BODISEN BIOTECH, INC
Form 10-Q
October 01, 2007

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

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended June 30, 2007**

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

For the transition period from _____ to _____

**001-32616**
(Commission file number)

**BODISEN BIOTECH, INC.**
(Exact Name of Registrant as Specified in Its Charter)

| **Delaware** | **98-0381367** |
|---|---|
| (State or Other Jurisdiction of Incorporation or Organization) | (IRS Employer Identification No.) |

**Room 2001, FanMei Building**
**No. 1 Naguan Zhengjie**
**Xi'an, Shaanxi710068**
**People's Republic of China**
(Address of Principal Executive Offices)

**86-29-870749**
(Registrant's Telephone Number, Including Area Code)

**North Part of Xinquia Road, Yang Ling AG**
**High-Tech Industries Demonstration Zone**
**Yang Ling, China 712100/A**
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act). (Check one):

Large accelerated filer o Accelerated filer x Non-accelerated filer o

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: **As September 18, 2007: 18,310,250 shares of common stock outstanding**

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**BODISEN BIOTECH, INC. AND SUBSIDIARIES**
**CONSOLIDATED BALANCE SHEETS**
**AS OF JUNE 30, 2007 AND DECEMBER 31, 2006**

| | June 30, 2007 (unaudited) | December 31, 2006 |
|---|---|---|
| **ASSETS** | | |
| **CURRENT ASSETS:** | | |
| Cash & cash equivalents | $ 6,476,725 | $ 11,824,327 |
| Accounts receivable, net of allowance for doubtful accounts of $843,115 and $659,653 | 22,998,581 | 18,875,368 |
| Other receivable | 2,075,025 | 888,230 |
| Inventory | 2,849,141 | 1,794,585 |
| Advances to suppliers | 8,800,115 | 12,662,139 |
| Prepaid expense and other current assets | 4,802,322 | 195,821 |
| Total current assets | 48,001,909 | 46,240,470 |
| **PROPERTY AND EQUIPMENT, Net of Accumulated Depreciation** | 5,243,316 | 5,195,283 |
| **CONSTRUCTION IN PROGRESS** | 4,627,339 | 3,669,807 |
| **MARKETABLE SECURITY** | 9,039,304 | 6,500,869 |
| **INTANGIBLE ASSETS, net** | 2,037,638 | 2,054,346 |
| **OTHER ASSETS** | 3,735,503 | 3,553,433 |
| **LOAN RECEIVABLE** | 2,187,118 | 1,982,410 |
| **TOTAL ASSETS** | $ 74,872,127 | $ 69,196,618 |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| **CURRENT LIABILITIES:** | | |
| Accounts payable | $ 1,503,501 | $ 1,022,352 |
| Accrued expenses | 240,758 | 347,948 |
| Total current liabilities | 1,744,259 | 1,370,300 |
| **STOCKHOLDERS' EQUITY:** | | |
| Preferred stock, $0.0001 per share; authorized 5,000,000 shares; nil issued and outstanding | | |
| Common stock, $0.0001 per share; authorized 30,000,000 shares; issued and outstanding 18,310,250 and 18,310,250 | 1,831 | 1,831 |
| Additional paid-in capital | 33,860,062 | 33,860,062 |
| Other comprehensive income | 9,628,235 | 5,431,910 |
| Statutory reserve | 4,609,821 | 4,314,488 |

| | | | | |
|---|---|---|---|---|
| Retained earnings | | 25,027,919 | | 24,218,027 |
| Total stockholders' equity | | 73,127,868 | | 67,826,318 |
| | | | | |
| **TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY** | $ | 74,872,127 | $ | 69,196,618 |

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

**BODISEN BIOTECH, INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF OPERATIONS AND OTHER COMPREHENSIVE INCOME (LOSS)**
**FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2007 AND 2006**

| | Three Month Periods Ended June 30, | | Six Month Periods Ended June 30, | |
|---|---|---|---|---|
| | **2007** (Unaudited) | **2006** (Unaudited) | **2007** (Unaudited) | **2006** (Unaudited) |
| **Net Revenue** | $ 3,172,163 | $ 16,382,189 | $ 8,180,635 | $ 26,917,549 |
| **Cost of Revenue** | 1,650,541 | 9,970,253 | 4,668,791 | 16,269,374 |
| **Gross profit** | 1,521,622 | 6,411,936 | 3,511,844 | 10,648,175 |
| Operating expenses | | | | |
| Selling expenses | 330,273 | 671,469 | 679,287 | 1,145,643 |
| General and administrative expenses | (628,515) | 546,738 | 2,543,994 | 850,962 |
| Total operating expenses | (298,242) | 1,218,207 | 3,223,281 | 1,996,605 |
| **Income (loss) from operations** | 1,819,864 | 5,193,729 | 288,563 | 8,651,570 |
| Non-operating income (expense): | | | | |
| Other income (expense) | 706,783 | 656,916 | 639,586 | 532,375 |
| Interest income | 89,443 | 29,231 | 179,452 | 57,294 |
| Interest expense | (1,319) | (198) | (2,376) | (678,918) |
| Total non-operating income (expense) | 794,907 | 685,949 | 816,662 | (89,249) |
| **Net income (loss)** | 2,614,771 | 5,879,678 | 1,105,225 | 8,562,321 |
| Other comprehensive income | | | | |
| Foreign currency translation gain (loss) | 1,016,214 | 158,603 | 1,657,890 | 118,103 |
| Unrealized gain (loss) on marketable equity security | 5,035,594 | (3,384,580) | 2,538,435 | (1,093,797) |
| **Comprehensive Income (loss)** | $ 8,666,579 | $ 2,653,701 | $ 5,301,550 | $ 7,586,627 |
| **Weighted average shares outstanding :** | | | | |
| Basic | 18,310,250 | 18,176,917 | 18,310,250 | 17,698,731 |
| Diluted | 18,310,250 | 18,310,931 | 18,310,250 | 17,848,452 |
| **Earnings per share:** | | | | |
| Basic | $ 0.14 | $ 0.32 | $ 0.06 | $ 0.48 |
| Diluted | $ 0.14 | $ 0.32 | $ 0.06 | $ 0.48 |

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

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**BODISEN BIOTECH, INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2007 AND 2006**

| | Six Month Periods Ended June 30, 2007 (unaudited) | 2006 (unaudited) |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES:** | | |
| Net income (loss) | $ 1,105,225 | $ 8,562,321 |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 233,997 | 221,588 |
| Amortization of debt discounts | - | 603,886 |
| Exchange gain (loss) | - | (249,490) |
| Value of vested option issued to directors | - | 7,523 |
| Allowance for bad debts | 163,965 | - |
| (Increase) / decrease in assets: | | |
| Accounts receivable | (3,744,199) | (10,019,514) |
| Other receivable & Loan Receivable | (1,298,803) | (3,863,855) |
| Inventory | (994,158) | 45,776 |
| Advances to suppliers | 4,138,508 | (4,308,245) |
| Prepaid expense | (4,540,439) | - |
| Other assets | - | 14,806 |
| Increase / (decrease) in current liabilities: | | |
| Accounts payable | 388,441 | 1,793,559 |
| Other payable | 184,306 | 3,533,183 |
| Accrued expenses | (288,322) | 83,702 |
| Net cash provided by (used in) operating activities | (4,651,479) | (3,574,760) |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Acquisition of property and equipment | (77,330) | (381,187) |
| Additions to construction in progress | (849,900) | (724,537) |
| Proceeds from other assets | (87,717) | - |
| Net cash used in investing activities | (1,014,947) | (1,105,724) |
| **CASH FLOWS FROM FINANCING ACTIVITIES:** | | |
| Payments on note payable | - | (5,000,000) |
| Proceeds from issuance of common stock | - | 26,682,511 |
| Payment of offering costs | - | (6,132,707) |
| Proceeds from the exercise of warrants | - | 220,160 |
| Net cash provided by financing activities | - | 15,769,964 |
| Effect of exchange rate changes on cash and cash equivalents | 318,824 | 81,004 |
| **NET INCREASE /(DECREASE) IN CASH & CASH EQUIVALENTS** | (5,347,602) | 11,170,484 |

| | | | | |
|---|---|---|---|---|
| **CASH & CASH EQUIVALENTS, BEGINNING OF PERIOD** | | 11,824,327 | | 6,276,897 |
| **CASH & CASH EQUIVALENTS, END OF PERIOD** | $ | 6,476,725 | $ | 17,447,381 |
| **SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:** | | | | |
| Interest paid | $ | - | $ | 112,500 |
| Income taxes paid | $ | - | $ | - |

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

**BODISEN BIOTECH, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2007 AND 2006**
**(UNAUDITED)**

**Note 1 - Organization and Basis of Presentation**

Organization and Line of Business

Yang Ling Bodisen Biology Science and Technology Development Company Limited ("BBST") was founded in the People's Republic of China on August 31, 2001. BBST, located in Yang Ling Agricultural High-Tech Industries Demonstration Zone, is primarily engaged in developing, manufacturing and selling pesticides and compound organic fertilizers in the People's Republic of China.

On February 24, 2004, Bodisen International, Inc. ("BII"), the non-operative holding company of BBST (accounting acquirer) consummated a merger agreement with Stratabid.com, Inc. (legal acquirer) ("Stratabid"), a Delaware corporation, to exchange 12,000,000 shares of Stratabid to the stockholders of BII, in which BII merged into Bodisen Holdings, Inc. (BHI), an acquisition subsidiary of Stratabid, with BHI being the surviving entity. As a part of the merger, Stratabid cancelled 3,000,000 shares of its issued and outstanding stock owned by its former president and declared a stock dividend of three shares on each share of its common stock outstanding for all stockholders on record as of February 27, 2004.

Stratabid was incorporated in the State of Delaware on January 14, 2000 and before the merger, was a start- up stage Internet based commercial mortgage origination business based in Vancouver, BC, Canada.

The exchange of shares with Stratabid has been accounted for as a reverse acquisition under the purchase method of accounting because the stockholders of BII obtained control of Stratabid. On March 1, 2004, Stratabid was renamed Bodisen Biotech, Inc. (the "Company"). Accordingly, the merger of the two companies has been recorded as a recapitalization of the Company, with the Company (BII) being treated as the continuing entity. The historical financial statements presented are those of BII.

As a result of the reverse merger transaction described above the historical financial statements presented are those of BBST, the operating entity.

In March 2005, Bodisen Biotech Inc. completed a $3 million convertible debenture private placement through an institutional investor. Approximately $651,000 in incremental and direct expenses relating to this private placement has been amortized over the term of the convertible debenture. None of the expenses were paid directly to the institutional investor. The net proceeds from this offering were invested as initial start-up capital in a newly created wholly-owned Bodisen subsidiary by the name of "Yang Ling Bodisen Agricultural Technology Co., Ltd. ("Agricultural"). In June 2005, Agricultural completed a transaction with Yang Ling Bodisen Biology Science and Technology Development Company Limited ("BBST"), Bodisen Biotech, Inc.'s operating subsidiary in China, which resulted in Agricultural owning 100% of BBST.

In June 2006, BBST created another wholly owned subsidiary in the Uygur autonomous region of Xinjiang, China by the name of Bodisen Agriculture Material Co. Ltd. ("Material").

Basis of Presentation

The unaudited consolidated financial statements have been prepared by Bodisen Biotech, Inc. (the "Company"), pursuant to the rules and regulations of the Securities and Exchange Commission. The information furnished herein

reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods. Certain information and footnote disclosures normally present in annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and footnotes included in the Company's Annual Report on Form 10-K. The results of the six months ended June 30, 2007 are not necessarily indicative of the results to be expected for the full year ending December 31, 2007.

**BODISEN BIOTECH, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2007 AND 2006**
**(UNAUDITED)**

Foreign Currency Translation

As of June 30, 2007, the accounts of the Company were maintained, and their consolidated financial statements were expressed in the Chinese Yuan Renminbi (CNY). Such consolidated financial statements were translated into U.S. Dollars (USD) in accordance with Statement of Financial Accounts Standards ("SFAS") No. 52, "Foreign Currency Translation," with the CNY as the functional currency. According to the Statement, all assets and liabilities were translated at the exchange rate on the balance sheet date, stockholder's equity are translated at the historical rates and statement of operations items are translated at the weighted average exchange rate for the year. The resulting translation adjustments are reported under other comprehensive income in accordance with SFAS No. 130, "Reporting Comprehensive Income".

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. However, as discussed in Note 16, there are certain law suits filed by investors against the Company and the company is subject to potential claims from certain investors who have a right to receive the Company's shares. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

Management's responses in regard to these matters are also described in Note 16. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Note 2 - Summary of Significant Accounting Policies**

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. It is possible that accounting estimates and assumptions may be material to the Company due to the levels of subjectivity and judgment involved.

Accounts Receivable

The Company maintains reserves for potential credit losses for accounts receivable. Management reviews the composition of accounts receivable and analyzes historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. Reserves are recorded based on the Company's historical collection history.

**BODISEN BIOTECH, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2007 AND 2006**
**(UNAUDITED)**

Advances to Suppliers

The Company advances to certain vendors for purchase of its material. The advances to suppliers are interest free and unsecured. The advances to suppliers amounted to $8,800,115 and $12,662,139 at June 30, 2007 and December 31, 2006, respectively.

Property & Equipment and Capital Work In Progress

Property and equipment are stated at cost. Expenditures for maintenance and repairs are charged to earnings as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method for substantially all assets with estimated lives of:

| | |
|---|---|
| Operating equipment | 10 years |
| Vehicles | 8 years |
| Office equipment | 5 years |
| Buildings | 30 years |

The following are the details of the property and equipment at June 30, 2007 and December 31, 2006, respectively:

| | 2007 | 2006 |
|---|---|---|
| Operating equipment | $ 976,718 | $ 946,252 |
| Vehicles | 683,578 | 597,239 |
| Office equipment | 78,944 | 74,944 |
| Buildings | 4,542,629 | 4,426,559 |
| | 6,281,869 | 6,044,994 |
| Less accumulated depreciation | (1,038,553) | (849,711) |
| | $ 5,243,316 | $ 5,195,283 |

Depreciation expense for the six months ended June 30, 2007 and 2006 was $188,842 and $154,774, respectively.

On June 30, 2007 and December 31, 2006, the Company had “Capital Work in Progress” representing the construction in progress of the Company’s manufacturing plant amounting $4,627,339 and $3,669,807 respectively.

Marketable Securities

Marketable securities consist of 2,063,768 shares of China Natural Gas, Inc. (traded on the OTCBB: CHNG). This investment is classified as available-for-sale as the Company plans to hold this investment for the long-term. This investment is reported at fair value with unrealized gains and losses included in other comprehensive income. The fair value is determined by using the securities quoted market price as obtained from stock exchanges on which the security trades.

Investment income, principally dividends, is recorded when earned. Realized capital gains and losses are calculated based on the cost of securities sold, which is determined by the "identified cost" method.

**BODISEN BIOTECH, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2007 AND 2006**
**(UNAUDITED)**

Revenue Recognition

The Company's revenue recognition policies are in compliance with Staff accounting bulletin (SAB) 104. Sales revenue is recognized at the date of shipment to customers when a formal arrangement exists, the price is fixed or determinable, the delivery is completed, no other significant obligations of the Company exist and collectibility is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as unearned revenue.

Foreign Currency Transactions and Comprehensive Income

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Certain statements, however, require entities to report specific changes in assets and liabilities, such as gain or loss on foreign currency translation, as a separate component of the equity section of the balance sheet. Such items, along with net income, are components of comprehensive income. The functional currency of the Company is the Chinese Yuan Renminbi. Translation gains of $3,456,277 at June 30, 2007 are classified as an item of other comprehensive income in the stockholders' equity section of the consolidated balance sheet. During the six months ended June 30, 2007 and 2006, other comprehensive income in the consolidated statements of income and other comprehensive income included translation losses of $1,657,890 and $118,103, respectively.

Recent Pronouncements

In September 2006, FASB issued SFAS 157 "Fair Value Measurements". This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practice. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The management is currently evaluating the effect of this pronouncement on the Company's financial statements.

In September 2006, FASB issued SFAS 158 "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132(R)". This Statement improves financial reporting by requiring an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income of a business entity or changes in unrestricted net assets of a not-for-profit organization. This Statement also improves financial reporting by requiring an employer to measure the funded status of a plan as of the date of its year-end statement of financial position, with limited exceptions. An employer with publicly traded equity securities is required to initially recognize the funded status of a defined benefit postretirement plan and to provide the required disclosures as of the end of the fiscal year ending after December 15, 2006. An employer without publicly traded equity securities is required to recognize the funded status of a defined benefit postretirement plan and to provide the required disclosures as of the end of the fiscal year ending after June 15, 2007. However, an employer without publicly traded equity securities is required to disclose the following information in the notes to financial statements for a fiscal year ending after December 15, 2006, but before June 16, 2007, unless it has applied the recognition provisions of this

Statement in preparing those financial statements. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008. The management is currently evaluating the effect of this pronouncement on the Company's financial statements.

**BODISEN BIOTECH, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2007 AND 2006**
**(UNAUDITED)**

In February of 2007 the FASB issued SFAS 159, "The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115." The statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. The statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. The Company is analyzing the potential accounting treatment.

FASB Staff Position on FAS No. 115-1 and FAS No. 124-1 ("the FSP"), "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments," was issued in November 2005 and addresses the determination of when an investment is considered impaired, whether the impairment on an investment is other-than-temporary and how to measure an impairment loss. The FSP also addresses accounting considerations subsequent to the recognition of other-than-temporary impairments on a debt security, and requires certain disclosures about unrealized losses that have not been recognized as other-than-temporary impairments. The FSP replaces the impairment guidance on Emerging Issues Task Force (EITF) Issue No. 03-1 with references to existing authoritative literature concerning other-than-temporary determinations. Under the FSP, losses arising from impairment deemed to be other-than-temporary, must be recognized in earnings at an amount equal to the entire difference between the securities cost and its fair value at the financial statement date, without considering partial recoveries subsequent to that date. The FSP also required that an investor recognize other-than-temporary impairment losses when a decision to sell a security has been made and the investor does not expect the fair value of the security to fully recover prior to the expected time of sale. The FSP is effective for reporting periods beginning after December 15, 2005. The adoption of this statement had no material impact on the Company's consolidated financial statements.

FASB Interpretation 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. The amount of tax benefits to be recognized for a tax position that meets the more-likely-than-not recognition threshold is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax benefits relating to tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met or certain other events have occurred. Previously recognized tax benefits relating to tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. Interpretation 48 also provides guidance on the accounting for and disclosure of tax reserves for unrecognized tax benefits, interest and penalties and accounting in interim periods. Interpretation 48 is effective for fiscal years beginning after December 15, 2006. The change in net assets as a result of applying this pronouncement will be a change in accounting principle with the cumulative effect of the change required to be treated as an adjustment to the opening balance of retained earnings on January 1, 2007, except in certain cases involving uncertainties relating to income taxes in purchase business combinations. In such instances, the impact of the adoption of Interpretation 48 will result in an adjustment to goodwill. The adoption of this standard had no material impact on the Company's consolidated financial statements.

**BODISEN BIOTECH, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2007 AND 2006**
**(UNAUDITED)**

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements," ("SAB 108"), which provides interpretive guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. The Company adopted SAB 108 in the fourth quarter of 2006 with no impact on its consolidated financial statements.

**Note 3 – Principles of Consolidation**

The accompanying consolidated financial statements include the accounts of Bodisen Biotech, Inc., its 100% wholly-owned subsidiaries Bodisen Holdings, Inc. (BHI), Yang Ling Bodisen Agricultural Technology Co., Ltd (Agricultural), which was incorporated in March 2005, and Bodisen Agriculture Material Co., Ltd. (Material), which was incorporated in June 2006, as well as the accounts of Agricultural's 100% wholly- owned subsidiary Yang Ling Bodisen Biology Science and Technology Development Company Limited (BBST). All significant inter-company accounts and transactions have been eliminated in consolidation.

**Note 4 – Inventory**

Inventory at June 30, 2007 and December 31, 2006 consisted of the following:

| | 2007 | 2006 |
|---|---|---|
| Raw Material | $ 2,291,924 | $ 1,257,883 |
| Packaging | 189,270 | 161,923 |
| Finished Goods | 548,133 | 550,280 |
| Consumables | 322 | 395 |
| | | 1,970,481 |
| Less Obsolescence Reserve | (180,508) | (175,896) |
| | $ 2,849,141 | $ 1,794,585 |

**Note 5 – Marketable Security**

During the year ended December 31, 2005, the Company purchased 2,063,768 shares of China Natural Gas, Inc. (traded on the OTCBB: CHNG) for $2,867,346. At June 30, 2007 and December 31, 2006, the fair value of this investment was $9,039,304 and $6,500,869, respectively. As a result of the change in fair value of this investment the Company recorded an unrealized gain of $2,538,435 and an unrealized loss of $1,093,797 for the six months ended June 30, 2007 and 2006, respectively, which is included in other comprehensive income (loss). At June 30, 2007, this represented an 8.5% interest in China Natural Gas, Inc.

**BODISEN BIOTECH, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2007 AND 2006**
**(UNAUDITED)**

**Note 6 -Other Long-term Assets**

During the six month period ended June 30, 2007, the Company acquired a 19.5% and a 19.8% interest in two local companies by investing a total amount of $1,156,861 in cash.

In August, 2006, the Company entered into a land lease agreement for 30 years. The annual lease expense approximately amounts to $169,580. The lease expense for the next 15 years amounting to $2,529,818 has been prepaid on signing of the agreement. The payment schedule for the remaining 15 years as follows:

in November, 2021 - prepayment for next 8 years commencing on November 2021 and
in November, 2029 - prepayment of remaining 7 years commencing on November 2029

The land lease prepayment as of June 30, 2007 and December 31, 2006 can be summarized as follows:

| | | |
|---|---|---|
| Prepaid Lease (for 15 years) | $ 2,753,700 | $ 2,569,818 |
| Current portion | 175,058 | 173,246 |
| Long-term portion | $ 2,578,642 | $ 2,396,572 |

The amortization expense as of June 30, 2007 and June 30, 2006 was $87,718 and $0 respectively.

Amortization expense for the prepayment of land lease over the next five fiscal years is estimated to be: 2007-$169,500, 2008-$169,500, 2009-$169,500, 2010-$169,500 and 2011-$169,500.

**Note 7 - Loan Receivable**

In August 2006, the Company entered into an agreement to loan $1,165,320 to an unrelated party. The loan is unsecured, payable by April 2008 and carries an interest rate of 13% per annum. Interest receivable on this loan was $151,882 and $68,191 as of June 30, 2007 and December 31, 2006 respectively .

In November 2006, the Company entered into an agreement to loan $762,638 to an unrelated party. The loan is unsecured, payable by December 2008 and carries an interest rate of 13% per annum. Interest receivable on this loan is $74,855 and $6,214 as of June 30, 2007 and December 31, 2006 respectively.

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**Note 8- Intangible Assets**

Net intangible assets at June 30, 2007 and December 31, 2006 were as follows:

| | 2007 | 2006 |
|---|---|---|
| Rights to use land | $ 1,797,544 | $ 1,741,386 |
| Fertilizers proprietary technology rights | 1,052,000 | 1,052,120 |
| | | 2,793,506 |
| Less Accumulated amortization | (811,906) | (739,160) |
| | $ 2,037,638 | $ 2,054,346 |

The Company's office and manufacturing site is located in Yang Ling Agricultural High-Tech Industries Demonstration Zone in the province of Shaanxi, People's Republic of China. The Company leases land per a real estate contract with the government of People's Republic of China for a period from November 2001 through November 2051. Per the People's Republic of China's governmental regulations, the Government owns all land.

During July 2003, the Company leased another parcel of land per a real estate contract with the government of the People's Republic of China for a period from July 2003 through June 2053.

The Company has recognized the amounts paid for the acquisition of rights to use land as intangible asset and amortizing over a period of fifty years. The "Rights to use land" is being amortized over a 50 year period.

The Company acquired Fluid and Compound Fertilizers proprietary technology rights with a life ending December 31, 2011. The Company is amortizing these fertilizers proprietary technology rights over a period of ten years.

Amortization expense for the Company's intangible assets for the six month periods ended June 30, 2007 and 2006 amounted to $69,641 and $66,814, respectively.

Amortization expense for the Company's intangible assets over the next five fiscal years is estimated to be: 2007-$130,000, 2008-$130,000, 2009-$130,000, 2010-$130,000 and 2011-$130,000.

**Note 9 – Stock Options and Warrants**

Stock Options

The Company adopted SFAS No. 123 (Revised 2004), *Share Based Payment* ("SFAS No. 123R"), under the modified-prospective transition method on January 1, 2006. SFAS No. 123R requires companies to measure and recognize the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value. Share-based compensation recognized under the modified-prospective transition method of SFAS No. 123R includes share-based compensation based on the grant-date fair value determined in accordance with the original provisions of SFAS No. 123, *Accounting for Stock-Based Compensation,* for all share-based payments granted prior to and not yet vested as of January 1, 2006 and share-based compensation based on the grant-date fair-value determined in accordance with SFAS No. 123R for all share-based payments granted after January 1, 2006. SFAS No. 123R eliminates the ability to account for the award of these instruments under the intrinsic value method

proscribed by Accounting Principles Board ("APB") Opinion No. 25, *Accounting for Stock Issued to Employees*, and allowed under the original provisions of SFAS No. 123. Prior to the adoption of SFAS No. 123R, the Company accounted for its stock option plans using the intrinsic value method in accordance with the provisions of APB Opinion No. 25 and related interpretations.

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Following is a summary of the stock option activity:

| | Options outstanding | Weighted Average Exercise Price | Aggregate Intrinsic Value |
|---|---|---|---|
| Outstanding, December 31, 2006 | 136,000 | $ 5.39 | $ 50,000 |
| Granted | - | - | |
| Forfeited | - | - | |
| Exercised | - | - | |
| Outstanding, June 30, 2007 | 136,000 | $ 5.39 | $ 0 |

Following is a summary of the status of options outstanding at June 30, 2007:

| Outstanding Options | | | | Exercisable Options | |
|---|---|---|---|---|---|
| Exercise Price | Number | Average Remaining Contractual Life | Average Exercise Price | Number | Average Exercise Price |
| $5.00 | 100,000 | 1.93 | $ 5.00 | 100,000 | $ 5.00 |
| $5.80 | 10,000 | 2.50 | $ 5.80 | 10,000 | $ 5.80 |
| $6.72 | 26,000 | 3.27 | $ 6.72 | 26,000 | $ 6.72 |

**Note 10 – Employee Welfare Plans**

The Company has established its own employee welfare plan in accordance with Chinese law and regulations. The Company makes annual contributions of 14% of all employees' salaries to employee welfare plan. The total expense for the above plan were $0 and $0 for the six months ended June 30, 2007 and 2006, respectively. The Company has recorded welfare payable of $152,668 and $263,034 at June 30, 2007 and December 31, 2006, respectively, which is included in accrued expenses in the accompanying consolidated balance sheet.

**Note 11 – Statutory Common Welfare Fund**

As stipulated by the Company Law of the People's Republic of China (PRC), net income after taxation can only be distributed as dividends after appropriation has been made for the following:

i. Making up cumulative prior years' losses, if any;

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ii. Allocations to the "Statutory surplus reserve" of at least 10% of income after tax, as determined under PRC accounting rules and regulations, until the fund amounts to 50% of the Company's registered capital;

iii. Allocations of 5-10% of income after tax, as determined under PRC accounting rules and regulations, to the Company's "Statutory common welfare fund", which is established for the purpose of providing employee facilities and other collective benefits to the Company's employees; and

iv. Allocations to the discretionary surplus reserve, if approved in the stockholders' general meeting.

Pursuant to the new Corporate Law effective on January 1, 2006, there is now only one "Statutory surplus reserve" requirement. The reserve is 10 percent of income after tax, not to exceed 50 percent of registered capital.

Pursuant to the "Circular of the Ministry of Finance ( MOF) on the Issue of Corporate Financial Management after the Corporate Law Enforced" (No.67 [2006]), effective on April 1, 2006, issued by the MOF, the companies will transfer the balance of SCWF as of December 31, 2005 to Statutory Surplus Reserve. Any deficit in the SCWF will be charged in turn to Statutory Surplus Reserve, additional paid-in capital and undistributed profit of previous years. If a deficit still remains, it should be transferred to retained earnings and be reduced to zero by a transfer from after tax profit of following years. At December 31, 2006, the Company did not have a deficit in the SCWF.

The Company has appropriated $98,444 and $458,687 as reserve for the statutory surplus reserve and welfare fund for the six months ended June 30, 2007 and 2006, respectively.

**Note 12 – Statutory Reserve**

In accordance with the Chinese Company Law, the Company has allocated 10% of its annual net income, amounting $196,889 and $917,373 as statutory reserve for the six months ended June 30, 2007 and 2006, respectively.

**Note 13 – Earnings Per Share**

Earnings per share for six months ended June 30, 2007 and 2006 were determined by dividing net income for the periods by the weighted average number of both basic and diluted shares of common stock and common stock equivalents outstanding.

The following is an analysis of the differences between basic and diluted earnings per common share in accordance with Statement of Financial Accounting Standards No. 128, "Earnings Per Share".

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| | Three Months Ended June 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2007 | | | 2006 | | |
| | Income | Shares | Per Share | Income | Shares | Per Share |
| **Basic earnings per share** | | | | | | |
| Net income (loss) | $ 2,614,771 | | | $ 5,879,678 | | |
| Weighed shares outstanding | | 18,310,250 | | | 18,176,917 | |
| | | | $ 0.14 | | | $ 0.32 |
| **Diluted earnings per share** | | | | | | |
| Net income (loss) | $ 2,614,771 | | | $ 5,879,678 | | |
| Weighed shares outstanding | | 18,310,250 | | | 18,176,917 | |
| Effect of dilutive securities | | | | | | |
| Options | | - | | | 78,777 | |
| Warrants | | - | | | 55,237 | |
| | | 18,310,250 | | | 18,310,931 | |
| | | | $ 0.14 | | | $ 0.32 |

| | Six Months Ended June 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2007 | | | 2006 | | |
| | Income | Shares | Per Share | Income | Shares | Per Share |
| **Basic earnings per share** | | | | | | |
| Net income (loss) | $ 1,105,225 | | | $ 8,562,321 | | |
| Weighed shares outstanding | | 18,310,250 | | | 17,698,731 | |
| | | | $ 0.06 | | | $ 0.48 |
| **Diluted earnings per share** | | | | | | |
| Net income (loss) | $ 1,105,225 | | | $ 8,562,321 | | |

| | | | | |
|---|---|---|---|---|
| Weighed shares outstanding | 18,310,250 | | 17,698,731 | |
| Effect of dilutive securities | | | | |
| Options | - | | 85,419 | |
| Warrants | - | | 64,302 | |
| | 18,310,250 | | 17,848,452 | |
| | | $ 0.06 | | $ 0.48 |

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**Note 14 – Current Vulnerability Due to Certain Concentrations**

The Company's operations are carried out in the PRC. Accordingly, the Company's business, financial condition and results of operations may be influenced by the political, economic and legal environments in the PRC, by the general state of the PRC's economy. The Company's business may be influenced by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things.

**Note 15 – Reclassifications**

Certain prior period amounts have been reclassified to conform to the six months ended June 30, 2007 presentation.

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**Note 16 – Litigation**

The Company is involved in a variety of claims, suits, investigations and proceedings that arise from time to time in the ordinary course of its business, including actions with respect to contracts, intellectual property (IP), product liability, employment, benefits, securities, and other matters. These actions may be commenced by a number of different constituents, including competitors, partners, clients, current or former employees, government and regulatory agencies, stockholders, and representatives of the locations in which we do business. The following is a discussion of some of the more significant legal matters involving the Company.

In late 2006, various shareholders of the Company filed eight purported class actions in the U.S. District Court for the Southern District of New York against the Company and certain of its officers and directors (among others), asserting claims under the federal securities laws. The complaints contain general and non-specific allegations about prior financial disclosures and its internal controls and a prior, now-terminated relationship with a financial advisor.

The eight actions are Stephanie Tabor vs. Bodisen, Inc., et al., Case No. 06-13220 (filed November 2006), Fraser Laschinger vs. Bodisen, Inc., et al., Case No. 06-13254 (filed November 2006), Anthony DeSantis vs. Bodisen, Inc., et. al., Case No. 06-13454 (filed November 2006), Yuchen Zhou vs. Bodisen, Inc., et. al., Case No. 06-13567 (filed November 2006), William E. Cowley vs. Bodisen, Inc., et. al., Case No. 06-13739 (filed December 2006), Ronald Stubblefield vs. Bodisen, Inc., et. al., Case No. 06-14449 (filed December 2006), Adam Cohen vs. Bodisen, Inc., et. al., Case No. 06-15179 (filed December 2006) and Lawrence M. Cohen vs. Bodisen, Inc., et. al., Case No. 06-15399 (filed December 2006).

The court has consolidated each of the actions into a single proceeding and has selected the lead plaintiff and counsel to represent the plaintiff class. The court has also established a schedule, based on stipulation of the parties, that allows plaintiffs to file an amended complaint (by October 17, 2007) and sets the date for defendants, including the Company, to file motions to dimiss the amended complaint (December 17, 2007). Thus, the time for the Company to respond formally to these lawsuits has not come. The complaints do not specify an amount of damages that plaintiffs seek.

Because these matters are in early stages, we cannot comment on whether an adverse outcome is probable or otherwise. While we believe we have meritorious defenses to each of these actions and intend to defend them vigorously, an adverse outcome in one or more of these matters could have a material adverse effect on its business, financial condition, results of operations or liquidity.

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

The following information should be read in conjunction with our consolidated financial statements and related notes thereto included elsewhere in this quarterly report and our annual audited consolidated financial statements and related notes included in our annual report on Form 10-K for the year ended December 31, 2006, which was filed with the Securities and Exchange Commission on April 30, 2007 (the “Form 10-K”). The following discussion may contain forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below and in the Form 10-K, particularly under “Risk Factors” and “Note Regarding Forward-Looking Statements.”

Virtually all of our revenues and expenses were denominated in Renminbi ("RMB"), the currency of the People's Republic of China. Because we report our financial statements in U.S. dollars, we are exposed to translation risk resulting from fluctuations of exchange rates between the RMB and the U.S. dollar. There is no assurance that exchange rates between the RMB and the U.S. dollar will remain stable. A devaluation of the RMB relative to the U.S. dollar could adversely affect our business, financial condition and results of operations. See “Risk Factors” in the Form 10-K. We do not engage in currency hedging and to date, inflation has not had a material impact on our business.

**Overview**

We are incorporated under the laws of the state of Delaware and our operating subsidiary, Yang Ling, is headquartered in Shaanxi Province, the People’s Republic of China. We are engaged in developing, manufacturing and selling organic fertilizers, liquid fertilizers, pesticides and insecticides in the People’s Republic of China and produce numerous proprietary product lines, from pesticides to crop-specific fertilizers. We market and sell our products to distributors throughout the People's Republic of China, and these distributors, in turn, sell our products to farmers. We also conduct research and development to further improve existing products and develop new formulas and products.

**Critical Accounting Policies**

The accounting and reporting policies that we use affect our consolidated financial statements. Certain of our accounting and reporting policies are critical to an understanding of our results of operations and financial condition, and in some cases, the application of these policies can be significantly affected by the estimates, judgments and assumptions made by management during the preparation of our consolidated financial statements. These accounting and reporting policies are described below. See Note 2 to our annual consolidated financial statements included in the Form 10-K for further discussion of our accounting policies.

*Accounts receivable*

We maintain reserves for potential credit losses on accounts receivable and record them primarily on a specific identification basis. In order to establish reserves, we review the composition of accounts receivable and analyze historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. This analysis and evaluation requires the use of judgments and estimates. Because of the nature of the evaluation, certain of the judgments and estimates are subject to change, which may require adjustments in future periods.

*Inventories*

We value inventories at the lower of cost (determined on a weighted average basis) or market. When evaluating our inventory, we compare the cost with the market value and make allowance to write them down to market value, if lower. The determination of market value requires the use of estimates and judgment by our management.

*Intangible assets*

Since July 1, 2002, we have evaluated potential goodwill impairment in accordance with SFAS No. 142, which applied to our financial statements beginning July 1, 2002. We evaluate intangible assets for impairment, at least on an annual basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable from its estimated future cash flows. This evaluation requires the use of judgments and estimates, in particular with respect to recoverability. Recoverability of intangible assets, other long-lived assets and, goodwill is measured by comparing their net book value to the related projected undiscounted cash flows from these assets, considering a number of factors including past operating results, budgets, economic projections, market trends and product development cycles. If the net book value of the asset exceeds the related undiscounted cash flows, the asset is considered impaired, and a second test is performed to measure the amount of impairment loss.

**Recent Accounting Pronouncements**

In September 2006, FASB issued SFAS 157 “Fair Value Measurements,” which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practice. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We are currently evaluating the effect of this pronouncement on our financial statements.

In September 2006, FASB issued SFAS 158 “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132(R).” Effective for fiscal years ending after December 15, 2008, this Statement requires recognition of the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position as well as recognition in comprehensive income of changes in that funded status in the year in which the changes occur. Additionally, an employer with publicly traded equity securities is required to initially recognize the funded status of a defined benefit postretirement plan and to provide the required disclosures as of the end of the fiscal year ending after December 15, 2006. Different rules apply for employers without publicly traded equity securities. We are currently evaluating the effect of this pronouncement on our financial statements.

In February of 2007 the FASB issued SFAS 159, “The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115.” The Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. The statement is effective as of the beginning of an entity’s first fiscal year that begins after November 15, 2007. We are currently analyzing the effect of this pronouncement on our financial statements.

FASB Staff Position on FAS No. 115-1 and FAS No. 124-1 (“the FSP”), “The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments,” was issued in November 2005 and addresses the determination of when an investment is considered impaired, whether the impairment on an investment is other-than-temporary and how to measure an impairment loss. The FSP also addresses accounting considerations subsequent to the recognition of other-than-temporary impairments on a debt security, and requires certain disclosures about unrealized losses that have not been recognized as other-than-temporary impairments. The FSP replaces the impairment guidance on Emerging Issues Task Force (EITF) Issue No. 03-1 with references to existing authoritative literature concerning other-than-temporary determinations. Under the FSP, losses arising from impairment deemed to be other-than-temporary, must be recognized in earnings at an amount equal to the entire difference between the securities cost and its fair value at the financial statement date, without considering partial recoveries subsequent to that date. The FSP also required that an investor recognize other-than-temporary impairment losses when a decision to sell a security has been made and the investor does not expect the fair value of the security to fully recover prior to the expected time of sale. The FSP is effective for reporting periods beginning after December 15, 2005. The adoption of this statement will not have a material impact on our consolidated financial statements.

FASB Interpretation 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. The amount of tax benefits to be recognized for a tax position that meets the more-likely-than-not recognition threshold is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. Tax benefits relating to tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met or certain other events have occurred. Previously recognized tax benefits relating to tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. Interpretation 48 also provides guidance on the accounting for and disclosure of tax reserves for unrecognized tax benefits, interest and penalties and accounting in interim periods. Interpretation 48 is effective for fiscal years beginning after December 15, 2006. The change in net assets as a result of applying this pronouncement will be a change in accounting principle with the cumulative effect of the change required to be treated as an adjustment to the opening balance of retained earnings on January 1, 2007, except in certain cases involving uncertainties relating to income taxes in purchase business combinations. In such instances, the impact of the adoption of Interpretation 48 will result in an adjustment to goodwill. The adoption of this standard had no material impact on our consolidated financial statements.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108, “Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements,” (“SAB 108”),which provides interpretive guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. We adopted SAB 108 in the fourth quarter of 2006 with no impact on our consolidated financial statements.

**Results of Operations**

*Three months ended June 30, 2007 compared to Three months ended June 30, 2006*

Revenue. We generated revenues of $3,172,163 for the three months ended June 30, 2007, a decrease of $13,210,026 or 80.6%, compared to $16,382,189 for the three months ended June 30, 2006. The significant decrease in revenue was due to the continued negative impact on sales of Bodisen being delisted by the American Stock Exchange, or Amex, and the abnormally cold spring time weather of Shaanxi province that affected crop plantings and decreased the use of fertilizer, which continued into the second quarter of 2007.

Gross Profit. We achieved a gross profit of $1,521,622 for the three months ended June 30, 2007, a decrease of $4,890,314 or 76.3%, compared to $6,411,936 for the three months ended June 30, 2006. The significant decrease in gross profit was due to the significant decrease in revenue as a result of decreased sales. Gross margin (gross profit as a percentage of revenues), slightly increased from 39.1% for the three months ended June 30, 2006, to 48.0% for the three months ended June 30, 2007 because of the overall product mix.

Operating expenses. We incurred net operating expenses of $(298,242) for the three months ended June30, 2007, a decrease of $1,516,449 or 124.5% compared to $1,218,207 for the three months ended June 30, 2006. The significant decrease in our operating expenses is primarily related to a significant decrease in our general and administrative expenses, which resulted from a $1,189,347 decrease in our bad debt allowance (which was increased to $2,032,462 during the first quarter of 2007 from $659,653 as at December 31, 2006). Excluding the effects of this decrease, our operating expenses increased, primarily as a result of legal fees associated with litigation and other matters in connection with the Amex delisting .

Aggregated selling expenses accounted for $330,273 of our operating expenses for the three months ended June 30, 2007, a decrease of $341,196 or 50.8% compared to $671,469 for the three months ended June 30, 2006. The decrease in our aggregated selling expenses is due to the decrease of transportation expense as a result of decreased sales. General and administrative expenses accounted for the remainder of our net operating expenses of $(628,515) for the three months ended June 30, 2007, which decreased $1,175,253 compared to $546,738 for the three months ended June 30, 2006. The decrease in general and administrative expenses resulted from a $1,189,347 decrease in our bad debt allowance (which was increased to $2,032,462 during the first quarter of 2007 from $659,653 as at December 31, 2006). Excluding the effects of this decrease, our operating expenses increased, primarily as a result of legal fees associated with litigation and other matters in connection with the Amex delisting .

Non Operating Income and Expenses. We had total non-operating income of $749,907 for the three months ended June 30, 2007 compared to total non-operating income of $685,949 for the three months ended June 30, 2006. Total non-operating income includes interest income of $89,443 for the three months ended June 30, 2007 compared to only $29,231 of interest income for the three months ended June 30, 2006. The increase in interest income in 2007 is due to the full-year effects of the increased cash balance that resulted from our sale of stock in the first quarter of 2006.

Net Income (loss). For the foregoing reasons, we had a net income of $2,614,771 for the three months ended June 30, 2007 compared to net income of $5,879,678 for the three months ended June 30, 2006. We had earnings per share of $0.14 and $0.32 for the three months ended June 30, 2007 and 2006, respectively. Excluding the effects of the decrease in our allowance for bad debts on our operating expenses, we would have had a net income of $1,425,424 and earnings per share of $0.8 for the three months ended June 30, 2007. However, to the extent that our allowance for bad debts is insufficient to cover our actual bad debt experience, net income will be negatively effected in future periods.

*Six months ended June 30, 2007 compared to six months ended June 30, 2006*

Revenue. We generated revenues of $8,180,635 for the six months ended June 30, 2007, a decrease of $18,736,914 or 69.6%, compared to $26,917,549 for the six months ended June 30, 2006. The significant decrease in revenue was due to the continued negative impact on our sales as a result of being delisted from the Amex, and to a lesser extent, the abnormally cold spring time weather of Shaanxi province, which affected crop plantings and decreased the use of fertilizer.

Gross Profit. We achieved a gross profit of $3,511,844 for the six months ended June 30, 2007, a decrease of $7,136,331 or 67.0%, compared to $10,648,175 for the six months ended June 30, 2006. The significant decrease in gross profit was due to the significant decrease in revenue as a result of decreased sales. Gross margin (gross profit as a percentage of revenues), slightly increased, from 39.6% for the six months ended June 30, 2006, to 42.9% for the six months ended June 30, 2007 due to product mix in the first half of 2007.

Operating expenses. We incurred operating expenses of $3,223,281 for the six months ended June 30, 2007, an increase of $1,226,676 or 61.4% compared to $1,996,605 for the six months ended June 30, 2006. The significant increase in our operating expenses is primarily related to legal fees associated with litigation and other matters in connection with the Amex delisting and, to a lesser extent, a net increase in our allowance for bad debts (which was increased in the first quarter of 2007 and decreased in the second quarter of 2007).

Aggregated selling expenses accounted for $679,287 of our operating expenses for the six months ended June 30, 2007, a decrease of $466,356 or 40.7% compared to $1,145,643 for the six months ended June 30, 2006. The decrease in our aggregated selling expenses is due to the decrease of transportation expense as a result of decreased sales. General and administrative expenses accounted for the remainder of our operating expenses of $2,543,994 for the six months ended June 30, 2007, which increased $1,693,032 compared to $850,962 for the six months ended June 30, 2006. The significant increase in our general and administrative expenses is primarily related to legal fees associated with litigation and other matters in connection with the Amex delisting and, to a lesser extent, a net increase in our allowance for bad debts (which was increased in the first quarter of 2007 and decreased in the second quarter of 2007).

Non Operating Income and Expenses. We had total non-operating income of $816,662 for the six months ended June 30, 2007 compared to total non-operating expense $89,051 for the six months ended June 30, 2006. Total non-operating income includes interest income of $179,452 for the six months ended June 30, 2007 compared to only $57,294 of interest income for the six months ended June 30, 2006. The increase for the six months ended June 30, 2007 is due to the increase in our cash balance as a result of the sale of stock in the first quarter of 2006. Total non-operating income for the six months ended June 30, 2007 also includes interest expense of only $2,376 compared to $678,918 of interest expense for the six months ended June 30, 2006. The majority of the interest expense in the six months ended June 30, 2006 relates to the $5 million note issued December 8, 2005, which was repaid during March 2006.

Net Income (Loss). Net income decreased by 87.1% to $1,105,225 for the six months ended June 30, 2007 compared to net income of $8,562,321 for the six months ended June 30, 2006. We had earnings per share of $.06 for the six months ended June 30, 2007 compared to earnings per share of $0.48 for the six months ended June 30, 2006.

**Liquidity and Capital Resources**

We are primarily a parent holding company for the operations carried out by our indirect operating subsidiary, Yang Ling, which carries out its activities in the People's Republic of China. Because of our holding company structure, our ability to meet our cash requirements apart from our financing activities, including payment of dividends on our common stock, if any, substantially depends upon the receipt of dividends from our subsidiaries, particularly Yang Ling.

As of June 30, 2007, we had $6,476,725 of cash and cash equivalents compared to $11,824,327 as of December 31, 2006. The significant decrease in cash is due to a significant decrease in cash provided by our operating activities, and increase in cash used to finance our working capital needs and the decrease in our net income.

*Cash Flows*

We used $4,651,479 of cash to finance our operating activities for the six months ended June 30, 2007 compared to $3,574,760 of cash for operating activities for the six months ended June 30, 2006. This increase in the use of cash in operating activities is principally due to the significant decrease in net income from operations, partially offset by reduced working capital needs, as well as a one-time prepayment for a fertilizer machine.

Our investing activities used $1,014,947 of cash for the six months ended June 30, 2007, compared to $1,105,724 of cash for investing activities for the six months ended June 30, 2006. We used cash of $849,900 in connection with additions to construction in process.

We did not generate any cash from financing activities for the six months ended June 30, 2007 compared to $15,769,964 of cash generated from financing activities for the six months ended June 30, 2006, in connection with the sale of our common stock in the first quarter of 2006.

*Financing Activities*

On February 3, 2006, we entered into an agreement to sell 1,643,836 shares of our common stock at 730 pence per share (approximately $12.99 per share). These shares currently trade on the AIM Market of the London Stock Exchange plc. We received approximately £12,000,000 (approximately $21,360,000) of gross proceeds, which were intended for construction of two factories (one in the Northwest and one in the Northeast of the People's Republic of China), as well as the purchase of raw materials and for general corporate purposes. We have since decided not to pursue construction of the factory in the Northeast.

On March 15, 2006, we raised $5,322,506 from the issuance of 380,179 restricted shares of common stock at $14.00 per share to institutional investors in a private placement. We used the proceeds of this financing to repay the $5,000,000 short-term note issued in December 2005.

For additional information relating to our financing activities, see Notes 9, 10 and 11 to our annual consolidated financial statements included in the Form 10-K.

Based on past performance and current expectations, we believe our cash and cash equivalents and cash generated from operations will satisfy our working capital needs, capital expenditures and other liquidity requirements associated with our operations. However, to the extent that our allowance for bad debts is insufficient to cover our actual bad debt experience, our liquidity would be negatively impacted.

*Loan Receivables*

In August 2006, we made an unsecured loan of $1,153,260 to one of our suppliers. Because we will receive interest payments (at a rate of 13% per annum) on this amount from the supplier, we account for this as a loan rather than an advance to a supplier. This loan is to be repaid by April 2008. In November 2006, we made an unsecured $754,745 advance payment to a company for the installation of a facility to house a new compound fertilizer production line in a new building. Because the building that will house the facility was only recently completed, the installation of that facility has not yet occurred. We accounted for this as a loan under applicable accounting rules because the advance payment bears interest at rate of 13% per annum. For more information relating to these loan receivables, see Note 2 to our annual consolidated financial statements included in the Form 10-K.

*Contractual Commitments*

In August 2006, we entered into a 30-year land-lease arrangement with the government of the People's Republic of China, under which we pre-paid $2,529,818 upon execution of the contract of lease expense for the next 15 years. We agreed to make a prepayment for the next eight years in November 2021, and will make a final pre-payment in November 2029 for the remaining seven years. The annual lease expense amounts to approximately $169,580. For further information regarding this arrangement, see Note 7 to our annual consolidated financial statements included in the Form 10-K. Our land-lease arrangement is currently our only material on- and off-balance sheet expected or contractually committed future obligation.

*Off-Balance Sheet Arrangements*

We currently do not have any material off-balance sheet arrangements except for the remaining pre-payments under the land-lease arrangement described above and in Note 7 to our annual consolidated financial statements included the Form 10-K.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Foreign Exchange Risks**

While our reporting currency is the U.S. dollar, all of our consolidated revenues and consolidated costs and expenses are denominated in RMB. All of our assets are denominated in RMB except for cash. As a result, we are exposed to foreign exchange risk as our revenues and results of operations may be affected by fluctuations in the exchange rate between U.S. dollars and RMB. If the RMB depreciates against the U.S. dollar, the value of our RMB revenues, earnings and assets as expressed in our U.S. dollar financial statements will decline. We have not entered into any hedging transactions in an effort to reduce our exposure to foreign exchange risk.

**Investment Risk**

We are exposed to market risk as it relates to changes in the market value of our investments in public companies. We invest in equity instruments of public companies for business and strategic purposes and we have classified these securities as available-for-sale. These available-for-sale equity investments are subject to significant fluctuations in fair market value due to the volatility of the stock market and the industries in which these companies participate. Our objective in managing our exposure to stock market fluctuations is to minimize the impact of stock market declines to our earnings and cash flows. There are, however, a number of factors beyond our control. Continued market volatility, as well as mergers and acquisitions, have the potential to have a material impact on our results of operations in future periods.

We are also exposed to changes in the value of our investments in non-public companies, including start-up companies. These long-term equity investments in technology companies are subject to significant fluctuations in fair value due to the volatility of the industries in which these companies participate and other factors.

**Inflation**

Inflationary factors such as increases in the cost of our product and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling, general and administrative expenses as a percentage of net revenues if the selling prices of our products do not increase with these increased costs.

**Item 4. Controls and Procedures**

The Chief Executive Officer and Chief Financial Officer conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. The reasons that our Chief Executive Officer and Chief Financial Officer arrived at this conclusion are:

- *Our delisting from the Amex*. As described in our current report on Form 8-K dated March 28, 2007 (the "March 2007 Form 8-K"), including the Exhibit thereto, the American Stock Exchange, or Amex, delivered notice to us confirming that it intended to strike our common stock from the Amex. As described in the March 2007 Form 8-K, the precise basis for the Amex delisting determination called into question certain disclosures (or the failure to make certain disclosures) in the reports that we filed or submitted under the Exchange Act. Although we do not accept any of the determinations or any related factual or legal conclusions of the staff of the Amex regarding our company, our Chief Executive Officer and Chief Financial Officer cannot make a determination at this time that our disclosure controls and procedures were effective as of the end of the period covered by this report.

- *Our inability to timely file this quarterly report on Form 10-Q*. Effective disclosure controls and procedures ensure that management receives information as appropriate to allow timely decisions regarding required disclosures. Because of the substantial time and resources that we have devoted to our investigation of the conclusions of the staff of the Amex regarding our company as set out in the March 2007 8-K, information required to be disclosed in this quarterly report on Form 10-Q was not accumulated and communicated to our management as appropriate to allow timely decisions regarding the disclosures required in this annual report. For this reason, we were not able to file this quarterly report within the time period prescribed and our management is not able to make a determination at this time that our disclosure controls and procedures were effective as of the end of the period covered by this report.

- *Our inability to complete the Management's Annual Report on Internal Control over Financial Reporting*. For the reasons described in the Form 10-K under "Internal Control over Financial Reporting," our management's assessment of our internal controls over financial reporting was substantially delayed and was not complete as of the date of the Form 10-K. Because we were not able to complete this report within the time period prescribed and include such report in the Form 10-K, our management is not able to make a determination at this time that our disclosure controls and procedures were effective as of the end of the period covered by this report.

In light of the foregoing, we intend to work diligently with our Board of Directors and outside advisors to design and implement more formal disclosure controls and procedures to ensure that such procedures are effective.

Notwithstanding the conclusion that our disclosure controls and procedures were not effective as of the end of the period covered by this report, the Chief Executive Officer and the Chief Financial Officer believe that the financial statements and other information contained in this annual report present fairly, in all material respects, our business, financial condition and results of operations.

**Part II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

None.

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

None

**Item 3. Defaults Upon Senior Securities**

None.

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

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

(a) Exhibits

3.1 Certificate of Incorporation (incorporated by reference to Company's Form SB-2 filed September 3, 2002)

3.2 By-Laws (incorporated by reference to Company's Form SB-2 filed September 3, 2002).

10.1 Bodisen Biotech, Inc. 2004 Stock Option Plan (incorporated by reference to Company's Form 10-KSB filed March 31, 2005)

10.2 Form of Bodisen Biotech, Inc. Nonstatutory Stock Option Agreement (incorporated by reference to Company's Form 10-KSB filed March 31, 2005)

31.1 Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended

31.2 Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934, as amended

32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**SIGNATURES**

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

Bodisen Biotech, Inc.

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| October 1, 2007 | By: | /s/ Bo Chen<br>Bo Chen<br>Chairman, Chief Executive Officer and President (Principal Executive Officer) |
| October 1, 2007 | By: | /s/ Junyan Tong<br>JunYan Tong<br>Chief Financial Officer<br>(Principal Financial and Accounting Officer) |