NF Energy Saving Corp
Form 10-Q
May 13, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] **Quarterly Report Pursuant to Section 13 Or 15(d) of the Securities Exchange Act of 1934 for the Quarterly Period Ended March 31, 2014**

[ ] **Transition Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934 for the Transition Period from _______ to _______**

Commission File Number: 000-50155

NF Energy Saving Corporation

(Exact name of registrant as specified in its charter)

Delaware	**02-0563302**
(State or Other Jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

Room 3106 Block C, 390 Qingnian Avenue, Heping District

Shenyang, P. R. China 110002

(Address of Principal Executive Offices)

(8624) 25609775

(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. **x**Yes **o** 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). **x**Yes **o** 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.

Large accelerated filer	**o**	Accelerated filer	**o**
Non-accelerated filer	**o**	Smaller reporting company	**x**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) **o**Yes **x** No

As of May 5, 2014, the registrant had 5,659,147 shares of common stock, $0.001 par value, issued and outstanding.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

The discussion contained in this 10-Q under the Securities Exchange Act of 1934, as amended, contains forward-looking statements that involve risks and uncertainties. The issuer's actual results could differ significantly from those discussed herein. These include statements about our expectations, beliefs, intentions or strategies for the future, which we indicate by words or phrases such as "anticipate," "expect," "intend," "plan," "will," "we believe," "the Company believes," "management believes" and similar language, including those set forth in the discussions under "Notes to Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations " as well as those discussed elsewhere in this Form 10-Q. We base our forward-looking statements on information currently available to us, and we assume no obligation to update them. Statements contained in this Form 10-Q that are not historical facts are forward-looking statements that are subject to the "safe harbor" created by the Private Securities Litigation Reform Act of 1995.

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(UNAUDITED)

NF ENERGY SAVING CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

AS OF MARCH 31, 2014 AND DECEMBER 31, 2013

(Currency expressed in United States Dollars ("US$"), except for number of shares)

	March 31, 2014 (Unaudited)	December 31, 2013 (Audited)
ASSETS		
Current assets:		
Cash and cash equivalents	$628,031	$1,020,760
Restricted cash	1,946,661	1,962,709
Accounts receivable, net	5,815,222	5,251,974
Retention receivable, current	596,225	498,095
Inventories	2,976,079	2,647,947
Prepayments and other receivables	1,105,391	1,109,906
Total current assets	13,067,609	12,491,391
Non-current assets:		
Property, plant and equipment, net	14,405,399	14,715,968
Land use rights, net	3,062,904	3,105,027
Construction in progress	12,262,720	12,363,807
TOTAL ASSETS	$42,798,632	$42,676,193
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable, trade	$1,523,892	$1,085,336
Short-term bank borrowings	6,951,204	6,869,480
Note payable, related party	1,500,000	1,500,000
Amount due to a related party	431,682	431,682
Income tax payable	38	554
Other payables and accrued liabilities	828,286	924,516
Total current liabilities	11,235,102	10,811,568
TOTAL LIABILITIES	11,235,102	10,811,568
Commitments and contingencies		
Stockholders' equity:		
	5,619	5,619

Common stock, $0.001 par value; 50,000,000 shares authorized; 5,619,147 shares issued and outstanding as of March 31, 2014 and December 31, 2013, respectively		
Additional paid-in capital	9,697,496	9,697,496
Deferred compensation	(6,787)	(94,052)
Statutory reserve	2,226,878	2,226,878
Accumulated other comprehensive income	4,431,487	4,710,113
Retained earnings	15,208,837	15,318,571
Total stockholders' equity	31,563,530	31,864,625
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$42,798,632	$42,676,193

See accompanying notes to condensed consolidated financial statements.

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NF ENERGY SAVING CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF

OPERATIONS AND COMPREHENSIVE INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

(Currency expressed in United States Dollars ("US$"), except for number of shares)

(Unaudited)

	Three months ended March 31,	
	2014	2013
REVENUE, NET:		
Product	$1,615,111	$881,963
Services	133,815	416,650
Total operating revenues, net	1,748,926	1,298,613
COST OF REVENUES:		
Cost of products	1,235,521	637,123
Cost of services	107,644	250,515
Total cost of revenues	1,343,165	887,638
GROSS PROFIT	405,761	410,975
OPERATING EXPENSES:		
Sales and marketing	17,932	31,576
General and administrative	392,636	281,510
Total operating expenses	410,568	313,086
(LOSS) INCOME FROM OPERATIONS	(4,807)	97,889
Other (expense) income:		
Other income	134	30,258
Interest income	88	1,980
Interest expense	(104,855)	(101,256)
Total other expense	(104,633)	(69,018)
(LOSS) INCOME BEFORE INCOME TAXES	(109,440)	28,871
Income tax expense	(294)	(19,106)
NET (LOSS) INCOME	$(109,734)	$9,765

Other comprehensive income:		
– Foreign currency translation (loss) gain	(278,626)	181,197
COMPREHENSIVE (LOSS) INCOME	$(388,360)	$190,962
Net (loss) income per share:		
– Basic	$(0.02)	$0.00
– Diluted	$(0.02)	$0.00
Weighted average common shares outstanding:		
– Basic	5,619,147	5,378,665
– Diluted	5,619,147	5,378,665

See accompanying notes to condensed consolidated financial statements.

NF ENERGY SAVING CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

(Currency expressed in United States Dollars ("US$"))

(Unaudited)

	Three months ended March 31,	
	2014	2013
(Restated)		
Cash flows from operating activities:		
Net (loss) income	$(109,734)	$9,765
Adjustments to reconcile net income to net cash used in operating activities		
Depreciation and amortization	209,669	201,977
Imputed interest expenses, non-cash	-	9,917
Amortization of deferred compensation	87,265	-
Gain on disposal of plant and equipment	-	(26,290)
Change in operating assets and liabilities:		
Accounts and retention receivable	(713,548)	(713,917)
Inventories	(352,328)	(627,801)
Prepayments and other receivables	(4,220)	101,998
Accounts payable	450,687	444,156
Income tax payable	(515)	19,106
Other payables and accrued liabilities	(92,413)	(180,748)
Net cash used in operating activities	(525,137)	(761,837)
Cash flows from investing activities:		
Purchase of plant and equipment	(1,173)	-
Proceeds from disposal of plant and equipment	-	159,088
Payments on construction in progress	-	(218,960)
Net cash used in investing activities	(1,173)	(59,872)
Cash flows from financing activities:		
Proceeds from short-term bank borrowings	138,892	-
Repayment on short-term bank borrowings	-	(941,802)
Net cash provided by (used in) financing activities	138,892	(941,802)
Effect on exchange rate change on cash and cash equivalents	(5,311)	15,719

NET CHANGE IN CASH AND CASH EQUIVALENTS	(392,729)	(1,747,792)
BEGINNING OF PERIOD	1,020,760	3,071,367
END OF PERIOD	$628,031	$1,323,575
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for income taxes	$809	$87
Cash paid for interest	$82,355	$91,339
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Settlement of convertible promissory notes and interest	$-	$994,836

See accompanying notes to condensed consolidated financial statements.

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NF ENERGY SAVING CORPORATION

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE THREE MONTHS ENDED MARCH 31, 2014

(Currency expressed in United States Dollars ("US$"), except for number of shares)

(Unaudited)

	Common stock							
	No. of shares	Amount	Additional paid-in capital	Deferred compensation	Statutory reserve	Accumulated other comprehensive income	Retained earnings	Total stockholders' equity
Balance as of January 1, 2014	5,619,147	$5,619	$9,697,496	$(94,052)	$2,226,878	$4,710,113	$15,318,571	$31,864,625
Amortization of deferred compensation	-	-	-	87,265	-	-		87,265
Foreign currency translation adjustment	-	-	-	-	-	(278,626)	-	(278,626)
Net loss for the period	-	-	-	-	-	-	(109,734)	(109,734)
Balance as of March 31, 2014	5,619,147	$5,619	$9,697,496	$(6,787)	2,226,878	$4,431,487	$15,208,837	$31,563,530

See accompanying notes to condensed consolidated financial statements.

NF ENERGY SAVING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2014

(Currency expressed in United States Dollars ("US$"), except for number of shares)

(Unaudited)

NOTE - 1 BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared by management in accordance with both accounting principles generally accepted in the United States ("GAAP"), and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Certain information and note disclosures normally included in audited financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

In the opinion of management, the consolidated balance sheet as of December 31, 2013 which has been derived from audited financial statements and these unaudited condensed consolidated financial statements reflect all normal and recurring adjustments considered necessary to state fairly the results for the periods presented. The results for the period ended March 31, 2014 are not necessarily indicative of the results to be expected for the entire fiscal year ending December 31, 2014 or for any future period.

These unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the Management's Discussion and the audited financial statements and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2013.

NOTE - 2 ORGANIZATION AND BUSINESS BACKGROUND

NF Energy Saving Corporation (the "Company" or "NFEC") was incorporated in the State of Delaware in the name of Galli Process, Inc. on October 31, 2000. On February 7, 2002, the Company changed its name to "Global Broadcast Group, Inc." On November 12, 2004, the Company changed its name to "Diagnostic Corporation of America." On March 15, 2007, the Company changed its name to "NF Energy Saving Corporation of America." On August 24, 2009, the Company further changed its name to "NF Energy Saving Corporation."

The Company, through its subsidiaries, mainly engages in the production of heavy industrial components and products such as valves and the provision of technical service and re-engineering projects in the energy saving related industry in the People's Republic of China (the "PRC"). All the customers are located in the PRC.

Description of subsidiaries

Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued/ registered share capital	Effective interest held
Liaoning Nengfa Weiye Energy Technology Co. Ltd ("Nengfa Energy")	The PRC, a limited liability company	Production of a variety of industrial valve components which are widely used in water supply and sewage system, coal and gas fields, power generation stations, petroleum and chemical industries in the PRC	US$3,580,880	100 %
Liaoning Nengfa Weiye Tei Fa Sales Co., Ltd. ("Sales Company")	The PRC, a limited liability company (under deregistration process)	Sales and marketing of valves components and products in the PRC	RMB5,000,000	99 %

NFEC and its subsidiaries are hereinafter referred to as (the "Company").

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NF ENERGY SAVING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2014

(Currency expressed in United States Dollars ("US$"), except for number of shares)

(Unaudited)

NOTE - 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying condensed consolidated financial statements reflect the application of certain significant accounting policies as described in this note and elsewhere in the accompanying condensed consolidated financial statements and notes.

· Use of estimates

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

· Basis of consolidation

The condensed consolidated financial statements include the financial statements of NFEC and its subsidiaries. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

The accounts of Sales Company are consolidated as a wholly-owned subsidiary from its inception to March 31, 2014, in which the Company holds 99%-majority equity interest and has the ability to exercise significant influence over Sales Company. The consolidation of 1% equity interest of Sales Company is not material to the financial position and results of operations for the periods presented.

· Cash and cash equivalents

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

· Accounts receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest, which are due within contractual payment terms, generally 30 to 90 days from shipment. Credit is extended based on evaluation of a customer's financial condition, the customer credit-worthiness and their payment history. Accounts receivable outstanding longer than the contractual payment terms are considered past due. Past due balances over 90 days and over a specified amount are reviewed individually for collectability. At the end of each period, the Company specifically evaluates individual customer’s financial condition, credit history, and the current economic conditions to monitor the progress of the collection of accounts receivables. The Company will consider the allowance for doubtful accounts for any estimated losses resulting from the inability of its customers to make required payments. For the receivables that are past due or not being paid according to payment terms, the appropriate actions are taken to exhaust all means of collection, including seeking legal resolution in a court of law. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its customers.

· Retention receivable

Retention receivable is the amount withheld by a customer based upon 5-10% of the contract value, until a product warranty is expired.

· Inventories

Inventories are stated at the lower of cost or market value (net realizable value), cost being determined on a weighted average method. Costs include material, labor and manufacturing overhead costs. The Company quarterly reviews historical sales activity to determine excess, slow moving items and potentially obsolete items and also evaluates the impact of any anticipated changes in future demand. The Company provides inventory allowances based on excess and obsolete inventories determined principally by customer demand. As of March 31, 2014, the Company did not record an allowance for obsolete inventories, nor have there been any write-offs.

NF ENERGY SAVING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2014

(Currency expressed in United States Dollars ("US$"), except for number of shares)

(Unaudited)

· Construction in progress

Construction in progress is stated at historical cost, which includes acquisition of land use rights, cost of construction, purchases of plant and equipment and other direct costs attributable to the construction of a new manufacturing facility in Yinzhou District Industrial Park, Tieling City, Liaoning Province, the PRC. Construction in progress is not depreciated until such time as the assets are completed and put into operational use. No capitalized interest is incurred during the period of construction.

· Land use rights

All land in the PRC is owned by the PRC government. The government in the PRC, according to the relevant PRC law, may sell the right to use the land for a specified period of time. Thus, the Company's land purchase in the PRC is considered to be leasehold land and is stated at cost less accumulated amortization and any recognized impairment loss. Amortization is provided over the term of the land use right agreement on a straight-line basis, which is 50 years and will expire in 2059.

Amortization expense for the three months ended March 31, 2014 and 2013 was $16,859 and $16,414, respectively. The estimated amortization expense on the land use right in the next five years and thereafter is as follows:

Year ending March 31:	
2015	$66,949
2016	66,949
2017	66,949
2018	66,949
2019	66,949
Thereafter	2,728,159
Total:	$3,062,904

· Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated on the straight-line basis over the following expected useful lives from the date on which they become fully operational and after taking into account their estimated residual values:

	Expected useful life	Residual value	
Building	30 years	5	%
Plant and machinery	10 – 20 years	5	%
Furniture, fixture and equipment	5 – 8 years	5	%

Expenditure for repairs and maintenance is expensed as incurred. When assets have retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the results of operations.

Depreciation expense for the three months ended March 31, 2014 and 2013 was $192,810 and $185,563, respectively.

· Impairment of long-lived assets

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NF ENERGY SAVING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2014

(Currency expressed in United States Dollars (“US$”), except for number of shares)

(Unaudited)

In accordance with the provisions of ASC Topic 360, “*Impairment or Disposal of Long-Lived Assets* ”, all long-lived assets such as property, plant and equipment held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is evaluated by a comparison of the carrying amount of an asset to its estimated future undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amounts of the assets exceed the fair value of the assets. There has been no impairment charge for the three months ended March 31, 2014.

· Revenue recognition

The Company offers a number of products and service to its customers, which are:

1. Sales of energy saving flow control equipment
2. Provision of energy project management and sub-contracting service
3. Provision of energy-saving reconstruction projects

In accordance with the ASC Topic 605, *“Revenue Recognition”*, the Company recognizes revenue when persuasive evidence of an arrangement exists, transfer of title has occurred or services have been rendered, the selling price is fixed or determinable and collectibility is reasonably assured.

(a) Sale of products

The Company derives a majority of its revenues from the sale of energy saving flow control equipment. Generally, these products are manufactured and configured to customer requirements. The Company typically produces and builds the energy saving flow control equipment for customers in a period from 1 to 6 months. When the Company completes the production in accordance with the customer’s specification, the customer is required to inspect the finished products for quality and product specifications, to its full satisfaction, then the Company makes delivery to the customer.

The Company recognizes revenue from the sale of such finished products upon delivery to the customer, whereas the title and risk of loss are fully transferred to the customers. The Company records its revenues, net of value added taxes ("VAT"). The Company is subject to VAT which is levied on the majority of the products at the rate of 17% on the invoiced value of sales. The Company experienced no product returns and recorded no reserve for sales returns for the three months ended March 31, 2014 and 2013.

(b) Service revenue

Service revenue is primarily derived from energy-saving technical services or project management or sub-contracting services that are not an element of an arrangement for the sale of products. These services are generally billed on a time-cost plus basis, for a period of service time from 2 to 3 months. Revenue is recognized, net of business taxes when the service is rendered and accepted by the customer.

(c) Interest income

Interest income is recognized on a time apportionment basis, taking into account the principal amounts outstanding and the interest rates applicable.

· Comprehensive income

ASC Topic 220, *"Comprehensive Income",* establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income as defined includes all changes in equity during a period from non-owner sources. Accumulated other comprehensive income, as presented in the accompanying condensed consolidated statement of stockholders' equity, consists of changes in unrealized gains and losses on foreign currency translation. This comprehensive income is not included in the computation of income tax expense or benefit.

NF ENERGY SAVING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2014

(Currency expressed in United States Dollars ("US$"), except for number of shares)

(Unaudited)

· Income taxes

Income taxes are determined in accordance with the provisions of ASC Topic 740, *"Income Taxes*" ("ASC 740"). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Any effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

For the three months ended March 31, 2014 and 2013, the Company did not have any interest and penalties associated with tax positions. As of March 31, 2014, the Company did not have any significant unrecognized uncertain tax positions.

The Company conducts the majority of its businesses in the PRC and is subject to tax in this jurisdiction. As a result of its business activities, the Company files tax returns that are subject to examination by the foreign tax authority.

· Product warranty

Under the terms of the contracts, the Company offers its customers with a free product warranty on a case-by-case basis, depending upon the type of customers, nature and size of the infrastructure projects. Under such arrangements, a portion of the project contract balance (usually 5% to 10% of contract value) is withheld by a customer from 12 to 24 months, until the product warranty has expired. The Company has not experienced any material returns or claims where it was under obligation to honor this standard warranty provision. As such, no reserve for product warranty has been provided in the result of operations for the three months ended March 31, 2014 and 2013.

· Net income per share

The Company calculates net income per share in accordance with ASC Topic 260, *"Earnings per Share."* Basic income per share is computed by dividing the net income by the weighted-average number of common shares outstanding during the period. Diluted income per share is computed similar to basic income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common stock equivalents had been issued and if the additional common shares were dilutive.

· Foreign currencies translation

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the statement of operations.

NF ENERGY SAVING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2014

(Currency expressed in United States Dollars (“US$”), except for number of shares)

(Unaudited)

The reporting currency of the Company is the United States Dollar ("US$"). The Company's subsidiaries in the PRC maintain their books and records in their local currency, the Renminbi Yuan ("RMB"), which is the functional currency as being the primary currency of the economic environment in which these entities operate.

In general, for consolidation purposes, assets and liabilities of its subsidiaries whose functional currency is not the US$ are translated into US$, in accordance with ASC Topic 830-30, “ *Translation of Financial Statement* ”, using the exchange rate on the balance sheet date. Revenues and expenses are translated at average rates prevailing during the period. The gains and losses resulting from translation of financial statements of foreign subsidiaries are recorded as a separate component of accumulated other comprehensive income within the statement of stockholders’ equity.

Translation of amounts from RMB into US$1 has been made at the following exchange rates for the respective period:

	March 31, 2014	March 31, 2013
Period-end RMB:US$1 exchange rate	6.1644	6.2816
Average period RMB:US$1 exchange rate	6.1199	6.2858

· Related parties

Parties, which can be a corporation or individual, are considered to be related if the Company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operational decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

· Segment reporting

ASC Topic 280, "*Segment Reporting*" establishes standards for reporting information about operating segments on a basis consistent with the Company's internal organization structure as well as information about geographical areas, business segments and major customers in financial statements. The Company operates in two reportable operating segments in the PRC.

· Stock based compensation

The Company accounts for employee and non-employee stock awards under ASC 718, whereby equity instruments issued to employees for services are recorded based on the fair value of the instrument issued and those issued to non-employees are recorded based on the fair value of the consideration received or the fair value of the equity instrument, whichever is more reliably measurable.

· Fair value of financial instruments

The carrying value of the Company's financial instruments (excluding short-term bank borrowing and note payable): cash and cash equivalents, accounts and retention receivable, prepayments and other receivables, accounts payable, income tax payable, amount due to a related party, other payables and accrued liabilities approximate at their fair values because of the short-term nature of these financial instruments.

Management believes, based on the current market prices or interest rates for similar debt instruments, the fair value of short-term bank borrowings and note payable approximate the carrying amount.

The Company also follows the guidance of the ASC Topic 820-10, "*Fair Value Measurements and Disclosures*" ("ASC 820-10"), with respect to financial assets and liabilities that are measured at fair value. ASC 820-10 establishes a three-tier fair value hierarchy that prioritizes the inputs used in measuring fair value as follows:

Level 1 : Inputs are based upon unadjusted quoted prices for identical instruments traded in active markets;

NF ENERGY SAVING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2014

(Currency expressed in United States Dollars ("US$"), except for number of shares)

(Unaudited)

Level 2 : Inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques (e.g. Black-Scholes Option-Pricing model) for which all significant inputs are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs; and

Level 3 : Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques, including option pricing models and discounted cash flow models.

Fair value estimates are made at a specific point in time based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

· Recent accounting pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements are expected to cause a material impact on its financial condition or the results of its operations.

NOTE - 4 ACCOUNTS AND RETENTION RECEIVABLES

	March 31, 2014	December 31, 2013
Accounts receivable, cost	$5,846,922	$5,283,935

Retention receivable, cost	596,225	498,095
	6,443,147	5,782,030
Less: allowance for doubtful accounts	(31,700)	(31,961)
Accounts and retention receivable, net	$6,411,447	$5,750,069

Up to April, 2014, the Company has subsequently recovered from approximately 11% of accounts and retention receivable as of March 31, 2014.

NOTE - 5 CONSTRUCTION IN PROGRESS

In 2008, the Company was approved by the local government to construct a new manufacturing facility for energy-saving products and equipment in Yinzhou District Industrial Park, Tieling City, Liaoning Province, the PRC. It covers an area of 81,561 sq. m acres. Phase I of the project was structurally completed and began its operations in December 2011. Phase II of the project was structurally completed in December 2012, but is not yet fully operational. The completion of the project was postponed in 2013 due to adverse market conditions. As of March 31, 2014, 25% of the smelting equipment was installed, the hoisting equipment was fully installed and the cleaning equipment was in the process of being installed. The Company expects the facility to be fully operational by the end of 2014 based upon the approval of fire security by the local authority.

NOTE - 6 SHORT-TERM BANK BORROWINGS

Short-term bank borrowings consist of the following:

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	March 31, 2014	December 31, 2013
Payable to financial institutions in the PRC:		
Demand bank notes:		
Equivalent to RMB14,850,000 (2012: RMB14,000,000), due June 2014, which is collateralized by its restricted cash and guaranteed by its vendor and bears the handling fee equal to 0.05% of its face value.	$2,408,994	$2,289,827
Short-term borrowings:		
Equivalent to RMB11,000,000 with interest rate at 1.2 times of the Bank of China Benchmark Lending Rate, monthly payable, due April 8, 2014, which is guaranteed by its vendor and secured by land use right	1,784,440	1,799,149
Equivalent to RMB10,000,000 with interest rate at 1.2 times of the Bank of China Benchmark Lending Rate, monthly payable, due April 8, 2014, which is guaranteed by its vendor	1,622,218	1,635,590
Equivalent to RMB7,000,000 with interest rate at 1.2 times of the Bank of China Benchmark Lending Rate, monthly payable, due May 28, 2014, which is guaranteed by its vendor	1,135,552	1,144,914
Total short-term bank borrowings	$6,951,204	$6,869,480

The effective Bank of China Benchmark Lending rate is 6% and 6% per annum for the three months ended March 31, 2014 and 2013.

NOTE - 7 AMOUNT DUE TO A RELATED PARTY

As of March 31, 2014, the amount due to a related party represented temporary advances made by the Company's major stockholder, Pelaris International Ltd, which is controlled by Ms. Li Hua Wang (the Company's CFO) and Mr. Gang Li (the Company's CEO), which was unsecured, interest-free with no fixed repayment term. Imputed interest on this amount is considered insignificant.

NOTE - 8 NOTE PAYABLE, RELATED PARTY

The note due to a related party is unsecured, carries interest at 6% per annum (2013: 2.5% per annum), payable at maturity and due on May 31, 2014. This related party is controlled by Ms. Lihua Wang (the Company's CFO) and Mr. Gang Li (the Company's CEO).

NOTE - 9 OTHER PAYABLES AND ACCRUED LIABILITIES

Other payables and accrued liabilities consisted of the following:

	March 31, 2014	December 31, 2013
Payable to equipment vendors	$98,179	$220,246
Customer deposits	111,759	98,435
Value added tax payable	7,515	71,948
Provision for contingent liability	200,000	200,000
Accrued operating expenses	274,400	258,033
Accrued salary	54,404	46
Other payable	82,029	75,808
	$828,286	$924,516

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NOTE - 10 INCOME TAXES

NFEC is incorporated in the State of Delaware and is subject to the tax laws of United States of America.

As of March 31, 2014,its operations in the United States of America incurred $3,010,006 of cumulative net operating losses which can be carried forward to offset future taxable income. The net operating loss carryforwards begin to expire in 2033, if unutilized. The Company has provided for a full valuation allowance against the deferred tax assets of $1,023,402 on the expected future tax benefits from the net operating loss carryforwards as the management believes it is more likely than not that these assets will not be realized in the future.

The Company’s subsidiaries operating in the PRC are subject to the Corporate Income Tax Law of the People’s Republic of China at a unified income tax rate of 25%. The reconciliation of income tax rate to the effective income tax rate for the three months ended March 31, 2014 and 2013 is as follows:

	Three months ended March 31,	
	2014	2013
Income (loss) before income taxes from PRC operation	$8,391	$(36,931)
Statutory income tax rate	25%	25%
Income tax expense at statutory rate	2,098	(9,233)
Effect from non-deductible items	(1,804)	28,339
Income tax expense	$294	$19,106

NOTE - 11 STOCKHOLDERS’ EQUITY

For the three months ended March 31, 2014, the Company recorded $87,265 amortization of deferred compensation over its service period. As of March 31, 2014, the deferred compensation was $6,787 to be amortized over its service period.

As of March 31, 2014, the Company had a total of 5,619,147 shares of its common stock issued and outstanding.

NOTE - 12 SEGMENT INFORMATION

· Segment reporting

The Company's business units have been aggregated into two reportable segments, as defined by ASC Topic 280:

· Heavy manufacturing business – production of valves components and the provision of valve improvement and engineering services;

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- Energy-saving related business – production of wind-energy equipment, provision of energy-saving related re-engineering and technical services and long-term construction project.

The Company operates these business segments in the PRC and all of the identifiable assets of the Company are located in the PRC during the periods presented.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies (see Note 3). The Company had no inter-segment sales for the three months ended March 31, 2014 and 2013. The Company's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. Summarized financial information concerning the Company's reportable segments is shown in the following table for the three months ended March 31, 2014 and 2013:

	Three months ended March 31, 2014		
	Heavy manufacturing business	Energy-saving related business	Total
Operating revenues, net:			
- Products	$1,615,111	$ -	$1,615,111
- Services	133,815	-	133,815
Total operating revenues	1,748,926	-	1,748,926
Cost of revenues	(1,343,165)	-	(1,343,165)
Gross profit	405,761	-	405,761
Depreciation and amortization	209,669	-	209,669
Total assets	42,798,632	-	42,798,632
Expenditure for long-lived assets	$1,173	$ -	$1,173

Three months ended March 31, 2013

	Heavy manufacturing business	Energy-saving related business	Total
Operating revenues, net:			
- Products	$881,963	$ -	$881,963
- Services	416,650	-	416,650
Total operating revenues	1,298,613	-	1,298,613
Cost of revenues	(887,638)	-	(887,638)
Gross profit	410,975	-	410,975
Depreciation and amortization	201,977	-	201,977
Total assets	42,355,222	-	42,355,222
Expenditure for long-lived assets	$218,960	$ -	$218,960

All long-lived assets are located in the PRC.

NOTE - 13 CONCENTRATIONS OF RISK

The Company is exposed to the following concentrations of risk:

(a) Major customers

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For the three months ended March 31, 2014, one customer represented more than 10% of the Company's revenues. This customer (Customer A) accounted for 80% of the Company's revenues amounting to $1,397,117, with $4,243,879 of accounts receivable.

For the three months ended March 31, 2013, the customers who accounted for 10% or more of the Company's revenues and its outstanding balances as at period-end dates, are presented as follows:

	Three months ended March 31, 2013				March 31, 2013
Customers	Revenues	Percentage of revenues			Accounts and retention receivable
Customer A	$720,050	55	%		$4,592,214
Customer D	167,114	13	%		116,189
Customer E	150,488	12	%		6,474
Customer F	129,426	10	%		-
Total:	$1,167,078	90	%	Total:	$ 4,714,877

All customers are located in the PRC.

(b) Major vendors

For the three months ended March 31, 2014 and 2013, the vendor who accounts for 10% or more of the Company's purchases and its outstanding balances as at period-end dates, are presented as follows:

	Three months ended March 31, 2014				March 31, 2014
Vendors	Purchases	Percentage of purchases			Accounts payable
Vendor E	$210,905	15	%		$122,521
Vendor C	144,521	10	%		-
Vendor F	136,775	10	%		23,889
Total:	$492,201	35	%	Total:	$146,410

	Three months ended March 31, 2013				March 31, 2013
Vendors	Purchases	Percentage of purchases			Accounts payable
Vendor C	$292,879	28	%		$356,739
Vendor D	103,014	10	%		70,842
Total:	$395,893	38	%	Total:	$427,581

All vendors are located in the PRC.

(c) Credit risk

Financial instruments that are potentially subject to credit risk consist principally of trade receivables. The Company believes the concentration of credit risk in its trade receivables is substantially mitigated by its ongoing credit evaluation process and relatively short collection terms. The Company does not generally require collateral from customers. The Company evaluates the need for an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends and other information.

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(d) Interest rate risk

As the Company has no significant interest-bearing assets, the Company's income and operating cash flows are substantially independent of changes in market interest rates.

The Company's interest-rate risk arises from borrowing under notes and bank borrowings. The Company manages interest rate risk by varying the issuance and maturity dates variable rate debt, limiting the amount of variable rate debt, and continually monitoring the effects of market changes in interest rates. As of March 31, 2014, borrowings under related party notes were at fixed rates and short-term bank borrowings were at variable rates.

(e) Exchange rate risk

The reporting currency of the Company is US$, to date the majority of the revenues and costs are denominated in RMB and a significant portion of the assets and liabilities are denominated in RMB. As a result, the Company is exposed to foreign exchange risk as its revenues and results of operations may be affected by fluctuations in the exchange rate between US$ and RMB. If RMB depreciates against US$, the value of RMB revenues and assets as expressed in US$ financial statements will decline. The Company does not hold any derivative or other financial instruments that expose to substantial market risk.

(f) Economic and political risks

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

The Company's operations in the PRC are subject to special 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 environment and foreign currency exchange. The Company's results may be adversely affected by changes in the political and social conditions in the PRC, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion, remittances abroad, and rates and methods of taxation.

NOTE - 14 COMMITMENTS AND CONTINGENCIES

(a) Legal proceedings

Robert E. Dawley v. NF Energy Corp. of America, M.D. Fla. Case no. 6:10-cv-0115-Orl-22DAB. Robert Dawley commenced this action in the United States District Court for the Middle District of Florida against the Company, Mr. Gang Li and counsel on October 1, 2010. The allegations in this action were identical to those that Dawley raised in a prior proceeding in which the United States Court of Appeals for the Eleventh Circuit entered judgment against him and in favor of the Company.

The District Court, upon motion by the Defendants, dismissed all of Dawley's claims in this second action with prejudice. That dismissal has been affirmed by the 11th Circuit Court of Appeal. Judgment has been entered in favor of the Defendants on all of Dawley's claims. Dawley attempted to petition for Writ of Certiorari with the United States Supreme Court. However, the Supreme Court has apparently rejected the petition.

The Company is considering the written-back of accrued liability of $200,000 during the year ending December 31, 2014.

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NOTE - 15 SUBSEQUENT EVENTS

The Company evaluated subsequent events through the date the financial statements were issued and filed with this Form 10-Q. There were no subsequent events that required recognition or disclosure.

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

As used herein the terms "we", "us", "our," the “Registrant,” “NFEC” and the "Company" means, NF Energy Saving Corporation, a Delaware corporation, formerly known as NF Energy Saving Corporation of America, Diagnostic Corporation of America, Global Broadcast Group, Inc., and Galli Process, Inc. These terms also refer to our subsidiary corporations, Liaoning Nengfa Weiye Energy Technology Corporation Ltd. (“Nengfa Energy”), formerly known as Liaoning Nengfa Weiye Pipe Network Construction and Operation Co. Ltd. (“Neng Fa”), a corporation organized and existing under the laws of the Peoples’ Republic of China, which was acquired in November 2006, and Liaoning Nengfa Weiye Tie Fa Sales Co. Ltd. (“Sales Company”), a limited liability corporation organized and existing under the laws of the Peoples’ Republic of China, which was established in September 2007.

NF Energy Saving Corporation was incorporated under the laws of the State of Delaware in the name of Galli Process, Inc. on October 31, 2000 for the purpose of seeking and consummating a merger or acquisition with a business entity organized as a private corporation, partnership, or sole proprietorship. On December 31, 2001, Galli Process, Inc. became a majority owned subsidiary of City View TV, Inc., a Florida corporation (“City View”). On February 7, 2002, Galli Process, Inc. changed its name to Global Broadcast Group, Inc. On March 1, 2002, City View merged into Global Broadcast Group, Inc., which was the surviving entity. On November 12, 2004, the Company changed its name to Diagnostic Corporation of America. On March 15, 2007, we changed our name to NF Energy Saving Corporation of America, and on August 24, 2009, the Company further changed its name to NF Energy Saving Corporation, in both instances to more accurately reflect our business after a stock exchange transaction with Neng Fa. Our principal place of business is Room 3106, Tower C, 390 Qingnian Avenue, Heping District, Shenyang, P. R. China 110015. Our telephone number is (8624) 8563-1159.

On November 15, 2006, we executed a Plan of Exchange ("Plan of Exchange"), among the Company, Neng Fa, the shareholders of Neng Fa (the "Neng Fa Shareholders") and Gang Li, our Chairman and Chief Executive Officer ("Mr. Li").

Pursuant to and at the closing of the Plan of Exchange, which occurred on November 30, 2006, we issued to the Neng Fa Shareholders 12,000,000 shares of our common stock, or 89.4% of our then outstanding common stock, in exchange for all of the shares of capital stock of Neng Fa owned by the Neng Fa Shareholders. Immediately upon the closing, Neng Fa became our 100% owned subsidiary, and the Company ceased all of its other operations and adopted and implemented the business plan of Neng Fa.

Nengfa Energy’s area of business includes research and development, processing, manufacturing, marketing and distribution of energy saving flow control equipment; manufacturing, marketing and distribution of energy equipment, wind power equipment and fittings; energy saving technical reconstruction; and energy saving technology consulting services, providing comprehensive solutions for energy-saving emission reduction. The Sales Company, which is a subsidiary of Nengfa Energy, is 99% owned by Nengfa Energy. The Sales Company engages in the sales and marketing of flow control equipment and products in the PRC.

On August 26, 2009, the Company completed a 3 for 1 reverse stock split. The total number of then outstanding shares of common stock changed from 39,872,704 pre-split to 13,291,387 post-split.

On September 15, 2010, the Company completed a 2.5 for 1 reverse share split of its common stock, the total number of outstanding shares of common stock changed from 13,315,486 pre-split to 5,326,501 post-split.

On October 4, 2010 our common stock commenced trading on the Nasdaq Global Market. On March 7, 2012, upon approval by Nasdaq , our common stock transferred from the Nasdaq Global Market to the Nasdaq Capital Market , Our common stock trades on the Nasdaq Stock Market under the ticker symbol “NFEC”.

Nengfa Energy is dedicated to energy efficiency enhancement in two fields: (1) manufacturing large diameter energy efficient intelligent flow control systems for thermal and nuclear power generation plants, major national and regional water supply projects and municipal water, gas and heat supply pipeline networks; and (2) energy saving technology consulting, optimization design services, energy saving reconstruction of pipeline networks and contractual energy management services for China’s electric power, petrochemical, coal, metallurgy, construction, and municipal infrastructure industries.

Nengfa Energy has received many awards and honors from China's regulators, professional associations and renowned international organizations, including the ISO 9001:20000 certification from Det Norske Veritas Management System, the Liaoning Provincial Government's Award of Innovative Enterprise with Best Investment Return Potentials, the Special Industrial Contribution Award of the ESCO Committee of China Energy Conservation Association, and the Grade A Tax Payer Enterprise Award by the Liaoning State Local Tax Administration and the “Contract-abiding and credit enterprise” Award by the Liaoning State Local administrative bureau for industry and commerce. NFEC was awarded of “Hi-tech enterprise” by Liaoning Technology bureau in 2013.

Nengfa Energy enjoys a reputation as a leader and dedicated energy saving company in China for over 15 years. Its professional capacity as a provider of energy services is officially certified by China’s National Development and Reform Commission (NDRC). It has been a corporate member on the Board of the ESCO Committee of China Energy Conservation Association and a founding member of China Standardization and Technical Consortium for Energy Conservation and Emission.

As a certified energy service provider, Nengfa Energy is entitled to various tax breaks and energy saving awards created by Chinese governments at national, provincial and local levels. The major tax incentive by the central government includes a two-year corporate income tax exemption plus a three-year reduction of corporation income tax for all energy performance based, profit sharing energy service projects. The government policy also incentivizes Nengfa Energy's clients with tax refunds on goods and properties of the energy saving projects when Nengfa Energy transfers to them at the end of energy service contracts.

The current principal development focus of Nengfa Energy is to complete the on-going construction project of the new manufacturing facility which will triple the Company's capacity to produce large intelligent flow control systems and to provide our Company with more advanced technology to supply high quality energy efficient and safety reliant products for high end markets such as nuclear power plants and super critical power generation plants.

Our corporate goal is to maintain our established position as a leading provider of energy efficiency flow control systems, a cutting edge innovator with clean energy and energy efficiency technologies, and a total energy efficiency solution and service provider dedicated to maximum returns to our investors, partners, clients and the environment.

Our products and services include the manufacturing and sales of energy-saving flow control equipment, energy saving technology consulting, optimization design services, energy saving reconstruction of pipeline networks and contractual energy management services for China's electric power, water power, petrochemical, coal, metallurgy, construction, and municipal infrastructure development industries.

Examples of contracts entered into by the Company or its subsidiaries are:

- In 2007, Nengfa Energy received contracts for our products and services to be used in three sections of the Middle Section-Jingshi Section of the national project to redirect the water from China's southern rivers to the north of the country. This phase of the project was completed and passed inspection in 2008.
- In 2008, the Company received flow control equipment contracts from seven cities in Liaoning Province for their water supply systems.

- In 2009, the Company was awarded several flow control equipment supply contracts, including one for the Xijiang diversion project of Guandong Province, and one for Phase 1 of Guangdong Yuedian Huilai Power Plant.

- In 2010, the Company received contracts for our products and services to be used in over 50 companies, including Chongqing Water Turbine Company, Chongqing Fangneng Electricity Power Company, Zhejiang Zheneng Jiahua Electricity Power Co. Ltd, and Shaoxing Binhai Thermal Power Company, and a project contract with Fuxin County in Inner Mongolian.
- In 2011, the Company received contracts from Beijing South to North Water Diversion Operation and Management Center, Jiangsu Changshu Power Generation Co. Ltd., Indian RODA Supercritical Power Station, Indian KAWAI Supercritical Power Station, Zhejiang Zhe Neng Zhong Mei Zhoushan Coal Industry and Electricity Power Co. Ltd., Shenzhen Qinglin Jing Water Diversion Project, Chongqing Yun Neng Power Generation Co. Ltd., and Shenyang Mining Machinery Co. Ltd.
- In 2012, the Company received contracts from Beijing South to North Water Diversion Operation and Management Center, Shanxi Kegong Longsheng technology Ltd, Huaihu Coal Ltd, Chongqing Water-Turbine Ltd, Shenergy Company Limited, Shanghai Qingcaosha City-Environment Project (South Branch Project), Luanhe Power station of China Guodian Corporation ,Qiangui power Ltd , Guizhou Province, Guihang Nenghuan refrigeration engineering Ltd, Shanghai City , Electric power construction corporation (Zambia’s project) , Shandong Province;Lu Electric International Trading corporation, and Shandong Province (Philippines project).
- In 2013, the Company received contracts from Zheneng Zhenhai gas thermal power Ltd; Chongqing water turbine factory Ltd; Chongqing Wanliu power Ltd ; Dalian Petrochemical Company of Petro of China ; China National Electric Power Engineering Ltd ; Xinyu iron and steel Ltd; Shandong Electric Power Corporation; Jiajie gas-fired cogeneration branch of Shanxi new energy industry group; and the Amedyan Power Ltd of State Grid; Chuangshi Energy Ltd, Beijing; Peiling Water-resource Development Ltd, Chongqing; Iron and Steel Ltd, Maanshan; Oilfield Construction Group Ltd, Daqing ; Harbin Air-condition Ltd; China resources power (haifeng) Ltd.
- In 2014, the Company received contracts from North-West water supply Ltd, Liaoning; Long Sheng Jing Ying environmental protection technology Ltd Beijing.

FORWARD LOOKING STATEMENTS

Certain statements in this report, including statements of our expectations, intentions, plans and beliefs, including those contained in or implied by "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Notes to Consolidated Financial Statements, are "forward-looking statements", within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are subject to certain events, risks and uncertainties that may be outside our control. The words “believe”, “expect”, “anticipate”, “optimistic”, “intend”, “will”, and similar expressions identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update or revise any forward-looking statements. These forward-looking statements include statements of management's plans and objectives for our future operations and statements of future economic performance, information regarding our expansion and possible results from expansion, our expected growth, our capital budget and future capital requirements, the availability of funds and our ability to meet future capital needs, the realization of our deferred tax assets, and the assumptions described in this report underlying such forward-looking statements. Actual results and developments could differ materially from those expressed in or implied by such statements due to a number of factors, including, without limitation, those described in the context of such forward-looking statements, our expansion and acquisition strategy, our ability to achieve operating efficiencies, industry pricing and technology trends, evolving industry standards, general economic and business conditions, the strength and financial resources of our competitors, our ability to find and retain skilled personnel, the political and economic climate in which we conduct operations and the risk factors described from time to time in our other documents and reports filed with the Securities and Exchange Commission (the "Commission"). Additional factors that could cause actual results to differ materially from the forward-looking statements include, but are not limited to: 1) our ability to successfully develop, manufacture and deliver our products on a timely basis and in compliance with our contract terms; 2) our ability to compete effectively with other companies in our industry segments; 3) our ability to raise capital or generate sufficient working capital in order to effectuate our business plan; 4) our ability to retain our key executives; and 5) our ability to win and perform significant construction and infrastructure projects.

CRITICAL ACCOUNTING POLICIES

An appreciation of our critical accounting policies is necessary to understand our financial results. These policies may require management to make difficult and subjective judgments regarding uncertainties, and as a result, such estimates may significantly impact our financial results. The precision of these estimates and the likelihood of future changes depend on a number of underlying variables and a range of possible outcomes. We applied our critical accounting policies and estimation methods consistently in all periods presented.

Revenue Recognition

In accordance with the ASC Topic 605, “Revenue Recognition”, the Company recognizes revenue when persuasive evidence of an arrangement exists, transfer of title has occurred or services have been rendered, the selling price is fixed or determinable and collectability is reasonably assured.

The Company’s revenue is principally derived from three primary sources: Sales of energy saving flow control equipment, provision of energy project management and sub-contracting services, and provision of energy-saving reconstruction projects.

(a) Sale of products

The Company derives a majority of its revenues from the sale of energy saving flow control equipment. Generally, the energy saving flow control equipment is manufactured and configured to customer requirements. The Company typically produces the energy saving flow control equipment for customers over a period from one to six months. When the Company completes production in accordance with the customer’s specification, the customer is required to inspect the finished products at the Company’s plant to approve quality and conformity and make final acceptance. Once the product is accepted by the customer, the Company undertakes delivery to the customer, usually within a month.

The Company recognizes revenue from the sale of such finished products upon delivery to the customers, when the title and risk of loss are fully transferred to the customers. The Company records its revenues, net of value added taxes (“VAT”). The VAT rate is 17%.

(b) Service revenue

Service revenue is derived from energy-saving technical services, project management or sub-contracting services. These services are generally billed on a time-cost plus basis, for the period of service provided, which is generally from two to nine months. Revenue is recognized when the service is rendered and accepted by the customer.

(c) Interest income

Interest income is recognized on a time apportionment basis, taking into account the principal amounts outstanding and the interest rates applicable.

Accounts Receivable

Accounts receivable are recorded at the invoiced amount, do not bear interest and are due within the contractual payment terms, generally 30 to 90 days from shipment. Credit is extended based on evaluation of a customer's financial condition, the customer's credit-worthiness and their payment history. Accounts receivable outstanding longer than the contractual payment terms are considered past due. Past due balances over 90 days and over a specified amount are reviewed individually for collectability. At the end of each period, the Company specifically evaluates each individual customer's financial condition, credit history, and the current economic conditions to monitor the progress of the collection of accounts receivable. The Company will consider an allowance for doubtful accounts for any estimated losses resulting from the inability of its customers to make required payments. For the receivables that are past due or not being paid according to payment terms, the appropriate actions are taken to exhaust all means of collection, including seeking legal resolution in a court of law. Account balances are charged off against the allowance after all means of collection has been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its customers.

For most of our contracts, our customers are generally large or stated-owned construction contractors or developers mainly engaged in government-sponsored infrastructure projects such as large hydraulic/aqua-engineering projects, power plants and urban sewage network projects in the PRC. Usually, these infrastructure projects are undertaken in a number of phrases over a certain period of time. Our flow control equipment components are generally considered as major or significant components in the development phase of these infrastructure projects. As is standard in our industry practice, we are paid by these contractors and/or developers when they have been paid by the local government or state-owned enterprises after the full inspection of each milestone during each construction phrase. Given that the construction of these infrastructure projects are very large, complex, and requires a high of quality level at completion, the inspection process may take a considerable amount of time. Therefore, we may not collect the accounts receivable in a timely manner or only after a period longer than our agreed payment terms.

We have a high level of assurance on the recoverability of these accounts receivable, based on our ongoing assessment of customers' credit-worthiness and their payment history. These customers are usually large state-owned corporations with good credit ratings. At the end of each period, we specifically evaluate the structure and collectability of accounts receivable and for receivables that are past due or not being paid according to the payment terms, we take appropriate action to exhaust all means of collection, including seeking legal resolution in a court of law. For customers with large amounts of accounts receivable, we may take other steps, such as limiting sales and changing payment terms and requesting forms of security. We will consider an adjustment to the allowance for doubtful accounts for any estimated losses resulting from the inability of our customers to make required payments.

Account balances are charged off against the allowance for doubtful accounts after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance sheet credit exposure related to its customers.

Product Warranties

Under the terms of its contracts, the Company offers a free 12 to 24 months of product warranty on a case-by–case basis, depending upon the type of customer, and the nature and size of the infrastructure project. Under such arrangements, a portion of the project contract balance (usually 5-10% of contract value) is withheld by a customer from 12 to 24 months, until the product warranty has expired. The Company has not experienced any material returns under this warranty provision.

Inventories

Inventories are stated at the lower of cost or market (net realizable value), with the cost being determined on a weighted average method. Costs include material, labor and manufacturing overhead costs. Quarterly, the Company reviews historical sales activity to determine excess, slow moving items and potentially obsolete items and also evaluates the impact of any anticipated changes in future demand. The Company provides inventory allowances based on excess and obsolete inventories determined principally by customer demand.

Plant and Equipment

Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated on the straight-line basis over the following expected useful lives from the date on which they become fully operational and after taking into account their estimated residual values:

	Expected useful life	Residual value	
Building	30 years	5	%
Plant and machinery	10-20 years	5	%
Furniture, fixture and equipment	5-8 years	5	%

Expenditure for repairs and maintenance is expensed as incurred. When assets have been retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the results of operations.

Land Use Rights

All land in the PRC is owned by the PRC government. The government in the PRC, according to the relevant PRC law, may sell the right to use the land for a specified period of time. Thus, the Company’s land purchase in the PRC is considered to be leasehold land and is stated at cost less accumulated amortization and any recognized impairment loss. Amortization is provided over the term of the land use right agreement on a straight-line basis, which is 50 years and will expire in 2059.

Income Taxes

Income taxes are determined in accordance with the provisions of ASC Topic 740, *“Income Taxes* ” (“ASC 740”). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Any effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

Foreign Currencies Translation

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the condensed consolidated statement of operations.

The reporting currency of the Company is the United States dollar ("US$"). The Company's subsidiaries in the PRC, Nengfa Energy and Sales Company maintain their books and records in the local currency of the PRC, the Renminbi ("RMB"), which is the primary currency of the economic environment in which these entities operate.

In general, for consolidation purposes, assets and liabilities of its subsidiaries whose functional currency is not the US$ are translated into US$, in accordance with ASC Topic 830-30, "*Translation of Financial Statement*", using the exchange rate on the balance sheet date. Revenues and expenses are translated at average rates prevailing during the period. The gains and losses resulting from translation of financial statements of foreign subsidiaries are recorded as a separate component of accumulated other comprehensive income within the statement of stockholders' equity.

Translation of amounts from RMB into US$ has been made at the following exchange rates for the respective period:

	March 31, 2014	March 31, 2013
Period-end RMB:US$1 exchange rate	6.1644	6.2816
Average period RMB:US$1 exchange rate	6.1199	6.2858

RESULTS OF OPERATIONS

FOR THE THREE MONTHS ENDED March 31, 2014 AND 2013

REVENUES

Total revenues were $1,748,926 for the three months ended March 31, 2014, as compared to $1,298,613 for the corresponding period in 2013. Total revenues increased by $450,313, a 34.68%. Increase in total revenue was due to the increase in product revenue.

Product Revenues

Product revenues are derived principally from the sale of self-manufactured products relating to energy- saving flow control equipment. Product revenues were $1,615,111, or 92.35% of total revenues, for the three months ended March 31, 2014, as compared to $881,963, or 67.92% of total revenues, for the corresponding period in 2013. Product revenues increased by $733,148, as 83.13% compared to the three months ended March 31, 2013. The increase in product revenue was primarily due to the increase in production capacity that allowed more products to be delivered to the customers timely thus increasing the product revenue.

Service Revenues

Service revenues are derived principally from energy-saving technical services and product collaboration processing services. Service revenues were $133,815, or 7.65% of total revenues for the three months ended March 31, 2014, as compared to $416,650, or 32.08% of total revenues for the corresponding period in 2013. Service revenues decreased by $282,835, or a 67.88% decrease over the same period in 2013. The decrease in service revenue was primarily due to the decrease process contact relating to the exported casting.

COSTS AND EXPENSES

Cost of Revenues

Cost of revenues consists primarily of material costs, direct labor, depreciation and manufacturing overhead, which are directly attributable to the manufacturing of products and the rendering of services. Total cost of revenues was $1,343,165 for the three months ended March 31, 2014, as compared to $887,638 for the corresponding three months in 2013, an increase of $455,527, or approximately 51.32%. The increase in cost of revenues was primarily due to the increase in product revenues.

The overall gross profit for the Company was $405,761 (23.20% margin) for the three months ended March 31, 2014, as compared to $410,975 (31.65% margin) for the corresponding three months in 2013, a decrease of $5,214,or 1.27%, compared to the corresponding period in 2013. The decrease of margin was due to higher production costs, such as fuel and electric power, for the products which was produced last winter. However, we believe this increase in only temporary and production costs will be back to normal in next quarter.

Cost of Products

Total cost of products was $1,235,521 for the three months ended March 31, 2014, as compared to $637,123 for the corresponding period in 2013, a increase of $595,398, or approximately 93.92%. This increase is primarily due to the increase of product revenues which led to increase of the corresponding cost of products.

The gross profit for products was $379,590 (23.50% margin) for the three months ended March 31, 2014, as compared to $244,840 (27.76% margin) for the corresponding three months in 2013, an increase of $134,750 (55.04%). This increase is primarily due to the increase in product revenue.

Cost of Services

The cost of services was $ 107,644 for the three months ended March 31, 2014, as compared to $ 250,515 for the corresponding period in 2013, a decrease of $ 142,871 or approximately 57.03%. This decrease is primarily due to the decrease in service revenue.

The gross profit for services was $26,171 (19.56% margin) for the three months ended March 31, 2014, as compared to $166,135 (39.87% margin) for the corresponding period in 2013. The decrease of the gross profit for services was due primarily to the decrease in service revenue.

Cost of Projects

There was no project revenue for the three months ended March 31, 2014 or March 31, 2013, therefore there was no cost of projects recognized during these periods.

Operating Expenses

Total operating expenses were $410,568 for the three months ended March 31, 2014, as compared to $313,086 for the corresponding period in 2013, an increase of $97,482, or approximately 31.14%. The increase of operating expenses is primarily due to the increase in both research and development of new products and Press Release expense.

Selling and Marketing Expenses

The selling and marketing expenses were $17,932 for the three months ended March 31, 2014, as compared to $31,576 for the corresponding period in 2013, a decrease of $13,644, or 43.21%. This decrease is primarily due to the decrease of marketing expenses related to expanding into new markets.

General and Administrative Expenses

General and administrative expenses were $392,636 for the three months ended March 31, 2014, as compared to $281,510 for the corresponding period in 2013, an increase of $111,126. The increase of general and administrative expenses is primarily due to the increase in both research and development of new products and Press Release expense.

(LOSS) INCOME FROM OPERATIONS

As a result of the factors mentioned above, loss from operations was $4,807 for the three months ended March 31, 2014, as compared to income from operations of $97,889 for the corresponding three months period in 2013, an absolute decrease of $102,696, or approximately 104.91%. This decrease is primarily due to the $97,482 increase in operating expenses over the prior period.

Other (Expenses) Income

Other expense for the three months ended March 31, 2014 was $104,633, as compared to $69,018 for the corresponding period in 2013, an increase of $35,615. This increase is primarily due to a decrease in other income and the increase in interest expense. As a result, loss before income taxes was $109,440 for the three months ended March 31, 2014.

Income Tax Expense

For the three months ended March 31, 2014, income tax expense was $294, as compared to $19,106 for the same period in 2013, a decrease of $18,812, or 98.46%. This decrease was primarily due to the decrease of income before income tax.

As of March 31, 2014, the Company’s operations in the United States of America resulted in $3,010,006 of cumulative net operating losses, which can be carried forward to offset future taxable income. The net operating loss carry forward will begin to expire in 2033, if not utilized. The Company has provided for a valuation allowance against the deferred tax assets of $1,023,402 on the expected future tax benefits from the net operating loss carry forward as management believes it is more likely than not that these assets will not be realized in the future.

The Company’s effective income tax rate for the three months ended March 31, 2014 was 25%.

Net income

As a result of the factors mentioned above, the Company incurred a net loss for the three months ended March 31, 2014 of $109,734, as compared to net income of $9,765 for the corresponding three months period in 2013, an absolute of $119,499.This decrease is primarily due to the increases in operating expenses and other expense.

LIQUIDITY AND CAPITAL RESOURCES

Operating activities

For the three months ended March 31, 2014, net cash used in operating activities was $525,137. This was attributable primarily to net loss of $109,734, adjusted by non-cash items of depreciation and amortization of $209,669**,** amortization of deferred compensation of $87,265**,** an increase in accounts and retention receivable by $713,548, an increase in inventories by $352,328, an increase in prepayment and other receivable by $4.220, an increase in the accounts payable by $450,687, a decrease in income tax payable of $515, and a decrease in other payables and accrued liabilities by $92,413.

We have followed ASC 230-10-45-28 and choose to provide information about major classes of cash flow items by the indirect method. In the statement of cash flows, we have reported the same amount for net cash flow from operating activities indirectly by adjusting net income to reconcile it to net cash flow from operating activities. The reconciliation has separately reported all major classes of reconciling items, for example, changes during the period in accounts receivables pertaining to operating activities, in inventory, and in payables pertaining to operating activities.

As of March 31, 2014, the increase of inventories was primarily derived from market fluctuation and delay in construction of some projects such that the product could not be delivered to the customers. It is anticipated that the inventories will be delivered prior to July, 2014.

As of March 31, 2014, accounts and retention receivable was $6,443,147, 88% and 12% of the product revenue and service revenue, respectively.

The Company is highly aware the risk of default, and as a result, we actively monitor accounts receivable with aging above 1 year and those that account for about 17% of the total accounts receivable, thus there is no significant credit risk. The Company will consider an allowance for doubtful accounts for any estimated losses resulting from the inability of its customers to make required payments. The Company’s accounts and retention receivable aging was as follows:

Items	Total	1-90 days	91-180 days	181-365 days	Above 365 days
Product	5,649,838	1,752,963	1,119,038	1,554,173	1,223,664

Service	793,309	32,250	48,266	57,951	654,842
Total	6,443,147	1,785,213	1,167,304	1,612,124	1,878,506
Less: retention	596,225	169,278	156,492	106,295	164,160
Less: allowance for doubtful accounts	31,700	-	-	-	31,700
Accounts receivable, net	5,815,222	1,615,935	1,010,812	1,505,829	1,682,646

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Most of our customers make payments in accordance with the agreed payment terms in a timely manner. In rare cases, we may offer extended payment terms to certain customers for equipment sales. These customers are usually large state-owned corporations with good credit ratings. At the end of each period, we evaluate the structure and collectability of accounts receivable and for those receivables that are past due or not being paid according to the payment terms. The Company takes appropriate actions to exhaust all means of collection, including seeking legal resolution in a court of law, for our collection efforts. Meanwhile, the Company also adopted strict sales polices according to the signed contracts. The Company evaluated the existing customers and potential customers; as well as reducing their credit in the sales and raising the quality of contracts and controls on the doubtful accounts. In 2014, the Company will continue to enhance collection of accounts receivable and adopts the method of settlement derived from the renewed contracts as well as managing the risk of collection.

As of March 31, 2014, the accounts receivable of three customers with aging above 365 days are expected to be collected by the end of September 2014. The Collecting time indicated below:

Customer	AR with aging above 365 days	To be collected amount by June 2014	To be collected amount by September 2014
Customer “B”	139,176	70,000	69,176
Customer “C”	500,113	50,000	450,113
Customer “G”	229,540	64,000	165,540

We offer a free 12 to 24 months of product warranty on a case-by-case basis, depending upon the type of customers, nature and size of the infrastructure projects. Under such arrangements, a portion of the project contract balance (usually 5-10% of contract value) is withheld by a customer from 12 to 24 months, until the product warranty has expired.

Investing activities

For the three months ended March 31, 2014, net cash used in investing activities was $1,173 which was primarily used in the construction of Phase II in the new facility.

In 2008, the Company was approved by the local government to construct a new manufacturing facility for energy-saving products and equipment in Yinzhou District Industrial Park, Tieling City, Liaoning Province, the PRC. It covers an area of 81,561 sq. m acres. Phase I of the project was structurally completed and began its operations in December 2011. Phase II of the project was structurally completed in December 2012, but is not yet fully operational. The completion of the project was postponed in 2013 due to adverse market conditions. As of March 31, 2014, the smelting equipment was completely delivered , the accessory equipment was still to be delivered, 10 out of 15 of the hoisting equipment was completely installed, the cleaning equipment is in the process of installed and will be fully operational by the end of May, 2014. To updated, $1.01 million of total investment was finalized. The remaining equipment will be delivered according to the actual demand.

Financing activities

For the three months ended March 31, 2014, the net financing cash inflow was $138,892 which was due to the proceeds from short-term bank borrowings of $138,892.

INFLATION

We believe that the relatively moderate rate of inflation over the past few years has not had a significant impact on our results of operations.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any material off-balance sheet arrangements.

IMPACT OF RECENTLY ISSUED NEW ACCOUNTING STANDARDS

We do not expect adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not Applicable.

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Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

We conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act), under the supervision of and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer. Based on that evaluation and the identification of a material weakness in internal control over financial reporting described below, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures, as of March 31, 2014, and during the period prior were not effective.

Internal control over financial reporting is defined in Rule 13a-15(f) under the Exchange Act as a process designed by, or under the supervision of, the company's principal executive officer and principal financial officer and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with management authorization; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Due to the Company's limited resources, the Company does not have accounting personnel with extensive experience in maintaining books and records and preparing financial statements in accordance with US GAAP which could lead to untimely identification and resolution of accounting matters inherent in the Company's financial transactions in accordance with US GAAP. This material weakness was identified by our Chief Executive Officer and Chief Financial Officer and our plans for remediation continue to be as described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, which was filed with the SEC on March 28, 2014.

Changes in Internal Control over Financial Reporting

Subject to the foregoing disclosure, there were no changes in our internal control over financial reporting during the three months ended March 31, 2014 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

Robert E. Dawley v. NF Energy Corp. of America, M.D. Fla. Case no. 6:10-cv-0115-Orl-22DAB.

Robert Dawley commenced this action in the United States District Court for the Middle District of Florida against the Company, Mr. Gang Li and counsel on October 1, 2010. The allegations in this action were identical to those that Dawley raised in a prior proceeding in which the United States Court of Appeals for the Eleventh Circuit entered judgment against him and in favor of the Company.

The District Court, upon motion by the Defendants, dismissed all of Dawley’s claims in this second action with prejudice. That dismissal has been affirmed by the 11th Circuit Court of Appeal. Judgment has been entered in favor of the Defendants on all of Dawley’s claims. Dawley attempted to petition for Writ of Certiorari with the United States Supreme Court. However, the Supreme Court has apparently rejected the petition.

The Company is considering the written-back of accrued liability of $200,000 during the year ending December 31, 2014.

Item 1A. Risk Factors

Not Applicable

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

None

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

The list of Exhibits , required by Item 601 of Regulation S-K to be filed as a part of this Form 10-Q are set forth on the Exhibit Index immediately preceding such Exhibits and is incorporated herein by this reference.

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, there unto duly authorized.

NF Energy Saving Corporation
(Registrant)

Date: May 12, 2014	By:	/s/ Gang Li Gang Li Chairman, Chief Executive Officer and President

Date: May 12, 2014 By: /s/ Lihua Wang
Lihua Wang
Chief Financial Officer

(Principal Financial and Accounting Officer)

INDEX TO EXHIBITS

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002