Tiandi compensate Creative Bellows for RMB 27,000 (\$4,290), consisting of transportation fee of RMB 7,000 (\$1,110) and product repair fee of RMB 20,000 (\$3,180). On March 29, 2013, in respond to Creative Bellows' appeal, the Court affirmed the original judgment that was issued on December 13, 2012.

On January 5, 2012, the Company filed an amended complaint in the United States District Court for the Southern District of New York against the NASDAQ Stock Market, LLC and NASDAQ OMX Group, referred to collectively as NASDAQ. The Company alleged that NASDAQ's actions resulted in a violation of the Company's equal protection rights under the United States Constitution, amounted to selective prosecution and intentionally breached the Company's attorney-client privilege. The Company sought a permanent injunction enjoining NASDAQ from using its discriminatory policies against the Company and also sought at least \$300 million in monetary damages. On January 31, 2012, the amended complaint was dismissed on the basis of a lack of subject matter jurisdiction. The Company decided not to appeal to the Second Circuit Court of Appeals so it could focus on its appeal to the SEC of NASDAQ Listing Qualifications determination to delist the Company's common stock.

The Company applied to the SEC for a review of the final delisting decision made by NASDAQ Listing Qualifications. Among other reasons for review, the Company claimed inherent procedural unfairness attendant to the decision to overturn a remand to NASDAQ's Hearings Panel for further fact finding on the matter based on alleged "ex-parte communication." The Company sought to have the delisting decision to be overturned. On July 11, 2013, the SEC has reversed the 2011 delisting of the Company's stock on the NASDAQ Stock Market, LLC, and ordered that the Company's stock be listed on the NASDAQ Stock Market.

On March 21, 2012, Fensterstock & Partners LLP, filed a complaint in the Supreme Court of the State of New York against the Company, and others, seeking \$400,808 in unpaid legal fees in connection with Fensterstock's representation of the Company in its suit against the NASDAQ Stock Market, LLC and NASDAQ OMX Group. The Company has filed an answer to the complaint, denying the material allegations of the complaint. Fensterstock filed a motion for partial summary judgment on its claim for "account stated" and the Company then filed papers in opposition to Fensterstock's motion for partial summary judgment. The court ruled in favor of Fensterstock & Partners LLP. On October 9, 2012, the court awarded a judgment in favor of Fensterstock & Partners LLP in the amount of 423,333.26 plus interest at 9% accruing from March 1, 2012 until paid in full.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not required.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, our principal executive officer and principal financial officer, respectively, evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act of 1934 (the “Exchange Act”) as of the end of the period covered by this report. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2012, our disclosure controls and procedures were not effective as of such date because of a material weakness identified in our internal control over financial reporting related to our internal level of U.S. GAAP expertise. We lack sufficient personnel with the appropriate level of knowledge, experience and training in U.S. GAAP for the preparation of financial statements in accordance with U.S. GAAP. None of our internal accounting staff, including our Chief Financial Officer, that are primarily responsible for the preparation of our books and records and financial statements in compliance with U.S. GAAP holds a license such as Certified Public Accountant in the U.S., nor have any attended U.S. institutions or extended educational programs that would provide enough of the relevant education relating to U.S. GAAP.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the quarter ended September 30, 2012, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

As of March 31, 2012, Creative Bellows had a case pending in arbitration for the recovery of approximately one million RMB. Creative Bellows filed the arbitration proceeding for a contract breach by Dongbei Jincheng Construction Co., Ltd., which was a contractor on the Company's plant construction, for not completing quality construction work. The case is scheduled for litigation.

On January 5, 2012, the Company filed an amended complaint in the United States District Court for the Southern District of New York against the NASDAQ Stock Market, LLC and NASDAQ OMX Group, referred to collectively as NASDAQ. The Company alleged that NASDAQ's actions resulted in a violation of the Company's equal protection rights under the United States Constitution, amounted to selective prosecution and intentionally breached the Company's attorney-client privilege. The Company sought a permanent injunction enjoining NASDAQ from using its discriminatory policies against the Company and also sought at least \$300 million in monetary damages. On January 31, 2012, the amended complaint was dismissed on the basis of a lack of subject matter jurisdiction. The Company decided not to file an appeal to the Second Circuit Court of Appeals so it could focus on its appeal to the SEC of NASDAQ Listing Qualifications determination to delist the Company's common stock.

The Company has applied to the SEC for a review of the final delisting decision made by NASDAQ Listing Qualifications. Among other reasons for review, the Company is setting forth the inherent procedural unfairness attendant to the decision to overturn a remand to NASDAQ's Hearings Panel for further fact finding on the matter based on alleged "ex-parte communication." The Company is seeking the final delisting decision to be overturned.

On March 21, 2012, Fensterstock & Partners LLP, filed a complaint in the Supreme Court of the State of New York against the Company, and others, seeking \$400,808 in unpaid legal fees in connection with Fensterstock's representation of the Company in its suit against the NASDAQ Stock Market, LLC and NASDAQ OMX Group. The Company has filed an answer to the complaint, denying the material allegations of the complaint. Fensterstock filed a motion for partial summary judgment on its claim for "account stated" and the Company then filed papers in opposition to Fensterstock's motion for partial summary judgment. The Company intends to continue to defend itself against the claims asserted. On October 9, 2012, the court awarded a judgment in favor of Fensterstock & Partners LLP in the amount of 423,333.26 plus interest at 9% accruing from March 1, 2012 until paid in full.

We may occasionally become involved in various lawsuits and legal proceedings arising in the ordinary course of business. Litigation is subject to inherent uncertainties and an adverse result in these or other matters that may arise from time to time could have an adverse effect on our business, financial condition or operating results. We are currently not aware of any such legal proceedings, aside from those listed above, or claims that will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

See the Exhibit Index following the signature page to this Quarterly Report on Form 10-Q for a list of exhibits filed or furnished with this report, which Exhibit Index is incorporated herein by reference.

Item 1A. Risk Factors

You should consider carefully the factors discussed in the "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2011, which could materially affect our business.

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

None.

Item 3. Defaults Upon Senior Securities

On September 13, 2010, the Company borrowed \$1,827,050, \$953,243 and \$556,059 from three different credit unions. Each loan bore interest of 7.2% and each was to mature on September 12, 2011. The Company extended the maturity date of the loans through an agreement with one of the credit unions. Pursuant to this agreement, the Company was required to pay \$317,415 (RMB 2,000,000) by October of 2011, with the remaining balance to be paid by June 2012. However, the Company did not make the payment of \$317,415 (RMB 2,000,000) as per the agreement and, as such, the extension of maturity date was not granted. As of September 30, 2012, all three loans were in default and an extra 3.6% interest on the remaining principal amount of the loans was charged for the overdue period. These loans were collateralized by one of the Company's buildings and its land use right.

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On December 13, 2010, the Company entered into a loan with a lender for \$10 million. At the Lender's option, the principal amount of the note and all interest thereon shall be paid in either USD or RMB at an exchange rate of RMB 6.90 to USD 1.00 if paid on or before March 1, 2012, and thereafter at an exchange rate of RMB 6.30 to USD 1.00 to the Lender or any designee of Lender as provided to the Company in writing by Lender. The loan bore interest of 10% payable in advance at the beginning of each quarter with a maturity of March 1, 2012. The loan was amended to mature on March 1, 2013, and to decrease the interest rate to 8.5%, effective March 1, 2012, which interest shall be payable quarterly in advance. As of September 30, 2012, the Company was in default on interest payment that was required to pay in advance and had interest payable of \$282,297.

On December 14, 2011, the Company entered into a 3% promissory note with a lender for \$50,000, maturing on February 1, 2012, for the payment of its legal expenses. As of September 30, 2012, the Company had accrued interest of \$2,194 on this note. The note is past due with default interest at 6% to be accrued subsequent to February 1, 2012. As of September 30, 2012, the Company was in default on this loan.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

See the Exhibit Index following the signature page to this Quarterly Report on Form 10-Q for a list of exhibits filed or furnished with this report, which Exhibit Index is incorporated herein by reference.



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SIGNATURES

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

Date: January 6, 2014

CLEANTECH INNOVATIONS, INC.  
(Registrant)  
By: /s/ Bei Lv  
Bei Lv  
Chief Executive Officer  
(Principal Executive Officer)

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EXHIBIT INDEX

| Exhibit No. | Document Description   |
|-------------|--|
| 31.1 †      | <u>Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 31.2 †      | <u>Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 32.1 ‡      | <u>Certifications of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>                    |
| 32.2 ‡      | <u>Certifications of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>                    |
| 101.INS†    | XBRL Instance Document   |
| 101.SCH†    | XBRL Schema Document   |
| 101.CAL†    | XBRL Calculation Linkbase Document   |
| 101.DEF†    | XBRL Definition Linkbase Document  |
| 101.LAB†    | XBRL Label Linkbase Document   |
| 101.PRE†    | XBRL Presentation Linkbase Document  |

# Management contract or compensatory plan, contract or arrangement

† Filed herewith

‡ Furnished herewith

