

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

FORM 10-Q

(Mark One)

- ☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **September 30, 2008**.
- ☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.

Commission file number: **000-50546**

HENDRX CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

86-0914052

(I.R.S. Employer
Identification No.)

Suite # 409 – 748 North Vine Street, Los Angeles, California 90038

(Address of principal executive offices) (Zip Code)

(818) 279-1394

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes ☒ No ☐.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company as defined by Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒

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

At November 19, 2008, the number of shares outstanding of the registrant's common stock, \$0.001 par value (the only class of voting stock), was 37,238,067.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

As used herein, the terms “Company,” “we,” “our,” “us,” “it,” and “its” refer to Hendrx Corp., a Nevada corporation, and its subsidiaries and predecessors, unless otherwise indicated. In the opinion of management, the accompanying unaudited financial statements included in this Form 10-Q reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

HENDRX CORP.
Consolidated Balance Sheet
(Expressed in US Dollars)

	September 30, 2008	December 31, 2007
	(Unaudited)	
Current Assets		
Cash	\$ 45,176	\$ 63,598
Accounts receivable	404,240	500,828
Value added tax refundable	79,661	30,237
Inventories (Note 4)	2,476,866	2,214,971
Due from related parties (Note 8d)	30,693	28,767
Prepaid expenses	341,124	21,634
Total Current Assets	3,377,760	2,860,035
Property, Plant and Equipment-Net (Note 6)	5,228,332	5,283,409
Other assets		
Long term loan receivable (Note 15)	51,205	116,535
Intangible assets-Net (Note 5)	2,031,371	2,174,334
Goodwill (Note 3)	7,800,000	7,800,000
Total Other Assets	9,882,576	10,090,869
Total Assets	\$ 18,488,668	\$ 18,234,313
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable & Accrued liabilities	\$ 1,694,000	\$ 1,253,382
Short term loans (Note 9)	3,289,843	3,093,651
Due to related parties (Note 8e)	1,517,689	830,145
Total Current Liabilities	6,501,532	5,177,178
Commitments and Contingents (Note 16)	1,225,320	1,000,000
Total Liabilities	7,726,852	6,177,178
Stockholders' Equity		
Capital stock (Par value \$0.001, Authorized: 350,000,000 Issued and outstanding: 37,238,067)	37,238	37,238
Additional paid-in capital	43,196,066	43,196,066
Other Comprehensive Income	915,742	663,537
Deficit	(33,387,230)	(31,839,706)
Total stockholders' equity	10,761,816	12,057,135
Total liabilities and stockholders' equity	\$ 18,488,668	\$ 18,234,313

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

HENDRX CORP.**Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss)**

(Expressed in US Dollars)

	Three months ended September 30,		Nine months ended September 30,	
	2008	2007	2008	2007
Revenue	\$ 669,972	\$ 400,533	\$ 1,799,525	\$ 1,424,504
Cost of Goods Sold	(674,762)	(370,560)	(1,969,998)	(1,411,634)
Gross Profit	(4,790)	29,973	(170,473)	12,870
Selling Expenses	47,116	43,952	185,272	118,719
General and administrative expenses	152,468	169,545	514,742	593,185
Contract services	50,114	69,059	164,647	184,647
Salaries and wages	40,784	42,152	134,262	153,107
Total Expenses	290,482	324,709	998,923	1,049,658
Income (Loss) from Operations	(295,272)	(294,736)	(1,169,396)	(1,036,788)
Other Income (Expense)				
Other income (expense)	13,372	(108)	132,251	(15,059)
Interest expenses	(70,976)	(53,751)	(285,059)	(161,114)
Litigation losses	-	-	(225,320)	-
Total Other Income (Expense)	(57,604)	(53,859)	(378,128)	(176,173)
Profit (Loss) before Income taxes	(352,876)	(348,595)	(1,547,524)	(1,212,960)
Income Taxes	-	-	-	-
Net profit (loss)	\$ (352,876)	\$ (348,595)	\$ (1,547,524)	\$ (1,212,960)
Net (loss) per common shares Basic & Dilutive	(0.01)	(0.01)	(0.04)	(0.03)
Weighted Average Shares Outstanding	37,238,067	37,238,067	37,238,067	37,238,067
Net profit (loss)	\$ (352,876)	\$ (348,595)	\$ (1,547,524)	\$ (1,212,960)
Other Comprehensive Income				
Foreign Currency Translation Adjustments	117,331	83,927	252,205	45,845
Comprehensive Income (Loss)	\$ (235,545)	\$ (264,668)	\$ (1,295,319)	\$ (1,167,115)

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

HENDRX CORP.
Unaudited Consolidated Statements of Cash Flows
(Expressed in US Dollars)

	Nine months ended September 30,	
	2008	2007
Cash Flows from Operating activities		
Net losses	\$ (1,547,524)	\$ (1,212,960)
Adjustments to reconcile net income (loss) to net Cash		
Amortization and depreciation	198,040	407,314
Impairment of intangible assets	-	133,552
Litigation losses	225,320	-
Changes in operating assets and liabilities		
Accounts receivable	96,588	(113,462)
VAT Refundable	(49,424)	(8,694)
Inventories	(261,895)	(297,670)
Prepaid expenses	(319,490)	(7,383)
Accounts payable and accrued liabilities	440,618	131,847
Total funds from (used in) operating activities	(1,217,767)	(967,456)
Cash Flows from Investing activities		
Loan receivable	-	(4,487)
Repayment on loan receivable	65,330	-
Advances to related parties	(1,926)	(22,165)
Total funds from (used in) investing activities	63,404	(26,652)
Cash Flows from Financing activities		
Short term loan proceeds	2,320,468	472,432
Short term loan repayments	(2,124,276)	-
Advances from related parties	687,544	482,490
Total funds provided by (used in) financing activities	883,736	954,922
Cash, increase during the year	(270,627)	(39,187)
Foreign exchange	252,205	45,845
Cash, beginning of the year	63,598	29,198
Cash, end of the year	\$ 45,176	\$ 35,856
Supplementary cash flow information		
Income taxes (refunded) paid	\$ -	\$ -
Cash paid for interest	\$ 256,684	\$ 161,114

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

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
September 30, 2008
(Expressed in US Dollars)

Note 1. ORGANIZATION AND NATURE OF BUSINESS

Organization

Hendrx Corp. (the “Company”) was incorporated under the laws of the State of Nevada on May 4, 1998 (the inception date) for the purpose of promoting and carrying on any lawful business for which a corporation may be incorporated under the laws of the State of Nevada. The Company operated from May 4, 1998 through approximately October 31, 2000 developing and marketing computer software. On October 31, 2000, the Company ceased the aforementioned operations and was in the development stage until December 16, 2004, when it acquired 100% of the issued shares of Eastway Global Investment Limited (“Eastway”), which included Eastway’s wholly-owned operating subsidiary, Fujian Yuxin Electronic Equipment Co., Ltd. (“Yuxin”).

Organization and Nature of Business of the Wholly Owned Operating Subsidiary

Yuxin was incorporated under the laws of People’s Republic of China on February 18, 1993. The principal business of Yuxin is to manufacture and distribute water dispenser systems. Yuxin owns patents of atmospheric water generation in China. Its head office and plant facilities are located in Ron Qiao Economic Development Zone, Fuqing City, Fujian Province, P.R. China.

Going Concern

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America applicable to a going concern which assume that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company has a working capital deficiency of \$3,123,772 at September 30, 2008 and a net loss of \$1,547,524 for the nine months then ended. The Company might not have sufficient work capital for the next twelve months and is dependent on financing to continue operation. These factors create substantial doubt as to the ability of the Company to continue as a going concern. Realization values may be substantially different from the carrying values as shown in these financial statements should the Company be unable to continue as a going concern. Management is in the process of identifying sources for additional financing to fund the ongoing development of the Company’s business.

Interim Financial Statements

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at September 30, 2008 and September 30, 2007 and for the periods then ended have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these interim financial statements be read in conjunction with the financial statements and notes thereto included in the Company’s December 31, 2007 audited financial statements. The results of operations for the periods ended September 30, 2008 and September 30, 2007 are not necessarily indicative of the operating results for the full year.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
September 30, 2008
(Expressed in US Dollars)

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant inter-company transactions and balances have been eliminated on consolidation.

Basis of presentation

These financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("USGAAP").

Accounting Method

The Company financial statements are prepared using the accrual method of accounting. Property, Plant and Equipment assets are stated at cost. Depreciation and amortization uses the straight-line method for financial reporting purposes and accelerated methods for income tax purposes.

Use of estimates

The preparation of financial statements in conformity with USGAAP 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 revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Concentration of credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash that is not collateralized and accounts receivable that are unsecured. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The Company's primary operations are located in China and due to differences in the legal system in that country compared to the United States, the Company may have limited legal recourse for recovery of credit issued in that country.

Cash and cash equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

Inventories

Inventories consist of the manufacture of finished goods, raw materials used in production and work-in-process, and are stated at the weighted average method, on a first-in, first-out ("FIFO") basis.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
September 30, 2008
(Expressed in US Dollars)

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income taxes

Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the financial statement at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled as prescribed in FASB Statement No. 109, Accounting for Income Taxes. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

Compensated absences

Employees of the Company are entitled to paid vacations, sick days and other time off depending on job classification, length of service and other factors and these costs are accrued on a monthly basis.

Stock based compensation

Effective January 1, 2005, the Company adopted revised SFAS No.123(R), "Share-Based Payment" which replaces SFAS No.123 "Accounting for Stock-Based Compensation" and supersedes APB Opinion No.25, "Accounting for Stock Issued to Employees." This statement, which requires the cost of all share-based payment transactions be recognized in the financial statements, establishes fair value as the measurement objective and requires entities to apply a fair-value-based measurement method in accounting for share-based payment transaction. The statement applies to all awards granted, modified repurchased or cancelled after January 1, 2005, and unvested portion of previously issued and outstanding awards. Stock-based compensation newly issued is expensed in accordance with the fair value based method of accounting. The fair value of equity instruments issued to employees is measured on the date of grant and recognized as compensation expense over the applicable vesting period. The Company estimates the fair value of stock options using the Black-Scholes option valuation model.

Earnings per Common Share

The Company adopted Financial Accounting Standards (SFAS) No. 128. Earnings Per Share which simplifies the computation of earnings per share requiring the restatement of all prior periods. The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the period plus the common stock equivalents which would arise from the exercise or conversion of warrants, options and convertible securities, if any, using the treasury stock method. Common stock equivalents are not included in the diluted earnings per share calculation when their effect is anti-dilutive.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
September 30, 2008
(Expressed in US Dollars)

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Long-lived assets

The Company adopted SFAS 144 "Accounting for the impairment or disposal of long-lived assets." The Company recognizes an impairment loss only if the carrying amount of a long-lived asset is not recoverable from its expected undiscounted cash flows and measures an impairment loss as the difference between the carrying amount and fair value of the asset.

Capital assets and depreciation

Capital assets are recorded at cost. Depreciation is provided on the straight line method based on the following estimated useful life, with a 10% residual value. Depreciation expense for the nine months ended September 30, 2008 and 2007 are \$55,077 and \$57,337, respectively.

Buildings	20 years
Manufacturing machinery and equipment	10 years
Transportation equipment	10 years
Electronic equipment	5 years
Leasehold Improvement	10 years
Office equipment	5 years

Revenue recognition

The Company generates revenue through the sale of atmospheric water generation units to wholesale distributors or to individual consumers. Revenues are recognized only when persuasive evidence for a sales arrangement exists i.e., delivery of the product has occurred; the product price is fixed or determinable; and collection of the sale is reasonably assured.

Account Receivables

Accounts receivable are uncollateralized customer obligations due under normal trade terms. Management regularly evaluates the need for an allowance for uncollectible accounts by taking into consideration factors such as the type of clients; governmental agencies or credit lines of the client. Management has determined that allowance for bad debt will be based on a percentage of aged receivables. Allowance for bad debt at September 30, 2008 is estimated to be \$0.

Research and development

Research and development costs, which include the cost of materials and services consumed and salaries and wages of personnel directly engaged in research and development, are expensed as incurred.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
September 30, 2008
(Expressed in US Dollars)

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Intangible assets and amortization

Land use rights

The subsidiary, Fujian Yuxin Electronic Equipment Co., Ltd., entered into an agreement on May 15, 1995 for land use rights with Fujian Fuqing Land Management Bureau for a 50 year period. These rights are recorded at the appraised value at the date of acquisition and amortized over a maximum period of 40 years.

Patents

The Company owns patents of atmospheric water generation (“AWG”) registered in the People’s Republic of China under number P200304823.

Costs associated with the acquisition of patents are capitalized and amortized over their useful life. Capitalized costs are subjected to a quarterly impairment test to identify potential impairment by comparing the fair value of the patents with their carrying amount. The estimates of fair value of the patents are determined based on an independent appraisal. If the carrying amount of the patents exceeds its fair value, management will write the patents down to their net realizable value at the time impairment appears to exist.

The patents are amortized over 15 years using the straight-line method.

Impairment of Goodwill

The Company periodically reviews the carrying value of intangible assets not subject to amortization, including goodwill, to determine whether impairment may exist. FAS-142, *Goodwill and Other Intangible Assets*, requires that goodwill and certain intangible assets be assessed annually for impairment using fair value measurement techniques.

Specifically, goodwill impairment is determined using a two-step process.

The first step of the goodwill impairment test is used to identify potential impairment by comparing the fair value of Fujian Yuxin Electronic Equipment Co. Ltd (“Yuxin”), with its carrying amount, including goodwill. The estimates of fair value of Yuxin, are determined using various valuation techniques with the primary technique being a discounted cash flow analysis. A discounted cash flow analysis requires one to make various judgmental assumptions including assumptions about future cash flows, growth rates, and discount rates. The assumptions about future cash flows and growth rates are based on the Company’s budget and long-term plans. These assumptions require significant judgment and actual results may differ from assumed and estimated amounts. Discount rate assumptions are based on an assessment of the risk inherent in the Company. If the carrying amount of Yuxin exceeds its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
September 30, 2008
(Expressed in US Dollars)

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of Goodwill (cont'd)

The second step of the goodwill impairment test compares the implied fair value of Yuxin's goodwill with the carrying amount of that goodwill. If the carrying amount of Yuxin's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination.

The Board of Directors of the Company having considered the above factors recognized a goodwill impairment of \$24,054,137 for the year ended December 31, 2007.

Financial instruments

The company's financial instruments consist of cash, accounts receivable and current liabilities. Unless otherwise noted, it is management's opinion that the company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values.

Segmented information

The Company's identifiable assets are all located in China. Revenue on a geographical basis is disclosed in Note 11.

Foreign currency translation

The Company's functional and reporting currency is the United States Dollar. The financial statements of the Company are translated to United States Dollars in accordance with SFAS No.52 "Foreign Currency Translation". Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. Foreign currency transactions are primarily undertaken in RMB. Foreign Currency Translation Adjustments are included in Other Comprehensive Income and disclosed as a separate category of Stockholders' Equity.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
September 30, 2008
(Expressed in US Dollars)

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Recent Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") has issued Statement of Financial Accounting Standards ("SFAS") No. 163, Accounting for Financial Guarantee Insurance Contracts. SFAS No. 163 clarifies how SFAS No. 60, Accounting and Reporting by Insurance Enterprises, applies to financial guarantee insurance contracts issued by insurance enterprises, and addresses the recognition and measurement of premium revenue and claim liabilities. It requires expanded disclosures about contracts, and recognition of claim liability prior to an event of default when there is evidence that credit deterioration has occurred in an insured financial obligation. It also requires disclosure about (a) the risk-management activities used by an insurance enterprise to evaluate credit deterioration in its insured financial obligations, and (b) the insurance enterprise's surveillance or watch list. The Company is currently evaluating the impact of SFAS No. 163.

In May 2008, the FASB issued FASB Staff Position ("FSP") APB 14-1, "Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)" ("FSP APB 14-1"). FSP APB 14-1 clarifies that convertible debt instruments that may be settled in cash upon either mandatory or optional conversion (including partial cash settlement) are not addressed by paragraph 12 of APB Opinion No. 14, "Accounting for Convertible Debt and Debt issued with Stock Purchase Warrants."

Additionally, FSP APB 14-1 specifies that issuers of such instruments should separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods. FSP APB 14-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. We will adopt FSP APB 14-1 beginning in the first quarter of 2009, and this standard must be applied on a retrospective basis. We are evaluating the impact the adoption of FSP APB 14-1 will have on our consolidated financial position and results of operations.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles" ("SFAS 162"). This standard is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with generally accepted accounting principles in the United States for non-governmental entities. SFAS 162 is effective 60 days following approval by the SEC of the Public Company Accounting Oversight Board's amendments to AU Section 411, "The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles." We do not expect SFAS 162 to have a material impact on the preparation of our consolidated financial statements.

In April 2008, the FASB issued FSP No. 142-3, "Determination of the Useful Life of Intangible Assets" ("FSP 142-3"). FSP 142-3 amends the factors an entity should consider in developing renewal or extension assumptions used in determining the useful life of recognized intangible assets under FASB Statement No. 142, "Goodwill and Other Intangible Assets". This new guidance applies prospectively to intangible assets that are acquired individually or with a group of other assets in business combinations and asset acquisitions. FSP 142-3 is effective for financial statements issued for fiscal years and interim periods beginning after December 15, 2008. Early adoption is prohibited. We are currently evaluating the impact, if any, that FSP 142-3 will have on our consolidated financial statements.

HENDRX CORP.**Notes to the Unaudited Consolidated Financial Statements****September 30, 2008****(Expressed in US Dollars)****Note 3. ACQUISITION OF EASTWAY GLOBAL INVESTMENTS LIMITED AND ITS WHOLLY-OWNED OPERATING SUBSIDIARY FUJIAN YUXIN ELECTRONIC EQUIPMENT CO., LTD.**

On December 16, 2004, the Company acquired Eastway pursuant to the terms of a Share Purchase Agreement (“Agreement”). Eastway was the owner of all of the registered capital of Yuxin, and Mr. Hendrik Tjandra was the owner of all the issued and outstanding shares in the capital of the Eastway. David Tjahjadi, the son of Mr. Tjandra, was also a principal to the agreement since he was an officer and director of Yuxin. Mr. Tjandra and David Tjahjadi are referred to as “Principals” in the Agreement.

Terms and conditions of the Agreement were as follows:

- (a) A deposit of \$300,000 deposited with the solicitors of Kirin Capital pursuant to a letter Agreement dated October 29, 2004 between Kirin Capital Corp., the Principals and Yuxin.
- (b) The purchase price for the shares was \$3,500,000 cash plus the market value of purchase price shares, in (d); below, and in future earn-out shares as computed in (e), below.
- (c) The cash purchase price of \$3,500,000 was paid.
- (d) The issuance on closing of 12,720,000 common shares to Mr. Tjandra, that represented at the time of issuance 40% of the issued and outstanding shares of the Company, remain in escrow due to unresolved issues related to the Agreement.
- (e) An earn-out bonus to the Principals, in equal shares, of up to that number of shares required to bring the Principals’ aggregate holding of shares in the capital of the Company up to 51% within 30 days after the release and publication of the Company’s audited financial statements for the first fiscal year in which the gross revenue attributed to the sale of atmospheric water generators exceeded \$15,000,000.
- (f) The payment dates in (c)(iii) and (iv), of the Agreement had an additional “Grace Period” of 60 days to make the payments as necessary. Interest on late payments accrued during the Grace Period at the rate of 18% per annum, compounded monthly.
- (g) A non-compete agreement whereby the Principals agreed not to compete with the Businesses carried on by the Company and /or Yuxin or any affiliates or related companies, anywhere in the world, for a period of 2 years from the closing date.
- (h) Funding commitment by the Company as follows:
 - (i) to raise financing or dedicate existing financing and resources, of \$1,500,000 for further development of the Business, within 30 days of the closing date; and
 - (ii) a marketing commitment and strategy for marketing the business that required the Company to raise financing on a best efforts basis of \$2,000,000, or dedicate existing financing and/or resources, to be allocated as follows: (a) \$1,000,000 to market the operating company’s products, and (b) \$1,000,000 to increase brand and product awareness through video, digital print, electronic media, endorsements, sponsorship and media campaigns.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
September 30, 2008
(Expressed in US Dollars)

Note 3. ACQUISITION OF EASTWAY GLOBAL INVESTMENTS LIMITED AND ITS WHOLLY-OWNED OPERATING SUBSIDIARY FUJIAN YUXIN ELECTRONIC EQUIPMENT CO., LTD. (Cont'd)

The market price of 12,720,000 common shares issued for this acquisition was \$2.68 per common share for total stock consideration of \$34,090,200 plus cash payments of \$3,500,000 on the terms, as outlined above, for total consideration of \$37,590,200.

There is goodwill on the acquisition, computed as follows:

Assets Acquired	
Current Assets	\$ 1,973,259
Fixed Assets	5,071,568
Intangible Assets	3,069,352
Total Assets	10,114,179
Liabilities Assumed	
Current Liabilities	4,378,116
Net Equity	5,736,063
Consideration issued, as above	37,590,200
Goodwill, on acquisition	\$ 31,854,137

The Board of Directors of the Company recognized a goodwill impairment of \$24,054,137 for the year ended December 31, 2007. Accordingly, the carrying value of goodwill at December 31, 2007 and September 30, 2008 was \$7,800,000.

Note 4. INVENTORIES

The composition of inventory at September 30, 2008 and December 31, 2007 are presented in the following table:

	September 30,		December 31,
	2008		2007
Finished goods	180,208	\$	230,928
Raw materials	999,950		855,075
Work-in-process	1,296,708		1,128,968
Total	\$ 2,476,866	\$	2,214,971

Management determined that a reserve against the carrying value of inventory was not necessary at September 30, 2008.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
September 30, 2008
(Expressed in US Dollars)

Note 5. INTANGIBLE ASSETS AND ACCUMULATED AMORTIZATION

<u>September 30, 2008</u>		Accumulated		Net Book
	Cost	Amortization		Figures
Land use rights	\$ 1,777,490	\$ 414,170	\$	1,363,320
Patents	1,752,382	1,084,331		668,051
Total	\$ 3,529,872	\$ 1,498,501	\$	2,031,371

<u>December 31, 2007</u>		Accumulated		Net Book
	Cost	Amortization		Figures
Land use rights	\$ 1,777,490	\$ 380,843	\$	1,396,647
Patents	1,752,382	974,696		777,686
Total	\$ 3,529,872	\$ 1,355,538	\$	2,174,333

Amortization expense for the nine months ended September 30, 2008 and 2007 was \$142,963 and \$140,617 respectively.

Note 6. PROPERTY, PLANT AND EQUIPMENT

<u>September 30, 2008</u>		Accumulated		Net
	Cost	Depreciation		
Buildings	\$ 2,961,323	\$ 864,401	\$	2,096,922
Manufacturing machinery and equipment	4,562,978	1,650,964		2,912,014
Transportation equipment	310,721	136,062		174,659
Electronic equipment	90,528	76,808		13,720
Leasehold improvement	18,377	5,849		12,528
Office equipment	80,815	63,010		17,805
Construction in progress	684	-		684
Total	\$ 8,025,426	\$ 2,797,094	\$	5,228,332

<u>December 31, 2007</u>		Accumulated		Net
	Cost	Depreciation		
Buildings	\$ 2,961,323	\$ 828,818	\$	2,132,504
Manufacturing machinery and equipment	4,562,978	1,635,925		2,927,053
Transportation equipment	310,721	136,062		174,659
Electronic equipment	90,528	76,808		13,720
Leasehold improvement	18,377	4,424		13,953
Office equipment	80,815	59,980		20,835
Construction in progress	684	-		684
Total	\$ 8,025,426	\$ 2,742,017	\$	5,283,409

Depreciation expense for the nine months ended September 30, 2008 and 2007 was \$55,077 and \$57,337 respectively.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
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Note 7. COMMON STOCK

Authorized

350,000,000 voting common shares at par value of \$0.001 per share

Net Loss Per Share

Basic and diluted weighted average numbers of shares outstanding for the nine months ended September 30, 2008 and 2007 are as follows:

		Nine months Ended September 30,	
		2008	2007
Numerator-Basic / Diluted			
Net loss available for common stock	\$	<u>1,547,524</u>	\$ <u>1,212,960</u>
Weighted average number of shares (after forward split)			
Basic		37,238,067	37,238,067
Diluted		37,238,067	37,238,067
Net Profit (Loss) per share			
Basic	\$	(0.04)	\$ (0.03)
Diluted	\$	(0.04)	\$ (0.03)

Stock Options / Stock Based Compensation

On March 12, 2005, the Company granted 350,000 stock options to directors and officers as compensation for services. Stock options outstanding at September 30, 2008 were:

Options Outstanding			Options Exercisable	
Number	Weighted-Average Remaining Contractual Life (years)	Exercise Price	Number Exercisable at September 30, 2008	Number Exercisable at December 31, 2007
Outstanding at September 30, 2008				
350,000	2	\$1.50	-	-

HENDRX CORP.
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Note 7. COMMON STOCK (cont'd)

The fair value of these options was determined using the Black-Scholes option pricing model, recognizing forfeitures as they occur, using the following assumptions:

Options outstanding	350,000
Stock price	\$5.80
Risk free interest rate	4.50%
Expected volatility	745%
Expected dividend yield	\$0

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that are fully transferable and have no vesting restrictions. The Company's stock options are not transferable and cannot be traded. The Black-Scholes model also requires an estimate of expected volatility. The Company uses historical volatility rates of the Company to arrive at an estimate of expected volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore do not necessarily provide a reliable measure of the fair value of the Company's stock options.

	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2007	350,000	\$ 1.50
Granted	—	\$ —
Exercised	—	\$ —
Cancelled		\$
Outstanding at September 30, 2008	<u>350,000</u>	<u>\$ 1.50</u>

The Company did not record any stock-based compensation during the nine months ended September 30, 2008 and 2007.

HENDRX CORP.
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Note 8. RELATED PARTY TRANSACTIONS

- (a) During the nine months ended September 30, 2008 and 2007, sales to related parties are as follows:

Related Parties	Nine months Ended September 30, 2008	Nine months Ended September 30, 2007
Hendrik Tjandra	\$ -	\$ 258
Tianyu Huang Bi	-	1,040
Total	\$ -	\$ 1,298

- (b) During the nine months ended September 30, 2008 and 2007, purchases from related parties were as follows:

Related Parties	Nine months Ended September 30, 2008	Nine months Ended September 30, 2007
Fuqing Huanyu plastic products Co., Ltd. controlled by sister of Mr. Tjandra	\$ -	\$ 45,535
Total	\$ -	\$ 45,535

- (c) During the nine months ended September 30, 2008, the Company paid total consulting services of \$164,647 to officers and directors and \$184,647 in 2007.

- (d) Balances due from related parties, are as follows:

	September 30, 2008	December 31, 2007
Indonesia PT. Galakst Perkasa Controlled by the Mr. Tjandra	\$ 23,440	\$ 21,970
Fuzhou Sales Department	1,503	1,408
Fuqing Yuongxian Printing Co.,Ltd Controlled by sister of Mr. Tjandra	5,750	5,389
Total	\$ 30,693	\$ 28,767

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
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Note 8. RELATED PARTY TRANSACTIONS (Cont'd)

(e) Balances due to related parties, are as follows

	September 30, 2008	December 31, 2007
Fujian Tianyu Steel Products Co. Ltd	695,694	\$ 189,323
Controlled by Mr. Tjandra		
Fuqing Huanyu Plastic Products Co., Ltd	19,811	18,156
Controlled by sister of Mr. Tjandra		
Fujian Zhengtian Corporation	370,139	346,863
Controlled by brother of Mr. Hendrik Tjandra		
Nadir Walji	112,039	55,604
Director of the Company		
Susan Liu	-	196
Former CFO of the Company		
George Solymar	320,006	220,003
CEO of the Company		
Total	1,517,689	\$ 830,145

Note 9. SHORT TERM LOANS/GUARANTEES

Short-term loans are borrowing from banks. The terms of these short term loans are summarized as follows:

	Interest Rate (Per Year)	September 30, 2008	December 31, 2007
Agricultural Bank of China, Fuqing Branch	7.8435%	\$ 2,370,060	\$ 2,289,570
XingYie Bank, Fuqing Branch	8.541% to 9.711%	333,564	342,750
Others	1.1%	14,630	38,388
First Capital Invest Corp	7.00%	571,589	422,943
Total		\$ 3,289,843	\$ 3,093,651

These short-term loans are secured by the Company's assets and guaranteed by Fujian Tianyu Steel Products Co., Ltd. owned by Mr. Tjandra. Bank interest for the nine months ended September 30, 2008 and 2007 are \$285,059 and \$116,114, respectively.

HENDRX CORP.**Notes to the Unaudited Consolidated Financial Statements****September 30, 2008****(Expressed in US Dollars)****Note 9. SHORT TERM LOANS/GUARANTEES (Cont'd)**

The Company also provides guarantees of bank loans of, Fujian Tianyu Steel Products Co., Ltd., owned by Mr. Tjandra, in the amount of \$6,817,580 (RMB46,600,000) at September 30, 2008 and December 31, 2007.

Bank guarantees and bank loans of Fujian Tianyu Steel Products Co., Ltd., as borrower from the banks, are below:

	Bank Loan Payable Balance at <u>September 30, 2008</u>		Maximum Amount of Guarantee at <u>September 30, 2008</u>	
	RMB	US\$	RMB	US\$
Fuqing Agriculture Bank	46,600,000	\$ 6,817,580	46,600,000	\$ 6,817,580
TOTAL	46,600,000	\$ 6,817,580	46,600,000	\$ 6,817,580

These loans are secured by general security on all of the assets of Fujian Tianyu Steel Products Co., Ltd.

	Bank Loan Payable Balance at <u>December 31, 2007</u>		Maximum Amount of Guarantee at <u>December 31, 2007</u>	
	RMB	US\$	RMB	US\$
Fuqing Agriculture Bank	46,600,000	\$ 6,817,580	46,600,000	\$ 6,817,580
TOTAL	46,600,000	\$ 6,817,580	46,600,000	\$ 6,817,580

Note 10. PENSION AND EMPLOYMENT LIABILITIES

The Company does not have any liabilities as at September 30, 2008, for pension, post-employment benefits or post-retirement benefits. The Company does not have a pension plan.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
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Note 11. GEOGRAPHIC INFORMATION

(a) Revenue from customers

Countries	Nine months Ended September 30, 2008		Nine months Ended September 30, 2007	
	\$	%	\$	%
China	3,449	0.19%	198,918	13.96%
United States	212,352	11.80%	186,285	13.08%
Nigeria	274,197	15.24%	-	-
Ukraine	133,253	7.40%	-	-
Lebanon	322,368	17.91%	126,786	8.90%
Malaysia	212,297	11.80%	122,278	8.58%
Israel	30,686	1.71%	424,125	29.77%
Japan	128,869	7.16%	-	-
India	117,916	6.55%	-	-
Others	364,138	20.24%	366,112	25.70%
Total	<u>1,799,525</u>	<u>100.00%</u>	<u>1,424,504</u>	<u>100.00%</u>

Note 12. PATENTS

In 2003, Mr. Tjandra transferred his patents of atmospheric water generation (“AWG”) to the wholly-owned subsidiary, Fujian Yuxin Electronic Equipment Co., Ltd. These patents are registered in the People’s Republic of China under the number P200304823.

Based on an appraisal report dated May 20, 2003 by Fujian Huayi Assets Appraisal Co., Ltd., these patents were valued at \$2,068,390 (RMB 17,090,000 Yuan).

On December 15, 2006, the Company received an independent appraisal of the patents. The appraiser gave his opinion of the value based on a 5 year projected cashflow analysis, and determined the value to be \$1,238,093 (RMB 10,400,000). The net book value was higher than the fair value at December 31, 2006 and was therefore impaired. During the year ended December 31, 2006, the Company expensed \$358,350 as an impairment of the patent to bring the book value in line with the appraisal value.

During the year ended December 31, 2007, the Company recognized an additional impairment on patents of \$315,508.

HENDRX CORP.
Notes to the Unaudited Consolidated Financial Statements
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Note 13. TAXES

The Company has incurred an operating loss in the nine months ended September 30, 2008 that may be available to offset future taxable income. The Company has adopted Financial Accounting Standards No. 109, which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

The Company had no of deferred tax assets as of September 30, 2008 or December 31, 2007.

The Company had no current income tax expense as of September 30, 2008 and 2007.

The Company has operations in China which does not allow for carryforward of tax losses.

Note 14. SALES DISTRIBUTORS

The Company has entered into agreements with a number of entities that will act as sales distributors for the Company. These parties are either independent third parties or related parties. Terms and conditions with these sales distributors may vary, but they essentially require the sales distributor to commit to buy finished products from the Company, to sell these products to their customers and to provide technical support to their customers as ongoing follow-up of sales.

Note 15. LONG TERM LOAN RECEIVABLE

As at September 30, 2008, a subsidiary of the Company has a loan of RMB350,000 or US\$51,205 (as at December 31, 2004, the loan was RMB950,000 or US\$135,280) receivable from Hengxing Trading Company. The loan was arranged in August 2002 by the subsidiary in China for business development purposes. This amount is unsecured, yields no interest, with no specific terms of repayment. This loan has been classified as a long-term loan as the timing of its repayment is not determinable at this time. Management expects this loan to be paid in full and accordingly; no allowance for doubtful accounts has been recorded.

Note 16. COMMITMENTS AND CONTINGENTS

The Company provides a one-year product warranty for service on our product sales. The Company's policy regarding product warranties is to estimate the liability associated with costs to repair or replace units received on product warranties. The Company's past history of costs associated with warranty repairs or replacements have not been material. In the future as sales increase, the warranty liability will become material and the Company will record the proper liability.

HENDRX CORP.**Notes to the Unaudited Consolidated Financial Statements****September 30, 2008****(Expressed in US Dollars)****Note 16.COMMITMENTS AND CONTINGENTS (Cont'd)**

During the 2007 and 2006, Mr. Tjandra authorized various lending and borrowing transaction with companies and individuals who were related to him. These transactions were done without the approval of the board of directors of the Company. These financial statements do not account for any potential contingencies that may arise from these unauthorized transactions. Also the shares being held in escrow in the name of Mr. Tjandra from the acquisition of the Fujian Yuxin operation pending various actions to be performed by Mr. Tjandra may be compromised due to non-performance. If these shares are returned to treasury, the recorded value of goodwill could be virtually eliminated.

Worldwide Water, LLC

Legal proceedings were initiated on January 18, 2006 by Worldwide Water, LLC ("WWL") against a number of defendants, including the Company, in the Superior Court for the County of Los Angeles, State of California case no SC088178 for contractual fraud and patent infringement. The complaint alleges that an agreement between WWL and AirWater Corporation ("AirWater") was contravened when AirWater contracted with Yuxin a wholly owned subsidiary of the Company, to manufacture atmospheric water generators ("AWGs"), on an original equipment manufacturer (OEM) basis, that allegedly infringe WWL's patents. WWL's suit seeks damages of \$1,000,000 from the defendants, including the Company, in addition to accrued interest and costs. The Company did not enter an appearance in this action. On March 17, 2006 a default judgment was entered against the Company. The Company instructed counsel to have the default judgment vacated. The Company received the finalized judgment on April 11, 2008 and has recorded a \$1,225,320 contingent liability to account for the \$1,000,000 judgment plus prejudgment interest and other costs. The Company continues to deny culpability and has entered an appeal. The Company will continue its opposition to the judgment but cannot give any assurance that it will be successful and may be compelled to pay all or part of any judgment against it. Even if the Company is a successful in having the case reopened it will face the cost of litigation and may ultimately be unsuccessful.

Seymour Water, Inc.

Legal proceedings were initiated on June 2, 2006 by Seymour Water, Inc. ("Seymour") against the Company, in the Supreme Court of British Columbia, Vancouver Registry, Action No. S063600 for an alleged breach of contract purportedly instigated by Yuxin. The complaint alleges that an agreement between Seymour and Yuxin was contravened when Yuxin delivered equipment to Seymour that was unfit for the purpose of intended use. Seymour's suit seeks damages of approximately \$100,000 from the Company in addition to accrued interest and costs. The Company denies any culpability or liability in this matter and has filed pleadings and motions in response to the complaint that it believes will ultimately cause the Company to succeed in defending this position.

HENDRX CORP.**Notes to the Unaudited Consolidated Financial Statements****September 30, 2008****(Expressed in US Dollars)****Note 16.COMMITMENTS AND CONTINGENTS (Cont'd)**H2O Liquidair of Florida, LLC

Legal proceedings were initiated, and the Company was served on December 28, 2006 by H2OLiquidair of Florida, LLC, ("H2O") against a number of defendants, including Yuxin and the Company in the United States District Court for the Southern District of Florida, Miami Division, Case No. 06-cv-22591-Seitz, for breach of contract, defective products, and interfering by competing in its territory. The complaint alleged that several agreements entered between H2O and Yuxin during the years 2001 and 2002 to manufacture atmospheric water generators, on an original equipment manufacturer basis, that allegedly failed to perform when delivered in 2002. H2O's suit sought monetary damages from the defendants, including the Company, in addition to accrued interest and costs. On March 10, 2008, the Company was granted a motion to dismiss this lawsuit.

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

This *Management's Discussion and Analysis of Financial Condition and Results of Operations* and other parts of this quarterly report contain forward-looking statements that involve risks and uncertainties. Forward-looking statements can be identified by words such as "anticipates," "expects," "believes," "plans," "predicts," and similar terms. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include but are not limited to those discussed in the subsection entitled *Forward-Looking Statements and Factors That May Affect Future Results and Financial Condition* below. The following discussion should be read in conjunction with our financial statements and notes thereto included in this report. Our fiscal year end is December 31. All information presented herein is based on the three and nine month periods ended September 30, 2008.

Discussion and Analysis

The Company, through its subsidiaries, is engaged in the research and development, manufacture, marketing, and world-wide distribution of water generation, filtration, ionization, desalinization, and purification devices. Our main product lines include atmospheric water generation ("AWG") units, alkaline calcium ionic water dispensers, and reverse osmosis systems.

Goals and Objectives

The Company is continuing efforts to accomplish its long-term goals and objectives, as follows:

1. Operate at a profit.

The Company must increase overall market share to remain competitive in the atmospheric water industry, and must attain business plan targets to become a profitable company. We continue to pursue these objectives with the following strategies:

- Increasing revenues
- Focusing on net profit margins
- Acquiring related companies with existing distribution networks and net revenue streams
- Expanding through joint ventures with companies possessing unique and/or revolutionary technologies or products
- Implementing an aggressive marketing campaign to create brand and product awareness

2. Manufacture defect free equipment.

The failure of many AWG companies can be attributed to defects in the manufacture of AWG equipment. It is not sufficient for a water filtration/purifier appliance manufacturer to purify and/or filter. The key is ensuring trouble-free operation of water machines. It is crucial to the success of our business that we manufacture defect free water machines that operate reliably without the need for service calls or defects that lead to technical problems.

3. Become financially stable.

Numerous atmospheric water companies have failed because they ran out of funds, either before they could successfully produce machines or before they could enter the market. The Company must ensure that it has sufficient funds to move forward in pursuit of its goals and objectives.

4. Generate value for our shareholders.

We aim to generate value for our shareholders through profitability that will be bolstered from the advanced research and development of new, innovative, safe, and highly-effective products.

5. Help establish a professional industry image.

One problem which has continuously plagued the infant atmospheric water industry is the lack of professionalism among the participants, most of which have been small operations attempting to penetrate a multi-billion water industry. Often, small companies represented products that were manufactured by factories with little knowledge of building atmospheric water generators. As a result, many consumers ended up with products that were inherently defective. Our intent is to help build a professional industry in which the participants value quality and reliability as well as placing emphasis on fostering professional relationships with distributors, agents, and dealers.

To reach the above goals and objectives, we have begun implementing a series of strategies which we refer to as our “10-Step” plan, as follows:

1. Corporate and management restructuring
2. Improve manufacturing processes
3. Establish additional assembly facility (in the United States)
4. Establish a research and development facility
5. Develop and launch new products
6. Establish regional offices
7. Increase our number of distributors
8. Develop and implement support systems for distributors
9. Financial and debt restructuring
10. Consolidate the industry

Additionally, our expanded marketing strategy, which we have begun to implement, focuses on the following:

- The determination of ideal geographical markets;
- Engaging multiple distributors in each of the selected geographical targets;
- Developing a comprehensive marketing plan;
- Increasing our brand and product awareness;
- Saturating the AWG market;
- Increase revenues through sales and acquisitions; and
- Developing a retail market campaign.

Further, we have begun developing comprehensive national and international sales campaigns as well as taken steps to improve customer satisfaction with after sales service.

Barriers to Success

In the near term we will need to realize sufficient financing to bridge the gap between revenues and expenditures. We will require at least \$1,000,000 in financing over the next twelve months to bridge that gap as well as an additional \$3,000,000 to cover our working capital shortfall. Management can offer no assurance that such debt or equity financing will be available. Should the Company be unable to secure financing it may be forced to curtail or cease operations.

Our future success will depend on our ability to implement the business development strategy considered by management. Our strategy is prone to significant risks and uncertainties certain of which could have an immediate impact on our efforts to realize a positive net cash flow and could deter the anticipated expansion of our business. Historically, we have not generated sufficient net cash flow to sustain operations and have had to rely on debt or equity financing to remain in business. Therefore, we cannot offer that future expectations of net cash flow will prove correct or that net cash flow realized, if any, will be sufficient to sustain our continued operation. Should we be unable to generate sufficient net cash flow from revenue and financings the Company may be forced to sell assets as an alternative to the cessation of operations. The success of such measures can in no way be assured.

The carrying value of the Company's assets depends primarily on its ability to produce effective AWG machines in a sufficient number to generate net cash flow. Our ability to accomplish this objective is unproven. Unless we can produce profitable operations from the sale of AWG machines we could incur a further write down in the carrying value of our assets.

Results of Operations

During the nine month period ended September 30, 2008 the Company was engaged in the research and development, manufacturing, and marketing of AWG, reverse osmosis, and other water related units from Fujian, China. Over the next twelve months the Company intends to take certain the steps toward accomplishing our long-term goals and objectives, including increasing sales and improving the quality of our products.

Revenue

Revenue for the three month period ended September 30, 2008 was \$669,972 as compared to \$400,533 for the three month period ended September 30, 2007, an increase of 67%. Revenue for the nine month period ended September 30, 2008 was \$1,799,525 as compared to \$1,424,504 for the nine month period ended September 30, 2007, an increase of 26%. Revenues can be attributed to orders from distributors of our AWG products as well as third party manufacturing contracts. We expect that gross revenues will continue to increase over the next twelve months with the addition of new distributors.

Cost of Goods Sold and Gross Profit/Loss

Cost of goods sold for the three month period ended September 30, 2008 was \$674,762 as compared to \$370,560 for the three month period ended September 30, 2007. Cost of goods sold has been 101% and 93% of revenue for the three month periods ended September 30, 2008 and 2007, respectively. Cost of goods sold for the nine month period ended September 30, 2008 was \$1,969,998 as compared to \$1,411,634 for the nine month period ended September 30, 2007. Cost of goods sold has been 109% and 99% of revenue for the nine month periods ended September 30, 2008 and 2007, respectively. Our high cost of goods sold can be attributed to inefficiencies in manufacturing, quality control and insufficient production volume. We continue to evaluate these inefficiencies and expect to reduce the cost of goods sold relative to revenue in the near term.

Gross losses for the three month period ended September 30, 2008 were \$4,790 as compared to gross profit of \$29,973 for the three month period ended September 30, 2007. Gross losses for the nine month period ended September 30, 2008 were \$170,473 as compared to gross profit of \$12,870 for the nine month period ended September 30, 2007. The transition to gross losses over the comparative periods are due to inefficiencies in our manufacturing process, ineffective quality control and the insufficient volume of our production. We expect that gross losses will decrease in future periods as we pursue efforts to remedy these shortcomings.

Expenses

Expenses for the three month period ended September 30, 2008 were \$290,482 as compared to \$324,709 for the three month period ended September 30, 2007, a decrease of 11%. Expenses for the nine month period ended September 30, 2008 were \$998,923 as compared to \$1,049,658 for the nine month period ended September 30, 2007, a decrease of 5%. Expenses consisted of selling expenses, general and administrative expenses, contract services, and salaries and wages. We expect that expenses will remain relatively consistent over the next twelve months.

Depreciation expense for the nine months ended September 30, 2008 and 2007 was \$55,077 and \$57,337 respectively.

Loss from Operations

The loss from operations for the three month period ended September 30, 2008 was \$295,272 as compared to \$294,736 for the three month period ended September 30, 2007. The loss from operations for the nine month period ended September 30, 2008 was \$1,169,396 as compared to \$1,036,788 for the nine month period ended September 30, 2007, an increase of 13%. Our losses from operations continue to be primarily attributed to the high costs associated with our cost of goods sold. The Company expects to reduce losses from operations over the next twelve months by focusing efforts on sales in combination with reducing manufacturing inefficiencies and bolstering quality control.

Net Loss

Net loss for the three month period ended September 30, 2008 was \$352,876 as compared to \$348,595 for the three month period ended September 30, 2007, an increase of 1%. Net loss for the nine month period ended September 30, 2008 was \$1,547,524 as compared to \$1,212,960 for the nine month period ended September 30, 2007, an increase of 28%. The increase in net loss over the comparative nine month periods can be primarily attributed to an increase in interest expenses and \$225,320 in litigation expenses. The Company expects to decrease net losses over the next twelve months.

Comprehensive Loss

Comprehensive loss for the three month period ended September 30, 2008 was \$235,545 as compared to \$264,668 for the three month period ended September 30, 2007. Comprehensive loss for the nine month period ended September 30, 2008 was \$1,295,319 as compared to \$1,167,115 for the nine month period ended September 30, 2007. Comprehensive losses are smaller than net losses in the current three and nine month periods due to gains realized from foreign currency translation adjustments.

Income Tax Expense (Benefit)

The Company recognizes deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The deferred tax liability associated with any net earnings will be offset by deferred tax assets related to the net operating loss carryforwards of the Company. A valuation allowance has been recorded for the remaining amount of net deferred tax asset due to the uncertainty surrounding its ultimate realization.

Impact of Inflation

The Company believes that inflation has had a negligible effect on operations over the past three years. We believe that we can offset inflationary increases in the cost of materials and labor by increasing sales and improving operating efficiencies.

Capital Expenditures

The Company made no significant capital expenditures on property or equipment for the nine month periods ended September 30, 2008 or 2007.

Liquidity and Capital Resources

The Company had a working capital deficit of \$3,123,772 as of September 30, 2008 as compared to \$2,317,143 as of December 31, 2007. On September 30, 2008 the Company had current assets of \$3,377,760, which included cash of \$45,176, accounts receivable of \$404,240, and inventory of \$2,476,866. Total assets were \$18,488,668, which included property, plant and equipment of \$5,228,332 and goodwill of \$7,800,000. Current liabilities were \$6,501,532, which consisted of accounts payable of \$1,694,000, short term loans of \$3,289,843, and amounts due related parties of \$1,517,689. Total liabilities were \$7,726,852.

Cash flow used in operating activities for the nine month period ended September 30, 2008 was \$1,217,767 as compared to \$967,456 for the nine month period ended September 30, 2007. The increase in cash flow used in operating activities over the comparative periods is primarily due to an increase of net losses and prepaid expenses. The Company anticipates that cash flow will continue to be used in operating activities throughout 2008 or until such time as management can fully implement its business plan.

Cash flow provided by investing activities for the nine month period ended September 30, 2008 was \$63,404 as compared to cash flow used in investing activities \$26,652 for the nine month period ended September 30, 2007. The Company expects to use cash flow in investing activities in future periods.

Cash flow provided by financing activities for the nine month period ended September 30, 2008 was \$883,736 as compared to \$954,922 for the nine month period ended September 30, 2007. Cash flow in the current period is provided primarily by short term loans and advances from related parties. The Company expects that cash flow will continue to be provided by financing activities in 2008 as management requires new debt or equity financing to move its business plan forward.

The Company's current assets are insufficient to conduct operations over the next twelve months and it will have to seek debt or equity financing to continue as a going concern. The Company has no current commitments or arrangements with respect to, or immediate sources of funding. Further, no assurances can be given that funding is available or available to the Company on acceptable terms. The Company's shareholders would be the most likely source of new funding in the form of loans or equity placements though none have made any commitment for future investment and we have no agreement formal or otherwise. The Company's inability to obtain funding will have a material adverse affect on operations and will continue to diminish its efforts.

The Company does not expect to pay cash dividends in the foreseeable future.

The Company has no lines of credit but does have certain foreign bank financing arrangements in place.

The Company has no defined benefit plan or contractual commitment with any of its officers or directors.

The Company has no plans for the purchase or sale of any plant or equipment. The Company has no plans to hire additional employees in the near future.

Off Balance Sheet Arrangements

As of September 30, 2008, the Company has no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to stockholders.

Critical Accounting Policies

In Note 2 to the audited consolidated financial statements for the years ended December 31, 2007 and 2006 included in Form 10-K filed with the Commission, the Company discusses those accounting policies that are considered to be significant in determining the results of operations and its financial position. The Company believes that the accounting principles utilized by it conform to accounting principles generally accepted in the U.S.A.

The preparation of financial statements requires management to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. By their nature, these judgments are subject to an inherent degree of uncertainty. On an on-going basis, we evaluate our estimates, including those related to bad debts, inventories, intangible assets, warranty obligations, product liability, revenue, and income taxes. The Company bases its estimates on historical experience and other facts and circumstances that are believed to be reasonable, and the results form the basis for making judgments about the carrying value of assets and liabilities. The actual results may differ from these estimates under different assumptions or conditions. With respect to revenue recognition, we apply the following critical accounting policy in the preparation of our financial statements:

The Company generates revenue through the sale of AWG units and other water related products whether to wholesale distributors or to individual consumers. Revenues are recognized only when persuasive evidence for a sales arrangement exists; delivery of the product has occurred; the product fee is fixed or determinable; and collection of the fee is reasonably assured. Revenue derived from the sale of services is initially recorded as deferred revenue on the balance sheet. The amount is recognized as income over the term of the contract.

Going Concern

The Company's auditor has expressed concern as to our ability to continue as a going concern as a result of conditions recurring losses, limited revenue-generating activities and a working capital deficit. The Company's ability to continue as a going concern is subject to the ability of the Company to increase net income and obtain funding from outside sources. Management's plan to address the Company's ability to continue as a going concern, include: (i) obtaining funding from private placement sources; (ii) obtaining additional funding from the sale of the Company's securities; (iii) generating sufficient revenues to sustain operations; and (iv) obtaining loans and grants from various financial institutions, where possible. Although management believes that it will be able to obtain the necessary funding to allow the Company to remain a going concern through the methods discussed above, there can be no assurances that such methods will prove successful.

Forward Looking Statements and Factors That May Affect Future Results and Financial Condition

The statements contained in the section titled *Management's Discussion and Analysis of Financial Condition and Results of Operations* and elsewhere in this current report, with the exception of historical facts, are forward looking statements. Forward looking statements reflect our current expectations and beliefs regarding our future results of operations, performance, and achievements. These statements are subject to risks and uncertainties and are based upon assumptions and beliefs that may or may not materialize. These statements include, but are not limited to, statements concerning:

- our anticipated financial performance and business plan;
- the sufficiency of existing capital resources;
- our ability to raise additional capital to fund cash requirements for operations;
- uncertainties related to the acceptance of our current and future products;
- our ability to achieve and maintain sufficient revenues to fund operations;
- the volatility of the stock market and;
- general economic conditions.

We wish to caution readers that our operating results are subject to various risks and uncertainties that could cause our actual results to differ materially from those discussed or anticipated including the factors set forth in the section entitled *Risk Factors* included elsewhere in this report. We also wish to advise readers not to place any undue reliance on the forward looking statements contained in this report, which reflect our beliefs and expectations only as of the date of this report. We assume no obligation to update or revise these forward looking statements to reflect new events or circumstances or any changes in our beliefs or expectations, other than as required by law.

Stock-Based Compensation

We have adopted SFAS No. 123 (revised 2004) (SFAS No. 123R), Share-Based Payment, which addresses the accounting for stock-based payment transactions in which an enterprise receives employee services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments. In January 2005, the Securities and Exchange Commission (Commission) issued Staff Accounting Bulletin (SAB) No. 107, which provides supplemental implementation guidance for SFAS No. 123R. SFAS No. 123R eliminates the ability to account for stock-based compensation transactions using the intrinsic value method under Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and instead generally requires that such transactions be accounted for using a fair-value-based method. We use the Black-Scholes-Merton ("BSM") option-pricing model to determine the fair-value of stock-based awards under SFAS No. 123R, consistent with that used for pro forma disclosures under SFAS No. 123, Accounting for Stock-Based Compensation. We have elected the modified prospective transition method as permitted by SFAS No. 123R and accordingly prior periods have not been restated to reflect the impact of SFAS No. 123R. The modified prospective transition method requires that stock-based compensation expense be recorded for all new and unvested stock options, restricted stock, restricted stock units, and employee stock purchase plan shares that are ultimately expected to vest as the requisite service is rendered beginning on January 1, 2006, the first day of our fiscal year 2006. Stock-based compensation expense for awards granted prior to January 1, 2006 is based on the grant date fair-value as determined under the pro forma provisions of SFAS No. 123.

Prior to the adoption of SFAS No. 123R, we measured compensation expense for our employee stock-based compensation plans using the intrinsic value method prescribed by APB Opinion No. 25. We applied the disclosure provisions of SFAS No. 123 as amended by SFAS No. 148, Accounting for Stock-Based Compensation – Transition and Disclosure, as if the fair-value-based method had been applied in measuring compensation expense. Under APB Opinion No. 25, when the exercise price of the Company's employee stock options was equal to the market price of the underlying stock on the date of the grant, no compensation expense was recognized.

We account for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with SFAS No. 123 and the conclusions reached by the Emerging Issues Task Force ("EITF") in Issue No. 96-18. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by EITF 96-18.

Recent Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") has issued Statement of Financial Accounting Standards ("SFAS") No. 163, Accounting for Financial Guarantee Insurance Contracts. SFAS No. 163 clarifies how SFAS No. 60, Accounting and Reporting by Insurance Enterprises, applies to financial guarantee insurance contracts issued by insurance enterprises, and addresses the recognition and measurement of premium revenue and claim liabilities. It requires expanded disclosures about contracts, and recognition of claim liability prior to an event of default when there is evidence that credit deterioration has occurred in an insured financial obligation. It also requires disclosure about (a) the risk-management activities used by an insurance enterprise to evaluate credit deterioration in its insured financial obligations, and (b) the insurance enterprise's surveillance or watch list. The Company is currently evaluating the impact of SFAS No. 163.

In May 2008, the FASB issued FASB Staff Position ("FSP") APB 14-1, "Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)" ("FSP APB 14-1"). FSP APB 14-1 clarifies that convertible debt instruments that may be settled in cash upon either mandatory or optional conversion (including partial cash settlement) are not addressed by paragraph 12 of APB Opinion No. 14, "Accounting for Convertible Debt and Debt issued with Stock Purchase Warrants."

Additionally, FSP APB 14-1 specifies that issuers of such instruments should separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods. FSP APB 14-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. We will adopt FSP APB 14-1 beginning in the first quarter of 2009, and this standard must be applied on a retrospective basis. We are evaluating the impact the adoption of FSP APB 14-1 will have on our consolidated financial position and results of operations.

In May 2008, the FASB issued SFAS No. 162, “The Hierarchy of Generally Accepted Accounting Principles” (“SFAS 162”). This standard is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with generally accepted accounting principles in the United States for non-governmental entities. SFAS 162 is effective 60 days following approval by the SEC of the Public Company Accounting Oversight Board’s amendments to AU Section 411, “The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles.” We do not expect SFAS 162 to have a material impact on the preparation of our consolidated financial statements.

In April 2008, the FASB issued FSP No. 142-3, “Determination of the Useful Life of Intangible Assets” (“FSP 142-3”). FSP 142-3 amends the factors an entity should consider in developing renewal or extension assumptions used in determining the useful life of recognized intangible assets under FASB Statement No. 142, “Goodwill and Other Intangible Assets”. This new guidance applies prospectively to intangible assets that are acquired individually or with a group of other assets in business combinations and asset acquisitions. FSP 142-3 is effective for financial statements issued for fiscal years and interim periods beginning after December 15, 2008. Early adoption is prohibited. We are currently evaluating the impact, if any, that FSP 142-3 will have on our consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required.

ITEM 4T. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this report on Form 10-Q, an evaluation was carried out by the Company’s management, with the participation of the chief executive officer and the chief financial officer, of the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (“Exchange Act”). Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Commission’s rules and forms and that such information is accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, the Company’s management concluded, as of the end of the period covered by this report, that the Company’s disclosure controls and procedures were effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Commission’s rules and forms, and that such information was accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the period ended September 30, 2008, that materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Worldwide Water, LLC

Legal proceedings were initiated on January 18, 2006 by Worldwide Water, LLC (“WWL”) against a number of defendants, including the Company, in the Superior Court for the County of Los Angeles, State of California, for contractual fraud and patent infringement. The complaint alleges that an agreement between WWL and AirWater Corporation (“AirWater”) was contravened when AirWater contracted with the Company’s subsidiary to manufacture atmospheric water generators that allegedly infringe WWL’s patents. The Company did not enter an appearance in this action. On March 17, 2006 a default judgment was entered against the Company which the Company sought to have vacated. The Company received the finalized judgment on April 11, 2008 and has recorded a \$1,225,320 contingent liability to account for the \$1,000,000 judgment plus prejudgment interest and other costs. We continued to deny culpability and have entered an appeal to the judgment. We will continue its opposition to the judgment but cannot give any assurance that we will be successful and may be compelled to pay all or part of any judgment against us. Even if we are a successful in having the case reopened we will face the cost of litigation and may ultimately be unsuccessful.

Seymour Water, Inc.

Legal proceedings were initiated on June 2, 2006 by Seymour Water, Inc. (“Seymour”) against the Company, in the Supreme Court of British Columbia, Vancouver Registry, for an alleged breach of contract purportedly instigated by the Company’s subsidiary. The complaint alleges that an agreement was contravened when our subsidiary delivered equipment to Seymour that was unfit for the purpose of intended use. Seymour’s suit seeks damages of approximately \$100,000 from the Company in addition to accrued interest and costs. We deny any culpability or liability in this matter and have filed pleadings and motions in response to the complaint that we believe will ultimately cause us to succeed in defending this position.

ITEM 1A. RISK FACTORS

The Company’s operations and securities are subject to a number of risks. Below we have identified and discussed the material risks that we are likely to face. Should any of the following risks occur, they will adversely affect our operations, business, financial condition and/or operating results as well as the future trading price and/or the value of our securities.

Risks Related to the Company’s Business

We have a history of significant operating losses and such losses may continue in the future.

Since our inception in 1998, our expenses have significantly exceeded our revenue, resulting in continuing losses. During the nine months ended September 30, 2008 we recorded a net loss of \$1,547,524. We believe that we may continue to incur operating losses until such time as we realize the benefits of our new marketing strategy and sales campaign.

The Company competes against companies with larger and better-financed corporations.

The Company operates in a highly competitive market with financial rewards pending on market performance. Some of our competitors are multi-million enterprises with more resources for research and development as well as marketing. If any of these competitors focused upon the AWG market, we would be at a significant disadvantage in reaping our markets' financial rewards.

The Company may fail to adequately manage growth.

The strategic plan being implemented by the Company is expected to yield significant growth. This growth requires infrastructure and personnel, as well as expanded operations, and needs to be properly managed. Should we fail to adequately manage our growth potential, our operations could be significantly impaired.

We are dependent upon key personnel who would be difficult to replace.

Our continued operation will be largely dependent upon the efforts, knowledge and abilities of our management team. A loss of management's strategic vision and the core of the team would be a hindrance to our prospects and success. Our future success also will depend in large part upon our ability to identify, attract and retain other highly qualified managerial, technical and sales and marketing personnel. Competition for these individuals is intense. The inability to identify, attract or retain qualified personnel in the future or delays in hiring qualified personnel could make it more difficult for us to maintain our operations and meet key objectives.

We have an integral dependence on marketing.

The Company has an ambitious vision and has developed a well conceived plan to reach its objectives. The scope of the plan will require high profile marketing, including the possibility of joint marketing campaigns with compatible companies. Failure to initiate and successfully implement excellent marketing efforts could adversely affect our capacity to execute our plan.

Our business is largely dependent on a limited number of customers.

A limited number of customers account for most of our net sales. The loss of one or more of our major customers could have a substantial and adverse effect on our business. We have in the past, and may in the future, lose our major customers or a substantial portion of our business with one or more major customers. If we do not sell products to customers in the quantities anticipated, or if a major customers reduces or terminates its relationship with us, market perception of our products and technology, growth prospects, and financial condition and results of operations could be harmed. Any termination of our relationships with, or significant reduction or modification of the products we manufacture for our major customers would materially reduce our revenue.

Risks Related to the Company's Stock

The market for our stock is limited and our stock price may be volatile.

The market for our common stock has been limited due to low trading volume and the small number of brokerage firms acting as market makers. Because of the limitations of our market and volatility of the market price of our stock, investors may face difficulties in selling shares at attractive prices when they want to. The average daily trading volume for our stock has varied significantly from week to week and from month to month, and the trading volume often varies widely from day to day.

We may incur significant expenses as a result of being quoted on the Over the Counter Bulletin Board, which may negatively impact our financial performance.

We incur significant legal, accounting and other expenses as a result of being listed on the Over the Counter Bulletin Board. The Sarbanes-Oxley Act of 2002, as well as related rules implemented by the Commission has required changes in corporate governance practices of public companies. We expect that compliance with these laws, rules and regulations, including compliance with Section 404 of the Sarbanes-Oxley Act of 2002 as discussed in the following risk factor, may substantially increase our expenses, including our legal and accounting costs, and make some activities more time-consuming and costly. As a result, there may be a substantial increase in legal, accounting and certain other expenses in the future, which would negatively impact our financial performance and could have a material adverse effect on our results of operations and financial condition.

Our internal controls over financial reporting may not be considered effective in the future, which could result in a loss of investor confidence in our financial reports and in turn have an adverse effect on our stock price.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 we are required to furnish a report by our management on our internal controls over financial reporting. Such report must contain, among other matters, an assessment of the effectiveness of our internal controls over financial reporting as of the end of the year, including a statement as to whether or not our internal controls over financial reporting are effective. This assessment must include disclosure of any material weaknesses in our internal controls over financial reporting identified by management. If we are unable to continue to assert that our internal controls are effective, our investors could lose confidence in the accuracy and completeness of our financial reports, which in turn could cause our stock price to decline.

The Company will require additional capital funding.

There can be no guarantee that we will not require additional funds, either through additional equity offerings or debt placements, in order to expand our operations. Such additional capital may result in dilution to our current shareholders. Further, our ability to meet short-term and long-term financial commitments will depend on future cash. There can be no assurance that future income will generate sufficient funds to enable us to meet our financial commitments.

The Company's shareholders may face significant restrictions on their stock.

The Company's stock differs from many stocks in that it is a "penny stock." The Commission has adopted a number of rules to regulate "penny stocks" including, but not limited to, those rules from the Securities Act as follows:

- 3a51-1 which defines penny stock as, generally speaking, those securities which are not listed on either NASDAQ or a national securities exchange and are priced under \$5, excluding securities of issuers that have net tangible assets greater than \$2 million if they have been in operation at least three years, greater than \$5 million if in operation less than three years, or average revenue of at least \$6 million for the last three years;
- 15g-1 which outlines transactions by broker/dealers which are exempt from 15g-2 through 15g-6 as those whose commissions from traders are lower than 5% total commissions;
- 15g-2 which details that brokers must disclose risks of penny stock on Schedule 15G;
- 15g-3 which details that broker/dealers must disclose quotes and other information relating to the penny stock market;
- 15g-4 which explains that compensation of broker/dealers must be disclosed;

- 15g-5 which explains that compensation of persons associated in connection with penny stock sales must be disclosed;
- 15g-6 which outlines that broker/dealers must send out monthly account statements; and
- 15g-9 which defines sales practice requirements.

Since the Company's securities constitute a "penny stock" within the meaning of the rules, the rules would apply to us and our securities. Because these rules provide regulatory burdens upon broker-dealers, they may affect the ability of shareholders to sell their securities in any market that may develop; the rules themselves may limit the market for penny stocks. Additionally, the market among dealers may not be active. Investors in penny stock often are unable to sell stock back to the dealer that sold them the stock. The mark-ups or commissions charged by the broker-dealers may be greater than any profit a seller may make. Because of large dealer spreads, investors may be unable to sell the stock immediately back to the dealer at the same price the dealer sold the stock to the investor. In some cases, the stock may fall quickly in value. Investors may be unable to reap any profit from any sale of the stock, if they can sell it at all.

Shareholders should be aware that, according to Commission Release No. 34-29093 dated April 17, 1991, the market for penny stocks has suffered from patterns of fraud and abuse. These patterns include:

- control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- "boiler room" practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;
- excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and
- the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

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

None.

ITEM 3. DEFAULTS ON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibits required to be attached by Item 601 of Regulation S-K are listed in the Index to Exhibits on page 40 of this Form 10-Q, and are incorporated herein by this reference.

SIGNATURES

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

Hendrx Corp.

/s/ George Solymar

November 19, 2008

George Solymar

Chief Executive Officer, Chief Financial Officer, and Principal Accounting Officer

EXHIBITS

<i>Exhibit</i>	<i>Description</i>
3(i)(a) *	Articles of Incorporation of the Company adopted May 4, 1998 (incorporated by reference to the Form 10-SB filed with the Securities and Exchange Commission (“Commission”) on January 12, 2004).
3(i)(b) *	Amended Articles of Incorporation of the Company adopted March 28, 2005 (incorporated by reference to the Form 10-KSB filed with the Commission on April 15, 2005).
3(ii)(a) *	Bylaws of the Company adopted May 4, 1998 (incorporated by reference to the Form 10-SB filed with the Commission on January 12, 2004).
3(ii)(b) *	Amended Bylaws of the Company adopted January 10, 2005 (incorporated by reference to the Form 8-K filed with the Commission on January 10, 2004).
10 *	Share Purchase Agreement between the Company and Hendrik Tjandra dated December 16, 2004 (incorporated by reference to the Form 8-K filed with the Commission on December 20, 2004).
14 *	Code of Ethics (incorporated by reference to the Form 10-K filed with the Commission on April 14, 2008).
21 *	Subsidiaries of the Company (incorporated by reference to the Form 10-K filed with the Commission on April 14, 2008).
31	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (attached).
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (attached).
*	Incorporated by reference to previous filings of the Company.

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, George Solymar certify that:

1. I have reviewed this report on Form 10-Q of Hendrx Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the period presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f) for the small business issuer and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal controls over financial reporting.

Date: November 19, 2008

/s/ George Solymar

George Solymar, Chief Executive Officer and Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

In connection with the report on Form 10-Q of Hendrx Corp. for the quarterly period ended September 30, 2008 as filed with the Securities and Exchange Commission on the date hereof, I, George Solymar, do hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) This report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this report fairly represents, in all material respects, the financial condition of the small business issuer at the end of the period covered by this report and results of operations of the small business issuer for the period covered by this report.

Date: November 19, 2008

/s/ George Solymar

George Solymar

Chief Executive Officer and Chief Financial Officer

This certification accompanies this report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the small business issuer for the purposes of §18 of the Securities Exchange Act of 1934, as amended. This certification shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of this report), irrespective of any general incorporation language contained in such filing.

A signed original of this written statement required by §906 has been provided to the small business issuer and will be retained by the small business issuer and furnished to the Securities and Exchange Commission or its staff upon request.