

Far East Wind Power Corp.
Form 10-Q
February 22, 2011
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended December 31, 2010

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

Commission File Number: 333-153472

FAR EAST WIND POWER CORP.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation or organization)

27-0999493
(I.R.S. Employer
Identification No.)

Wangzuo Center, West Tower, Suite 1608,
Guanghua Road, Chaoyang District
Beijing, China 100020

(Address of principal executive offices) (Zip Code)

86 18621363580

(Registrant's telephone number, including area code)

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

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

| | | | |
|--|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer (Do not check if a smaller reporting company) | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

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

Yes No

As of February 18, 2011, the registrant had 43,650,000 shares of its common stock issued and outstanding.

1

TABLE OF CONTENTS

| | PAGE |
|---|-----------|
| PART I | |
| ITEM 1. Condensed Consolidated Financial Statements | |
| Condensed Consolidated Balance Sheets as of December 31, 2010 (Unaudited) and June 30, 2010 | F-1 |
| Unaudited Condensed Consolidated Statements of Operations for the Six months ended December 31, 2010 and 2009 | F-2 |
| Unaudited Condensed Consolidated Statements of Cash Flows for the Six months ended December 31, 2010 and 2009 | F-3 |
| Unaudited Statements of Stockholders' Equity (Deficiency) for the period from June 2, 2008 (inception) to December 31, 2010 | F-4 |
| Notes to the Condensed Consolidated Financial Statements | F-5 |
| Management's Discussion and Analysis of Financial Condition and Results of Operations | 3 |
| ITEM 2. Operations | 3 |
| ITEM 4. Controls and Procedures | 8 |
| PART II | |
| ITEM 1. Legal Proceedings | 9 |
| ITEM 1A. Risk Factors | 9 |
| ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds | 9 |
| ITEM 3. Defaults Upon Senior Securities | 9 |
| ITEM 4. Removed and Reserved | 9 |
| ITEM 5. Other Information | 9 |
| ITEM 6. Exhibits | 9 |
| SIGNATURES | 10 |

Far East Wind Power Corp.
(A Development Stage Company)
Balance Sheets

| | December 31, 2010 (unaudited) | June 30, 2010 |
|---|--|------------------|
| ASSETS | | |
| Current Assets | | |
| Cash | \$ 9,253 | \$ - |
| Prepaid Expenses | 9,448 | 8,142 |
| Deposit Made in Connection with TianHe Wind Farm Letter of Intent, Net of Allowance for Doubtful Recoverability | - | - |
| Total Current Assets and Total Assets | \$ 18,701 | \$ 8,142 |
| LIABILITIES AND STOCKHOLDERS' DEFICIENCY | | |
| Current Liabilities | | |
| Accounts Payable and Accrued Expenses | \$ 354,249 | \$ 91,892 |
| Debt, including Accrued Interest of \$29,940 at December 31, 2010 and \$8,781 at June 30, 2010 | 574,306 | 417,239 |
| Total Current Liabilities and Total Liabilities | 928,555 | 509,131 |
| Stockholders' Deficiency | | |
| Preferred Stock, \$0.00001 Par Value; 100,000,000 Shares Authorized, None Issued and Outstanding | | |
| Common Stock, \$0.00001 Par Value; 100,000,000 Shares Authorized, Issued and Outstanding 43,650,000 Shares at December 31, 2010 and 42,275,000 at June 30, 2010 | 436 | 423 |
| Additional Paid-in Capital | 1,562,614 | 899,377 |
| Deferred Stock Based Compensation | (866,602) | (806,763) |
| Deficit Accumulated During the Development Stage | (1,606,302) | (594,026) |
| Total Stockholders' Deficiency | (909,854) | (500,989) |
| Total Liabilities and Stockholders' Deficiency | \$ 18,701 | \$ 8,142 |

The accompanying notes to the financial statements are an integral part of these financial statements

Far East Wind Power Corp.
(A Development Stage Company)
Statements of Operations
(unaudited)

| | Six Months Ended December 31, 2010 | Six Months Ended December 31, 2009 | Period From June 2, 2008 (Inception) to December 31, 2010 |
|---|---|---|---|
| Revenues | \$ - | \$ - | \$ - |
| Total Revenues | - | - | - |
| Operating Expenses | | | |
| Provision for Doubtful Recoverability of Deposit Made in Connection with TianHe Wind Farm Letter of Intent | - | - | 200,000 |
| Executive Compensation | 541,303 | - | 559,775 |
| Professional Fees | 104,932 | 2,000 | 285,598 |
| General and Administrative | 344,935 | 72,220 | 523,042 |
| Total Operating Expenses | 991,170 | 74,220 | 1,568,415 |
| Loss From Operations | (991,170) | - | (1,568,415) |
| Interest Expense | (21,159) | - | (29,940) |
| Foreign Exchange Gain | 53 | - | 53 |
| Loss From Continuing Operations | (1,012,276) | - | (1,598,302) |
| Loss From Discontinued Operations | - | - | (8,000) |
| Net Loss | \$ (1,012,276) | \$ (74,220) | \$ (1,606,302) |
| Net Loss Per Share - Basic and Diluted | | | |
| Continuing Operations | \$ (0.02) | \$ (0.00) | |
| Discontinued Operations | - | - | |
| Total | \$ (0.02) | \$ (0.00) | |
| Number of Common Shares Used to Compute Net Loss Per Share | | | |
| Basic and Diluted | 43,140,082 | 89,120,000 | |

The accompanying notes to the financial statements are an integral part of these financial statements

Far East Wind Power Corp.
(A Development Stage Company)
Statements of Operations
(unaudited)

| | Three months ended December 31, 2010 | Three months ended December 31, 2009 |
|---|--|--|
| Revenues | \$ - | \$ - |
| Total Revenues | - | - |
| Operating Expenses | | |
| Provision for Doubtful Recoverability of Deposit Made in Connection with TianHe Wind Farm Letter of Intent | - | - |
| Executive Compensation | 321,045 | - |
| Professional Fees | 39,000 | 1,000 |
| General and Administrative | 121,372 | 60,346 |
| Total Operating Expenses | 481,417 | 61,346 |
| Loss From Operations | (481,417) | - |
| Interest Expense | (11,858) | - |
| Foreign Exchange Gain | 53 | |
| Loss From Continuing Operations | (493,222) | (61,346) |
| Loss From Discontinued Operations | - | - |
| Net Loss | \$ (493,222) | \$ (61,346) |
| Net Loss Per Share - Basic and Diluted | | |
| Continuing Operations | \$ (0.01) | \$ (0.00) |
| Discontinued Operations | - | - |
| Total | \$ (0.01) | \$ (0.00) |
| Number of Common Shares Used to Compute Net Loss Per Share | | |
| Basic and Diluted | 43,650,000 | 89,120,000 |

The accompanying notes to the financial statements are an integral part of these financial statements

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Far East Wind Power Corp.
(A Development Stage Company)
Statements of Cash Flows

| | Six Months Ended December 31, 2010 | Six Months Ended December 31, 2009 | Period From June 2, 2008 (Inception) to December 31, 2010 |
|---|---|---|--|
| Cash Flows From Operating Activities | | | |
| Net Loss | \$ (1,012,276) | \$ (74,220) | \$ (1,606,302) |
| Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities: | | | |
| Provision for Doubtful Recoverability of Deposit Made in Connection with TianHe Wind Farm Letter of Intent | | | |
| | - | - | 200,000 |
| Expenses Paid by Third Parties in Exchange for Debt | 35,908 | 74,194 | 244,366 |
| Unpaid Accrued Interest on Debt | 21,159 | - | 29,940 |
| Amortization of Deferred Stock Based Compensation | 603,411 | 2,000 | 644,848 |
| Donated Expenses | - | 600 | 3,200 |
| Changes in Operating Assets and Liabilities: | | | |
| Accounts Payable and Accrued Expenses | 262,357 | 5,752 | 349,761 |
| Prepaid Expenses | (1,306) | (8,771) | (9,448) |
| Net Cash Used in Operating Activities | (90,747) | (445) | (143,635) |
| Cash Flows From Financing Activities | | | |
| Proceeds From Related Party | | 155 | 4,488 |
| Proceeds From Debt Offering | 100,000 | - | 100,000 |
| Proceeds From Sales of Common Stock | | - | 48,400 |
| Net Cash Provided by Financing Activities | 100,000 | 155 | 152,888 |
| Cash Flows From Discontinued Operations | | | |
| Payment for License Fee | - | - | (8,000) |
| Amortization of License Fee | - | - | 8,000 |
| Net Cash Provided by Discontinued Operations | - | - | - |
| Increase (Decrease) in Cash | 9,253 | (290) | 9,253 |
| Cash, Beginning of Period | - | 290 | - |
| Cash, End of Period | \$ 9,253 | \$ - | \$ 9,253 |
| Supplemental Disclosures of Cash Flow Information: | | | |
| Interest Paid | \$ - | \$ - | \$ - |
| Income Taxes Paid | \$ - | \$ - | \$ - |
| Non-Cash Investing and Financing Activities: | | | |

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| | | | | | | |
|---|----|---------|----|----|-----------|---------|
| Deposit Made in Connection with TianHe Wind Farm Letter of Intent in Exchange for Promissory Note | \$ | - | \$ | - | \$ | 200,000 |
| Shares issued in payment of deferred compensation | \$ | 663,250 | - | \$ | 1,511,450 | |

The accompanying notes to the financial statements are an integral part of these financial statements

F-4

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Far East Wind Power Corp.
(A Development Stage Company)
Statements of Stockholders' Equity (Deficiency)
For the Period June 2, 2008 (Inception) to December 31, 2010

| | Common Stock, \$0.00001 Par Value | | Additional Paid-in | Deferred Stock Based | Deficit Accumulated During the Development Stage | Total Stockholders' Equity (Deficiency) |
|--|--------------------------------------|--------|-----------------------|-------------------------|--|--|
| | Shares | Amount | Capital | Compensation | | |
| Sales of Common stock; | | | | | | |
| - June 2, 2008 at \$0.000125 | 56,000,000 | \$560 | \$6,440 | \$ - | \$ - | \$ 7,000 |
| - June 30, 2008 at \$0.00125 | 33,120,000 | 331 | 41,069 | - | - | 41,400 |
| Donated Expenses | - | - | 200 | - | - | 200 |
| Net Loss for the Period From June 2, 2008 | | | | | | |
| (Inception) to June 30, 2008 | - | - | - | - | (16,296) | (16,296) |
| Balance, June 30, 2008 | 89,120,000 | 891 | 47,709 | - | (16,296) | 32,304 |
| Donated Expenses | - | - | 2,400 | - | - | 2,400 |
| Net Loss for the Year | | | | | | |
| Ended June 30, 2009 | - | - | - | - | (43,771) | (43,771) |
| Balance, June 30, 2009 | 89,120,000 | 891 | 50,109 | - | (60,067) | (9,067) |
| Shares Returned and | | | | | | |
| Cancelled | (49,000,000) | (490) | 490 | - | - | - |
| Donated Expenses | - | - | 600 | - | - | 600 |
| Deferred Stock Based | | | | | | |
| Compensation | 2,155,000 | 22 | 848,178 | (848,200) | - | - |
| Amortization of Deferred | | | | | | |
| Stock Based Compensation | - | - | 0 | 41,437 | - | 41,437 |
| Net Loss for the Year | | | | | | |
| Ended June 30, 2010 | - | - | - | - | (533,959) | (533,959) |
| Balance, June 30, 2010 | 42,275,000 | 423 | 899,377 | (806,763) | (594,026) | (500,989) |
| Unaudited: | | | | | | |
| Deferred Stock Based | | | | | | |
| Compensation | 1,375,000 | 13 | 663,237 | (663,250) | | |
| Amortization of Deferred | | | | | | |
| Stock Based Compensation | - | - | - | 603,411 | | 603,411 |
| Net Loss For the Six | | | | | | |
| Months Ended December | | | | | | |
| 31, 2010 | - | - | - | - | (1,012,276) | (1,012,276) |
| Balance December 31, 2010 | 43,650,000 | \$436 | \$1,562,614, | \$ (866,602) | \$ (1,606,302) | \$ (909,854) |

The accompanying notes to the financial statements are an integral part of these financial statements

FAR EAST WIND POWER CORP.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
(unaudited)

NOTE 1 - BUSINESS DESCRIPTION AND ORGANIZATION

Far East Wind Power Corp. (“Far East” or the “Company”) plans to engage in the development, construction and operation of utility-scale wind energy projects (“Wind Projects”), principally in the People’s Republic of China (“PRC”) (See Notes 4 and 7). The Company is intent on taking advantage of the numerous financial and operating incentives afforded to clean energy projects, namely Wind Projects, within the PRC. Far East is a corporation organized under the laws of the State of Nevada.

On June 9, 2009, the Company effectuate an 8 for 1 forward stock split, thereby increasing the issued and outstanding shares of common stock from 11,140,000 shares to 89,120,000 shares. The financial statements have been retroactively adjusted to reflect this forward stock split.

NOTE 2 –LIQUIDITY AND GOING CONCERN

The Company began operations in June 2008. Operations related to Wind Projects began in November 2009 and substantial losses were generated through December 31, 2010. These losses are primarily related to the costs incurred to develop a workable legal and business structure within the PRC, develop contacts related to the business within and outside of the PRC, and for business development efforts related to potential projects within the PRC. Additionally, the Company’s project with Wuhan Guoce Nordic New Energy Co., Ltd. (“Wuhan Guoce”) has not proceeded after the initial terms were set on March 22, 2010 and Far East can not be certain the Wind Project with Wuhan Guoce will ever commence and if revenue will ever be earned by the Company from a transaction with Wuhan Guoce. The principal impediment to the project going forward centered on the Company’s inability to line up the \$20,000,000 of financing called for by a Letter of Intent executed between Wuhan Guoce and the Company within the specified time period. As a result, the Company has provided for a full potential loss on its deposit with Wuhan Guoce of \$200,000, which was paid on behalf of the Company via bridge financing in April 2010 by Quarry Bay Capital LLC (see Note 4).

The Company has been financed thus far by its former sole executive officer as well as investment oriented entities with whom the Company’s officers and directors have previously conducted business with. Future financing from these entities are not guaranteed and the Company’s management is not expecting these creditors to continue to provide financing to Far East. These entities as creditors have the right to request payment of the outstanding promissory notes owed to them. Should the Company fail to have adequate capital to repay these promissory notes, the creditors could seek legal remedies against the Company, which could force the Company to curtail operations and possibly discontinue operations entirely. The Company’s management is conducting weekly, if not daily, discussions with these creditors and is hopeful of a positive outcome from these discussions.

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As of December 31, 2010, the Company had negative working capital and a stockholders’ deficiency of \$909,854. Further, the Company has not generated any revenues and incurred \$1,462,480 in net losses since inception. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. The Company plans to improve its financial condition by obtaining debt or equity financing. If the Company is successful in obtaining debt or equity financing, the Company’s management is intent on investing in Wind Projects and is anticipating each of the Company’s potential Wind Projects will result in significant operating cash flows, in excess of net profits, as reportable under accounting principles

generally accepted in the United States of America (“GAAP”). Cash flows are expected to be in excess of net profits as reported under GAAP as a result of the significant depreciation associated with Wind Projects. However, there is no assurance that the Company will be successful in accomplishing its objectives. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

F-6

NOTE 3—INTERIM FINANCIAL STATEMENTS

The unaudited financial statements as of December 31, 2010 and for the three and six months ended December 31, 2010 have been prepared in accordance with GAAP for interim financial information and with instructions to Form 10-Q. In the opinion of management, the unaudited financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the financial position as of December 31, 2010 and the results of operations and cash flows for the three and six months ended December 31, 2010 and 2009, and the period June 2, 2008 (inception) to December 31, 2010.

The financial data and other information disclosed in these notes to the interim financial statements related to these periods are unaudited. The results for the six months ended December 31, 2010 is not necessarily indicative of the results to be expected for any subsequent quarter of the entire year ending June 30, 2011. The balance sheet at June 30, 2010 has been derived from the audited financial statements at that date.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the Securities and Exchange Commission's rules and regulations. These unaudited financial statements should be read in conjunction with our audited financial statements and notes thereto for the year ended June 30, 2010 as included in our report on Form 10-K (which was filed with the SEC on October 18, 2010).

Recently Issued Accounting Standards

In October 2009, the Financial Accounting Standards Board (FASB) issued amended revenue recognition guidance for arrangements with multiple deliverables. The new guidance eliminates the residual method of revenue recognition and allows the use of management's best estimate of selling price for individual elements of an arrangement when vendor specific objective evidence (VSOE), vendor objective evidence (VOE) or third-party evidence (TPE) is unavailable. For the company, this guidance is effective for all new or materially modified arrangements entered into on or after July 1, 2011 with earlier application permitted as of the beginning of a fiscal year. Full retrospective application of the new guidance is optional. The company is currently assessing its implementation of this new guidance, but does not expect a material impact on the consolidated financial statements.

In October 2009, the FASB issued guidance which amends the scope of existing software revenue recognition accounting. Tangible products containing software components and non-software components that function together to deliver the product's essential functionality would be scoped out of the accounting guidance on software and accounted for based on other appropriate revenue recognition guidance. For the company, this guidance is effective for all new or materially modified arrangements entered into on or after July 1, 2011 with earlier application permitted as of the beginning of a fiscal year. Full retrospective application of the new guidance is optional. This guidance must be adopted in the same period that the company adopts the amended accounting for arrangements with multiple deliverables described in the preceding paragraph. The company is currently assessing its implementation of this new guidance, but does not expect a material impact on the consolidated financial statements.

On October 1, 2009, the company adopted the revised FASB guidance regarding business combinations which was required to be applied to business combinations on a prospective basis. The revised guidance requires that the acquisition method of accounting be applied to a broader set of business combinations, amends the definition of a business combination, provides a definition of a business, requires an acquirer to recognize an acquired business at its fair value at the acquisition date and requires the assets and liabilities assumed in a business combination to be measured and recognized at their fair values as of the acquisition date (with limited exceptions). There was no impact upon adoption and the effects of this guidance will depend on the nature and significance of business combinations occurring after the effective date.

In June 2009, the FASB issued amendments to the accounting rules for variable interest entities (VIEs) and for transfers of financial assets. The new guidance for VIEs eliminates the quantitative approach previously required for determining the primary beneficiary of a variable interest entity and requires ongoing qualitative reassessments of whether an enterprise is the primary beneficiary. In addition, qualifying special purpose entities (QSPEs) are no longer exempt from consolidation under the amended guidance. The amendments also limit the circumstances in which a financial asset, or a portion of a financial asset, should be derecognized when the transferor has not transferred the entire original financial asset to an entity that is not consolidated with the transferor in the financial statements being presented, and/or when the transferor has continuing involvement with the transferred financial asset. The company adopted these amendments for the current interim period ended December 31, 2010 and there was no material impact upon adoption of these amendments on the consolidated financial statements.

NOTE 4 – DEPOSIT MADE IN CONNECTION WITH TIANHE WIND FARM LETTER OF INTENT

On March 22, 2010, the Company entered into a Letter of Intent (the “LOI”) with Wuhan Guoce, a People’s Republic of China company, where the Company was to acquire Wuhan Guoce’s rights to the wind farm project named “TianHe I project” in exchange for cash consideration totaling approximately \$2,211,900 (15,000,000Renminbi). The LOI, which is to become effective upon the date the Company receives at least \$20,000,000 in financing (the “Effective Date”), provided for payments by the Company of approximately \$294,920 (RMB 2,000,000) within 4 business days, \$442,380 (RMB 3,000,000) within 8 business days, and \$1,474,600 (RMB 10,000,000) remaining balance on the Effective Date. On April 13, 2010 a payment of \$200,000 was made on behalf of the Company to Wuhan Guoce as a first installment on the LOI. As of the filing date of this Form 10-Q, the Effective Date has not occurred and the Company has not paid any additional installments to Wuhan Guoce. The Company plans to renegotiate and develop a revised LOI should the Company successfully raise capital in excess of \$20,000,000, which can not be assured at this time.

Marcus Laun, a Director of the Company is also a Director of GC China Turbine Corp., a United States publicly traded entity which is an affiliated entity of Wuhan Guoce.

The Company has recorded the payment to Wuhan Guoce as a current asset classified as “deposit made in connection with TianHe wind farm letter of intent.” However, the Company has no guarantee that the terms of the LOI will ever be met and in the event the LOI is terminated, the repayment of the \$200,000 deposit is not guaranteed. As a result, the Company has recorded a full allowance to reserve for potential losses associated with the \$200,000 deposit.

The following table provides the details of the deposit on contract:

| | As of | |
|---|----------------------|------------------|
| | December 31, 2010 | June 30, 2010 |
| Deposit Made in Connection with TianHe Wind Farm Letter of Intent | \$ 200,000 | \$ 200,000 |
| Allowance for Doubtful Recoverability | (200,000) | (200,000) |
| Deposit, Net | \$ - | \$ - |

NOTE 5 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

The Company's accounts payable and accrued expenses as of December 31, 2010 and June 30, 2010 consisted of the following:

| | As of | |
|--|----------------------|------------------|
| | December 31, 2010 | June 30, 2010 |
| Professional Service Providers | \$ 127,340 | \$ 67,899 |
| Xiaobu Liu, Chief Executive Officer | 25,000 | - |
| Fred Loh, Vice President Finance | 57,000 | - |
| J. Crane, Former Chief Financial Officer | 54,781 | 12,300 |
| LeemaNakhani, Former Officer | 4,657 | 4,867 |
| Other | 85,471 | 6,826 |
| Total | \$ 354,249 | \$ 91,892 |

NOTE 6–DEBT, INCLUDING ACCRUED INTEREST

Debt, including accrued interest, consisted of:

| | December 31, 2010 | June 30, 2010 |
|--|----------------------|------------------|
| Promissory notes payable to Coach Capital LLC (“Coach”) issued in January and February 2010 in consideration of Coach’s payments of operating expenses on behalf of the Company, interest at 10% (default interest rate of 30%), due on demand, convertible into Company securities at such rate as that being offered to prospective investors at time of conversion | \$ 88,959 | \$ 88,959 |
| Promissory notes payable to Quarry Bay Capital LLC (“Quarry Bay”) issued between March and May 2010 in consideration of Quarry Bay’s payments of operating expenses (\$50,694 total) and a deposit paid in connection with the Wuhan GuoceTianHe Letter of Intent (see Note 4) dated March 22, 2010 (\$200,000) on behalf of the Company, interest at 10% (default interest rate of 30%), due on demand, convertible into Company securities at such rate as that being offered to prospective investors at time of conversion | 250,694 | 250,694 |
| Promissory note payable to Quarry Bay dated September 3, 2010 (\$100,000) on behalf of the Company, interest at 10% (default interest rate of 30%), due on demand, convertible into Company securities at such rate as that being offered to prospective investors at time of conversion | 100,000 | - |
| Promissory notes payable to Quarry Bay in December 2010 in consideration of Quarry Bay's payments of operating expenses on behalf of the Company, interest at 10% (default interest rate of 30%), due on demand, convertible into Company securities at such rate as that being offered to prospective investors at time of conversion. | 35,908 | - |
| Amount due to Coach for Coach’s payments of operating expenses in the fiscal year ending June 30, 2010 on behalf of the Company, interest at 0%, due on demand, expected to be replaced with a convertible promissory note | 68,805 | 68,805 |
| Accrued Interest Payable to Coach and Quarry Bay | 29,940 | 8,781 |
| Total | 574,306 | 417,239 |
| Less Current Portion of Debt and Accrued Interest | (574,306) | (417,239) |
| Long Term Portion of Debt and Accrued Interest | \$ - | \$ - |

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As the promissory notes included no conversion price and therefore the number of shares could not be computed, the Company has not recorded the value of the conversion feature. The Company will record the value of the conversion feature, if any, on the date the number of shares issuable upon conversion of the debt is determinable.

F-10

NOTE 7 - COMMITMENTS AND CONTINGENCIES

Wind Projects

On August 13, 2010, the Company entered into a Letter of Intent with Taitong Energy Limited (“Taitong”), a PRC company, whereby the parties agreed to the joint development of a wind farm project in the Yunnan Province in China. The Letter of Intent provides for the Company’s investment of up to \$20,000,000 in the project and a definitive agreement to be executed upon satisfactory completion by the Company of due diligence of the project. On October 10, 2010, the Company terminated the binding letter of intent with Taitong for a wind farm development in Yunnan Province, in the PRC.

On July 30, 2010, the Company entered into a Letter of Intent with Beijing Tongchuang Hengyuan Technology Development Company (“BTH”), a PRC company, whereby the parties agreed to the joint development of a wind farm project in the Ningxia Hui Autonomous Region in China. The Letter of Intent provides for the Company’s investment of up to \$20,000,000 in the project and a definitive agreement to be executed upon satisfactory completion by the Company of due diligence of the project (which has not yet been completed).

On June 30, 2010, the Company entered into a Letter of Intent with Heilongjiang Defeng Investment Co., Ltd. (“Defeng”), a PRC company, and Heilongjiang Ruihao Technology Group Co., Ltd. (“Ruihao”), a PRC company, to acquire a 84% ownership interest in a Defeng subsidiary with interests in three wind farms in the PRC for 140,000,000 RMB (approximately \$20,644,400 translated at the June 30, 2010 exchange rate) and to provide financing of up to 100,000,000 RMB (approximately \$14,476,000 translated at the June 30, 2010 exchange rate) to assist in Ruihao’s development of four additional wind farms in the PRC. This letter of intent provided for a definitive agreement to be executed by July 24, 2010 and the Company’s payment of the 140,000,000 RMB by July 31, 2010, neither of which occurred. As of October 15, 2010, the Company had informed Defeng that it will not proceed with the planned acquisition of the 84% ownership in TianyiFengyuan. Ruihao Project A and Ruihao Project B, but are still under consideration by the Company. Negotiations with Ruihao have been delayed until and if the Company completes a significant capital raise in excess of \$20,000,000. There can be no assurance that these Wind Projects will ever materialize.

On March 22, 2010 (see Note 4), the Company entered into a Letter of Intent with Wuhan Guoce Nordic Energy Co., Ltd. (“Wuhan Guoce”), a PRC company, to acquire Wuhan Guoce’s rights to the wind farm project named “TianHe I project” for cash consideration totaling 15,000,000 RMB (approximately \$2,211,900 translated at the June 30, 2010 exchange rate). Due to the Company’s failure to make the first two required payments under the Letter of Intent totaling 5,000,000 RMB (approximately \$758,500 translated at the December 31, 2010 exchange rate), this letter of intent has not progressed to a definitive agreement.

On January 6, 2010, the Company entered into a Letter of Intent with Han Wind Energy Corporation (“Han Wind”), a British Virgin Islands corporation, to promote and develop wind energy parks in China. Pursuant to the letter of intent, the Company agreed to perform a regulatory and financial due diligence investigation on the project to determine the viability of re-launching the project and obtaining the requisite permissions from the relevant authorities. Either party may terminate the letter of intent upon 30 days prior written notice. Due to the lack of available financing and the lack of a viable plan to connect the applicable property to China’s national electrical grid, this letter of intent has not progressed to a definitive agreement.

Consulting Agreement

On June 24, 2010, the Company entered into a Consulting Agreement with J Crane & Company Limited (the "Consultant"). The agreement provides for the Consultant to serve as the Company's Chief Financial Officer and to perform the customary duties and responsibilities implied by such position. The term of the agreement is three years; however, either party may terminate the agreement upon 30 days prior written notice to the other party. In addition to common stock awards (see Note 8), the agreement provides for the Company to pay the Consultant an initial fee of 68,000 RMB (approximately \$10,316 translated at the December 31, 2010 exchange rate) and to accrue monthly fees of 68,000 RMB (approximately \$10,316 translated at the December 31, 2010 exchange rate) thereafter, which are payable to the Consultant at such time as the Company completes a capital raise in excess of \$250,000. On January 6, 2011, the agreement was mutually terminated. For the six months ended December 31, 2010 the Company incurred \$138,419 of fees, included within Executive Compensation in the Statement of Operations due under the Consulting Agreement, which \$54,781 is included in Accounts Payable and Accrued Expenses at December 31, 2010.

On June 17, 2010, the Company entered into a Restricted Stock Award Agreement with Marcus G. Laun. The Company granted Mr. Laun 1,000,000 shares of the Company’s common stock for services rendered (the “Laun Agreement”). The Laun Agreement provides for vesting requirements such that the common stock will not vest until such time as the Company has completed equity or debt financings subsequent to June 17, 2010 that result in aggregate proceeds to the Company of at least \$50,000,000 and the average daily trading share volume over any preceding consecutive thirty day period is at least 100,000 shares, as reported by the NASDAQ. The Laun Agreement states that the common stock will be forfeited in total if the vesting criteria has not been met and Mr. Laun is no longer working for the Company.

Litigation

We may be involved from time to time in ordinary litigation that will not have a material effect on our operations of finances. We are not aware of any pending or threatened litigation against the Company or our officers and directors in their capacity as such that could have a material impact on our operations or finances.

NOTE 8 - STOCKHOLDERS' DEFICIENCY

The Company is authorized to issue 200,000,000 shares, in aggregate, consisting of 100,000,000 shares of common stock, \$0.00001 par value, and 100,000,000 shares of preferred stock, \$0.00001 par value. The Company's Certificate of Incorporation authorizes the Board of Directors (the "Board") to determine the preferences, limitations and relative rights of any class or series of Company preferred stock prior to issuance and each such class or series must be designated with a distinguishing designation prior to issuance. As of December 31, 2010, no shares of the Company's preferred stock and 43,650,000 shares of the Company's common stock were issued and outstanding.

On September 16, 2010, the Company entered into a Consulting Agreement with a third party marketing and investor relations service provider. The Consulting Agreement includes cash compensation of \$6,500 per month and a stock award of 200,000 shares valued at \$52,000.

On September 15, 2010, the Company entered into a Consulting Agreement with Xiaobu Liu, the Company's Chief Executive Officer (the "Liu Agreement"). The Liu Agreement includes cash compensation of \$10,000 per month and a stock award of 750,000 shares valued at \$195,000, subject to vesting provisions over a thirty-six month term ending on September 1, 2013. The agreement may be terminated by either party upon 30 days prior written notice to the other party.

On September 15, 2010, the Company entered into a Stock Option Agreement with Marcus Laun, a member of the Company's Board of Directors (the "Laun Option Agreement"). The Laun Option Agreement includes the right to purchase a total of 2,500,000 shares of the Company's common stock at an exercise price of \$0.26. The Laun Option Agreement was valued at \$242,750 and is subject to vesting provisions over a thirty-six month term ending on September 15, 2013.

On September 15, 2010, Mr. Xiaoping Han resigned as Director, President, and Chief Executive Officer of the Company. Since the 112,500 non-vested shares (relating to Mr. Han's June 17, 2010 stock award of 150,000 shares of common stock) were not returned to the Company by Mr. Han, the Company expensed the \$78,625 remaining unamortized deferred stock-based compensation at September 30, 2010 in the three months ended December 31, 2010.

On September 15, 2010, the Company entered into a Consulting Agreement with Frank Wang, the Company's Senior Project Manager (the "Wang Agreement"). The Wang Agreement includes cash compensation of \$2,000 per month and a stock award of 75,000 shares valued at \$19,500, subject to vesting provisions over a thirty-six month term ending on September 1, 2013. The agreement may be terminated by either party upon 30 days prior written notice to the other party.

On August 11, 2010, the Company entered into a Consulting Agreement with Fred Loh, the Company's Vice President of Finance (the "Loh Agreement"). The Loh Agreement includes cash compensation of \$10,000 per month (\$5,000 payable each month, \$5,000 accruable each month which are payable at such time as the Company completes a capital raise in excess of \$250,000), an initial fully vested stock award of 50,000 shares of the Company's common stock and an additional stock award of 300,000 shares subject to vesting provisions over a thirty-six month term ending on August 11, 2013. These stock awards were valued at \$154,000 in total. This agreement may be terminated by either party.

On June 24, 2010, the Company entered into a Restricted Stock Award Agreement with J Crane & Company, Limited, an entity controlled by the Company's Chief Financial Officer (the "Crane Agreement"). The Company granted J. Crane & Company, Limited a total of 650,000 shares of the Company's common stock. A total of 250,000 shares of the Company's common stock will vest over the six month period ending December 24, 2010, while an additional 400,000 shares of the Company's common stock will vest over the thirty six month period ending June 24, 2013. The

Company valued these stock awards at \$474,500 and recorded amortization of stock based compensation of \$7,705 for the year ended June 30, 2010. The 650,000 restricted shares were issued to J. Crane and Company, Limited on June 24, 2010. The Crane Agreement contains an additional stock award of 150,000 shares of common stock which shall only be earned if the Company's common stock is successfully listed on a stock exchange. The Company evaluated ASC 718 and determined that no expense should be recorded in relation to the stock award for a successful listing on a stock exchange until such time as the vesting requirements have been met. Additionally, subject to certain exceptions, in the event that the Company issues additional shares of common stock for an equity or debt financing, the Company will be required to issue additional shares of common stock in accordance with the Crane Agreement such that 3 Crane & Company, Limited will continue to own at least 1% of the Company's total outstanding common stock. The right to receive additional shares of common stock in connection with the Crane Agreement will terminate upon the earlier of (i) the Company achieving at least \$50,000,000 in revenues on an annualized basis or (ii) reporting at least \$100,000,000 in assets on its balance sheet. The Crane Agreement also provides for certain termination and change of control benefits whereby if the Crane Agreement were to be terminated or there was a change of control of the Company, as defined within the Crane Agreement, occurred, an acceleration of a portion of the unvested common stock awarded in the Crane Agreement will occur. Upon change of control of the Company, the Crane Agreement allows for full vesting of the stock awards.

On June 17, 2010, the Company entered into a Restricted Stock Award Agreement with Marcus G. Laun, a member of the Board of Directors since November 18, 2009, whereby the Company granted Mr. Laun 1,000,000 shares of the Company's common stock for services rendered (the "Laun Agreement"). The Laun Agreement provides for vesting requirements such that the common stock will not vest until such time as the Company has completed equity or debt financings subsequent to June 17, 2010 that result in aggregate proceeds to the Company of at least \$50,000,000 and the average daily trading share volume over any preceding consecutive thirty day period is at least 100,000 shares, as reported by the NASDAQ. The Laun Agreement states that the common stock will be forfeited in total if the vesting criterion has not been met and Mr. Laun is no longer working for the Company. The 1,000,000 in restricted shares were issued to Marcus Laun on June 17, 2010; The Company evaluated ASC 718 and determined that no expense should be recorded in relation to the Laun Agreement until such time as the vesting requirements have been met.

On June 17, 2010, the Company entered into a Restricted Stock Award Agreement with Xu Ping, a member of the Board of Directors since November 23, 2009. The Company granted Mr. Xu a total of 300,000 shares of the Company's common stock. The common stock will vest over the twelve month period ending June 17, 2011. The 300,000 restricted shares were issued to Mr. Xu on June 17, 2010. The Company valued this stock award at \$222,000 and recorded amortization of stock based compensation of \$8,017 for the year ended June 30, 2010.

On June 17, 2010, the Company entered into a Restricted Stock Award Agreement with Han Xiaoping, the Company's Chief Executive Officer and a member of the Board of Directors from March 18, 2010 to September 15, 2010. The Company granted Mr. Han a total of 150,000 shares of the Company's common stock. The common stock was to vest over the twelve month period ending June 17, 2011. The 150,000 restricted shares were issued to Mr. Han on June 17, 2010. The Company valued this stock award at \$111,000 and recorded amortization of stock based compensation of \$4,008 for the year ended June 30, 2010.

On June 17, 2010, the Company issued 30,000 shares of the Company's common stock to a third party service provider. The common stock was to vest over a three month period. The Company valued the stock award at \$22,200 and recorded amortization of deferred stock based compensation of \$3,207 for the year ended June 30, 2010.

On June 17, 2010, the Company issued 25,000 shares of the Company's common stock to a third party service provider. The common stock was for services rendered. The Company valued the stock award at \$18,500 and recorded amortization of stock based compensation of \$18,500 for the year ended June 30, 2010.

On February 17, 2010, Neema Lakhani, the Company's former president, returned 49,000,000 shares of the Company's common stock to treasury, in connection with her resignation on September 21, 2009, as an officer and director of the Company. As a result, the number of shares of the Company's common stock outstanding was reduced from 89,120,000 to 40,120,000.

On September 12, 2008, the Company filed a Registration Statement on Form S-1 with the United States Securities and Exchange Commission, which was declared effective on September 23, 2008, to register 33,120,000 shares for resale by existing shareholders of the Company at a price of \$0.00125 per share until such time as the shares of the Company's common stock start trading on the OTC Bulletin Board or another exchange. The Company does not receive any proceeds from the resale of shares of common stock by the selling stockholders.

NOTE 9 - INCOME TAXES

United States of America

The provision for (benefit from) income taxes differs from the amount computed by applying the statutory United States federal income tax rate of 35% to income (loss) before income taxes. The sources of the difference follow:

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| | Six months ended December 31, 2010 | Six months ended December 31, 2009 | Period June 2, 2008 (Inception) to December 31, 2010 |
|---------------------------------|---|---|---|
| Expected Tax at 35% | \$ (354,297) | \$ (25,977) | \$(562,206) |
| Stock Based Compensation | 211,194 | - | 225,697 |
| Donated Expenses | - | 210 | 1,120 |
| Increase in Valuation Allowance | 143,103 | 25,767 | 335,389 |
| Income Tax Provision | \$ - | \$ - | \$ - |

F-14

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred income taxes arise from temporary differences in the recognition of income and expenses for financial reporting and tax purposes. The significant components of deferred tax assets and liabilities are as follows:

| | December 31, 2010 | June 30, 2010 |
|---------------------------------|----------------------|------------------|
| Net Operating Loss Carryforward | \$ (335,389) | \$ 192,286 |
| Valuation Allowance | 335,389) | (192,286) |
| Net Deferred Tax Assets | \$ - | \$ - |

Based on management's present assessment, the Company has not yet determined it to be more likely that not that a deferred tax asset of \$335,389 at December 31, 2010 attributable to the future utilization of the net operating loss carryforward of \$958,254 will be realized. Accordingly, the Company has maintained a 100% allowance against the deferred tax asset in the financial statements. The Company will continue to review this valuation allowance and make adjustments as appropriate. The net operating loss carryforward expires \$16,096 in 2028, \$41,371 in 2029, \$491,922 in 2030, and \$408,865 in 2031.

Current United States income tax laws limit the amount of loss available to offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited.

People's Republic of China

Enterprise Income Tax

On March 16, 2007, the PRC National People's Congress enacted the PRC Enterprise Income Tax Law (the "New EIT Law"), which, together with its related implementation rules issued by the PRC State Council on December 6, 2007, became effective on January 1, 2008. The New EIT Law imposes a single uniform income tax rate of 25% on all Chinese enterprises, including foreign invested enterprises, and eliminates or modifies most of the tax exemptions, reductions and preferential treatment available under the previous tax laws and regulations.

Under the New EIT Law, the preferential tax treatment for encouraged enterprises located in western China and certain industry-oriented tax incentives are still available. Companies located in western China are taxed at a preferential income tax rate of 15%. Foreign invested enterprises engaged in energy transportation are also taxed at a preferential income tax rate of 15%.

In addition, pursuant to the Notice on the Execution of the Catalogue of Public Infrastructure Projects Entitled for Preferential Tax Treatment, an enterprise set up after January 1, 2008 and engaged in public infrastructure projects is entitled to a tax holiday of a three-year full exemption followed by a three-year 50% exemption commencing from the first year it generates operating income. Accordingly, each of our potential Wind Projects which have obtained government approval on or after January 1, 2008 and is operated by a Chinese enterprise is fully exempted from EIT for three years starting from the year when operating income is first derived from the sales of wind electricity, and is 50% exempted from EIT for three years thereafter.

In addition, pursuant to the New EIT Law, starting from January 1, 2008, dividends and interest payable to foreign investors are subject to a 10% withholding tax (unless the foreign investor's jurisdiction of incorporation has a tax treaty with the PRC that provides for a different withholding arrangement, and the preferential tax rate is approved by the competent authorities).

Value Added Tax

Enterprises or individuals who sell products, engage in repair and maintenance or import and export goods in the PRC are subject to a value added tax in accordance with Chinese laws. The value added tax rate applicable to the Company is 6% of the gross sales price. No credit is available for VAT paid on the purchases.

F-15

NOTE 10 – DISCONTINUED OPERATIONS

The Company's management agreed to a plan for disposal of the Company's gourmet seasonings business segment. In accordance with ASC 360-45-9, the Company met the conditions for classifying the assets and liabilities of the business segment and assets to be disposed of, as assets of discontinued operations, on November 9, 2009. The assets and liabilities of the discontinued operations of the gourmet seasonings business segment have been aggregated and presented as separate line items in the Company's balance sheets for each period presented. The results of operations of the discontinued operations have been aggregated and presented as a separate line item in the statements of operations for each period presented.

Assets of Discontinued Operations

Assets of discontinued operations as of December 31, 2010 and June 30, 2010 are detailed in the table below.

| | As of | |
|---|----------------------|------------------|
| | December 31, 2010 | June 30, 2010 |
| Deferred License Fee, net | \$ - | \$ 4,000 |
| Total Assets of Discontinued Operations | \$ - | 4,000 |

Liabilities of discontinued operations as of December 31, 2010 and June 30, 2010 are detailed in the table below.

| | As of | |
|--|----------------------|------------------|
| | December 31, 2010 | June 30, 2010 |
| Accounts Payable and Accrued Expenses | \$ - | \$ - |
| Total Liabilities of Discontinued Operations | \$ - | \$ - |

The results of operations of the discontinued operations presented in the statements of operations for the six months ended December 31, 2010 and 2009 are detailed in the table below:

| | Six months ended | |
|--------------------------------------|----------------------|----------------------|
| | December 31, 2010 | December 31, 2009 |
| Sales | \$ - | \$ - |
| Cost of Sales | - | - |
| Gross Profit | - | - |
| Amortization of Deferred License Fee | - | (1,000) |
| Net Loss | \$ - | \$ (1,000) |

The Company amortized the remaining \$4,000 carrying value of the deferred license fee during the year ended June 30, 2010. As a result, the discontinued operations will have no impact on the Company's operations for the year ended June 30, 2011 or for any year thereafter.

NOTE 11 – SUBSEQUENT EVENT

On January 6, 2011, James Crane resigned as CHief Financial Officer of the Company. The Consultant has not returned the 333,333 non-vested shares related to the June 24, 2010 stock award of 400,000 shares of common stock (see Note 8). At December 31, 2010, the Company had unamortized deferred stock-based compensation (relating to

the June 24, 2010 stock award of 400,000 shares of common stock) of \$241,171, representing a reduction in stockholder's equity. Also at December 31, 2010, the Company had accounts payable to Crane of \$54,781. Accordingly, the Company has potential exposure for a loss of \$186,390 to be expensed in the three months ended March 31, 2011.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide information that is supplemental to, and should be read together with, the Company's consolidated financial statements and the accompanying notes contained in this Quarterly Report on Form 10-Q. Information in this Item 2 is intended to assist the reader in obtaining an understanding of the consolidated financial statements, the changes in certain key items in those financial statements from year to year, the primary factors that accounted for those changes, and any known trends or uncertainties that the Company is aware of that may have a material effect on the Company's future performance, as well as how certain accounting principles affect the consolidated financial statements. MD&A includes the following sections:

- Highlights and Executive Summary
- Results of Operations—an analysis of the Company's consolidated results of operations, for the two years presented in the consolidated financial statements
- Liquidity and Capital Resources—an analysis of the effect of the Company's operating, financing and investing activities on the Company's liquidity and capital resources
- Off-Balance Sheet Arrangements—a discussion of such commitments and arrangements
- Critical Accounting Policies and Estimates—a discussion of accounting policies that require significant judgments and estimates
- New Accounting Pronouncements—a summary and discussion of the Company's plans for the adoption of relevant new accounting standards relevant

The following discussion contains forward-looking statements that reflect the Company's plans, estimates and beliefs. Actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below and elsewhere in this Prospectus particularly in "Special Note Regarding Forward-Looking Statements," "Market Data" and "Risk Factors."

Highlights and Executive Summary

For the six months ended December 31, 2010 and December 31, 2009, the Company reported revenues of \$0, respectively. Net loss was \$349,400 for the six months ended December 31, 2010 as compared to a net loss of \$61,346 for the six months ended December 31, 2009. The Company discontinued its gourmet seasonings business and incurred substantial expenses in connection with the organization of the wind energy business and initial business development activities of the wind energy business.

Results of Operations

Six Months ended December 31, 2010 compared to the six months ended December 31, 2009

Income Statement Items

The following tables set forth key components of the Company's results of operations for the six months ended December 31, 2010 and 2009, respectively

| | December 31, | |
|---|---------------|-------------|
| | 2010 | 2009 |
| Revenues | \$ - | \$ - |
| Costs of Sales | - | - |
| Gross Profit | - | - |
| Total Operating Expenses | 991,170 | 74,220 |
| Loss From Continuing Operations Before Income Taxes | (991,170) | (74,220) |
| Provision for Income Taxes | - | - |
| Loss From Continuing Operations | \$(1,012,276) | \$ (74,220) |
| Loss from Discontinued Operations | - | - |
| Net Loss | \$(1,012,276) | \$ (74,220) |
| Basic Loss Per Share, Continuing Operations | \$ (0.02) | \$ (0.00) |
| Diluted Loss Per Share, Continuing Operations | \$ (0.02) | \$ (0.00) |
| Basic Loss Per Share, Discontinued Operations | \$ - | \$ (0.00) |
| Diluted Loss Per Share, Discontinued Operations | \$ - | \$ (0.00) |

Revenues Increased by \$0:

Revenues were \$0 for the six months ended December 31, 2010 and December 31, 2009, respectively. The Company had no operating Wind Projects during the six months ended December 31, 2010 or December 31, 2009.

Costs of Sales Increased by \$0:

Costs of sales were \$0 for the six months ended December 31, 2010 and December 31, 2009, respectively. The Company had no operating Wind Projects during the six months ended December 31, 2010 or December 31, 2009.

Operating Expenses Increased by \$916,950:

For the six months ended December 31, 2010, the Company incurred operating expenses of \$991,170 as compared to \$74,220 for the six months ended December 31, 2009. The Company recorded executive officer compensation of \$541,303 as compared to \$0 for the six months ended December 31, 2009. The Company also incurred significant professional fees, namely legal fees, during the organization and initial business development efforts for the wind energy business. Professional fees were \$104,932 and \$2,000 for the six months ended December 31, 2010 and 2009, respectively. Other selling, general and administrative expenses for the six months ended December 31, 2010 and 2009 totaled \$344,935 and \$72,220, respectively.

Net Loss Increased by \$938,056:

The net loss for the six months ended December 31, 2010 and 2009 totaled \$1,012,276 and \$74,220. The Company incurred significant executive officer compensation as well as significant costs associated with the organization of the wind energy business and initial business development activities associated with the wind energy business.

Three Months ended December 31, 2010 compared to the three months ended December 31, 2009

Income Statement Items

The following tables set forth key components of the Company's results of operations for the three months ended December 31, 2010 and 2009, respectively

| | December 31, | |
|---|--------------|-------------|
| | 2010 | 2009 |
| Revenues | \$ - | \$ - |
| Costs of Sales | - | - |
| Gross Profit | - | - |
| Total Operating Expenses | 481,417 | 61,346 |
| Loss From Continuing Operations Before Income Taxes | (481,417) | (61,346) |
| Provision for Income Taxes | - | - |
| Loss From Continuing Operations | \$ (493,222) | \$ (61,346) |
| Loss from Discontinued Operations | - | -) |
| Net Loss | \$ (493,222) | \$ (61,346) |
| Basic Loss Per Share, Continuing Operations | \$ (0.01) | \$ (0.00) |
| Diluted Loss Per Share, Continuing Operations | \$ (0.01) | \$ (0.00) |
| Basic Loss Per Share, Discontinued Operations | \$ - | \$ (0.00) |
| Diluted Loss Per Share, Discontinued Operations | \$ - | \$ (0.00) |

Revenues Increased by \$0:

Revenues were \$0 for the three months ended December 31, 2010 and December 31, 2009, respectively. The Company had no operating Wind Projects during the three months ended December 31, 2010 or December 31, 2009.

Costs of Sales Increased by \$0:

Costs of sales were \$0 for the three months ended December 31, 2010 and December 31, 2009, respectively. The Company had no operating Wind Projects during the three months ended December 31, 2010 or December 31, 2009.

Operating Expenses Increased by \$420,071:

For the three months ended December 31, 2010, the Company incurred operating expenses of \$481,417 as compared to \$61,346 for the three months ended December 31, 2009. The Company recorded executive officer compensation of \$321,045 as compared to \$0 for the three months ended December 31, 2009. The Company also incurred significant professional fees, namely legal fees, during the organization and initial business development efforts for the wind energy business. Professional fees were \$39,000 and \$1,000 for the three months ended December 31, 2010 and 2009, respectively. Other selling, general and administrative expenses for the three months ended December 31, 2010 and 2009 totaled \$121,372 and \$60,373, respectively.

Net Loss Increased by \$288,054:

The net loss for the three months ended December 31, 2010 and 2009 totaled \$349,400 and \$61,346. The Company incurred significant executive officer compensation as well as significant costs associated with the organization of the wind energy business and initial business development activities associated with the wind energy business.

Liquidity and Capital Resources

We do not believe that our currently-available working capital will sustain our operations through the twelve months ending December 31, 2011.

As of December 31, 2010, we had a cash balance of \$9,253. We have been funding operations through short term promissory note advances from individuals and entities the Company's management has previously conducted business with.

We expect significant capital expenditures during the next 12 months for our wind projects, overhead and working capital purposes. We do not believe we have sufficient cash to fund budgeted capital expenditures in fiscal 2011. We presently do not have any available credit, bank financing or other external sources of liquidity. Due to our brief history and historical operating losses, our operations have not been a source of liquidity. We will need to obtain additional capital in order to expand operations and become profitable. In order to obtain capital, we may need to sell additional shares of our common stock or borrow funds from private lenders. There can be no assurance that we will be successful in obtaining additional funding. Financing transactions may include the issuance of equity or debt securities, obtaining credit facilities, or other financing mechanisms. However, the trading price of our common stock and a downturn in the North American stock and debt markets could make it more difficult to obtain financing through the issuance of equity or debt securities. Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses, fail to collect significant amounts owed to us, or experience unexpected cash requirements that would force us to seek alternative financing. Furthermore, if we issue additional equity or debt securities, stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our common stock. If additional financing is not available or is not available on acceptable terms, we will have to curtail our operations.

Net cash used in operations for the six months ended December 31, 2010 was \$(90,747). We generated \$1,012,276 in net losses for the six months ended December 31, 2010. A total of \$603,411 was related to the amortization of executive officer compensation in the form of stock, as compared to \$0 for the six months ended December 31, 2009. Accounts payable increased by \$262,357 as a result of an increase in professional fees and other expenses associated with initial business development efforts related to the wind energy business. In the future, we may use cash in our operations due to the continuing implementation of our business model and increased expenses from costs associated with being a public company.

Net cash used in investing activities for the three months ended December 31, 2010 and December 31, 2009 was \$0 and \$0.

Net cash provided by financing activities for the three months ended December 31, 2010 and 2009 were \$100,000 and \$0. In 2010 we received funds from promissory notes to third parties for total cash proceeds of \$100,000. In 2009 the Company's former Chief Executive Officer provided cash advances to the Company of \$155.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that will have a current or future effect on our financial condition and changes in financial condition in 2010 or 2009.

Capital Requirements

In 2010 and 2009, the Company raised significant financing by issuing promissory notes and equity securities, respectively. Management has determined that additional financing is necessary. However, we may not be able to continue to find adequate sources of financing in the future. Our wind energy business involves very significant capital requirements.

Impact of Inflation

We believe that inflation has had a negligible effect on operations during the three months ended December 31, 2010 and 2009, respectively.

Dividends

We do not expect to pay dividends for the foreseeable future. As a result, you could lose your entire investment in the Company.

Critical Accounting Policies and Estimates

In October 2009, the Financial Accounting Standards Board (FASB) issued amended revenue recognition guidance for arrangements with multiple deliverables. The new guidance eliminates the residual method of revenue recognition and allows the use of management's best estimate of selling price for individual elements of an arrangement when vendor specific objective evidence (VSOE), vendor objective evidence (VOE) or third-party evidence (TPE) is unavailable. For the company, this guidance is effective for all new or materially modified arrangements entered into on or after July 1, 2011 with earlier application permitted as of the beginning of a fiscal year. Full retrospective application of the new guidance is optional. The company is currently assessing its implementation of this new guidance, but does not expect a material impact on the consolidated financial statements.

In October 2009, the FASB issued guidance which amends the scope of existing software revenue recognition accounting. Tangible products containing software components and non-software components that function together to deliver the product's essential functionality would be scoped out of the accounting guidance on software and accounted for based on other appropriate revenue recognition guidance. For the company, this guidance is effective for all new or materially modified arrangements entered into on or after July 1, 2011 with earlier application permitted as of the beginning of a fiscal year. Full retrospective application of the new guidance is optional. This guidance must be adopted in the same period that the company adopts the amended accounting for arrangements with multiple deliverables described in the preceding paragraph. The company is currently assessing its implementation of this new guidance, but does not expect a material impact on the consolidated financial statements.

On October 1, 2009, the company adopted the revised FASB guidance regarding business combinations which was required to be applied to business combinations on a prospective basis. The revised guidance requires that the acquisition method of accounting be applied to a broader set of business combinations, amends the definition of a business combination, provides a definition of a business, requires an acquirer to recognize an acquired business at its fair value at the acquisition date and requires the assets and liabilities assumed in a business combination to be measured and recognized at their fair values as of the acquisition date (with limited exceptions). There was no impact upon adoption and the effects of this guidance will depend on the nature and significance of business combinations occurring after the effective date.

In June 2009, the FASB issued amendments to the accounting rules for variable interest entities (VIEs) and for transfers of financial assets. The new guidance for VIEs eliminates the quantitative approach previously required for determining the primary beneficiary of a variable interest entity and requires ongoing qualitative reassessments of whether an enterprise is the primary beneficiary. In addition, qualifying special purpose entities (QSPEs) are no longer exempt from consolidation under the amended guidance. The amendments also limit the circumstances in which a financial asset, or a portion of a financial asset, should be derecognized when the transferor has not transferred the entire original financial asset to an entity that is not consolidated with the transferor in the financial statements being presented, and/or when the transferor has continuing involvement with the transferred financial asset. The company will adopt these amendments for interim and annual reporting periods beginning on July 1, 2010. The company does

not expect the adoption of these amendments to have a material impact on the consolidated financial statements.

7

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e)) under the Exchange Act) that is designed to ensure that information required to be disclosed by the Company in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Pursuant to Rule 13a-15(b) under the Exchange Act, the Company carried out an evaluation with the participation of the Company's management, the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the nine months ended June 30, 2010. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of December 31, 2010, our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weaknesses described below.

In light of the material weaknesses described below, we performed additional analysis and other post closing procedures to ensure our financial statements were prepared in accordance with generally accepted accounting principles. Accordingly, we believe that the financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

A material weakness is a control deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 5) or combination of control deficiencies, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management has identified the following three material weaknesses which have caused management to conclude that, as of June 30, 2010, our disclosure controls and procedures were not effective, including (i) the number of audit adjustments recorded for the fiscal year ended December 31, 2009 and 2008, (ii) a lack of segregation of duties, and (iii) weaknesses related to document control.

Remediation of Material Weaknesses

To remediate the material weaknesses in our disclosure controls and procedures identified above, we are developing a plan to ensure that all information will be recorded, processed, summarized and reported accurately, and as of the date of this report, we have taken the following steps to address the above-referenced material weaknesses in our internal control over financial reporting:

1. We will continue to educate our management personnel to comply with the disclosure requirements of Securities Exchange Act of 1934 and Regulation S-K; and
2. We will increase management oversight of accounting and reporting functions in the future.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

No changes in the Company's internal control over financial reporting have come to management's attention during the Company's last fiscal quarter that have materially affected, or are likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We may be involved in litigation, negotiation and settlement matters that may occur in our day-to-day operations. Management does not believe the implication of this type of litigation will have a material impact on our consolidated financial statements.

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

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. REMOVED AND RESERVED

N/A.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS

(a) Exhibits

31.1 Certification of Principal Executive Officer Required Under Section 302 of Sarbanes-Oxley Act of 2002

32.1 Certification of Principal Executive Officer Required Under Section 906 of Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

FAR EAST WIND POWER CORP.

Date: February 22, 2011

By: /s/ Xiaobu Liu
Xiaobu Liu
Chief Executive Officer, President
and Chairman of the Board of
Directors
(Principal Executive Officer and
Principal Financial Officer)