TORTOISE ENERGY INFRASTRUCTURE CORP
Form 497
December 22, 2009

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Filed pursuant to Rule 497(e) under
the Securities Act of 1933, As Amended
File no. 333-146095

PROSPECTUS SUPPLEMENT
(To prospectus dated May 8, 2009)

$40,000,000

Tortoise Energy Infrastructure Corporation
Common Stock

We have entered into separate ATM Equity Offering[sm]* Sales Agreements (the Sales Agreements) with each of Merrill Lynch, Pierce, Fenner & Smith Incorporated (Merrill Lynch) and Stifel, Nicolaus & Company, Incorporated (Stifel , and together with Merrill Lynch, the Sales Agents) relating to our shares of common stock offered by this prospectus supplement and the accompanying prospectus. In accordance with the terms of each Sales Agreement, we may offer and sell from time to time shares of our common stock having an aggregate sales price of up to $40,000,000 through the Sales Agents, as our agents for the offer and sale of such common stock.

Sales of the common stock, if any, will be made by means of ordinary brokers transactions on the New York Stock Exchange (the NYSE) or otherwise at market prices prevailing at the time of the sale, at prices related to the prevailing market prices or at negotiated prices.

Our common stock is, and the shares offered in this prospectus supplement and accompanying prospectus will be, listed on the NYSE under the symbol TYG. The last reported sale price of our common stock on December 18, 2009 was $31.15 per share. The net asset value (NAV) per share of our common stock at the close of business on December 18, 2009 was $26.43.

Under the terms of the Sales Agreements, each Sales Agent will receive from us a commission equal to 3.0% of the gross sales price per share for any common stock sold through such Sales Agent under the applicable Sales Agreement. If the Sales Agents engage in special selling efforts, as that term is used in Regulation M under the Securities Exchange Act of 1934, as amended (the 1934 Act), the Sales Agents will receive from us a commission agreed upon at the time of sale. We may also sell shares of common stock to either Sales Agent, as principal for its own respective account, at a price agreed upon at the time of sale. If we sell shares to either Sales Agent as principal, we will enter into a separate terms agreement with the applicable Sales Agent, setting forth the terms of such transaction, and we will describe the agreement in a separate prospectus supplement or pricing supplement.

The Sales Agents are not required to sell any specific number or dollar amount of common stock, but subject to the terms and conditions of the Sales Agreements will use their commercially reasonable efforts to sell the common stock offered by this prospectus supplement and the accompanying prospectus. There is no arrangement for common stock to be received in an escrow, trust or similar arrangement. As of the date of this prospectus supplement, we have sold an aggregate of 391,700 shares of our common stock pursuant to the terms of the Sales Agreements, representing net proceeds to us of $10,113,171.90 after payment of commissions to the Sales Agents of $312,786.81 in the aggregate.

Investing in our common stock involves risks that are described in the Risk Factors section beginning on page 31 of the accompanying prospectus.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

BofA Merrill Lynch **Stifel Nicolaus**

The date of this prospectus supplement is December 22, 2009.

* ATM Equity Offering is a service mark of Merrill Lynch & Co., Inc.

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Prospectus Supplement

Prospectus

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and in the statement of additional information. We have not, and the Sales Agents have not, authorized anyone to provide you with different information. We are not making an offer of these securities where the offer is not permitted. The information appearing in this prospectus supplement, the accompanying prospectus and in the statement of additional information is accurate only as of the dates on their respective covers. Our business, financial condition and prospects may have changed since such dates. We

will advise investors of any material changes to the extent required by applicable law.

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CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the statement of additional information contain forward-looking statements. Forward-looking statements can be identified by the words may, will, intend, expect, estimate, continue, plan, anticipate, and similar terms and the negative of such terms. Such forward-looking statements may be contained in this prospectus supplement as well as in the accompanying prospectus. By their nature, all forward-looking statements involve risks and uncertainties, and actual results could differ materially from those contemplated by the forward-looking statements. Several factors that could materially affect our actual results are the performance of the portfolio of securities we hold, the conditions in the U.S. and international financial, petroleum and other markets, the price at which our shares will trade in the public markets and other factors discussed in our periodic filings with the SEC.

Although we believe that the expectations expressed in our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and are subject to inherent risks and uncertainties, such as those disclosed in the Risk Factors section of the prospectus accompanying this prospectus supplement. All forward-looking statements contained or incorporated by reference in this prospectus supplement or the accompanying prospectus are made as of the date of this prospectus supplement or the accompanying prospectus, as the case may be. Except for our ongoing obligations under the federal securities laws, we do not intend, and we undertake no obligation, to update any forward-looking statement. The forward-looking statements contained in this prospectus supplement and the accompanying prospectus are excluded from the safe harbor protection provided by Section 27A of the Securities Act of 1933 (the 1933 Act).

Currently known risk factors that could cause actual results to differ materially from our expectations include, but are not limited to, the factors described in the Risk Factors section of the prospectus accompanying this prospectus supplement. We urge you to review carefully these sections for a more complete discussion of the risks of an investment in our common stock.

PROSPECTUS SUPPLEMENT SUMMARY

This summary contains basic information about us and the offering but does not contain all of the information that is important to your investment decision. You should read this summary together with the more detailed information contained elsewhere in this prospectus supplement and accompanying prospectus and in the statement of additional information, especially the information set forth under the heading Risk Factors beginning on page 31 of the accompanying prospectus. When used in this prospectus supplement, the terms we, us, and our refer to Tortoise Energy Infrastructure Corporation, unless specified otherwise.

The Company

We seek to provide our stockholders with an efficient vehicle to invest in a portfolio of publicly traded MLPs in the energy infrastructure sector. Our investment objective is to seek a high level of total return with an emphasis on current distributions paid to stockholders. For purposes of our investment objective, total return includes capital appreciation of, and all distributions received from, securities in which we invest regardless of the tax character of the distributions. Similar to the tax characterization of distributions made by MLPs to unitholders, a significant portion of our distributions to stockholders are expected to be treated as a return of capital to stockholders.

We are a nondiversified, closed-end management investment company. We commenced operations in February 2004 following our initial public offering. We were the first publicly traded investment company offering access to a portfolio of MLPs. As of the date of this prospectus supplement, we have $73 million of our Mandatory Redeemable Preferred Stock due December 31, 2019 (the Tortoise MRP Shares), outstanding. As of the date of this prospectus supplement, we have approximately $170 million of our privately placed Senior Notes (the Tortoise Notes), outstanding.

We have established an unsecured credit facility with U.S. Bank N.A. serving as a lender and the lending syndicate agent on behalf of other lenders participating in the credit facility, which currently allows us to borrow up to $70 million. Outstanding balances under the credit facility generally accrue interest at a variable annual rate equal to the one-month LIBOR rate plus 2.00%, with a fee of 0.25% on any unused balance of the credit facility. As of the date of this prospectus supplement, the current rate is 2.23%. The credit facility remains in effect through June 20, 2010. We may draw on the facility from time to time in accordance with our investment policies. As of the date of this prospectus supplement, we have outstanding approximately $10.0 million under the credit facility. We have a fiscal year ending November 30.

We expect to distribute substantially all of our distributable cash flow (DCF) to holders of common stock through quarterly distributions. DCF is the amount we receive as cash or paid-in-kind distributions from MLPs or their affiliates, and interest payments received on debt securities owned by us, less current or anticipated operating expenses, current taxes on our taxable income, and leverage costs paid by us (including leverage costs of the Tortoise Notes and Tortoise MRP Shares). Our Board of Directors adopted a policy to target distributions to common stockholders in an amount of at least 95% of DCF on an annual basis.

Investment Adviser

Tortoise Capital Advisors, L.L.C. (the Adviser) serves as our investment adviser. The Adviser specializes in managing portfolios of investments in MLPs and other energy companies. The Adviser was formed in October 2002 to provide portfolio management services to institutional and high-net-worth investors seeking professional management of their MLP investments. As of October 31, 2009, the Adviser had approximately $2.5 billion of client assets under management. The Adviser s investment committee is comprised of five portfolio managers. See Management of the Company in the accompanying prospectus.

The Adviser also serves as the investment adviser to Tortoise Energy Capital Corporation, Tortoise North American Energy Corporation, Tortoise Capital Resources Corporation and Tortoise Power and Energy Infrastructure Fund, Inc., which are also publicly traded, closed- end management investment companies.

The principal business address of the Adviser is 11550 Ash Street, Suite 300, Leawood, Kansas 66211.

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Recent Developments

Adviser Transaction. On September 15, 2009, the Adviser announced that senior management of the Adviser had acquired, along with Mariner Holdings, LLC (Mariner), all of the ownership interests in the Adviser (the Transaction). As part of the Transaction, Mariner purchased a majority stake in the Adviser, with the intention to provide growth capital and resources and provide the Adviser with a complementary strategic partner in the asset management business. Mariner is an independent investment firm with affiliates focused on wealth and asset management.

On September 11, 2009, our stockholders approved, and on September 15, 2009, effective upon the closing of the Transaction we entered into, a new Investment Advisory Agreement with the Adviser (the Current Investment Advisory Agreement). The terms of the Current Investment Advisory Agreement are substantially identical to the terms of the Investment Advisory Agreement formerly in place between us and the Adviser (the Former Investment Advisory Agreement), except for the effective and termination dates, and simply continue the relationship between us and the Adviser. The advisory fee we pay to the Adviser under the Current Investment Advisory Agreement has not changed from the amount paid under the Former Investment Advisory Agreement.

On September 15, 2009, effective upon the consummation of the Transaction, Terry Matlack resigned from our Board of Directors in order to comply with a safe harbor under Section 15(f) of the Investment Company Act of 1940 (the 1940 Act). Mr. Matlack remains a Managing Director of the Adviser, a member of the Adviser s Investment Committee and our Chief Financial Officer.

Our portfolio management, investment objectives and policies, and investment processes did not change as a result of the Transaction or entering into the Current Investment Advisory Agreement. The current Managing Directors of the Adviser continue to serve as the Investment Committee of the Adviser responsible for the investment management of our portfolio. The Adviser retained its name and other personnel currently providing services to us and remains located at 11550 Ash Street, Suite 300, Leawood, Kansas 66211.

The business and affairs of the Adviser are currently managed by its five Managing Directors David J. Schulte (also our Chief Executive Officer and President), Terry C. Matlack (also our Chief Financial Officer), H. Kevin Birzer (also a director and our Chairman of the Board), Zachary A. Hamel (also our Senior Vice President), and Kenneth P. Malvey (also our Senior Vice President and Treasurer).

Common Stock Distribution. On September 1, 2009, we paid a distribution in the amount of $0.54 per common share. On November 30, 2009, we paid a distribution of $0.54 per common share.

Credit Facility Extension. On June 19, 2009, we entered into an amendment of our unsecured credit facility with U.S. Bank N.A. and a lending syndicate effective as of June 20, 2009. The amended credit agreement provides for a $70 million revolving credit facility and extends the term of the credit facility until June 20, 2010. During the extension, outstanding balances will accrue interest at a variable annual rate equal to the one-month LIBOR rate plus 2.00% and unused balances of the credit facility will accrue a non-use fee equal to an annual rate of 0.25%.

Moody s Rating Action. On December 8, 2009, Moody s Investors Service announced our Auction Rate Preferred Stock and Auction Rate Senior Notes had been downgraded. While Moody s acknowledged our low 26% ratio of leverage to total assets and corresponding strong coverage ratios, the rating on our Auction Rate Preferred Stock moved from Aa2 to A1 and the rating on our Auction Rate Senior Notes moved from Aaa to Aa2 . Our leverage pro has improved significantly over the past year due to increased asset values, debt reduction and equity issuance. Fitch Ratings, which published their Closed-End Fund Debt and Preferred Stock Rating Criteria update on August 17, 2009, has not changed their ratings of any of our securities. Fitch assigned a rating of AAA to our Auction Rate Senior Notes and a rating of AA to our Tortoise MRP Shares.

Issuance of Mandatory Redeemable Preferred Stock. On December 14, 2009, we issued $65 million of our Tortoise MRP Shares. Distributions on the Tortoise MRP Shares are payable monthly at a rate of 6.25% per annum. We must redeem the Tortoise MRP Shares on December 31, 2019. We may redeem the Tortoise MRP Shares prior to December 31, 2019 under certain circumstances. On December 21, 2009, we issued an additional $8 million of our Tortoise MRP Shares pursuant to the underwriters exercise of their overallotment option.

Issuance of Series F & G Tortoise Notes. On December 21, 2009, we issued $59,975,000 in aggregate principal amount of our Series F and Series G Tortoise Notes to a single holder. The $29,975,000 Series F Tortoise Notes are due December 21, 2012 and bear interest at 4.5% per annum. The $30,000,000 Series G Tortoise Notes are due December 21, 2016 and bear interest at 5.85% per annum.

Leverage Reduction. On December 21, 2009, we redeemed all $70 million of our outstanding Auction Rate Preferred Stock and all $60 million of our outstanding Auction Rate Senior Notes.

Change to Leverage Target. Historically, our leverage target has been up to 33% of our total assets at the time of incurrence. Our Board of Directors also previously approved a policy permitting temporary increases in the amount of leverage we may use from 33% of our total assets to up to 38% of our total assets at the time of incurrence, provided that (i) such leverage is consistent with the limits set forth in the 1940 Act and (ii) such increased leverage is reduced over time in an orderly fashion. On December 16, 2009, our Board of Directors reduced our leverage target to 25% of our total assets at the time of incurrence and also approved a policy permitting temporary increases in the amount of leverage we may use from 25% of our total assets to up to 30% of our total assets at the time of incurrence, provided that (i) such leverage is consistent with the limits set forth in the 1940 Act and (ii) that we expect to reduce such increased leverage over time in an orderly fashion.

The Offering

Common stock offered	Up to $40,000,000
Use of proceeds	We intend to use the net proceeds of this offering primarily to retire short-term debt outstanding under our credit facility and to redeem outstanding senior securities. We may also use proceeds from this offering to invest in energy infrastructure companies in accordance with our investment objective and policies or for working capital purposes. See Use of Proceeds.
Risk factors	See the section titled Risk Factors and other information included in the accompanying prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.
NYSE symbol	TYG
Stockholder Transaction Expenses:	
Sales load (as a percentage of offering price)	3.00%
Offering expenses borne by us (as a percentage of offering price)	0.33%
Dividend reinvestment plan fees[1]	None

(1) Stockholders will pay a transaction fee plus brokerage charges if they direct the Plan Agent to sell common stock held in a dividend reinvestment account. See Automatic Dividend Reinvestment and Cash Purchase Plan in the accompanying prospectus.

Example

This example replaces the example as set forth on page 9 of the accompanying prospectus with respect to this offering.

The following example illustrates the expenses that common stockholders would pay on a $1,000 investment in common stock assuming (1) a sales load of 3.00% and offering expenses of 0.33% of the offering price; (2) total annual expenses of 4.69% of net assets

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attributable to shares of common stock; (3) a 5% annual return; and (4) all distributions are reinvested at net asset value:

	1 Year	3 Years	5 Years	10 Years
Total Expenses Paid by Common Stockholders	$ 76	$ 168	$ 260	$ 493

The example should not be considered a representation of future expenses. Actual expenses may be greater or less than those assumed. Moreover, our actual rate of return may be greater or less than the hypothetical 5% return shown in the example.

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ISSUANCE BELOW NET ASSET VALUE

The offering price per common share in this offering, after deducting all expenses of issuance, including the compensation paid to the Sales Agents, may be below our NAV per common share. The NAV of our currently outstanding shares of common stock will be diluted upon the issuance of any shares of common stock below NAV. At our Annual Meeting of Stockholders held on May 22, 2009, our stockholders granted us the authority to sell shares of our common stock for less than NAV, subject to certain conditions. See Description of Securities Common Stock Issuance of Additional Shares in the accompanying prospectus.

USE OF PROCEEDS

We intend to use the net proceeds of this offering primarily to retire short-term debt outstanding under our credit facility and to redeem outstanding senior securities. We may also use proceeds from this offering to invest in energy infrastructure companies in accordance with our investment objective and policies or for working capital purposes.

CAPITALIZATION

The following table sets forth our capitalization: (i) as of August 31, 2009, (ii) pro forma to reflect the subsequent borrowing under our credit facility through the date of this prospectus supplement, the issuance of Tortoise MRP Shares in the amount of $65,000,000 on December 14, 2009, the issuance of Tortoise MRP Shares in the amount of $8,000,000 on December 21, 2009 pursuant to the underwriters exercise of their overallotment option, the issuance of Series F & G Tortoise Notes in the aggregate amount of $59,975,000 on December 21, 2009, the redemption of all $70,000,000 of our outstanding Auction Rate Preferred Stock on December 21, 2009, the redemption of all $60,000,000 of our outstanding Auction Rate Senior Notes on December 21, 2009, the issuance of 243,100 shares of common stock under our at-the-market offering program during the period from September 1, 2009 through the date of this prospectus supplement and the issuance of an aggregate of 134,593 shares of common stock pursuant to our dividend reinvestment plan on September 1, 2009 and November 30, 2009; and (iii) pro forma as adjusted to reflect the issuance of all remaining shares offered hereby (assuming the sale of 949,399 common shares at a price of $31.15 per share (the last reported sale price of our common shares on the New York Stock Exchange on December 18, 2009)). Actual sales, if any, of our common shares, and the actual application of the proceeds thereof, under this prospectus supplement and the accompanying prospectus may be different than as set forth in the table below. In addition, the price per share of any such sale may be greater or less than $31.15, depending on the market price of our common shares at the time of any such sale. As indicated below, common stockholders will bear the offering costs associated with this offering.

	Actual August 31, 2009 (Unaudited)	Pro Forma (Unaudited)	Pro Forma as Adjusted (Unaudited)
Short-term debt:			
Unsecured credit facility: $70,000,000 available[1]	$ 4,400,000	$ 10,000,000	$
Long-term debt:			
Tortoise Notes, denominations of $25,000 or any multiple thereof[2]	170,000,000	169,975,000	169,975,000
Preferred Stock:			
Auction Rate Preferred Stock, $25,000 stated value per share at liquidation; 10,400 shares authorized/2,800 shares issued and outstanding actual; no shares outstanding pro forma and pro forma as adjusted)[2]	70,000,000		
Tortoise MRP Shares, $10.00 stated value per share at liquidation; no shares authorized/outstanding actual; 10,000,000 shares authorized/7,300,000 outstanding pro forma and pro forma as adjusted)[2]		73,000,000	73,000,000
Net Assets Applicable to Common Stockholders Consist of Capital Stock, $0.001 par value, 100,000,000 common shares authorized; 23,659,394 common shares issued and outstanding actual; 24,037,087 common shares issued and outstanding pro forma; 24,986,486 common shares issued and outstanding pro forma as adjusted[2]	23,659	24,037[3]	24,986[3][5]

Additional paid-in capital		400,809,251		410,497,356(4)		439,187,239(4)(6)
Common stock subscribed		312,297		312,297		312,297
Subscriptions receivable		(312,297)		(312,297)		(312,297)
Accumulated net investment loss, net of income taxes		(35,808,080)		(35,808,080)		(35,808,080)
Undistributed realized gain, net of income taxes		25,084,073		25,084,073		25,084,073
Net unrealized appreciation of investments, net of income taxes		152,113,633		152,113,633		152,113,633
Net assets applicable to common stockholders	$	542,222,536	$	551,911,019	$	580,601,851

(1) We have an unsecured credit facility with U.S. Bank, N.A. and a lending syndicate that allows us to borrow up to $70 million. The amended credit facility expires on June 20, 2010. As of the date of this prospectus supplement, we had $10.0 million borrowed under our credit facility.

(2) None of these outstanding shares/notes are held by us or for our account.

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(3) Reflects the issuance of 243,100 shares of common stock (aggregate par value $243) under our at-the-market offering program during the period from September 1, 2009 through the date of this prospectus supplement and the issuance of an aggregate of 134,593 shares of common stock (aggregate par value $135) pursuant to our dividend reinvestment plan on September 1, 2009 and November 30, 2009.

(4) Reflects the issuance of 243,100 shares of common stock during the period from September 1, 2009 through the date of this prospectus supplement in an aggregate amount of $6,282,672 less $0.001 par value per share ($243) and the issuance of an aggregate of 134,593 shares of common stock pursuant to our dividend reinvestment plan on September 1, 2009 and November 30, 2009 in an aggregate amount of $3,405,811 less $0.001 par value per share ($135).

(5) Pro forma as adjusted common stock assumes the issuance of 949,399 shares of common stock offered hereby (aggregate par value $949).

(6) Pro forma as adjusted additional paid-in capital assumes the proceeds from the issuance of 949,399 shares of common stock offered hereby ($29,573,773), less $0.001 par value per share of common stock ($949), less the underwriting discount ($882,941).

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FINANCIAL HIGHLIGHTS

Information contained in the table below under the heading Per Common Share Data and Supplemental Data and Ratios shows our per common share operating performance. Except when noted, the information in this table is derived from our financial statements audited by Ernst & Young LLP, whose report on such financial statements is contained in our 2008 Annual Report and incorporated by reference into the statement of additional information, both of which are available from us upon request. The information as of August 31, 2009 and for the period from December 1, 2008 through August 31, 2009 appears in our unaudited interim financial statements as filed with the SEC in our most recent stockholder report for the period ended August 31, 2009. See Where You Can Find More Information in this prospectus supplement.

	Period from December 1, 2008 through August 31, 2009 (Unaudited)	Year Ended November 30, 2008	Year Ended November 30, 2007	Year Ended November 30, 2006	Year Ended November 30, 2005	Period from February 27, 2004[1] through November 30, 2004
Per Common Share Data[2]						
Net Asset Value, beginning of period	$ 17.36	$ 32.96	$ 31.82	$ 27.12	$ 26.53	$
Public offering price						25.00
Underwriting discounts and offering costs on issuance of common and preferred stock[3]		(0.01)	(0.08)	(0.14)	(0.02)	(1.23)
Premiums less underwriting discounts and offering costs on offerings[4]	0.01	0.09	0.08			
Income (loss) from Investment Operations:						
Net investment loss[5][6]	(0.10)	(0.29)	(0.61)	(0.32)	(0.16)	(0.03)
Net realized and unrealized gains (losses) on investments and	7.41	(12.76)	4.33	7.41	2.67	3.77

interest rate swap contracts(5)(6)						
Total increase (decrease) from investment operations	7.31	(13.05)	3.72	7.09	2.51	3.74
Less Distributions to Preferred Stockholders:						
Net investment income						
Return of capital	(0.14)	(0.40)	(0.39)	(0.23)	(0.11)	(0.01)
Total distributions to preferred stockholders	(0.14)	(0.40)	(0.39)	(0.23)	(0.11)	(0.01)
Less Distributions to Common Stockholders:						
Net investment income						
Return of capital	(1.62)	(2.23)	(2.19)	(2.02)	(1.79)	(0.97)
Total distributions to common stockholders	(1.62)	(2.23)	(2.19)	(2.02)	(1.79)	(0.97)
Net Asset Value, end of period	$ 22.92	$ 17.36	$ 32.96	$ 31.82	$ 27.12	$ 26.53
Per common share market value, end of period	$ 25.82	$ 17.11	$ 32.46	$ 36.13	$ 28.72	$ 27.06
Total Investment Return Based on Market Value(7)	62.17%	(42.47)%	(4.43)%	34.50%	13.06%	12.51%

id;">	2007	2008	2007	
Revenues	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Online education revenues	$ 5,126,456	$ 3,613,550	$ 12,067,183	$ 9,958,203
Training center revenues	2,019,933	1,474,969	3,608,317	2,566,298
Total revenue	7,146,389	5,088,519	15,675,500	12,524,501
Cost of Goods Sold				
Online education costs	714,995	568,334	1,622,862	1,855,951
Training center costs	667,066	402,225	1,321,523	848,314
Total cost of goods sold	1,382,061	970,559	2,944,385	2,704,265
Gross Profit				
Online education gross profit	4,411,461	3,045,216	10,444,321	8,102,252
Training center gross profit	1,352,867	1,072,744	2,286,794	1,717,984
Total gross profit	5,764,328	4,117,960	12,731,115	9,820,236
Operating Expenses				
Selling expenses	2,352,018	1,573,632	4,965,036	3,412,798
Administrative	288,083	317,407	935,830	913,073
Depreciation and amortization	264,988	128,124	680,819	341,301
Total operating expenses	2,905,089	2,019,163	6,581,685	4,667,172
Other Income (Expense)				
Other Income	5,570	243,156	534,067	298,650
Interest income	37,991	18,253	94,427	34,339
Interest expense	-	(49,094)	-	(542,173)
Total other income (expense)	43,561	212,315	628,494	(209,184)
Net Income Before Provision for Income Tax	2,902,800	2,311,112	6,777,924	4,943,880
Provision for Income Taxes				
Current	145,889	158,469	451,097	395,214
Net Income	$ 2,756,911	$ 2,152,643	$ 6,326,827	$ 4,548,666
Basic Earnings Per Share	$ 0.13	$ 0.11	$ 0.30	$ 0.24

Basic Weighted Average Shares Outstanding		21,434,129		19,321,667		21,434,129		19,319,249
Diluted Earnings Per Share	$	0.11	$	0.11	$	0.26	$	0.22
Diluted Weighted Average Shares Outstanding		24,176,509		20,284,937		24,796,069		20,282,519
The Components of Other Comprehensive Income								
Net Income	$	2,756,911	$	2,152,643	$	6,326,827	$	4,548,666
Foreign currency translation adjustment		80,723		(210,170)		1,412,564		48,596
Comprehensive Income	$	2,837,634	$	1,942,473	$	7,739,391	$	4,597,262

See accompanying summary of accounting policies and notes to financial statements.

China Education Alliance, Inc. and Subsidiaries
Consolidated Statements of Cash Flows

	Nine Months Ended September 30			
		2008 (Unaudited)		2007 (Unaudited)
Cash flows from operating activities				
Net Income	$	6,326,827	$	4,548,666
Adjustments to reconcile net cash provided by operating activities				
Depreciation and amortization		1,193,275		601,441
Amortization of loan discount - warrants attached to loans		-		420,639
Warrants issued for services		-		12,371
Stock issued for services		-		15,900
Other receivables		(296,276)		40,535
Prepaid expenses		(972,961)		(90,338)
Accounts payable and accrued liabilities		289,618		239,609
Deferred revenue		751,059		1,468,542
Net cash provided by operating activities		7,291,542		7,257,365
Cash flows from investing activities				
Purchases of fixed assets		(994,181)		(1,738,502)
Purchases of intangible assets		(732,569)		-
Long-term investment		(431,831)		-
Net Cash (used in) investing activities		(2,158,581)		(1,738,502)
Cash flows from financing activities				
Warrants exercised		2,667,559		-
Proceeds from loans		-		3,400,000
Payments on loans		-		(1,530,000)
Advances from (payments to) related parties		(943,733)		(237,443)
Net cash provided by financing activities		1,723,826		1,632,557
Effect of exchange rate		1,412,566		293,316
Net increase in cash		8,269,353		7,444,736
Cash and cash equivalents at beginning of year		11,778,954		1,838,339
Cash and cash equivalents at end of year	$	20,048,307	$	9,283,075
Supplemental disclosure of cash flow information:				
Interest paid	$	-	$	297,838
Taxes paid	$	94,737	$	-
Stock issued for Services		-		15,900
Value of warrants issued for services	$	-	$	12,371
Non-cash investing and financing activities:				
Conversion of preferred stock to common	$	667,800	$	339,076

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

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China Education Alliance, Inc. and Subsidiaries
Notes to Consolidated Financial Statements

1. Description of Business

Nature of organization - China Education Alliance, Inc. (the "Company"), formerly known as ABC Realty Co., was originally organized under the laws of the State of North Carolina on December 2, 1996. ABC Realty Co.'s primary purpose was to act as a broker or agent in residential real estate transactions. On September 15, 2004, ABC Realty Co. was reorganized pursuant to the Plan of Exchange to acquire Harbin Zhong He Li Da Education Technology, Inc. ("ZHLD"), a corporation formed on August 9, 2004 in the City of Harbin of Heilongjiang Province, People's Republic of China, with an authorized capital of $60,386 (RMB500,000).

On September 15, 2004, ABC Realty Co. executed a Plan of Exchange with ZHLD and Duane C. Bennett, the former Chairman of ABC Realty Co., pursuant to which the shareholders of ZHLD exchanged all of their registered capital of $60,386 for 18,333,334 shares of common stock of the Company, or approximately 95% of the Company's common stock. On November 17, 2004, ABC Realty Co. changed its name to China Education Alliance, Inc. On December 13, 2004, China Education Alliance, Inc. consummated the Plan of Exchange with ZHLD and ZHLD's shareholders. As a result of the Plan of Exchange, the transaction was treated for accounting purposes as a recapitalization of ZHLD.

ZHLD is a technology company engaged in the online education industry in the People's Republic of China. Its mission is to promote distance learning development in the People's Republic of China, to improve the efficiency and effectiveness of elementary education, higher education, vocational education, skill education, continuing education, and professional training programs, and to integrate with the international education system.

ZHLD's subsidiary, Heilongjiang Zhonghe Education Training Center ("ZHTC") was registered in the People's Republic of China (the "PRC") on July 8, 2005 with a registered capital of $60,386 and is a wholly owned subsidiary of ZHLD. ZHLD owns 99% of ZHTC with 1% held in trust by Xiqun Yu for the benefit of China Education Alliance, Inc.

ZHLD also owns 70% of Beijing Hua Yu Hui Zhong Technology Development Co., Ltd. ("BHYHZ"). BHYHZ was formed on September 30, 2006 in the PRC. The remaining 30% interest was given to The Vocational Education Guidance Center of China for no consideration. The 30% interest in BHYHZ that the Company transferred to The Vocational Education Guidance Center of China for no consideration was treated as an intangible asset. The minority ownership interest shares of operating losses of BHYHZ are being absorbed by the Company as the minority interest holdings have no basis in their investment. The minority losses absorbed by the Company for their BHYHZ subsidiary for the nine months ended September 30, 2008 was $82,432.

On April 18, 2008, ZHLD entered into an agreement and supplementary agreement with Harbin Daily Newspaper Group ("Newspaper Group") to invest in a joint venture company, Harbin New Discovery Media Co., Ltd. ("New Discovery"). ZHLD contributed RMB 3,000 000 (approximately, $430,000) and Newspaper Group contributed RMB 3,120,000 (approximately, $445,000) towards the registered capital of New Discovery. In return for their respective contributions, ZHLD will own 49.02% equity interest and Newspaper Group will own 50.98% equity interest in New Discovery. The parties are prohibited, for the duration of the joint venture from retiring or transferring their equity interests. This joint venture will create new educational material distribution channels in readable newspaper format in the future. The value of this investment as of September 30, 2008 is $431,831.

Pursuant to the terms of the supplementary agreement, Newspaper Group assigned all their rights in the "Scientific Discovery" a scientific information newspaper, with a focus on education to introduce scientific knowledge to elementary and secondary students exclusively to the joint venture company, New Discovery. In the event that the rights to "Scientific Discovery" expire because of reason other than a change in government policies and an inability to defend against or resist such changes, Newspaper Group is liable to ZHLD for twice the latter's registered contribution in the joint venture in liquidated damages. The transaction closed on July 7, 2008 and as a result, New Discovery is now a 49.02% owned equity investment of ZHLD, referred to as a long term investment in the accompanying balance sheet..

On April 27, 2008, the Company entered into a Share Transfer Agreement with Mr. Yuli Guo (the "Vendor") and World Exchanges, Inc. ("WEI") to purchase from the Vendor seventy (70) issued and outstanding ordinary shares in WEI, representing 70% of the entire issued share capital of WEI (the "WEI Acquisition"). In consideration for the said shares, the Company issued to the Vendor 400,000 shares of its common stock, with a market value of $2.33 per share. The Vendor retained the remaining 30% of the issued share capital of WEI. The Vendor has agreed not to transfer the shares of the Company to a third party for fifteen (15) years and to grant the Company a right of first refusal in the event the Vendor is desirous of selling such shares. The WEI Acquisition transaction closed on April 29, 2008. As a result of the transaction, WEI is now a 70% owned subsidiary of the Company. The Company will absorb any losses attributable to the minority interest, or the Vendor, as the minority interest has no basis in WEI. Since WEI's establishment on December 19, 1991, WEI has been registered at 30 Denton Avenue, Apartment 2216, Toronto, Canada. WEI provides English training programs, English test preparation courses and overseas study and consulting services in the PRC. The entire WEI purchase has been classified as an intangible, as WEI had no tangible net assets as the date of acquisition.

WEI primarily operates the World Exchanges College of Language ("WECL") English Education business. The WECL has been providing English instruction for Chinese students since 1988. WECL offers 1) a Qualifying Program designed to help beginners who want to learn English as a second language to develop competence in communication skills at an elementary level; 2) a Combined Studies Program which is open to students with a College degree or at least six years of high school; 3) a General English Studies Program, which is the second year of the Combined Studies program or may be taken by someone with 3 years of university courses and a minimum of 6 years of English instruction. In addition, WECL recently started providing language test preparation programs and overseas study and consulting services for students.

The Company's principal business is the distribution of educational resources through the Internet. The Company's website, www.edu-chn.com, is a comprehensive education network platform which is based on network video technology and large data sources of elementary education resources. The Company has a data base comprised of such resources as test papers that were used for secondary education and university level courses as well as video on demand. The data base includes more than 300,000 exams and test papers and courseware for college, secondary and elementary schools. While some of these exams were given in previous years, new instructors are engaged to develop new exams and methodologies for taking the exams. The Company markets this database under the name "Famous Instructor Test Paper Store." Also offered, though the website, is video on demand, which includes tutoring of exam papers and exam techniques. The Company complements past examination and test papers by providing an interactive platform for students to understand the key points from the papers and examinations. Although a number of the resources are available through the website without charge, our subscribers are charged for such services as the "Famous Instructor Test Paper Store" and the video on demand. Subscribers can purchase prepaid debit cards which can be used to download material from the website.

The Company also provides on-site teaching services in Harbin, which are marketed under the name "Classroom of Famed Instructors." The Company has a 36,600 square foot training facility in Harbin, Heilonjiang Province, the People's Republic of China, which has 17 classrooms and can accommodate up to 1,200 students. In these classrooms, the Company offers courses which complement their on-line education services, provide classroom and tutoring to our students. The courses primarily cover the compulsory education curriculum of junior, middle and high school. The Company charges tuition for these classes.

The Company operates in one business segment, that of education, in which it operates in two revenue areas of online education and education training centers. With the acquisition of WEI, the Company is in the business of providing English training programs, English test preparation courses and overseas study and consulting services through five English schools:

- Beijing Weishi Success Education Technology Co., Ltd.,
- Beijing World Exchanges English College,
- Yantai WECL English College,
- Xiamen Siming District Weishi English Training School
- Private Qingdao Weishi Education Training School

These schools are located in Beijing, Beijing, Yantai, Xiamen and Qingdao, respectively. Due to PRC pending regulatory approval, the schools are excluded from the WEI Acquisition. If government approval for the acquisition of the schools is approved, the Company will determine if the schools will be included as part of the WEI Acquisition at a later date. Also, with the Company's equity investment in New Discovery the Company is now invested in the business of publishing and circulating "Scientific Discovery", a scientific information newspaper, with a focus on education.

2 Basis of Preparation of Financial Statements

The accompanying financial statements differ from the financial statements used for statutory purposes in PRC in that they have been prepared in compliance with U.S. generally accepted accounting principles ("GAAP") and reflect certain adjustments, recorded on the entities' books, which are appropriate to present the financial position, results of operations and cash flows in accordance with GAAP. The principal adjustments are related to revenue recognition, foreign currency translation, deferred taxation, consolidation, and depreciation and valuation of property and equipment and intangible assets.

The accompanying condensed consolidated financial statements have been prepared in compliance with Rule 310 of Regulation S-K and U.S. generally accepted accounting principles, but do not include all of the information and disclosures required for audited financial statements. These statements should be read in conjunction with the condensed consolidated financial statements and notes thereto included in the Company's latest Annual Report on Form 10-KSB for the year ended December 31, 2007. In the opinion of management, these interim statements include all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the results of operations, financial position and cash flows for the interim periods presented. Operating results for the nine months ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

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These notes and accompanying financial statements retroactively reflect a reverse split that became effective October 12, 2007. Fractional shares were rounded up resulting in the issuance of 216 shares in excess of the actual conversion rate of 3-to-1.

3. Summary of Significant Accounting Policies

Principles of Consolidation - The consolidated financial statements include the accounts of the Company and its wholly subsidiaries (ZHLD and ZHTC) and its majority owned subsidiaries (BHYHZ and WEI). All inter-company transactions and balances were eliminated. Minority interest in the net assets and earnings or losses of BHYHZ and WEI have been absorbed by the Company as minority interest holders in these subsidiaries have no basis in their investment in these subsidiaries.

Use of estimates - The preparation of these financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of net sales and expenses during the reported periods.

Significant estimates include values and lives assigned to acquired intangible assets, reserves for customer returns and allowances, uncollectible accounts receivable, slow moving, obsolete and/or damaged inventory and stock warrant valuation. Actual results may differ from these estimates.

Cash and cash equivalents - The Company considers all highly liquid debt instruments purchased with a maturity period of three months or less to be cash equivalents. The carrying amounts reported in the accompanying consolidated balance sheet for cash and cash equivalents approximate their fair value. Substantially most of the Company’s cash is held in bank accounts in the PRC and is not protected by FDIC insurance or any other similar insurance.

Property and equipment - Property and equipment is stated at the historical cost, less accumulated depreciation. Depreciation on property, plant and equipment is provided using the straight-line method over the estimated useful lives of the assets after taking into account a 5% residual value for both financial and income tax reporting purposes as follows:

Buildings	20 years
Communication Equipment	10 years
Motor vehicles	5 years
Furniture, Fixtures, and Equipment	5 years

Expenditures for renewals and betterments are capitalized while repairs and maintenance costs are normally charged to the statement of operations in the year in which they are incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the asset, the expenditure is capitalized as an additional cost of the asset.

Upon sale or disposal of an asset, the historical cost and related accumulated depreciation or amortization of such asset are removed from their respective accounts and any gain or loss is recorded in the Statements of Operations.

The Company reviews the carrying value of property, plant, and equipment for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, the manner in which the property is used, and the effects of obsolescence, demand, competition, and other economic factors. Based on this assessment there was no impairment at December 31, 2007 and September 30, 2008.

Intangible Assets - Intangible assets consist of franchise rights on our educational products, the transfer of minority interest in BHYHZ subsidiary for no consideration, and WEI's intangible that are amortized over the lives of the rights agreements, or their respective useful lives, which is five years except for the WEI intangible. As of September 30, 2008, the Company is determining the appropriate classification, type and life of the WEI intangible which resulted with the acquisition of WEI on April 29, 2008.

The Company evaluates the carrying value of intangible assets during the fourth quarter of each year and between annual evaluations if events occur or circumstances change that would more likely than not reduce the fair value of the intangible asset below its carrying amount. There were no impairments recorded during the three and nine months ended September 30, 2008 and 2007.

Long-Lived Assets - The Company reviews its long-lived assets for impairment when changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Long-lived assets under certain circumstances are reported at the lower of carrying amount or fair value. Assets to be disposed of and assets not expected to provide any future service potential to the company are recorded at the lower of carrying amount or fair value less cost to sell. To the extent carrying values exceed fair values, an impairment loss is recognized in operating results.

Foreign Currency - The Company's principal country of operations is the PRC. The financial position and results of operations of the Company are recorded in Renminbi ("RMB") as the functional currency. The results of operations denominated in foreign currency are translated at the average rate of exchange during the reporting period.

Assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the market rate of exchange ruling at that date. The registered equity capital denominated in the functional currency is translated at the historical rate of exchange at the time of capital contribution. All translation adjustments resulting from the translation of the financial statements into the reporting currency ("U.S. Dollars") are recorded in accumulated other comprehensive income, a separate component within shareholders' equity.

Income recognition - Revenue is recognized in accordance with Staff Accounting Bulletin No. 104, Revenue Recognition, which states that revenue should be recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the service has been rendered; (3) the selling price is fixed or determinable; and (4) collection of the resulting receivable is reasonably assured. The Company believes that these criteria are satisfied when customers download prepaid study materials.

Prepaid debit cards allow the Company's subscribers to purchase a predetermined monetary amount of download materials posted on its website. The Company tracks usage of the debit card and records revenue when the debit card is used.

At the time that the prepaid debit card is purchased, the receipt of cash is recorded as deferred revenue. Revenues are recognized in the month when card is used. Unused value relating to debit cards is recognized as revenues when the prepaid debit card has expired.

Interest income is recognized when earned, taking into account the average principal amounts outstanding and the applicable interest rates.

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Deferred Revenue - Deferred revenue reflects the unearned portion of debit cards sold and tuition payments received. Deferred revenue as of September 30, 2008 and December 31, 2007 were $1,996,566 and $1,245,507 respectively.

Other Receivables - Included in other receivables are receivables from the sale of prepaid debit cards to resellers. These sales are recorded as deferred revenue until such time as the cards are used to download material from the Company's website. Total other receivables as of September 30, 2008 and December 31, 2007 was $296,276 and $0, respectively.

Advertising - The Company expenses advertising costs for television spots at the time they are aired and for all other advertising the first time the respective advertising takes place. These costs are included in selling, general and administrative expenses. The total advertising expenses incurred for the three and nine months ended September 30, 2008 and 2007 were $141,658 and $567,297, $564,498 and $760,708, respectively.

Taxation - Taxation on profits earned in the PRC are calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the PRC after taking into effect the benefits from any special tax credits or "tax holidays" allowed in the PRC.

The Company does not accrue United States income tax on unremitted earnings from foreign operations as it is the Company's intention to indefinitely invest these earnings in foreign operations. All Company revenues are generated in the PRC. The Company's US operations provide corporate and administrative functions for the entire Company. The Company's tax provisions for the three and nine months ended September 30, 2008 and 2007 are related to the Company's PRC operations.

In July 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No 48, Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No 109 (FIN 48). FIN 48 is intended to clarify the accounting for uncertainty in income taxes recognized in a company's financial statements and prescribes the recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Under FIN 48, evaluation of a tax position is a two step process. The first step is to determine whether it is more-likely-than-not that a tax position will be sustained upon examination, including the resolution of any related appeals or litigation based on the technical merits of the position. The second step is to measure the tax position that meets the more-likely-than-not threshold to determine the amount of benefit to be recognized in the financial statements. A tax position is measured at the largest amount of benefit where there is a greater than 50% likelihood of being realized upon ultimate settlement.

The tax position that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent period in which the threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not criteria should be de-recognized in the first subsequent reporting period in which the threshold is no longer met.

Based on all known facts and circumstances and current tax law, the Company believes that the total amount of unrecognized tax benefits as of September 30, 2008, is not material to its results of operations, financial condition or cash flows. The Company also believes that the total amount of unrecognized tax benefits as of September 30, 2008, if recognized, would not have a material effect on its effective tax rate. The Company further believes that there are no tax positions for which it is reasonably possible, based on current Chinese tax law and policy, that the unrecognized tax benefits will significantly increase or decrease over the next 12 months producing, individually or in the aggregate, a material effect on the Company's results of operations, financial condition or cash flows.

Enterprise income tax

Under the Provisional Regulations of the People's Republic of China Concerning Income Tax on Enterprises promulgated by the State Council which came into effect on January 1, 1994, income tax is payable by Wholly Foreign Owned Enterprises at a rate of 15% of their taxable income. Preferential tax treatment may, however, be granted pursuant to any law or regulations from time to time promulgated by the State Council. ZHLD enjoyed a 100% exemption from enterprise income taxes during 2006 due to its classification as a "Wholly Foreign Owned Enterprise." This exemption ended on December 31, 2006, at which time ZHLD qualified under the current tax structure for a 50% reduction in the statutory enterprise income tax rates for the three years ended and ending December 31, 2007, 2008 and 2009. Our income taxes for the September 30, 2008 quarter and the September 30, 2007 quarter reflect income taxes at 50% of the applicable tax rate of 15%.

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, including tax loss and credit carry forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on their characteristics. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has no deferred tax assets or liabilities as of September 30, 2008 and December 31, 2007. In addition, the Company has not recorded a deferred tax expense for the nine months ended September 30, 2008 and 2007.

Value added tax

The Provisional Regulations of the People's Republic of China Concerning Value Added Tax promulgated by the State Council came into effect on January 1, 1994. Under these regulations and the Implementing Rules of the Provisional Regulations of the PRC Concerning Value Added Tax, value added tax is imposed on goods sold in or imported into the PRC and on processing, repair and replacement services provided within the PRC.

Value added tax payable in the PRC is charged on an aggregated basis at a rate of 13% or 17% (depending on the type of goods involved) on the full price collected for the goods sold or, in the case of taxable services provided, at a rate of 17% on the charges for the taxable services provided, but excluding, in respect of both goods and services, any amount paid in respect of value added tax included in the price or charges, and less any deductible value added tax already paid by the taxpayer on purchases of goods and services in the same financial year.

Software companies are eligible for a 14% VAT tax refund under PRC tax policy. The Company applied for and received VAT refunds of $534,067 during the nine months ended September 30, 2008.

Related party - A related party is a company, or individual, in which a director or an officer has beneficial interests in and in which the Company has significant influence. As of December 31, 2007 the Company has advanced to their CEO $108,536 to develop the Company. As of September 30, 2008, the Company has advances $31,131 to Mr. Yuli Guo, the minority shareholder of the Company's WEI subsidiary. This advance was made to expand WEI's operations outside of the PRC. In addition to the above, the Company advanced $1,021,138 to Beijing Weishi Success Education Technology Co., Ltd., and entity associated with our WEI subsidiary.

All advances to related parties are non- interest bearing and due upon demand.

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Stock based compensation - The Company records compensation expense associated with stock-based awards and other forms of equity compensation in accordance with FASB No. 123(R): Share-Based Payment ("SFAS No. 123(R)") as interpreted by SEC Staff Accounting Bulletin No. 107. As required by SFAS no. 123 (R), the Company records the cost resulting from all stock-based payment transactions including shares issued under its stock option plans in the financial statements. The Company records expense over the vesting period in connection with stock options granted. The compensation expense for stock-based awards includes an estimate for forfeitures and is recognized over the expected term of the award on a straight line basis.

In June 2008 the Company entered into an employment agreement with the current CFO of the Company. In accordance with the term of the agreement the Company granted an option to purchase 10,000 shares of the Company's stock at $3.05 per share. These options have a one year life from the date of grant and vest in monthly installments of approximately 833 shares per month. The Company is determinig the proper valuation of these options as of September 30, 2008. The Company believes that the ultimate value of these options to be immaterial to the financial statements taken as a whole. The Company will commence expensing these options in accordance to FAS 123(R) in the fourth quarter of the year ended December 31, 2008. As of September 30, 2008 there are no other stock options outstanding other than the aforementioned options granted to the Company CFO.

Fair value of financial instruments - The carrying amounts of certain financial instruments, including cash, accounts receivable, commercial notes receivable, other receivables, accounts payable, commercial notes payable, accrued expenses, and other payables approximate their fair values as of September 30, 2008 and December 31, 2007 because of the relatively short-term maturity of these instruments.

Reclassifications - Certain reclassifications have been made to the prior periods' financial statements to conform to the current year presentation. These reclassifications had no effect on previously reported results of operations or retained earnings.

Recent accounting pronouncements -

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements ("SFAS 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. This statement does not require any new fair value measurements; rather, it applies under other accounting pronouncements that require or permit fair value measurements. The provisions of this statement are to be applied prospectively as of the beginning of the fiscal year in which this statement is initially applied, with any transition adjustment recognized as a cumulative-effect adjustment to the opening balance of retained earnings. The provisions of SFAS 157 are effective for the fiscal years beginning after November 15, 2007. The Company adopted this standard as of January 1, 2008. The adoption of this statement had a minimal effect on the Company's financial condition or results of operations for the three and nine months ended September 30, 2008.

In September 2006, the FASB issued Statement No. 158,*"Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans"* ("SFAS No. 158"), an amendment of FASB Statements No. 87, 88, 106 and 132(R). SFAS No. 158 requires (a) recognition of the funded status (measured as the difference between the fair value of the plan assets and the benefit obligation) of a benefit plan as an asset or liability in the employer's statement of financial position, (b) measurement of the funded status as of the employer's fiscal year-end with limited exceptions, and (c) recognition of changes in the funded status in the year in which the changes occur through comprehensive income. The requirement to recognize the funded status of a benefit plan and the disclosure requirements are effective as of the end of the fiscal year ending after December 15, 2006. The requirement to measure the plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008. This Statement has no current applicability to the Company's financial statements. Management adopted this Statement on January 1, 2007, and the adoption of SFAS No. 158 did not have a material impact to the Company’s financial position, results of operations, or cash flows.

In February 2007, the FASB issued Statement No. 159 "The Fair Value Option for Financial Assets and Financial Liabilities" (SFAS 159). This statement permits companies to choose to measure many financial assets and liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS 159 is effective for fiscal years beginning after November 15, 2007. The Company adopted SFAS 159 for the year ending December 31, 2007 for their consolidated financial statements. The adoption of this statement had a minimal effect on the Company's financial condition or results of operations for the three and nine months ended September 30, 2008.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations" ("SFAS 141(R)"). SFAS 141(R) will change the accounting for business combinations. Under SFAS No. 141(R), an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. SFAS No. 141(R) will change the accounting treatment and disclosure for certain specific items in a business combination. SFAS No. 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. SFAS 141(R) will impact the Company in the event of any future acquisition.

In December 2007, the FASB issued SFAS No. 160, "Non-controlling Interests in Consolidated Financial Statements—an amendment of Accounting Research Bulletin No. 51" ("SFAS 160"). SFAS 160 establishes new accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 is effective for fiscal years beginning on or after December 15, 2008. The Company does not believe that SFAS 160 will have a material impact on its consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133" ("FAS 161"). FAS 161 changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. The guidance in FAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. This Statement encourages, but does not require, comparative disclosures for earlier periods at initial adoption. The Company is currently assessing the impact of FAS 161.

4. Concentrations of Business and Credit Risk

Substantially all of the Company's bank accounts are in banks located in the People's Republic of China and are not covered by any type of protection similar to that provided by the FDIC on funds held in U.S banks.

The Company is operating in People's Republic of China China, which may give rise to significant foreign currency risks from fluctuations and the degree of volatility of foreign exchange rates between the U.S. dollar and the RMB.

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash and trade receivables, the balances of which are stated on the balance sheet. The Company places its cash in high credit quality financial institutions; however, such funds are not insured. The Company sells its products to students who purchase debit cards which can be used to download the Company's products. Since the Company is paid in advance, it has no receivables and no significant credit risk.

For the three and nine months ended September 30, 2008 and 2007, no single customer accounted for 10% or more of revenue.

As of September 30, 2008 and December 31, 2007, the Company had no insurance coverage of any kind. Accrual for losses is not recognized until such time as an uninsured loss has occurred. The Company has not accrued for any losses as of September 30, 2008 And December 31, 2007

Payments of dividends may be subject to some restrictions.

5. Cash and Cash Equivalents

Cash and cash equivalents consist of the following:

		September 30, 2008 (unaudited)		December 31, 2007
Cash on Hand	$	476	$	2,652
Bank Deposits		20,047,831		11,776,302
	$	20,048,307	$	11,778,954

6. Advance to Related Parties

Advance to related parties consist of the following:

		September 30, 2008 (unaudited)		December 31, 2007
Shareholder	$	31,131	$	-
Beijing Weishi Success Education Technology Co., Ltd		1,021,138		-
Advance to CEO Mr. Xiqun Yu		-		108,536
	$	1,052,269	$	108,536

As of September 30, 2008, the Company has advances $31,131 to Mr. Yuli Guo, the minority shareholder of the Company's WEI subsidiary. This advance was made to expand WEI's operations outside of the PRC. In addition to the above, the Company advanced $1,021,138 to Beijing Weishi Success Education Technology Co., Ltd., and entity associated with our WEI subsidiary.

7. Other Receivable

Other Receivables are all unsecured and due upon demand:

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	September 30, 2008 (unaudited)	December 31, 2007
Agents in Beijing	$ 215,898	-
Agents in Inner Mongolia and other areas	80,378	-
	$ 296,276	$ -

To develop business in new areas, the Company delivered pre-debit cards to agents in Beijing, Inner Mongolia and other areas with 6 months receivables' period.

8. Prepaid Expenses

Prepaid Expenses consist of the following:

	September 30, 2008 (unaudited)	December 31, 2007
Prepaid rent	$ 180,663	$ 285,269
Prepaid software development	-	633,562
Prepaid teachers and online material	290,517	143,927
Prepaid services and professional fees	91,465	109,589
Prepaid outdoor advertising	1,983,924	-
Prepaid television advertising	-	401,918
Other prepaid expenses	39,171	38,514
	$ 2,585,740	$ 1,612,779

9. Property and Equipment

Property and Equipment consist of the following:

	September 30, 2008 (unaudited)	December 31, 2007
Buildings	$ 3,562,358	$ 3,434,247
Transportation vehicles	191,402	179,737
Software	3,175,923	2,613,573
Furniture and fixtures	1,565,688	1,273,634
	8,495,372	7,501,191
Depreciation	(2,120,637)	(1,314,367)
Property and Equipment, Net	$ 6,374,735	$ 6,186,823

For the three and nine months ended September 30, 2008 and 2007, depreciation expenses totaled $347,750 and $ 145,065, $806,270 and $453,249 respectively. Allocated in the three and nine months ended September 30, 2008 and 2007 depreciation expenses totaling $64,988 and $49,901, $202,450 and $144,908, respectively were included in cost of goods sold, the remainder of depreciation expense for the respective periods is included in operating expenses.

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As of September 30, 2008 the Company does not have any land use rights agreements with the PRC for the office buildings owned by the Company. The Government owns the land where the company's buildings are located and provide the Company to use for free.

In the PRC land use rights are the legal rights for an entity to use lands for a fixed period of time. The PRC adopts dual land tenure system under which land ownership is independent of land use rights. The land is either owned by the state ("State Land") or by rural collective economic organization ("Collective Land").

10. Intangibles

Intangibles of the Company consist of franchise rights, transfer of minority interest in BHYHZ subsidiary for no consideration and WEI's intangible

Franchise Rights
There are four franchise rights owned by the Company: Usage rights for job seekers, ACCP training course, BENET training course, and Usage rights for learners.

- The Usage rights for job seekers is software to help university students to search jobs, post their resumes, and communicate with potential employers.

- The ACCP training course is an authority for training software engineers under authorized training procedures with authorized textbooks.

- The BENET training course is an authority for training internet engineers under authorized training procedures with authorized textbooks.

- The Usage right for learners is software to help elementary and secondary students to do assignments, test papers, and get instructions from teachers.

BHYHZ intangible
In connection with the organization of BHYHZ, the Company transferred to an unrelated non-profit, a quasi-governmental entity for no consideration a 30% ownership interest in the contributed capital of BHYHZ. The value of the transferred ownership is reflected as an intangible asset, related to their customer base, that is being amortized over four years. At September 30, 2008, the intangible asset relating to this transaction was $35,503 net of amortization of $8,193. The minority ownership interest share of operating losses of BHYHZ is being absorbed by the Company as the minority interest holdings have no basis in their investment. The minority losses absorbed by the Company for the nine months ended September 30, 2008 was $82,432. The Company is amortizing this intangible over an estimated useful life of four years.

WEI intangible
The April 29, 2008 acquisition of WEI for $932,000, consisting entirely of 400,000 shares of the Company's common stock at a market price of $2.33, per share, was allocated entirely to the Company. The 30% minority interest of WEI has no basis in their investment accordingly; the entire acquisition was allocated to the Company. As the WEI acquisition included no assets or liabilities of WEI, the entire purchase price was allocated to an intangible asset. As of September 30, 2008 the Company is determining the appropriate classification, type and life of this intangible asset. For the nine months ended September 30, 2008 the Company has amortized $31,066 of the intangible based on a preliminary life of fifteen years. At September 30, 2008, the intangible asset relating to this transaction was $900,934 net of amortization of $31,066.

Intangibles consist of the following:

	September 30, 2008 (Unaudited)	December 31, 2007
Usage rights — Job Seekers	$ 437,630	$ -
ACCP training course	735,218	729,703
BENET training course	51,495	53,826
Usage rights—Learner	291,754	-
Minority interest in BHYHZ subsidiary	43,696	43,696
WEI intangible	932,000	-
	2,491,793	827,225
Less: accumulated amortization	(590,670)	(203,665)
Intangibles, net	$ 1,901,123	$ 623,560

For the three and nine months ended September 30, 2008 and 2007, amortization expenses totaled $152,755 and $21,848, $387,005 and $43,696 respectively, and is recorded in operating expenses.

Future amortization of intangible assets is as follows:

Year Ended December 31,	
2008	$ 382,167
2009	392,056
2010	234,999
2011	196,800
2012	62,132
Thereafter	632,969
	$ 1,901,123

11. Deferred revenue

Deferred revenue includes subscriber prepayments and education fee prepayments. Subscriber prepayments represent deferred revenue for the purchase of debit cards used to pay for the online downloading of education materials. The Company recognizes revenue when the card is used to download material. During the period between the purchase and use of debit cards, the unused portion of the debit card is treated as deferred revenue to the Company. Education fee prepayments represent payments for tuition for the Company's training schools, which are amortized over the term of the course. As of September 30, 2008 and December 31, 2007, the Company had deferred revenue of $1,996,566 and $1,245,507, respectively.

12. Stockholders' Equity

The Company recorded the following equity transactions during the nine months ended September 30, 2008:

- On June 27, 2008, the Company issued 400,000 common shares with par value US$0.001 per share to Mr. Yuli Guo, to acquire 70% of WEI.

- During the nine months ended September 30, 2008 warrants for the purchase of 1,482,801 shares of common stock were exercised for proceeds of $2,667,559.

- During the nine months ended September 30, 2008 a total of 1,800,000 Series A Preferred Shares were converted into 600,000 shares of common stock valued at $667,800.

- On March 17, 2008, the Company's board of directors approved the repurchase of up to 1,000,000 shares of the Company's common stock from time to time in the open market at prevailing market prices. As of September 30, 2008 no shares have been repurchased.

13. Earnings Per Share

SFAS 128 requires a reconciliation of the numerator and denominator of the basic and diluted earnings per share (EPS) computations.

For the nine months ended September 30, 2008, dilutive shares include 2,532,548 shares attributable to convertible preferred stock, outstanding warrants to purchase 413,156 shares of common stock at an exercise price of $1.50, warrants to purchase 83,333 shares of common stock at an exercise price of $2.25, warrants to purchase 2,055,516 shares of common stock at an exercise price of $2.07 and warrants to purchase 681,035 shares of common stock at $2.40.

For the nine months ended September 30, 2007, dilutive shares include warrants to purchase 100,000 at an exercise price of $1.89 and warrants to purchase 50,000 shares at an exercise price of $1.29.

The following reconciles the components of the EPS computation

	Nine Months Ended September 30,			
		2008		2007
Net income available to common shareholders	$	6,326,827	$	4,548,666
Weighted average shares outstanding - basic		21,434,129		19,319,249
Effect of dilutive securities		3,361,940		963,270
Weighted average shares outstanding - diluted		24,796,069		20,282,519
Earnings per share - basic	$	0.30	$	0.24
Earnings per share - diluted	$	0.26	$	0.22

14. Commitments and Contingencies

The Company and its subsidiaries are self-insured, and they do not carry any property insurance, general liability insurance, or any other insurance that covers the risks of their business operations. As a result any material loss or damage to its properties or other assets, or personal injuries arising from its business operations would have a material adverse affect on the Company's financial condition and operations.

In June 2008 the Company entered into an employment agreement with their CFO. The following compensation is included in the agreement: a monthly salary of $6,000 (Canadian $), an annual bonus equivalent to one month's salary, payable in December of each year, based on the monthly salary in effect on November 30 of that year, and the Company granted an option to purchase 10,000 shares of the Company's stock at $3.05 per share. These options have a one year life from the date of grant and vest in monthly installments of approximately 833 shares per month. The Company is determining the proper valuation of these options as of September 30, 2008.

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15. Warrants

	Shares underlying warrants	Weighted average Exercise Price
Outstanding as of January 1, 2007	510,003	$ 1.5
Granted	4,747,707	1.99
Exercised	(127,500)	1.5
Expired or cancelled	-	-
Outstanding as of December 31, 2007	5,130,210	1.5
Granted	-	-
Exercised	(1,482,801)	1.8
Expired or cancelled	-	-
Outstanding as of September 30, 2008	3,647,409	$ 2.12

The following table summarizes information about stock warrants outstanding and exercisable as of September 30, 2008.

Exercise Price	Outstanding September 30, 2008	Weighted Average Remaining Life in Years	Number exercisable
$ 1.29	50,000	1.15	50,000
$ 1.50	413,156	3.41	413,156
$ 1.89	100,000	1.84	100,000
$ 2.07	2,055,516	3.59	2,055,516
$ 2.25	83,333	1.59	83,333
$ 2.40	681,035	3.59	681,035
$ 3.00	264,369	3.59	264,369
	3,647,409	3.45	3,647,409

16. Operating Risk

(a) Country risk

Currently, the Company’s revenue is mainly derived from sale of educational products and services in the People’s Republic of China. The Company hopes to expand its operations in the People’s Republic of China, however, there are no assurances that the Company will be able to achieve such an expansion successfully. Therefore, a downturn or stagnation in the economic environment of the PRC could have a material adverse effect on the Company’s financial condition.

(b) Products risk

The Company competes with larger companies, who have greater funds available for expansion, marketing, research and development and the ability to attract more qualified personnel. There can be no assurance that the Company will remain competitive with larger competitors.

(c) Exchange risk

The Company can not guarantee that the current exchange rate will remain steady, therefore there is a possibility that the Company could post the same amount of profit for two comparable periods and because of a fluctuating exchange rate actually post higher or lower profit depending on exchange rate of Chinese Renminbi (RMB) converted to U.S. dollars on that date. The exchange rate could fluctuate depending on changes in the political and economic environments without notice.

(d) Political risk

Currently, the People's Republic of China is in a period of growth and is openly promoting business development in order to bring more business into the People's Republic of China . Additionally, the People's Republic of China allows a Chinese corporation to be owned by a United States corporation. If the laws or regulations are changed by the PRC government, the Company's ability to operate in the People's Republic of China could be affected.

(e) Key personnel risk

The Company's future success depends on the continued services of executive management in People's Republic of China. The loss of any of their services would be detrimental to the Company and could have an adverse effect on business development. The Company does not currently maintain key-man insurance on their lives. Future success is also dependent on the ability to identify, hire, train and retain other qualified managerial and other employees. Competition for these individuals is intense and increasing.

(f) Non-compliance with financing requirements

The Company might need to obtain future financing that require timely filing of registration statements, and have declared effective those registration statements, to register the shares being offered by the selling stockholders in future financing. The Company might be subject to liquidated damages and other penalties if they continue to obtain future financing requiring registration statements, and not having those registration statements filed and declared effective in a prompt manner.

Item 2. Management's Discussion and Analysis or Plan of Operation.

The following discussion of the results of our operations and financial condition should be read in conjunction with our unaudited consolidated financial statements and the related notes thereto, which appear elsewhere in this report.

Except for the historical information contained herein, the following discussion, as well as other information in this report, contain "forward-looking statements," within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the "safe harbor" created by those sections. Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements relating to our future activities or other future events or conditions. These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and are likely to, differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those discussed from time to time in this report, as well as and any risks described in the "risk factors" section of our Registration Statement filed with the U.S. Securities and Exchange Commission on Form SB-2 (file no. 333-146023) and any other filings we make with the SEC. In addition, such statements could be affected by risks and uncertainties related to the ability to conduct business in the People's Republic of China, demand, including demand for our products resulting from change in the educational curriculum or in educational policies, our ability to raise any financing which we may require for our operations, competition, government regulations and requirements, pricing and development difficulties, our ability to make acquisitions and successfully integrate those acquisitions with our business, as well as general industry and market conditions and growth rates, and general economic conditions. Any forward-looking statements speak only as of the date on which they are made, should not be relied upon as representing our views as of any subsequent date and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this report.

Our discussion and analysis of our financial condition and results of operations are based upon our unaudited consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses. On an on-going basis, we evaluate these estimates, including those related to useful lives of real estate assets, cost reimbursement income, bad debts, impairment, net lease intangibles, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. There can be no assurance that actual results will not differ from those estimates.

Overview

Our principal business is the distribution of educational resources through the Internet. Our website, www.edu-chn.com, is a comprehensive education network platform which is based on network video technology and large data sources of education resources. We have a database comprising such resources as test papers for secondary education courses as well as video on demand. Our database includes more than 300,000 exams, test papers and courseware for secondary and elementary schools. We also offer, through our website, video on demand, which includes tutoring of past examination papers and examination techniques.

We also provide on-site teaching services in Harbin, where we have a 36,600 square foot training facility with 17 classrooms that can accommodate 1,200 students. These classes complement our on-line education services. The courses cover primarily the compulsory education curriculum of junior, middle and high school. We charge tuition fees for these classes.

We generate revenue through our website by selling prepaid debit cards to our subscribers. These debit cards permit the subscriber to download materials from our website over a specified period, usually one year. We recognize revenue from the debit cards when the students use the debit cards to purchase our products. To the extent that the debit cards expire unused, we recognize the remaining balance of the debit card at that time. We also recognize revenue from our online education business through the sale of advertising on our website. We recognize revenue from our training center's classes ratably over the term of the course, and we recognize revenue from face-to-face tutorials with students who attend our training center and face-to-face information technology training courses.

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The laws of the People's Republic of China provide the government broad power to fix and adjust prices. We need to obtain government approval in setting our prices for classroom coursework and tutorials, which affects our revenue in our training center business. Although the sale of educational material over the Internet is not presently subject to price controls, we cannot give you any assurance that they will not be subject to controls in the future. To the extent that we are subject to price control, our revenue, gross profit, gross margin and net income will be affected since the revenue we derive from our services will be limited and we may face no limitation on our costs. Further, if price controls affect both our revenue and our costs, our ability to be profitable and the extent of our profitability will be effectively subject to determination by the applicable Chinese regulatory authorities.

Because students who purchase our on-line programs purchase debit cards for the programs that they use and students who enroll in our training classes pay their tuition before starting classes, we do not have significant accounts receivable. At September 30, 2008, we had no accounts receivable.

Our prepaid expenses account for a significant portion of our current assets - $2,585,740 or 10.78% of current assets at September 30, 2008. Prepaid expenses are primarily comprised of advance payments made for services to teachers, online materials and video, outdoor advertising and prepaid rent. At September 30, 2008, prepayments to teachers for online materials totaled $290.517, prepayment of rent expense totaled $180,663, prepayments for outdoor advertising totaled $1,983,924, prepaid services and professional fees totaled $91,645 , and other prepaid expenses were $39,171. We amortize the prepayments to teachers over three months, which is the estimated life of the testing materials. The prepaid rent related to our Beijing office and dormitory rental for our training center and the prepayment to teachers decreases as the materials are delivered and the prepaid rent decreases ratably during the terms of the leases.

As a result of both the manner in which we recognize revenue and the manner that we expense the cost of our materials, there is a difference between our cash flow and both revenue and cost of revenue.

In our on-line education business segment, the principal component of cost of sales is the cost of obtaining new material to offer students as we increase the available material as well as depreciation related to computer equipment and software and direct labor cost. This business segment generates a relatively high gross margin, which was 86.6% for the nine months ended September 30, 2008. The gross margin is affected by the payments we have to make to teachers for the materials. In our training center business segment, the principal components of cost of sales are faculty and the amortization of intangible assets. This business segment generates a lower gross margin than the online education business segment, which was 63.4% for the nine months ended September 30, 2008. The tuition that we charge our students at our training center is subject to government approval. As a result, we may not be able to pass on to our students any increases in costs we incur, including increased costs of faculty. Our gross margin in the training center is also affected by the size of our classes.

Our on-line products and our training services are dependent upon the government's education policies. Any significant changes in curriculum or testing methods could render all or a significant portion of our library of test papers and our training center obsolete and we may have to devote substantial resources in adapting to the changes.

We have recently added a platform for training agencies and schools to offer their services, and we offer job search guidance and career planning courses to college graduates through this platform. This business has become part of our online education business, since it is currently largely an Internet-based activity.

Because the purchase of both our on-line and our training center is made from discretionary funds, our business is dependent upon both the economy of the People's Republic of China and the perception of students that they will benefit from improving their ability to perform well on standardized tests which are given before middle school, high school and university.

In December 2006, we acquired, for approximately $1.0 million, all of the fixed assets and franchise rights of Harbin Nangang Compass Computer Training School (“Compass Training School”), which was engaged in the business of providing on-site training on network engineering and ACCP software engineering to computer vocational training school students. As a result of this acquisition, we became the partner of Beida Qingniao APTEC Software Engineering within the Heilongjiang Province in the People’s Republic of China for vocational training. The acquisition included six classrooms for on-site education classes, six computer rooms and patented course materials. Compass Training School currently has two principal education programs focused on network engineering and ACCP software engineering.

We, through our wholly-owned subsidiary, own 70% of Beijing Hua Yu Hui Zhong Technology Development Co., Ltd,("BHYHZ") which was formed on September 30, 2006. At the time of its organization, we transferred a 30% interest in this subsidiary to The Vocational Education Guidance Center of China, a non-profit, quasi-government entity, for no consideration in order to enable us to work with the Guidance Center's network to expand our business. The value of this 30% interest, which is based on our cost, is treated as an intangible.

We are in the process of introducing new services aimed at the students who desire to attend vocational school. These students include high school students who do not continue their education at universities and university graduates who are unable to find employment. The core business of our vocation education will be in three main areas: vocation education enrollment, vocational certification, and career development for college graduates. We have collaborated with the China Vocation Education Society in setting up www.360ve.com, which provides information regarding vocation training schools and vocation training both on-line and on-site.

On April 27, 2008, we entered and closed an agreement to acquire 70% (70 shares of common stock) of the issued and outstanding shares of World Exchanges Inc. ("WEI"), which provides English training programs, English test preparation courses and overseas study and consulting services through five English schools.

The five English schools are Beijing Weishi Success Education Technology Co., Ltd., Beijing World Exchanges English College, Yantai WECL English College, Xiamen Siming District Weishi English Training School and the Private Qingdao Weishi Education Training School, all of which provide English language training services in regions of Beijing, Yantai, Xiamen and Qingdao. Due to PRC pending regulatory approval, the schools are excluded from the WEI Acquisition. If government approval for the acquisition of the schools is approved, we will determine if the schools will be included as part of the WEI Acquisition at a later date.

WEI primarily operates the World Exchanges College of Language ("WECL") English Education business. The WECL has been providing English instruction for Chinese students since 1988. WECL offers 1) a Qualifying Program designed to help beginners who want to learn English as a second language to develop competence in communication skills at an elementary level; 2) a Combined Studies Program which is open to students with a College degree or at least six years of high school; 3) a General English Studies Program, which is the second year of the Combined Studies program or may be taken by someone with 3 years of university courses and a minimum of 6 years of English instruction. In addition, WECL recently started providing language test preparation programs and overseas study and consulting services for students.

We will have a share of the revenue from the English language training courses at the five English schools and other revenue will come from their part-time, language training program, test preparation program as well as overseas study and consulting services for students.

On April 18, 2008, the Company's wholly-owned subsidiary, Harbin Zhong He Li Da Education Technology, Inc. ("ZHLD") entered an agreement to contribute RMB3, 000,000 (approximately, $430,000) for a 49.02% equity interest of Harbin New Discovery Media Co (HNDM), which provides domestic advertising, press releasing, and agency service, software services, and business services nation wide.

HNDM has strong newspaper brand recognition and a loyal readership in the Heilongjiang province of the PRC. Through HNDM, we may create new educational material distribution channels in readable newspaper format in the future. In addition, our joint venture partner, Harbin Daily Newspaper Group has extensive expertise, resources, and relationships in the newspaper business which we may leverage to assure success in any new ventures.

HNDM's "Scientific Discovery" newspaper has two publications per week. The first one comprises elementary and secondary school tutorship materials, synchronizing with students syllabi. The second one comprises scientific information and guidance in daily life. We anticipate a weekly circulation of 150,000 sets.

Significant Accounting Estimates and Policies

The discussion and analysis of our financial condition and results of operations is based upon our financial statements which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities. On an on-going basis, we evaluate our estimates including the allowance for doubtful accounts, the salability and recoverability of our products, income taxes and contingencies. We base our estimates on historical experience and on other assumptions that we believe to be reasonable under the circumstances, the results of which form our basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Property and equipment are evaluated for impairment whenever indicators of impairment exist. Accounting standards require that if an impairment indicator is present, we must assess whether the carrying amount of the asset is unrecoverable by estimating the sum of the future cash flows expected to result from the asset, undiscounted and without interest charges. If the recoverable amount is less than the carrying amount, an impairment charge must be recognized, based on the fair value of the asset.

Franchise rights, which we acquired from third parties, are amortized over the lives of the rights agreements, which is five years. We evaluate the carrying value of the franchise rights during the fourth quarter of each year and between annual evaluations if events occur or circumstances change that would more likely than not reduce the fair value of the intangible asset below its carrying amount. There were no impairments recorded during the quarter ended September 30, 2008.

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes. This process involves estimating our current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities. Our deferred tax asset is from US corporate parent and has been fully resolved. Our US parent provides corporate and administrative functions for the entire consolidated Company. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income, and, to the extent we believe that recovery is not likely, we must establish a valuation allowance. To the extent that we establish a valuation allowance or increase this allowance in a period, we must include a tax provision or reduce our tax benefit in the statements of operations. We use our judgment to determine our provision or benefit for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets. We believe, based on a number of factors including historical operating losses, that we will not realize the future benefits of a significant portion of our net deferred tax assets and we have accordingly provided a full valuation allowance against our deferred tax assets. However, various factors may cause those assumptions to change in the near term.

We cannot predict what future laws and regulations might be passed that could have a material effect on our results of operations. We assess the impact of significant changes in laws and regulations on a regular basis and update the assumptions and estimates used to prepare our financial statements when we deem it necessary.

We have determined the significant principles by considering accounting policies that involve the most complex or subjective decisions or assessments. Our most significant accounting policies are those related to revenue recognition and deferred revenue.

Revenue is recognized in accordance with Staff Accounting Bulletin No. 104, Revenue Recognition, which states that revenue should be recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the service has been rendered; (3) the selling price is fixed or determinable; and (4) collection of the resulting receivable is reasonably assured. We believe that these criteria are satisfied upon customers' download of prepaid study materials. Prepaid debit cards allow our subscribers to purchase a predetermined monetary amount of download materials posted on our website. Prepaid service contracts are amortized to income on a straight line basis over the length of the service contract. These service contracts allow the user to obtain materials for a designed period of time. At the time that the prepaid debit card is purchased, the receipt of cash is recorded as deferred revenue. Revenues are recognized in the month when services are actually rendered. Unused value relating to debit cards is recognized as revenue when the prepaid debit card has expired. Revenue from advertising on our website is recognized when the advertisement is run. Since advertising customers are billed monthly, there are no unearned advertising revenues.

Prepaid expenses are primarily comprised of advance payments made for services to teachers, online materials and video, outdoor advertising and prepaid rent.

Deferred revenue includes subscriber prepayments and education fee prepayments. Subscriber prepayments represent deferred revenue for the purchase of debit cards used to pay for the online downloading of education materials, including testing booklets, supplemental materials, and teaching video clips. We value the sales based on the actual occurrence of customer download. Therefore, the spare time between the purchase of debit cards and actual download is recorded under advances on accounts as deferred or unearned revenues. Once the download takes place, the amount is then transferred from advances on accounts to sales. Education fee prepayments represent tuition payments and payments for service contracts which are amortized over their respective terms.

We have granted a stock option "C" to our new CFO, Ms. Susan Liu, to purchase a total of 10,000 shares of common stock of the company, such options to vest monthly in equal installments commencing from June 2, 2008 through June 1, 2009. We do not have any stock option or other equity-based incentive plans for our other officers, directors or key employees. To the extent that we do adopt such plans in the future, such grants will be valued at the granting date and expensed over the applicable vesting period as required by Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payments."

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement No. 157, "Fair Value Measurements" ("SFAS No.157"). SFAS No. 157 addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under GAAP. SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, with earlier adoption permitted. We anticipate adopting this standard as of January 1, 2008. The adoption of this statement had a minimal effect on the Company's financial condition or results of operations for the three and nine months ended September 30, 2008.

In September 2006, the FASB issued Statement No. 158, “Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans” (“SFAS No. 158”), an amendment of FASB Statements No. 87, 88, 106 and132(R). SFAS No. 158 requires (a) recognition of the funded status (measured as the difference between the fair value of the plan assets and the benefit obligation) of a benefit plan as an asset or liability in the employer's statement of financial position, (b) measurement of the funded status as of the employer's fiscal year-end with limited exceptions, and (c) recognition of changes in the funded status in the year in which the changes occur through comprehensive income. The requirement to recognize the funded status of a benefit plan and the disclosure requirements are effective as of the end of the fiscal year ending after December 15, 2006. The requirement to measure the plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008. This Statement has no current applicability to our financial statements. Management adopted this Statement on January 1, 2007 and our adoption of SFAS No. 158 did not have a material impact to our financial position, results of operations, or cash flows.

In February 2007, the FASB issued Statement No. 159 “The Fair Value Option for Financial Assets and Financial Liabilities” (SFAS 159). This statement permits companies to choose to measure many financial assets and liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS159 is effective for fiscal years beginning after November 15, 2007. The Company adopted SFAS 159 for the year ending December 31, 2007 for their consolidated financial statements. The adoption of this statement had a minimal effect on the Company’s financial condition or results of operations for the three and nine months ended September 30, 2008.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), “Business Combinations” (“SFAS 141(R)”). SFAS 141(R) will change the accounting for business combinations. Under SFAS No. 141(R), an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. SFAS No. 141(R) will change the accounting treatment and disclosure for certain specific items in a business combination. SFAS No. 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. SFAS 141(R) will impact us in the event of any future acquisition.

In December 2007, the FASB issued SFAS No. 160, “Non-controlling Interests in Consolidated Financial Statements—an amendment of Accounting Research Bulletin No. 51” (“SFAS 160”). SFAS 160 establishes new accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 is effective for fiscal years beginning on or after December 15, 2008. We do not believe that SFAS 160 will have a material impact on our consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133” (“FAS 161”). FAS 161 changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity’s financial position, financial performance, and cash flows. The guidance in FAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. This Statement encourages, but does not require, comparative disclosures for earlier periods at initial adoption. We are currently assessing the impact of FAS 161.

Results of Operations

Three Months Ended September 30, 2008 and 2007

The following table sets forth information from our statements of operations for the three months ended September 30, 2008 and 2007:

	(Dollars) Three Months Ended September 30, 2008			2007		
Revenue	$	7,146,389	100.0%	$	5,088,519	100.0%
Cost of sales		1,382,061	19.3%		970,559	19.1%
Gross profit		5,764,328	80.7%		4,117,960	80.9%
Income from operations		2,859,239	40.0%		2,098,797	41.2%
Interest expense		-	0.0%		49,094	1.0%
Other income		43,561	0.6%		261,409	5.1%
Income before income taxes		2,902,800	40.6%		2,311,112	45.4%
Provision for income taxes		145,889	2.0%		158,469	3.1%
Income before minority interest		2,756,911	38.6%		2,152,643	42.3%
Net income		2,756,911	38.6%		2,152,643	42.3%

The following table sets forth information as to the gross margin for our two lines of business for the three months ended September 30, 2008 and 2007.

	(Dollars) Three Months Ended September 30, 2008		2007	
Online Education:				
Revenue	$	5,126,456	$	3,613,550
Cost of sales		714,995		568,334
Gross profit		4,411,461		3,045,216
Gross margin		86.1%		84.3%
Training center:				
Revenue		2,019,933		1,474,969
Cost of sales		667,066		402,225
Gross profit		1,352,867		1,072,744
Gross margin		67.0%		72.7%

Three Months Ended September 30, 2008 and 2007

Revenue for the three months ended September 30, 2008 (the "September 30, 2008 quarter") increased by $2,057,870, or 40.4%, to $7,146,389 compared to $5,088,519 for the three months ended September 30, 2007 (the "September, 30 2007 quarter"). The increase in revenue reflects increases of $1,512,906 from the online education division and increase of $544,964 for the training center. Advertising income is included in our online education revenue. During 2007 and 2008, we added several new programs for vocational studies and certification programs, which provided new sources of income for our online education business.

Our overall cost of sales increased by $411,502 to $1,382,061 in the September 30, 2008 quarter, as compared to $970,559 in the September 30, 2007 quarter. The increase in cost of sales reflects a $146,661 increase in our cost of sales for the online education division for the September 30, 2008 quarter and an increase of $264,841 from our training center division. The online gross margin for the September 30, 2008 quarter also reflects an increase in advertising revenue which has no substantial costs associated with it. The online training division gross margin increased to 86.1% in the September 30, 2008 quarter from 84.3% in the September 30, 2007 quarter due to the fact that online costs are somewhat fixed and margins increase with volume. In the training center division, gross margin decreased to 67.0% in the September 30, 2008 quarter from 72.7% in the September 30, 2007 quarter due to more amortization of training center related intangible assets and decreased payments to lecturers.

Selling expenses increased by $778,386 or 49.5% to $2,353,018 in the September 30, 2008 quarter from $1,573,632 in the September e 30, 2007 quarter. Until the middle of 2007, we did not expend much effort in marketing our services and products, which is reflected in the modest selling expenses in the September 2007 quarter. Our selling expenses include agency fees associated with increased sales of our debit cards.

Administrative expenses decreased by $29,324 or 9.2%, to $288,083 in the September 30, 2008 quarter as compared to $317,407 in the September 30, 2007 quarter. The decrease is due primarily to a decrease in salaries and decrease in travel and telephone expense.

Depreciation and amortization increased by $136,864, or 106.8%, to $264,988 in the September 30, 2008 quarter, as compared to $128,124, in the September 30, 2007 quarter. This increase was due to depreciation and amortization associated with increases in fixed assets and amortization of intangible assets.

Interest expense decreased by $49,094, or 100.0%, to $0 in the September 30, 2008 quarter. There was $49,094 interest expense in the September 30, 2007 quarter, which was attributable to a bridge loan which was made in September 2006.

Under current Chinese tax law, a wholly foreign owned enterprise has a 100% tax holiday for the first two years and a 50% tax holiday for the following three years. Since we became a wholly foreign owned enterprise in 2005, we benefited from a 100% tax holiday for 2005 and 2006 and, under the present law, we benefited from a 50% tax holiday for 2007 and will benefit from a 50% tax holiday for 2008 and 2009. As a result our income taxes for the September 30, 2008 quarter and the September 30, 2007 quarter reflect income taxes at 50% of the applicable tax rate of 15%.

As a result of the foregoing, we had net income of $2,756,911, or $.13 per share for basic and $.11 for diluted, for the September 2008 quarter, as compared with net income of $2,152,643, or $.11 per share (basic and diluted), for the September 2007 quarter.

Nine Months Ended September 30, 2008 and 2007

The following table sets forth information from our statements of operations for the nine months ended September 30, 2008 and 2007.

	(Dollars) Nine Months Ended September 30,			
	2008		2007	
Revenue	$ 15,675,500	100.0%	$ 12,524,501	100.0%
Cost of sales	2,944,385	18.8%	2,704,265	21.6%
Gross profit	12,731,115	81.2%	9,820,236	78.4%
Income from operations	6,149,430	39.2%	5,153,064	41.1%
Interest expense	-	0.0%	542,173	4.3%
Other income	628,494	4.0%	332,989	2.7%
Income before income taxes	6,777,924	43.2%	4,943,880	39.5%
Provision for income taxes	451,097	2.9%	395,214	3.2%
Income before minority interest	6,326,827	40.4%	4,548,666	36.3%
Net income	6,326,827	40.4%	4,548,666	36.3%

Our net cash provided by operating activities was $7,291,542 for the nine months ended September 30, 2008 an increase of $34,177 or 0.5% from $7,257,365 for the same period in 2007. This increase was mainly due to an increase in net income of $1,778,161 along with non-cash charges related to increase of depreciation and amortization of $591,834, an increase in other receivable of $336,811, a decrease in deferred revenue of $717,483, an increase in prepaid expenses of $882,623 and a decrease in loan amortization of $420,639 as compared to the nine months ended September 30, 2007.

We operate in one business segment, that of education, in which we operate in two revenue areas of online education and education training centers. The following table sets forth information as to the gross margin for our two revenue areas for the nine months ended September 30, 2008 and 2007.

	(Dollars) Nine Months Ended September 30,	
	2008	2007
Online Education:		
Revenue	$ 12,067,183	$ 9,958,203
Cost of sales	1,622,862	1,855,951
Gross profit	10,444,321	8,102,252
Gross margin	86.6%	81.4%
Training center		
Revenue	3,608,317	2,566,298
Cost of sales	1,321,523	848,314
Gross profit	2,286,794	1,717,984
Gross margin	63.4%	66.9%

Revenue. Revenue increased by $3,150,999 or 25.2% in for the nine months ended September 30, 2008 to $15,675,500 as compared to $12,524,501 for the same period in 2007, resulting in gross profit of $12,731,115 for the nine months ended September 30, 2008 as compared to gross profit of $9,820,236 for the same period in 2007. The increase in revenue reflected increases of $2,108,980 from our on-line education area and $1,042,019 for our training center area. Advertising income is included in our on-line education revenue. In both 2007 and 2008, we added several new programs for vocational studies and certification programs, which provided new sources of income for our on-line education area.

Cost of sales. Our overall cost of sales increased by $240,120 to $2,944,385 for the nine months ended September 30, 2008 as compared to $2,704,265 for the same period in 2007. The increase in cost of sales reflects a $473,209 increase in our cost of sales for our training center division in 2008 offset by a $233,089 decrease for our on-line education area. The on-line training area gross margin increased to 86.6% for the nine months ended September 30, 2008 from 81.4% for the same period in 2007 due to the fact that on-line education costs are somewhat fixed and margins increase with volume. Our training center area gross margin decreased to 63.4% in for the nine months ended September 30, 2008 from 66.9% for the same period in 2007 due to decreased payments to lecturers.

Selling expenses. Selling expenses increased by $1,552,238, or 45.5%, to $4,965,036 for the nine months ended September 30, 2008 from $3,412,798 for the same period in 2007. The increase in selling expenses include increased agency fees associated with increased sales of our debit cards.

Administrative expenses. Administrative expenses increased by $22,757, or 2.5%, to $935,830 in 2008 as compared to $913,073 in 2007. The increase in administrative expenses was due to an increase in professional fees and office expenses.

Depreciation and amortization. Depreciation and amortization increased by $339,518, or 99.5%, to $680,819 for the nine months ended September 30, 2008 as compared to $341,301 for the same period in 2007. This increase was due to depreciation and amortization associated with increases in fixed assets and amortization of intangible assets.

Interest income (expense). Interest expense decreased by $542,173, or 100.0% to $0 for the nine months ended September 30, 2008 as compared to $542,173 for the same period in 2007. This reflects the conversion of the notes payable to stock during 2007.

Income Taxes. Under current Chinese tax law, a wholly foreign owned enterprise has a 100% tax exemption or “holiday” for the first two years after it so qualifies, and thereafter, a 50% tax “holiday” for three years. Since Harbin Zhong He Li Da became a wholly foreign owned enterprise in 2005, we benefited from a 100% tax holiday in 2006. Under the present law, we benefited from a 50% tax holiday for 2007 and will benefit from a 50% tax holiday in 2008 and 2009. As a result, our income taxes for 2008 and 2007 reflect income taxes at 50% of the applicable tax rate of 15%, or such other applicable tax rate as a result of changes in tax rates effective January 1, 2008. These changes will have the effect of increasing the enterprise tax rate by 2% per year until it reaches an effective tax rate of 25%.

Net income. As a result of the foregoing, we had net income of $6,326,827, or $0.30 per share basic and $0.26 diluted, for the nine months ended September 30, 2008, as compared with net income of $4,548,666 or $0.24 per share basic and $0.22 per share diluted, for the nine months ended September 30, 2007.

Liquidity and Capital Resources

Our current assets primarily consist of cash and prepaid expenses. We do not have inventory or accounts receivable, and our other receivables are not significant. Our prepaid expenses are primarily advance payments made to teachers for on-line materials and prepaid rent.

At September 30, 2008, we had cash and cash equivalents of $20,048,307, an increase of $8,269,353 or 70.2%, from $11,778,954 at December 31, 2007. This increase reflected the net income generated by our business during 2008, as well as exercises of warrants for common stock of approximately $2.7 million during the nine months ended September 30, 2008.

Our net cash provided by operating activities was $7,291,542 for the nine months ended September 30, 2008 an increase of $34,177 or 0.5% from $7,257,365 for the same period in 2007. This increase was mainly due to an increase in net income of $1,778,161 along with non-cash charges related to increase of depreciation and amortization of $591,834, an increase in other receivable of $336,811, a decrease in deferred revenue of $717,483, an increase in prepaid expenses of $882,623 and a decrease in loan amortization of $420,639 as compared to the nine months ended September 30, 2007.

As of September 30, 2008, we had working capital of $21,273,299, an increase of $9,441,646 from working capital of $11,831,653 at December 31, 2007. We consider current working capital and borrowing capabilities adequate to cover our planned operating and capital requirements.

Accounts payable and accrued expenses as of September 30, 2008, were $712,727, an increase of $289,618, or 68.4%, from $423,109 at December 31, 2007, resulting from the increased level of cash during the quarter.

We believe that our working capital, together with our cash flow from operations will be sufficient to enable us to meet our cash requirements for the next 12 months. However, we may incur additional expenses as we seek to expand our business to offer services in other parts of the People’s Republic of China as well as to market and continue the development of our vocational training activities, and it is possible that we may require additional funding for that purpose. Although we do not have any current plans to make any acquisitions, it is possible that we may seek to acquire one or more businesses in the education field, and we may require financing for that purpose. We cannot assure you that funding will be available if and when we require funding.

The securities purchase agreement relating to our May 2007 private placement prohibits us (i) from issuing convertible debt or preferred stock until the earlier of five years from the closing or until the investors have converted or exercised and sold the securities issued in the private placement or (ii) from having debt in an amount greater than twice our EBITDA until three years from the closing or until 90% of the securities have been converted or exercised and sold. The investors in the private placement also have a right of first refusal on future financings. These provisions may make it difficult for us to raise money for our operations or for acquisitions.

Off-Balance Sheet Arrangements

As of September 30, 2008, we had no off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We have exposure to market risk of changes in foreign currency exchange rates. We neither hold nor issue financial instruments for trading purposes nor do we make use of derivative instruments to hedge the risks discussed below.

The following sections provide quantitative information on our exposure to market risks. Our use of sensitivity analyses are inherently limited in estimating actual losses in fair value that can occur from changes in market conditions.

Foreign Currency Exchange Rates

We collect revenue from operations principally in the Chinese Renminbi. All of our local sales revenue is collected in and substantially all of our expenses are paid in the Chinese Renminbi. We face foreign currency rate translation risk when our Chinese subsidaries results are translated to U.S. Dollars and with respect to financial instruments denominated in foreign currencies. Our results of operations denominated in foreign currency are translated at the average rate of exchange during the reporting period. Assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the market rate of exchange ruling at that date. The registered equity capital denominated in the functional currency is translated at the historical rate of exchange at the time of capital contribution.

The Chinese Renminbi had remained stable against the U.S. Dollar at approximately 8.28 Renminbi to 1.00 U.S. Dollar for several years and it was not until July 21, 2005 that the Chinese currency regime was altered, with a 2.1% revaluation versus the United States Dollar. This move initially valued the Renminbi at 8.11 Renminbi per United States Dollar. In addition, the Renminbi is no longer linked to the U.S. currency but rather to a basket of currencies with a 0.3% margin of fluctuation. However, there remains international pressure on the Chinese government to adopt an even more flexible currency policy and as of September 30, 2008 the exchange rate was 6.8551 Renminbi to 1.00 U.S. Dollar. The exchange rate of Renminbi is subject to changes in the People’s Republic of China’s government policies which are, to a large extent, dependent on the economic and political development both internationally and locally and the demand and supply of Renminbi in the domestic market. There can be no assurance that such exchange rate will continue to remain stable in the future amongst the volatility of currencies, globalization and the unstable economies in recent years. Since (i) our income and profit are mainly denominated in Renminbi, and (ii) the payment of dividends will be in U.S. dollars, if any, any exchange fluctuation of the Renminbi against other foreign currencies would adversely affect the value of the shares and dividends payable to shareholders, in foreign currency terms.

As of September 30, 2008, our outstanding financial instruments with foreign currency exchange rate risk exposure had an aggregate fair value of approximately $16.5 million. The potential increase in the fair values of these instruments resulting from a 10% adverse change in quoted foreign currency exchange rates would be $2,138,815 at September 30, 2008.

Item 4. Controls and Procedures.

Evaluation of our Disclosure Controls

As of the end of the period covered by this Quarterly Report on Form 10-Q, our principal executive officer and principal financial officer have evaluated the effectiveness of our “disclosure controls and procedures” (“Disclosure Controls”). Disclosure Controls, as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Exchange Act, such as this Quarterly Report, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure Controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Our management, including the CEO and CFO, does not expect that our Disclosure Controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based upon their controls evaluation, our CEO and CFO have concluded that our Disclosure Controls are effective at a reasonable assurance level.

Changes in internal control over financial reporting

There have been no changes in our internal controls over financial reporting during our third fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

There is no material legal proceeding pending against us.

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

None.

Item 3. Defaults Upon Senior Securities

None.

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

None.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

Copies of the following documents are included as exhibits to this report pursuant to Item 601 of Regulation S-K.

Exhibit No.	SEC Ref. No.	Title of Document
1	31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
2.	31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
3	32.1	Certification of the Principal Executive Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
4	32.2	Certification of the Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

* The Exhibit attached to this Form 10-Q shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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SIGNATURES

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

CHINA EDUCATION ALLIANCE, INC.

Date: November 12, 2008	By:	*/s/ Xiqun Yu* Xiqun Yu Chief Executive Officer and President
Date: November 12, 2008	By:	*/s/ Susan Liu* Susan Liu Chief Financial Officer

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