China Natural Gas, Inc.
Form 10-Q
November 14, 2013

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

FORM 10-Q

(Mark One)
x QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended **September 30, 2013** or

¨ 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: **00134373**

CHINA NATURAL GAS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**98-0231607**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

19th Floor, Building B, Van Metropolis
35 Tang Yan Road, Hi-Tech Zone
Xi'an, 710065, Shaanxi Province, China
+86-29-8832-7391

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

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

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

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer (Do not check if a smaller reporting company)	¨	Smaller reporting company	x

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

The number of shares outstanding of the registrant's common stock as of November 5, 2013 was 21,458,654.

CHINA NATURAL GAS, INC.
AND SUBSIDIARIES

Index

PART I.	FINANCIAL INFORMATION	
Item 1.	Consolidated Balance Sheets as of September 30, 2013 and December 31, 2012	4
	Consolidated Statements of Income and Comprehensive Income for the Three and Nine Months Ended September 30, 2013 and 2012	5
	Consolidated Statements of Stockholders' Equity as of September 30, 2013 and December 31, 2012	6
	Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2013 and 2012	7
	Notes to Consolidated Financial Statements	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	41
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	66
Item 4.	Controls and Procedures	66
PART II. OTHER INFORMATION		
Item 1.	Legal Proceedings	68
Item 1A.	Risk Factors	72
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	72
Item 3.	Defaults Upon Senior Securities	72
Item 4.	Mine Safety Disclosures	73
Item 5.	Other Information	73
Item 6.	Exhibits	73
Signatures		74

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To: The Board of Directors and Stockholders of
China Natural Gas, Inc.

We have reviewed the accompanying interim consolidated balance sheets of China Natural Gas, Inc. ("the Company") as of September 30, 2013 and December 31, 2012, and the related statements of income and comprehensive income, stockholders' equity, and cash flows for the three and nine month periods ended September 30, 2013 and 2012. These interim consolidated financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim consolidated financial statements for them to be in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has incurred substantial losses and has a working capital deficit, all of which raise substantial doubt about its ability to continue as a going concern. Management's plans in regards to these matters are also described in Note 2. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

San Mateo, California
November 8, 2013

WWC, P.C.
Certified Public Accountants

CHINA NATURAL GAS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
AS OF SEPTEMBER 30, 2013 AND DECEMBER 31, 2012
(Stated in US Dollars)

	Note	September 30, 2013	(Audited) December 31, 2012
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	3(f)	$ 10,334,452	$ 10,857,456
Accounts receivable, net	3(g)	2,714,988	2,148,379
Other receivables, net		346,234	458,605
Employee advances	3(h)	336,286	399,031
Inventories	3(i)	3,011,956	2,473,933
Advances to suppliers		11,187,066	4,869,606
Prepaid expense and other current assets		4,558,512	3,541,431
Total current assets		32,489,494	24,748,441
Investment in unconsolidated joint ventures	3(j)	-	1,587,000
Property and equipment, net	3(k)	210,683,183	179,515,563
Construction in progress	3(l)	34,821,916	53,393,933
Goodwill	3(m), 4	862,561	839,806
Other intangible assets	4	21,176,688	21,400,924
Prepaid expenses and other assets	5	7,463,106	7,015,142
TOTAL ASSETS		$ 307,496,948	$ 288,500,809
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Senior notes- current maturities	6	$ 38,908,332	$ 38,352,498
Current portion of bank loan payable	7	4,890,000	4,761,000
Redeemable liabilities - warrants		17,500,000	17,500,000
Accounts payable and accrued liabilities		9,281,250	6,756,278
Other payable - related party		845,226	1,616,429
Short-term borrowing - related party		2,679,945	2,679,945
Unearned revenue		5,481,579	3,663,570
Accrued interest		3,320,356	1,936,584
Taxes payable		1,233,722	2,232,546
Total current liabilities		84,140,410	79,498,850
LONG-TERM LIABILITIES:			
Bank loan payable, net of current portion	7	3,260,000	4,761,000
Long-term payables		313,913	-
Total long-term liabilities	7	3,573,913	4,761,000
Total liabilities		$ 87,714,323	$ 84,259,850
STOCKHOLDERS' EQUITY:			
		$ -	$ -

Preferred stock, par value $0.0001 per share, 5,000,000 authorized, none issued and outstanding			
Common stock, par value $0.0001 per share, 45,000,000 authorized, 21,458,654 issued and outstanding at September 30, 2013 and December 31, 2012, respectively		2,145	2,145
Additional paid-in capital		83,649,675	83,501,637
Accumulated other comprehensive income		28,103,067	21,276,931
Statutory reserves	10	12,955,189	11,818,087
Retained earnings		94,768,161	87,410,615
Noncontrolling interests		304,388	231,544
Total stockholders' equity		219,782,625	204,240,959
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		$ 307,496,948	$ 288,500,809

See Accompanying Notes to the Financial Statements and Accountant's Report.

CHINA NATURAL GAS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
FOR THE THREE AND NINE MONTHS PERIODS ENDED SEPTEMBER 30, 2013 AND 2012
(Stated in US Dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Revenues				
Natural gas	$ 29,708,201	$ 27,903,522	$ 93,653,522	$ 92,231,013
Gasoline	452,626	647,061	1,431,305	2,174,124
Installation and others	1,870,301	2,511,199	6,693,589	6,835,658
	32,031,128	31,061,782	101,778,416	101,240,795
Cost of revenues				
Natural gas	21,240,267	18,950,048	63,890,663	60,687,423
Gasoline	390,100	616,290	1,264,125	2,060,048
Installation and others	835,162	1,013,647	2,881,267	2,821,175
	22,465,529	20,579,985	68,036,055	65,568,646
Gross profit	9,565,599	10,481,797	33,742,361	35,672,149
Operating expenses				
Selling	6,059,053	6,503,728	17,646,944	17,074,392
General and administrative	2,124,371	1,255,336	4,833,830	5,603,011
	8,183,424	7,759,064	22,480,774	22,677,403
Income from operations	1,382,175	2,722,733	11,261,587	12,994,746
Other income (expense):				
Interest income	10,350	22,084	31,046	42,683
Interest expense	(173,293)	(277,347)	(534,664)	(985,027)
Loss on disposal of fixed assets	(251)	(4,017,726)	(57,654)	(4,017,726)
Loss on sales of long term investment	(350)	-	(80,500)	-
Other income (expense), net	(64,078)	133,625	(28,336)	119,295
Change in fair value of warrants	-	1,233	-	4
Foreign currency exchange loss	(1,546)	2,634	(6,815)	(501,812)
	(229,168)	(4,135,497)	(676,923)	(5,342,583)
Income before income tax	1,153,007	(1,412,764)	10,584,664	7,652,163
Provision for income tax	426,244	87,239	2,017,172	2,129,838
Net income	726,763	(1,500,003)	8,567,492	5,522,325
Less: Income (loss) attributable to noncontrolling interests	13,256	23,594	72,844	(175,589)
Net income attributable to China Natural Gas, Inc.	713,507	(1,523,597)	8,494,648	5,697,914
Other comprehensive income				
Foreign currency translation gain	2,029,574	(844,824)	6,826,136	896,392

Comprehensive income	$ 2,743,081	$ (2,368,421)	$ 15,320,784	$ 6,594,306
Weighted average shares outstanding				
Basic	21,458,654	21,458,654	21,458,654	21,458,654
Diluted	21,458,654	21,458,654	21,458,654	21,458,654
Earnings per share				
Basic	$ 0.03	$ (0.07)	$ 0.40	$ 0.27
Diluted	$ 0.03	$ (0.07)	$ 0.40	$ 0.27

See Accompanying Notes to the Financial Statements and Accountant's Report.

CHINA NATURAL GAS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
AS OF SEPTEMBER 30, 2013 AND DECEMBER 31, 2012
(Stated in US Dollars)

	Common Stock		Additional	Accumulative Other		Retained Earnings		Total
	Shares	Amount	Paid-in Capital	Comprehensive Income	Non-controlling Interest	Statutory Reserve	Unrestricted	Stockholders' Equity
Balance at 1/1/2012	21,458,654	$2,145	$82,909,485	$19,817,493	$-	$10,124,710	$77,903,478	$190,757,311
Stock based compensation	-	-	592,152	-	-	-	-	592,152
Purchases of a Noncontrolling interest equity	-	-	-	-	394,789	-	-	394,789
Cumulative translation adjustment	-	-	-	1,459,438	-	-	-	1,459,438
Net income	-	-	-	-	(163,245)	-	11,200,514	11,037,269
Appropriation of retain earnings	-	-	-	-	-	1,693,377	(1,693,377)	-
Balance at 12/31/2012	21,458,654	$2,145	$83,501,637	$21,276,931	$231,544	$11,818,087	$87,410,615	$204,240,959
Balance at 1/1/2013	21,458,654	$2,145	$83,501,637	$21,276,931	$231,544	$11,818,087	$87,410,615	$204,240,959
Stock based compensation	-	-	148,038	-	-	-	-	148,038
Cumulative translation adjustment	-	-	-	6,826,136	-	-	-	6,826,136
Net income	-	-	-	-	72,844	-	8,494,648	8,567,492
Appropriation of retain earnings	-	-	-	-	-	1,137,102	(1,137,102)	-
Balance at 9/30/2013	21,458,654	$2,145	$83,649,675	$28,103,067	$304,388	$12,955,189	$94,768,161	$219,782,625

See Accompanying Notes to the Financial Statements and Accountant's Report.

CHINA NATURAL GAS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012
(Stated in US Dollars)

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income attributable to China Natural Gas, Inc.	8,494,648	5,697,914
Add: income (loss) attributable to noncontrolling interests	72,844	(175,589)
Net income	8,567,492	5,522,325
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	10,757,202	10,443,635
Provision for doubtful accounts	50,970	200,984
Loss on disposal of equipment	57,654	4,017,726
Loss on sales of long term investment	80,500	-
Stock-based compensation	148,038	444,114
Change in fair value of warrants	-	(4)
Change in assets and liabilities:		
Accounts receivable	(553,131)	1,067,790
Other receivables	(301,293)	170,241
Employee advances	72,453	(526,366)
Inventories	(465,213)	(1,365,120)
Advances to suppliers	(8,101,755)	(2,458,489)
Prepaid expense and other current assets	(890,060)	3,049,626
Accounts payable and accrued liabilities	3,158,456	325,648
Unearned revenue	1,697,655	1,176,182
Accrued interest	1,383,772	440,838
Taxes payable	(1,046,317)	(1,432,165)
Net cash provided by operating activities	14,616,423	21,076,965
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment for acquisition of property and equipment	(1,649,846)	(4,129,677)
Proceeds from sales of property and equipment	7,209	2,850,914
Proceeds from sales of long term investment	724,500	(13,107,944)
Additions to construction in progress	(11,894,106)	(418,295)
Prepayment on long-term assets	(239,593)	(656,179)
Payment for acquisition of business	-	(1,768,049)
Payment for intangible assets	-	-
Net cash used in investing activities	(13,051,836)	(17,229,230)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of short-term borrowing and other payable, related parties	(805,000)	-
Repayment of long-term debt	(1,610,000)	(792,500)
Repayment of senior notes	-	(3,333,334)
Increase in restricted cash	-	(740,084)
Net cash (used in) provided by financing activities	(2,415,000)	(4,865,918)
Effect of exchange rate changes on cash and cash equivalents	327,409	206

NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		(523,004)		(1,017,977)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD		10,857,456		9,622,883
CASH AND CASH EQUIVALENTS, END OF PERIOD	$	10,334,452	$	8,604,906
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Interest paid, net of capitalized interest	$	417,884	$	718,541
Income taxes paid	$	2,009,997	$	3,330,382
Non-cash transactions for investing and financing activities:				
Construction materials transferred to Construction in progress	$	-	$	67,058
Construction in progress transferred to property and equipment	$	33,786,303	$	19,380,905
Capitalized interest - amortization of discount of notes payable and issuance cost	$	-	$	6,107,601
Other assets transferred to construction in progress	$	126,957	$	2,577,107

See Accompanying Notes to the Financial Statements and Accountant's Report.

CHINA NATURAL GAS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF SEPTEMBER 30, 2013 AND DECEMBER 31, 2012
(Stated in US Dollars)

Note 1 - Organization

Organization and Line of Business

China Natural Gas, Inc. (the "Company," "our," "us" or "we") was incorporated in the State of Delaware on March 31, 1999 The Company through its wholly owned subsidiaries and variable interest entity ("VIE"), Xi'an Xilan Natural Gas Co., Ltd. ("XXNGC") and subsidiaries of its VIE, which are located in Hong Kong, Shaanxi Province, Henan Province and Hubei Province in the People's Republic of China ("PRC"), engages in sales and distribution of natural gas and gasoline to commercial, industrial and residential customers through fueling stations and pipelines, construction of pipeline networks, installation of natural gas fittings and parts for end-users, and conversions of gasoline-fueled vehicles to hybrid (natural gas/gasoline) powered vehicles at automobile conversion sites. The consolidated balance sheets as of September 30, 2013 and December 31, 2012 and the consolidated statements of income and comprehensive income for the three and nine months ended September 30, 2013 and 2012, and cash flows for the nine months ended September 30, 2013 and 2012 include the accounts of China Natural Gas, Inc. and subsidiaries and VIE. Our subsidiaries are: Xilan Energy Co. Ltd. ("XEC"), Shaanxi Xilan Natural Gas Equipment Co. Ltd ("SXNGE"), Hubei Xian Natural Gas Co., Ltd ("HBXNG"), Lingbao Yuxi Natural Gas Co. Ltd. ("LYNG"), Shaanxi Jingbian Liquefied Natural Gas Co. Ltd ("JBLNG"), Henan Xilan Natural Gas Co. Ltd ("HXNGC"), Xi'an Xilan Auto Body Shop Co, Ltd. ("XXABC") , Hanchuan Makou Yuntong Compressed Natural Gas Co., Ltd ("Makou") and Xiantao City Jinhua Gas And Oil Co., Ltd. ("XTJH").

Note 2 Going Concern Uncertainties

These financial statements have been prepared assuming that Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future.

As of September 30, 2013, the Company had working capital deficit of current liabilities exceeding current assets by $51,650,916 due to the default of its senior notes payable. Management has taken certain action and continues to implement changes designed to improve the Company's financial results and operating cash flows. The actions involve certain cost-saving initiatives and growing strategies, including (a) reductions in headcount and corporate overhead expenses; and (b) obtainment of new short-term bank loans to finance our working capital, and long-term loans to fund our capital expenditure projects. Management believes that these actions will enable the Company to improve future profitability and cash flow in its continuing operations through December 31, 2013. As a result, the financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of the Company's ability to continue as a going concern.

Note 3 Summary of Significant Accounting Policies

(a.) *Basis of Presentation*

The accompanying consolidated financial statements have been prepared in conformity with the accounting principles generally accepted in the United States of America ("U.S. GAAP").

The consolidated financial statements include all adjustments necessary to present fairly the consolidated financial position, results of operations and cash flows of the Company for the periods presented.

(b.) *Use of Estimates*

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant accounting estimates reflected in the Company's consolidated financial statements include revenue recognition, allowance for doubtful accounts, inventory obsolescence, construction in progress, warrants liability and useful lives of property and equipment. Actual results could differ from those estimates.

(c.) *Principles of Consolidation*

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries and its 100% VIE, XXNGC, and XXNGC's subsidiaries. All inter-company accounts and transactions have been eliminated in consolidation.

(d.) *Consolidation of Variable Interest Entity*

VIEs are entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders lack adequate decision-making ability. Any VIE with which the Company is involved must be evaluated to determine the primary beneficiary of the risks and rewards of the VIE. Management makes ongoing reassessments of whether the Company is the primary beneficiary of XXNGC.

On February 21, 2006, the Company formed SXNGE as a wholly foreign owned enterprise ("WFOE") under the laws of the PRC. Through SXNGE, the Company entered into exclusive arrangements with XXNGC and its shareholders that give the Company the ability to substantially influence XXNGC's daily operations and financial affairs and appoint its senior executives. The Company is considered the primary beneficiary of XXNGC and it consolidates its accounts as a VIE. The Company's arrangements with XXNGC consist of the following agreements:

Consulting Service Agreement, dated August 17, 2007. Under this agreement entered into between SXNGE and XXNGC, SXNGE provides XXNGC exclusive consulting services with respect to XXNGC's general business operations, human resources and research and development. In return, XXNGC pays a quarterly service fee to SXNGE, which is equal to XXNGC's revenue for such quarter. The term of this agreement is indefinite unless SXNGE notifies XXNGC of its intention to terminate this agreement. XXNGC may not terminate this agreement during its term. This agreement is retroactive to March 8, 2006.

Operating Agreement, dated August 17, 2007. Under this agreement entered into between SXNGE, on the one hand, and XXNGC and certain shareholders of XXNGC, on the other hand, SXNGE agrees to fully guarantee XXNGC's performance of all operations-related contracts, agreements or transactions with third parties and, in return, XXNGC agrees to pledge all of its assets, including accounts receivable, to SXNGE. The XXNGC shareholders party to this operating agreement agree to, among other things, appoint as XXNGC's directors, individuals recommended by XXNGC, and appoint SXNGE's senior officers as XXNGC's general manager, chief financial officer and other senior officers. The term of this agreement is indefinite unless SXNGE notifies XXNGC of its intention to terminate this agreement with 30 days prior notice. XXNGC may not terminate this agreement during its term. This agreement is retroactive to March 8, 2006.

Equity Pledge Agreement, dated August 17, 2007. Under this agreement entered into between SXNGE, on the one hand, and XXNGC and certain shareholders of XXNGC, on the other hand, to secure the payment obligations of XXNGC under the consulting service agreement described above, the XXNGC shareholders party to this equity pledge agreement have pledged to SXNGE all of their equity ownership interests in XXNGC. Upon the occurrence of certain events of default specified in this agreement, SXNGE may exercise its rights and foreclose on the pledged equity interest. Under this agreement, the pledgors may not transfer the pledged equity interest without SXNGE's prior written consent. This agreement will also be binding upon successors of the pledgor and transferees of the pledged equity interest. The term of the pledge is two years after the obligations under the Consulting Service Agreement have been fulfilled. This agreement is retroactive to March 8, 2006.

Option Agreement, dated August 17, 2007. Under this agreement entered into between SXNGE, on the one hand, and XXNGC and certain shareholders of XXNGC, on the other hand, the XXNGC shareholders party to this option agreement irrevocably granted to SXNGE, or any third party designated by SXNGE, the right to acquire, in whole or in part, the respective equity interests in XXNGC of these XXNGC shareholders. The option agreement can be terminated by SXNGE by notifying XXNGC of its intention to terminate this agreement with 30 days prior notice. The option agreement is retroactive to March 8, 2006.

Addendum to the Option Agreement, dated August 8, 2008. Under this addendum to the option agreement entered into between SXNGE, on the one hand, and XXNGC and certain shareholders of XXNGC, on the other hand, the XXNGC shareholders irrevocably granted to SXNGE an option to purchase the XXNGC shareholders' additional equity interests in XXNGC (the "Additional Equity Interest") in connection with any increase in XXNGC's registered capital subsequent to the execution of the option agreement described above, at $1.00 or the lowest price permissible under applicable law at the time that SXNGE exercises the option to purchase the Additional Equity Interest. The option agreement can be terminated by SXNGE by notifying XXNGC of its intention to terminate this agreement with 30 days prior notice. This addendum is retroactive to June 30, 2008.

Proxy Agreement, dated August 17, 2007. Under this agreement entered into between SXNGE, on the one hand, and XXNGC and certain shareholders of XXNGC, on the other hand, the XXNGC shareholders irrevocably granted to SXNGE the right to exercise their shareholder voting rights, including attendance at and voting of their shares at shareholders meetings in accordance with the applicable laws and XXNGC's articles of association. This agreement is retroactive to March 8, 2006.

(e.) *Foreign Currency Translation*

Our reporting currency is the U.S. dollar. The functional currency of XXNGC and the Company's and XXNGC's PRC subsidiaries is the Chinese Renminbi ("RMB"). The results of operations and financial position of XXNGC and the Company's and XXNGC's PRC subsidiaries are translated to U.S. dollars using the period end exchange rates as to assets and liabilities and weighted average exchange rates as to revenues, expenses and cash flows. Capital accounts are translated at their historical exchange rates when the capital transaction occurred. The resulting currency translation adjustments are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity.

The balance sheet amounts, with the exception of equity, were translated at the September 30, 2013 exchange rate of RMB 6.14 to $1.00 as compared to RMB 6.30 to $1.00 at December 31, 2012. The equity accounts were stated at their historical rate. The average translation rates applied to income and cash flow statement amounts for the nine months ended September 30, 2013 and 2012 were RMB 6.21 and RMB 6.31 to $1.00, respectively.

(f.) *Cash and Cash Equivalents*

Cash and cash equivalents include cash on hand and demand deposits in accounts maintained with state-owned banks within the PRC, and private sector banks in Hong Kong and the United States. The Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

The Company maintains balances at financial institutions which, from time to time, may exceed Hong Kong Deposit Protection Board ("HKDPB") insured limits for the banks located in Hong Kong or may exceed Federal Deposit Insurance Corporation ("FDIC") insured limits for the banks located in the United States. Balances at financial institutions or state-owned banks within the PRC are not covered by insurance. As of September 30, 2013 and December 31, 2012, the Company had total deposits of $9,522,078 and $10,481,343, respectively, without insurance coverage or in excess of HKDPB or FDIC insured limits. The Company has not experienced any losses to date as a result of this policy.

(g.) *Accounts Receivable*

Accounts receivable are presented net of an allowance for doubtful accounts. Management periodically 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 the allowance.

Management considers accounts past due after three months. Delinquent account balances are allowed for when management has determined that the likelihood of collection is not probable. Uncollectible receivables are written off against the allowance for doubtful accounts when identified. The Company recorded allowances for doubtful accounts in the amount of $61,196 and $9,340 as of September 30, 2013 and December 31, 2012, respectively.

(h.) *Employee Advances*

From time to time, the Company advances predetermined amounts based upon internal Company policy to certain employees and internal units. As of September 30, 2013 and December 31, 2012, the Company had employee advances in the amount of $336,286 and $399,031, respectively.

(i.) *Inventories*

Inventories are stated at the lower of cost or market, as determined on a first-in, first-out basis. Management compares the cost of inventories with the market value, and writes down the inventories to their market value, if lower than cost. Inventories consist of material used in the construction of pipelines, material used in repairing and modifying vehicles and material used in processing LNG. Inventory also consists of LNG and gasoline.

The following are the details of the inventories:

	September 30, 2013	December 31, 2012
Materials and supplies	$ 2,525,021	$ 2,108,837
Liquefied natural gas	328,065	113,203
Gasoline	158,870	251,893
	$ 3,011,956	$ 2,473,933

(j.) *Investments in Unconsolidated Joint Ventures*

Investee companies that are not required to be consolidated, but over which the Company exercises significant influence, are accounted for under the equity method of accounting. Whether or not the Company exercises significant influence with respect to an investee depends on an evaluation of several factors including, among others, representation on the investee company's board of directors and ownership level, which is generally a 20% to 50% interest in the voting securities of the investee company. Under the equity method of accounting, the Company's share of the earnings or losses of the investee company is reflected in the caption "other income (expense), net" in the consolidated statements of income and comprehensive income.

The Company's investment in unconsolidated joint ventures that are accounted for on the equity method of accounting represents the Company's 49% interest in the JV. The investment in the JV amounted to $1,587,000 at December 31, 2012. On February 19, 2013, the JV held a shareholder meeting, decided that we transferred our investment in JV to Shaanxi Jinyuan Investment Co., Ltd for a sale price of $1,522,850 (RMB 9.5 million). The transfer was completed on February 27, 2013, which incurred a loss of $80,150 (RMB 0.5 million).

The financial position of the JV is summarized below:

	December 31, 2012	
Current assets	$	3,238,776
Noncurrent assets		-
Total assets		3,238,776
Current liabilities		-
Noncurrent liabilities		-
Equity		3,238,776
Total liabilities and equity	$	3,238,776

(k.) *Property and Equipment*

Property and equipment are stated at cost. Expenditures for maintenance and repairs are charged to earnings as incurred while additions, renewals and betterments are capitalized. Depreciation of property and equipment is provided using the straight-line method for all assets with estimated lives as follows:

Office equipment	5 years
Operating equipment	5-20 years
Vehicles	5 years
Buildings and improvements	5-30 years

The following are the details of the property and equipment:

	September 30, 2013	December 31, 2012
Office equipment	$ 1,119,358	$ 936,749
Operating equipment	211,189,990	176,463,908
Vehicles	4,342,820	4,228,255
Buildings and improvements	45,858,871	38,557,910
Total property and equipment	262,511,039	220,186,822
Less accumulated depreciation	(51,827,856)	(40,671,259)
Property and equipment, net	$ 210,683,183	$ 179,515,563

Depreciation expense for the three months ended September 30, 2013 and 2012 was $3,655,239 and $3,375,601, respectively. Depreciation expense for the nine months ended September 30, 2013 and 2012 was $10,259,814 and $9,915,078, respectively.

(l.) *Construction in Progress*

Construction in progress consists of (1) the costs for constructing compressed natural gas (“CNG”) fueling stations, the liquefied natural gas (“LNG”) project in Jingbian County, and the natural gas infrastructure project in Xi’an Fangzhi District and International Port District, and (2) other costs related to construction in progress projects, including technology licensing fees, equipment purchases, land use rights acquisition costs, capitalized interests and other construction fees. No depreciation is provided for construction in progress until such time as the assets are completed and placed into service. To the extent that the borrowings could have been avoided, should the construction in progress projects not be implemented, interest incurred on such borrowings during construction period is capitalized into construction in progress. All other interest is expensed as incurred.

As of September 30, 2013 and December 31, 2012, the Company had construction in progress in the amount of $34,821,916 and $53,393,933, respectively. Interest cost capitalized into construction in progress for the three months ended September 30, 2013 and 2012 amounted to $425,926 and $4,493,138, respectively. Interest cost capitalized into construction in progress for the nine months ended September 30, 2013 and 2012 amounted to $1,263,889, and $7,389,545, respectively.

Construction in progress at September 30, 2013 and December 31, 2012 is set forth in the table below. The column of “estimated additional cost to complete” reflects the amounts currently estimated by management to be necessary to complete the relevant project. As of September 30, 2013, the Company was not contractually or legally obligated to expend the estimated additional cost to complete these projects, except to the extent reflected in Note 14 Commitments and Contingencies to the consolidated financial statements.

Project Description	Location	September 30, 2013	Commencement date	Expected completion date	Estimated additional cost to complete
Fangzhi District	Fangzhi District, Xi'an, PRC	11,555,351	October 2010	December 2014	6,000,000
Phases II and III of LNG Project	Jingbian County, Shaanxi Province, PRC	$ 8,171,249 (1)	December 2006	December 2015	$ 190,500,000 (2)
Men Street Project	Lantian County, Shaanxi Province, PRC	2,291,977	December 2011	December 2013	200,000
Three-in-One LNG Fueling Stations	Hubei Province, PRC	2,180,091	January 2013	February 2014	1,300,000
LNG Fueling Stations	Shaanxi & Henan Province, PRC	1,942,802	Various	Various	10,750,000
Sa Pu Mother Station	Henan Province, PRC	1,507,577	July 2008	June 2015	5,800,000
Other Construction in Progress Costs	PRC	7,172,869	Various	Various	800,000
		$ 34,821,916			$ 215,350,000

Project Description	Location	December 31, 2012	Commencement date	Expected completion date	Estimated additional cost to complete
Phase I of LNG Project	Jingbian County, Shaanxi Province, PRC	$ 8,424,350	December 2006	March 2014	$ 94,000
Phases II and III of LNG Project	Jingbian County, Shaanxi Province, PRC	14,660,048	December 2006	December 2015	192,800,000
Fangzhi District	Fangzhi District, Xi'an, PRC	8,904,054	October 2010	December 2013	4,120,000
Sa Pu Mother Station	Henan Province, PRC	1,376,421	July 2008	June 2013	6,100,000
International Port(6)	International Port District, Xi'an, PRC	9,835,400	May 2009	December 2020	295,300,000
LNG fueling stations	Shaanxi & Henan Province, PRC	1,646,358	Various	Various	11,050,000
Other Construction in Progress Costs	PRC	8,547,302	Various	Various	1,200,000
		$ 53,393,933			$ 510,664,000

(1) Includes $3,158,697 of construction cost and $5,012,552 of capitalized interest for Phases II and III of the LNG project

(2) This amount reflects the estimated costs of Phases II and III of the LNG project from September 30, 2013 to December 31, 2015, including an estimated $177 million of construction costs and $14 million of capitalized interest. Such costs should be able to finance the construction of a facility capable of processing 3 million cubic meters of LNG per day, or approximately 900 million cubic meters of LNG per year.

(m.) *Goodwill*

The excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed is recognized as goodwill. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis in the fourth quarter or more frequently if indicators of impairment exist. The Company uses a two-step goodwill impairment test to identify the potential impairment and to measure the amount of goodwill impairment, if any. The first step is to compare the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is considered not impaired. If the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. Under step two, the impairment loss is measured by comparing the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess.

(n.) *Long-Lived Assets*

We evaluate the carrying value of long-lived assets to be held and used whenever events or changes in circumstances indicate that the assets might be impaired. Impairment losses are recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal. Based on our review, no impairment indicators were noted at September 30, 2013.

(o.) *Fair Value of Financial Instruments*

The accounting standards regarding fair value of financial instruments and related fair value measurements define fair value, establish a three-level valuation hierarchy for disclosures of fair value measurement, and provide disclosure requirements for fair value measures. The carrying amounts reported in the consolidated balance sheets for current receivables and payables qualify as financial instruments. Management concluded the carrying values are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and, if applicable, their stated interest rate approximates current rates available. The three levels are defined as follows:

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable.

The accounting standard regarding derivatives and hedging specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company's own stock and (b) classified to stockholders' equity in the statement of financial position would not be considered a derivative financial instrument. This Financial Accounting Standards Board's ("FASB") accounting standard also provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for the exception.

The following tables set forth by level within the fair value hierarchy the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of September 30, 2013 and December 31, 2012.

	Carrying Value at September 30, 2013	Fair Value Measurement at September 30, 2013 Level 1	Level 2	Level 3
Redeemable liability warrants	$ 17,500,000	$ -	$ 17,500,000	$ -
Total liability measured at fair value	$ 17,500,000	$ -	$ 17,500,000	$ -

	Carrying Value at December 31, 2012	Fair Value Measurement at December 31, 2012 Level 1	Level 2	Level 3
Redeemable liability warrants	$ 17,500,000	$ -	$ 17,500,000	$ -
Total liability measured at fair value	$ 17,500,000	$ -	$ 17,500,000	$ -

Other than the assets and liabilities set forth in the table above, the Company did not identify any other assets or liabilities that are required to be accounted for at fair value on the balance sheet. The carrying value of long-term debt with variable interest rate approximates its fair value based on market rates available to the Company with similar terms (See Notes 6 and 7).

The following is a reconciliation of the beginning and ending balance of warrants liability measured at fair value on a recurring basis as of December 31, 2012:

	Fair Value Measurement at December 31, 2012
Beginning balance	$ 4
Change in fair value	(4)
Ending balance	$ -

The warrants expired at October 26, 2012. The Company recognized a loss of $0 and $4 for the three and nine months ended September 30, 2013, to reflect the change in fair value of the warrants.

(p.) *Revenue Recognition*

Revenue is recognized when services are rendered to customers and when a formal arrangement exists, the price is fixed or determinable, the delivery is completed, no other significant obligations of the Company exist and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as unearned revenue. Revenue from gas and gasoline sales is recognized when gas and gasoline is pumped through pipelines to the end users. Revenue from installation of pipelines is recorded when the contract is completed and accepted by the customers. Construction contracts for installation of pipelines are usually completed within one to two months. Revenue from repairing and modifying vehicles is recorded when services are rendered to and accepted by the customers.

(q.) *Stock-Based Compensations*

The Company records and reports stock-based compensation based on a fair-value-based method of accounting for stock-based employee compensation and transactions in which an entity issues its equity instruments to acquire goods and services from non-employees. Compensation for stock granted to non-employees is determined as the fair value of the consideration received or the fair value of equity instruments issued, whichever is more reliably measured.

(r.) *Income Taxes*

FASB's accounting standard regarding income taxes requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of temporary differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. As at September 30, 2013 and December 31, 2012, there were no significant book to tax differences except for warrants liability and stock based compensation. An uncertain tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. Penalties and interest incurred related to underpayment of income tax are classified as income tax expense in the year incurred. No significant penalties or interest relating to income taxes have been incurred during the three and nine months ended September 30, 2013 and 2012.

XXNGC, the Company's PRC VIE, and XXNGC's subsidiaries operate in the PRC. Pursuant to the tax laws of PRC, general enterprises are subject to income tax at an effective rate of 25%. However, under PRC income tax regulation, any company deemed to be engaged in the natural gas industry in the West Regions of the PRC under such regulation enjoys a favorable income tax rate. Thus, XXNGC's income is subject to a reduced tax rate of 15%. And one of XXNGC's subsidiaries, JBLNG is subject to a reduced income tax rate of 15% beginning on January 1, 2013. Other XXNGC's subsidiaries are not deemed to be engaged in the natural gas industry in the West Regions under PRC income tax regulation and, accordingly, are subject to a 25% income tax rate.

The estimated tax savings as a result of the reduced tax rate enjoyed by XXNGC and JBLNG for the three months ended September 30, 2013 and 2012 amounted to approximately $224,524 and $0, respectively. The net effect on earnings per share, had the income tax been applied, would decrease basic and diluted earnings per share for the three months ended September 30, 2013 and 2012, from $0.03 to $0.02 and $(0.07) to $(0.07), respectively.

The estimated tax savings as a result of the reduced tax rate enjoyed by XXNGC and JBLNG for the nine months ended September 30, 2013 and 2012 amounted to approximately $1,213,066 and $851,491 respectively. The net effect on earnings per share, had the income tax been applied, would decrease basic and diluted earnings per share for the nine months ended September 30, 2013 and 2012, from $0.40 to $0.34 and $0.27 to $0.23, respectively.

China Natural Gas, Inc. was incorporated in the United States and has incurred net operating loss for income tax purpose for the period ended September 30, 2013. The estimated net operating loss carry-forwards for United States income tax purposes amounted to $14,660,942 as of September 30, 2013, which may be available to reduce future years' taxable income. These carry-forwards will expire, if not utilized through 2033. Management believes that the realization of the benefits arising from this loss appear to be uncertain due to Company's limited operating history and continuing losses for U.S. income tax purposes. Accordingly, the Company has provided a 100% valuation allowance at September 30, 2013 and December 31, 2012 for net deferred tax assets resulting from net operating loss carry forwards, stock based compensation and warrants liability. Management reviews this valuation allowance periodically and makes adjustments as warranted. The valuation allowances were as follows:

Valuation allowance	For the nine months ended September 30, 2013	For the years ended December 31, 2012
Balance, beginning of period	$ 5,286,456	$ 4,222,489
Increase	735,445	1,063,967
Balance, end of period	$ 6,021,901	$ 5,286,456

Provision for income tax is as follow:

	For the three months ended September 30,		For the nine months ended September 30,	
	2013	2012	2013	2012
Current	$ 426,244	$ 87,239	$ 2,017,172	$ 2,129,838
Deferred	-	-	-	-
	$ 426,244	$ 87,239	$ 2,017,172	$ 2,129,838

The following is a reconciliation of the provision for income tax at the PRC tax rate, to the income tax reflected in the Consolidated Statement of Income and Comprehensive Income:

	For the three months ended September 30,		For the nine months ended September 30,	
	2013	2012	2013	2012
Tax expense at statutory rate-US	35.0 %	35.0 %	35.0 %	35.0 %
Changes in valuation allowance-US	(35.0) %	(35.0) %	(35.0) %	(35.0) %
Foreign income tax rate-PRC	25.0 %	25.0 %	25.0 %	25.0 %
Effect of favorable tax rate	(8.6) %	-	(9.2) %	(7.5) %
Other item (1)	20.6 %	(31.2) %	3.3 %	10.3 %
Total provision for income taxes	37.0 %	(6.2) %	19.1 %	27.8 %

(1) The 20.6% mainly represents $1,225,024 in expenses incurred by the Company that are not deductible in the PRC for the three months ended September 30, 2013. The (31.2)% represents loss of $261,626 incurred by XXNGC for the three months ended September 30, 2012. The 3.3% mainly represents $2,101,272 in expenses incurred by the Company that are not deductible in the PRC for the nine months ended September 30, 2013. The 10.3% represents $2,767,311 in expenses incurred by the Company that are not deductible in the PRC for the nine months ended September 30, 2012.

The Company has cumulative undistributed earnings of foreign subsidiaries of approximately $82,358,306 as of September 30, 2013, which is included in consolidated retained earnings and will continue to be indefinitely reinvested in international operations. Accordingly, no provision has been made for U.S. deferred taxes related to future repatriation of these earnings, nor is it practicable to estimate the amount of income taxes that would have to be provided if the Company concluded that such earnings will be remitted in the future.

(s.) *Franchise Tax*

According to the laws of the State of Delaware, we are required to pay annual franchise tax to the state government based on the number of the authorized shares.

(t.) *Basic and Diluted Earnings Per Share*

Basic net earnings per share are based upon the weighted average number of common shares outstanding. Diluted net earnings per share are based on the assumption that all dilutive convertible shares and stock options were converted or exercised, unless this results in anti-dilution. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

(u.) *Reclassification*

Certain reclassifications have been made to the prior year financial statements to confirm with the current year presentation.

(v.) *Recent Accounting Pronouncements*

In January 2013, the FASB issued ASU No. 2013-01, “Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities” (“ASU 2013-01”). The Update clarifies that ordinary trade receivables and receivables are not in the scope of Accounting Standards Update No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. Specifically, Update 2011-11 applies only to derivatives, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with specific criteria contained in FASB Accounting Standards Codification® or subject to a master netting arrangement or similar agreement. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. Management does not expect the adoption of this standard has a significant effect on the Company’s consolidated financial position or results of operations.

In February 2013, the FASB issued ASU No. 2013-02, “Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income” (“ASU 2013-02”). The amendments require an organization to:

a. Present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period.

b. Cross-reference to other disclosures currently required under U.S. GAAP for other reclassification items (that are not required under U.S. GAAP) to be reclassified directly to net income in their entirety in the same reporting period. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is initially transferred to a balance sheet account (e.g., inventory for pension-related amounts) instead of directly to income or expense.

The amendments are effective for reporting periods beginning after December 15, 2012, for public companies. Management does not expect the adoption of this standard has a significant effect on the Company's consolidated financial position or results of operations.

In February 2013, the FASB issued ASU No. 2013-03, "Clarifying the Scope and Applicability of a Particular Disclosure to Nonpublic Entities" ("ASU 2013-03"). The amendment clarifies that the requirement to disclose the level of the fair value hierarchy within which the fair value measurements are categorized in their entirety (as Level 1, Level 2, or Level 3) does not apply to private companies and nonpublic not-for-profits for items that are not measured at fair value in the statement of financial position, but for which fair value is disclosed. The amendments are effective upon issuance. Management does not expect the adoption of this standard has a significant effect on the Company's consolidated financial position or results of operations.

In March 2013, the FASB issued ASU No. 2013-04, "Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date" ("ASU 2013-04"). The update provides guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this ASU is fixed at the reporting date, except for obligations addressed within existing guidance in US GAAP. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The guidance in this ASU also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. Management does not expect the adoption of this standard will have a significant effect on the Company's consolidated financial position or results of operations.

In March 2013, the FASB issued ASU No. 2013-05, “Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity” (“ASU 2013-05”). The ASU clarifies that when a parent entity ceases to have a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business (other than a sale of in substance real estate or conveyance of oil and gas mineral rights) within a foreign entity, the parent is required to apply the guidance in Accounting Standards Codification 830-30 to release any related cumulative translation adjustment into net income. The ASU provides that the cumulative translation adjustment should be released into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets had resided. The amendments take effect prospectively for public companies for fiscal years beginning after December 15, 2013, and interim reporting periods within those years. Management does not expect the adoption of this standard will have a significant effect on the Company’s consolidated financial position or results of operations.

In March 2013, the FASB issued ASU No. 2013-07, “Liquidation Basis of Accounting” (“ASU 2013-07”). The ASU requires an entity to prepare its financial statements using the liquidation basis of accounting when liquidation is imminent. Liquidation would be considered imminent when the likelihood is remote that the reporting entity would return from liquidation and either: (a) a plan for liquidation has been approved by the person or persons with the authority to make such a plan effective and the likelihood is remote that the execution of the plan will be blocked by other parties or the entity will return from liquidation, or (b) a plan for liquidation is imposed by other forces, and the likelihood is remote that the entity will return from liquidation. If a plan for liquidation was specified in an entity's governing documents at its inception (for example, limited-life entities), then liquidation would be imminent only if the approved plan for liquidation differs from the plan specified at the entity’s inception. The amendments take effect for all entities reporting under U.S. GAAP, except investment companies that are regulated under the Investment Company Act of 1940. The standard is effective for annual reporting periods beginning after December 31, 2013, and interim reporting periods therein. Early adoption is permitted. Management does not expect the adoption of this standard will have a significant effect on the Company’s consolidated financial position or results of operations.

On July 18, the FASB issued ASU No. 2013-11, “Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (a consensus of the FASB Emerging Issues Task Force)” (“ASU 2013-11”). The ASU presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (a consensus of the FASB Emerging Issues Task Force), which requires an entity to present an unrecognized tax benefit as a reduction of a deferred tax asset for an net operating loss (NOL) carryforward, or similar tax loss or tax credit carryforward, rather than as a liability when (1) the uncertain tax position would reduce the NOL or other carryforward under the tax law of the applicable jurisdiction and (2) the entity intends to use the deferred tax asset for that purpose. The ASU does not require new recurring disclosures. It is effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013 and December 15, 2014, for public and nonpublic entities, respectively. Early adoption and retrospective application are permitted. Management does not expect the adoption of this standard will have a significant effect on the Company’s consolidated financial position or results of operations.

Note 4 Goodwill and Other Intangible Assets

Goodwill is the amount the Company paid to acquire 100% of the equity interests of Makou and 58.5284% of the equity interests of XTJH in excess of the fair value of Makou and XTJH's identifiable assets and liabilities, respectively. Annual impairment testing is performed during the fourth quarter of each year unless events or circumstances indicate earlier impairment testing is required. No impairment loss was recognized during the period ended September 30, 2013 and 2012.

Other intangible assets include primarily the technical license related to liquefied natural gas business, which consisted of the following:

	September 30, 2013	December 31, 2012
Operating rights	$ 5,476,303	$ 5,339,474
Technical license (LNG)	9,927,563	10,072,170
Land use rights	5,757,667	5,971,006
Other	15,155	18,274
Total	$ 21,176,688	$ 21,400,924

The operating rights are deemed to have an indefinite useful life as cash flows are expected to continue indefinitely. The operating rights will not be amortized until their useful life is deemed to be no longer indefinite.

The technical license (LNG) is being amortized over its estimated useful life of 20 years. Amortization expense for the three months ended September 30, 2013 and 2012 was $138,659 and $134,988, respectively. Amortization expense for the nine months ended September 30, 2013 and 2012 was $412,391 and $405,988, respectively. Accumulated amortization at September 30, 2013 was $1,206,152.

The land use rights are being amortized over their estimated useful life of 30 years. For the three months ended September 30, 2013 and 2012, amortization expense amounted to $41,564 and $40,567, respectively. For the nine months ended September 30, 2013 and 2012, amortization expense amounted to $123,619 and $121,700, respectively. As of September 30, 2013, accumulated amortization was approximately $470,023.

Estimated amortization for the next five years and thereafter is as follows:

2013	$178,670
2014	714,681
2015	714,681
2016	703,800
2017	703,800
thereafter	9,709,881
	$12,725,513

Note 5 Prepaid Expenses and Other Assets

Prepaid expenses and other assets consisted of the following:

	September 30, 2013	December 31, 2012
Prepaid rent natural gas stations	$ 495,180	$ 501,599
Prepayment for acquiring land use right	1,304,000	1,269,600
Advances on purchasing equipment and construction in progress	4,251,327	4,286,898
Refundable security deposits	1,412,599	957,045
Total	$ 7,463,106	$ 7,015,142

Prepaid rent represents prepayments for leasing the land of our fueling stations. In China, land rental usually requires an advancement and then amortized into expense on a straight-line basis over the term of the land lease.

All land in the PRC is government owned. However, the government grants users land use rights. The Company is in the process of negotiating the final purchase price with relevant local government and the land use rights have not yet been granted to the Company. Therefore, the Company did not amortize these amounts for land use rights.

Advances for purchasing equipment and construction in progress are monies deposited or advanced to outside vendors or subcontractors for the purchase of operating equipment or for services to be provided for construction in progress.

Refundable security deposits are monies deposited with one of the Company's major vendors and a gas station landlord. These amounts will be returned to the Company if the other party terminates the business relationship or upon the expiration of the lease.

Note 6 Senior Notes

The Company's securities purchase agreement with Abax Lotus Ltd. ("Abax") was amended on January 29, 2008 (as amended, the "Purchase Agreement"). On January 29, 2008, under the Purchase Agreement, the Company sold to Abax $20,000,000 in principal amount of its 5.0% Guaranteed Senior Notes due January 30, 2014 (the "Senior Notes") and warrants to purchase 1,450,000 shares of its common stock (the "Abax Warrants") and, on March 3, 2008, the Company issued to Abax an additional $20,000,000 in principal amount of Senior Notes.

On the dates set forth in the table below, the Company will be required to make repayments of the corresponding percentage of the principal amount (or such lesser principal amount as shall be outstanding then) in respect of the aggregate outstanding principal amount of the Senior Notes:

Date	Repayment Percentage	
July 30, 2011 (paid on August 5, 2011)	8.3333	%
January 30, 2012 (paid on March 7, 2012)	8.3333	%
July 30, 2012	16.6667	%
January 30, 2013	16.6667	%
July 30, 2013	25.0000	%
January 30, 2014	25.0000	%

The second repayment for 8.3333% of the principal of the Senior Notes was due on January 30, 2012. After negotiation with Abax, the note-holders agreed that the Company could make the payment on or before March 9, 2012. On March 7, 2012, the Company paid the principal due on January 30, 2012 in full plus accrued interest for the period from July 30, 2011 to January 29, 2012, as well as a penalty interest of $28,416 for the period from February 6, 2012 to March 7, 2012. Abax issued a waiver to exempt the Company from any other consequences of the late payment.

The repayment of 16.6666% of the principal of the notes payable plus accrued interest of the period from January 29, 2012 to July 30, 2012 was due on July 30, 2012. And the repayment of 16.6666% of the principal of the notes payable plus accrued interest of the period from July 31, 2012 to January 30, 2013 was due on January 30, 2013. The company did not make these payments at the time they were due and the payments remain unpaid.

On September 5, 2012, the Company received another notice from the Holders that the Holders elected to exercise their right to accelerated payment of the Senior Notes as a result of the continued Default (the “Acceleration Notice”). The immediate acceleration of all amounts owing under the Senior Notes totals approximately RMB 249,450,516.

Further, on September 10, 2012, the Company received a demand notice from the Holders’ legal counsel on behalf of the Holder for the payment of all amounts owing under the Senior Notes (the “Demand Notice”) within 15 days from the date of the Demand Notice. The Demand Notice stated that if the Company failed to meet the demand, the Holders intend to pursue all of its legal rights under the transaction documents, including, without limitation:

- Requiring the Trustee to initiate suit in the courts of New York with respect to the Company’s failure to pay the entire amount due to the Holders under the Senior Notes;

Initiating involuntary bankruptcy proceedings with respect to the Company under the U.S. Federal Bankruptcy Code;

Initiating arbitration in Hong Kong against the Company for breaches of the Company's obligations under the SPA;

Exercising its rights under the Warrant Agreement to require the redemption of all Warrants held by it at the Redemption Price (as defined therein); and

All other rights under the transaction documents relating to the Senior Notes in relation to the Default, which may include, foreclosing on the security interest in 65% of all outstanding equity interest of the Company's wholly owned subsidiary, Shaanxi Xilan Natural Gas Equipment Co., Ltd., and all funds in the account where the proceeds from the Senior Notes were deposited.

In addition to the demands disclosed above, the Holders have also asserted that by virtue of the Default the Company is obliged to redeem the Warrants and pay to the Holders $17.5 million.

The Company disputes the amount allegedly owed, and has been in negotiation with the Holders but has not able to come to a resolution with the Holders.

On September 11, 2012, the holders of a majority of the Senior Notes (the "Holders") notified the Company on August 21, 2012 (the "Default Notice") that the Company was in default of the Senior Notes for failure to make the interest payment due and a mandatory redemption of the Senior Notes on July 30, 2012 (the "Default"). In the notice, the Holders also demanded that the Company make all payments due as of July 30, 2012 under the Senior Notes to avoid acceleration of all payments under the Senior Notes and foreclosure of collaterals pledged to secure the Senior Notes.

On February 8, 2013, an Involuntary Petition for Bankruptcy, entitled In re China Natural Gas, Inc. (Case No. 13-10419), was filed against China Natural Gas, Inc. (the "Company") by three creditors of the Company, namely Abax Lotus Ltd., Abax Nai Xin A Ltd., and Lake Street Fund LP (the "Petitioners"). The petition was filed in the United States Bankruptcy Court, Southern District of New York (the "Bankruptcy Court"). The Petitioners have claimed in the Involuntary Petition that they have debts totaling $42,218,956.88 as a result of the Company's failure to make payments on the 5% Guaranteed Senior Notes issued in 2008. On or about June 26, 2013, the Company filed a consent to the Involuntary Petition. On July 12, 2013, the Order for Relief was entered in the Bankruptcy Court.

Senior notes consist of the following:

	September 30, 2013	December 31, 2012
Notes payable	$ 38,908,332	$ 38,352,498
Less discount	-	-
	38,908,332	38,352,498
Less current portion	(38,908,332)	(38,352,498)
	$ -	$ -

Upon the occurrence of certain events defined in the indenture, the Company must offer the holders of the Senior Notes the right to require the Company to purchase the Senior Notes in an amount equal to 105% of the aggregate principal amount purchased plus accrued and unpaid interest on the Senior Notes purchased.

The indenture limits the Company's ability to incur debt and liens, make dividend payments and stock repurchases, make investments, reinvest proceeds from asset sales and enter into transactions with affiliates, among other things. The indenture also requires the Company to maintain certain financial ratios.

In connection with the issuance of the Senior Notes, the Company paid $2,122,509 in debt issuance costs, which are being amortized over the life of the Senior Notes. The Company amortized all outstanding amounts of debt issuance costs during the third quarter of 2012. For the three and nine months ended September 30, 2012, the Company amortized $312,418 and $517,334 of the issuance costs, which was recorded as capitalized interest included in construction in progress.

The Abax Warrants are presently exercisable and have an exercise price of $7.37 per share, although Abax has not exercised any of the Abax Warrants. As a result of the default of the Senior Notes, the Holders elected to exercise their right to accelerated payment of the Senior Notes in September 2012. The Company had reclassified the derivative liability to current liabilities during the third quarter of 2012.

The Abax Warrants are considered derivative instruments required to be bifurcated from the original security because there is a redemption requirement if the holder does not exercise the Warrants. If Abax does not exercise the Abax Warrants prior to their expiration date of January 29, 2015, Abax can require the Company to repurchase the Abax Warrants for $17,500,000. This amount is shown as a debt discount and is being amortized over the term of the Senior Notes. The Company amortized all outstanding amounts of debt discount during the third quarter of 2012. For the three and nine months ended September 30, 2012, the Company amortized $3,754,794 and $5,590,267 of the discounts, which were capitalized into construction in progress. The Holders have asserted that by virtue of the Default the Company is obliged to redeem the Warrants and pay to the Holders $17.5 million. The Company disputes the amount allegedly owed, and has been in negotiation with the Holders but has not able to come to a resolution with the Holders.

Note 7 Bank Loan Payable

The Company's bank loan payable as of September 30, 2013 consists of:

	September 30, 2013	December 31, 2012
A loan from Pudong Development Bank Xi'an Branch, due various dates from 2013 to 2014	$ 8,150,000	$ 9,522,000
Less current portion	(4,890,000)	(4,761,000)
	$ 3,260,000	$ 4,761,000

The loan is secured by XXNGC's equipment and vehicles located within the PRC. The carrying net value of the assets pledged is $9,199,246 as of September 30, 2013. Interest expense for the three and nine months ended September 30, 2013 was $135,996 and $417,884, respectively (interest rate applied at September 30, 2013 was 6.40%). Interest expense for the three and nine months ended September 30, 2012 was $236,958 and $718,541, respectively (interest rate applied at September 30, 2012 was 6.90%). According to the loan agreement, the interest rate is fixed throughout each single year and will only be adjusted at the beginning of the next year, based on the base interest rate on the same category of loans for the same term published by the People's Bank of China. XXNGC also entered into a guaranty with the lender to guarantee the repayment of the loans. According to an amendment to the loan agreement with the Bank, which was signed on October 2011, the Company is required to make repayments on the long term loan as follows:

Date	Repayment Percentage		Repayment Amount	
October 5, 2011 (paid on October 10, 2011)	4.2	%	$	815,000
December 5, 2011 (paid on December 5, 2011)	20.8	%		4,075,000
March 5, 2012 (paid on March 5, 2012)	4.2	%		815,000
December 5, 2012 (paid on December 5, 2012)	20.8	%		4,075,000
March 5, 2013 (paid on March 5, 2013)	8.3	%		1,630,000
December 5, 2013	16.7	%		3,260,000
March 5, 2014	8.3	%		1,630,000
December 5, 2014	16.7	%		3,260,000
	100.0	%	$	19,560,000

If the default of the Senior Notes is not resolved, the Company may be deemed to be in default on its fixed asset loan from Shanghai Pudong Development Bank ("SPDB") as the Holders initiate involuntary bankruptcy proceedings with respect to the Company and the Company does not obtain prior written approval from SPDB. The default of the loan with SPDB may result in full or partial acceleration of the repayment of the loan.

Note 8 Warrants

No warrants were granted, forfeited or exercised during the nine months ended September 30, 2013 and 2012, respectively.

The following is a summary of warrants outstanding and exercisable as of September 30, 2013 and 2012:

Warrants Outstanding and Exercisable as of September 30, 2013

Exercise Price	Number	Average Remaining Contractual Life
$ 7.37	1,450,000	1.33
	1,450,000	

Warrants Outstanding and Exercisable as of September 30, 2012

Exercise Price	Number	Average Remaining Contractual Life
$ 14.86	383,654	0.07
$ 7.37	1,450,000	2.33
	1,833,654	

Note 9 Defined Contribution Plan

The Company is required to participate in a defined contribution plan operated by the local municipal government in accordance with PRC law and regulations. The contribution was $146,090 and $171,241 for the three months ended September 30, 2013 and 2012, respectively. The contribution was $534,607 and $473,463 for the nine months ended September 30, 2013 and 2012, respectively.

Note 10 Stockholders' Equity

a) Statutory Reserve

The PRC Company Law, which is applicable to PRC companies with foreign ownership, stipulates that 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;

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; and

iii. allocations to the discretionary surplus reserve, if approved in the shareholders' general meeting.

As of September 30, 2013 and December 31, 2012, the remaining amount needed to fulfill the 50% registered capital requirement was approximately $60,837,319 and $61,974,421, respectively.

b) Stock-based Compensation

2009 Stock Option and Stock Award Plan

On March 11, 2009, the Board approved by written consent the China Natural Gas, Inc. 2009 Employee Stock Option and Stock Award Plan (the "Plan"). Pursuant to the Plan, there are currently 1,460,000 shares of common stock of the Company authorized for issuance and the Company has granted 669,900 stock options as of September 30, 2013, of which 274,750 have been exercised and 176,700 have been cancelled and are available for reissuance. Thus, there are currently 966,800 shares of common stock of the Company available for future issuance under the Plan and 218,450 options outstanding. The exercise price for all of the outstanding options is $4.90 per share.

Compensation expense of $0 and $148,038 was recorded during the three months ended September 30, 2013 and 2012, respectively, relating to options granted under the Plan. Compensation expense of $148,038 and $444,114 was recorded during the nine months ended September 30, 2013 and 2012, respectively, relating to options granted under the Plan.

As of September 30, 2013, all the compensation expense had been recognized.

The following is a summary of the status of stock options outstanding and exercisable as of September 30, 2013:

Outstanding Options			Exercisable Options		
Exercise Price	Number	Average Remaining Contractual Life	Exercise Price	Number	Average Remaining Contractual Life
$ 4.90	218,450	1.5 years	$ 4.90	218,450	1.5 years

Note 11 Earnings per Share

The following is a calculation of basic and diluted earnings per common share:

	For the three months ended September 30,		For the nine months ended September 30,	
	2013	2012	2013	2012
Basic earnings per share				
Net income	$ 713,507	$ (1,523,597)	$ 8,494,648	$ 5,697,914
Weighted shares outstanding-Basic	21,458,654	21,458,654	21,458,654	21,458,654
Earnings per share-Basic	$ 0.03	$ (0.07)	$ 0.40	$ 0.27
Diluted earnings per share				
Net income	$ 713,507	$ (1,523,597)	$ 8,494,648	$ 5,697,914
Weighted shares outstanding-Basic	21,458,654	21,458,654	21,458,654	21,458,654
Effect of diluted securities-Warrants	-	-	-	-
Effect of diluted securities-Options	-	-	-	-
Weighted shares outstanding-Diluted	21,458,654	21,458,654	21,458,654	21,458,654

Earnings per share	Diluted	$ 0.03	$ (0.07)	$ 0.40	$ 0.27

31

The Company had outstanding warrants of 1,450,000 as of September 30, 2013. For the three and nine months ended September 30, 2013, all 1,450,000 outstanding warrants were excluded from the diluted earnings per share calculation as the exercise price was greater than the average stock price during these periods. The Company had outstanding warrants of 1,833,654 as of September 30, 2012. For the three and nine months ended September 30, 2012, all 1,833,654 outstanding warrants were excluded from the diluted earnings per share calculation as the exercise price was greater than the average stock price during these periods.

The Company had 218,450 outstanding employee stock options as of September 30, 2013 and 2012. For the three and nine months ended September 30, 2013 and 2012, the outstanding options were excluded from the diluted earnings per share calculation as the exercise price was greater than the average option price during these periods.

Note 12 Related Party Transactions

a) Other payable - related party

On February 24, 2011, the Company borrowed $793,500 from the JV for working capital purposes. This payable is due on demand with no interest rate, and is offset to $0 on February 27, 2013, as we transferred our investment in JV to Shaanxi Jinyuan investment Co., Ltd.

As of September 30, 2013, the Company borrowed a total of $845,226 from Ms. Rongxiu Xiang, a manager and shareholder of XTJH, for working capital purposes. This payable is due on demand with no interest rate.

b) Borrowings from related party

As of September 30, 2013, the Company borrowed a total of $2,679,945 from Mr. Hao Qu, a former employee of XXNGC and a shareholder of the Company, for working capital purposes. The loans were originally due in one year and required interest of 4.4075% per year, which is the annual USD lending rate applied by the Bank of China. The principal and interest was required to be paid on specified due dates beginning on February 16, 2012 through October 31, 2012. On May 17, 2012, May 18, 2012, November 1, 2012, February 16, 2013, March 28, 2013, May 17, 2013 and May 18, 2013 the Company entered into agreements with Mr. Qu, pursuant to which certain borrowings would be due in 2013 and 2014, rather than in 2012, and would bear a higher rate of interest. The Company has not repaid any principal of the borrowings to date.

Borrowings from Mr. Qu at September 30, 2013, consist of the following:

Short-term maturing on	
February 15, 2013, at 6.2250% (extended to February 15, 2014)	$900,000
March 27, 2013, at 6.2250% (extended to March 27, 2014)	$420,000
May 16, 2013, at 6.2250%(extended to May 16, 2014)	$699,975
May 17, 2013, at 6.2250%(extended to May 17, 2014)	$299,970
October 31, 2013, at 6.2250%	$360,000
	$2,679,945

Borrowings from Mr. Qu at December 31, 2012, consist of the following:

Short-term maturing on	
February 15, 2013, at 6.2250% (extended to February 15, 2014)	$900,000
March 27, 2013, at 6.2250% (extended to March 27, 2014)	$420,000
May 16, 2013, at 6.2250%	$699,975
May 17, 2013, at 6.2250%	$299,970
October 31, 2013, at 6.2250%	$360,000
	$2,679,945

Note 13 Concentrations

Concentration of natural gas vendors:

	Three months ended September 30,				Nine months ended September 30,			
	2013		2012		2013		2012	
Number of natural gas vendors	6		6		6		6	
Percentage of total natural gas purchases	87	%	89	%	74	%	86	%

As of September 30, 2013 and December 31, 2012, the Company had $3,489,597 and $407,717, respectively, prepayment to its major suppliers.

The Company maintained long-term natural gas purchase agreements with one of its vendors, Qinshui Lanyan Coal Bed Methane Co., Ltd (“Qinshui Lanyan”) as of September 30, 2013. Company’s management reports that it does not expect any issues or difficulty in renewing the supply contracts with these vendors going forward.

33

Note 14 Commitments and Contingencies

Lease Commitments

The Company entered into a series of long-term lease agreements with outside parties to lease land use rights for the Company's CNG fueling stations located in the PRC. The agreements have terms ranging from 10 to 30 years. The Company makes annual prepayments for most of these lease agreements. The Company also entered into four office leases in Xi'an, PRC, one office lease in Wuhan, PRC, one office lease in Yichang, PRC, one office lease in Huangshi, PRC and one office lease in Yidu, PRC. The minimum future payments for leasing land use rights and offices at September 30, 2013 are follows:

Year ending December 31, 2013	322,877
Year ending December 31, 2014	2,406,575
Year ending December 31, 2015	2,020,083
Year ending December 31, 2016	1,991,624
Year ending December 31, 2017	2,235,261
Thereafter	30,231,493
Total	$39,207,913

For the three months ended September 30, 2013 and 2012, the land use right and office lease expenses were $604,605 and $582,885, respectively. For the nine months ended September 30, 2013 and 2012, the land use right and office lease expenses were $1,833,885 and $1,703,549, respectively.

Property and Equipment Purchase Commitments

As of September 30, 2013, the Company has purchase commitments totaling $10,015,787 for materials, supplies, services and property and equipment for constructing the LNG plant and other construction projects.

Natural Gas Purchase Commitments

The Company has existing long-term natural gas purchase agreements with its major suppliers.

The Company continued to seek lower-cost sources of supply and did not have commitments for the purchasing volume of natural gas with any suppliers except Qinshui Lanyan. According to the agreement with Qinshui Lanyan, the Company should purchase from Qinshui Lanyan a daily volume of approximately 200,000 cubic meters of coal bed gas. Prices of natural gas are strictly controlled by the PRC government.

Capital Contribution

We failed to comply with PRC law in our recent contribution of capital to JBLNG and will be subject to possible fines, penalties and administrative actions until the capital contribution is registered in compliance with PRC law.

In August 2008, the board of directors of XXNGC passed a resolution to increase the registered capital of JBLNG to RMB118, 305,000 through the form of intangible asset contributions. In September 2008, JBLNG obtained its updated business license reflecting the increased registered capital. Pursuant to XXNGC's board resolution, China Natural Gas, Inc. transferred its right to use the two licenses it obtained relating to the design of our LNG facility directly to JBLNG as JBLNG's registered capital. However, we are not a shareholder of JBLNG and are therefore not permitted under PRC law to contribute capital to JBLNG. In addition, PRC law does not allow the contribution of capital in the form of an intangible asset, such as the licenses in issue, where the assets are not owned by the contributor. We are restructuring the capital contribution as a cash contribution and revising our LNG licenses so that the licensee is JBLNG and believe that this capital contribution and license restructuring will comply with PRC laws. However, until we have completed this process, the relevant regulatory authorities may impose fines or penalties, or require us to cease the operations of JBLNG, until such time as these defects are remedied. Any such fines, penalties or delay in operations could have a material and adverse effect on our LNG business in terms of our future growth, financial conditions and results of operations. Currently we do not estimate such fines, penalties and administrative actions to be probable, so we do not recognize them as contingent liabilities in our consolidated financial statements.

VIE Structure

In order to comply with PRC laws limiting foreign ownership of Chinese companies, we conduct our natural gas business through Xi'an Xilan Natural Gas Co., Ltd. by means of contractual arrangements which may not be as effective as direct ownership or may be deemed in violation of PRC restrictions on foreign investment in our industry.

The government of the PRC restricts foreign investment in natural gas businesses in China. Accordingly, we operate our business in China through our VIE, XXNGC. XXNGC holds the licenses, approvals and assets necessary to operate our natural gas business in China. We have no equity ownership interest in XXNGC and rely on contractual arrangements with XXNGC and its shareholders that allow us to substantially control and operate XXNGC. These contractual arrangements may not be as effective in providing control over XXNGC as direct ownership would be. For example, XXNGC could fail to take actions required for our business despite its contractual obligation to do so. If XXNGC fails to perform under its agreements with us, we may have to spend substantial costs and resources to enforce such arrangements and may have to rely on legal remedies under the laws of the PRC, which may not be effective. In addition, we cannot assure you that XXNGC’s shareholders and management would always act in our best interests.

Although we believe that we comply with current regulations of the PRC, we cannot assure you that the PRC government would agree that our structure or operating arrangements comply with the PRC's licensing, registration or other regulatory requirements under existing policies or with requirements or policies that may be adopted in the future. If the PRC government determines that our structure or operating arrangements do not comply with applicable laws, it could revoke our business and operating licenses, require us to discontinue or restrict our operations, restrict our right to collect revenues, require us to restructure our operations, impose additional conditions or requirements with which we may not be able to comply, impose restrictions on our business operations or on our customers, or take other regulatory or enforcement actions against us that could be harmful to our business. In addition, the equity pledge in the Equity Pledge Agreement between SXNGE and XXNGC and XXNGC's shareholders has not been registered and may be deemed to be unenforceable under PRC laws.

Other than the proxy agreement between SXNGE, XXNGC and XXNGC's chairman and shareholders, which does not contain a choice of law or jurisdictional clause, our contractual arrangements with XXNGC are governed by PRC laws and they provide for the resolution of disputes through arbitration in the PRC. Accordingly, these contracts would be interpreted in accordance with PRC laws and any disputes would be resolved in accordance with PRC legal procedures. If XXNGC or its shareholders fail to perform their respective obligations under these contractual arrangements, we may have to (i) spend substantial costs and resources to enforce such arrangements, and (ii) rely on legal remedies under PRC laws, including seeking specific performance or injunctive relief, and claiming damages, which we cannot be sure would be effective. However, the legal environment in the PRC is not as developed as in the United States and uncertainties in the Chinese legal system could limit our ability to enforce these contractual arrangements. In the event that we are unable to enforce these contractual arrangements, our business, financial condition and results of operations could be materially and adversely affected. Currently we do not estimate the possibility of such defaults in enforcing the contractual arrangements to be probable, and it will be extremely difficult to make any reliable to the amounts of the potential losses that may be caused by such defaults, so we do not recognize it as a contingent liability in our consolidated financial statements.

Individuals Claims to Certain Shares

Certain shares in XXNGC, our VIE, may be subject to adverse claims.

Six individuals have previously claimed to own 1,200,000 shares of XXNGC's common stock, our main operating company and VIE. They have claimed that they acquired these shares from other shareholders of XXNGC. Based on XXNGC's registered capital of RMB 69,000,000 when it became a joint stock limited company in 2004, we believe that the 1,200,000 shares represented 1.74% of XXNGC's outstanding common stock at the time when the six individuals claimed to have acquired the 1,200,000 shares of XXNGC. While we and XXNGC dispute their claim of ownership over the 1,200,000 shares, there is no assurance that XXNGC will prevail if these six individuals pursue their claim in legal proceedings. If these six individuals are found to have legitimate ownership over these shares, XXNGC's shareholding structure may change and our revenues from our contractual arrangements with XXNGC may be reduced. Currently we do not estimate the possibility of such change to the shareholding structure to be probable, so we do not recognize it as a contingent liability in our financial statements.

Legal Proceedings

Other than described below, there have been no material developments in the legal proceedings in which we were involved during the nine months ended September 30, 2013. For a description of previously reported legal proceedings refer to Part I, Item 3, "Legal Proceedings" of the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

a) On May 14, 2012, the Securities and Exchange Commission ("SEC") filed a Complaint (the "Complaint") in the U.S. District Court for the Southern District of New York against Qinan Ji and the Company, captioned Securities and Exchange Commission v. China Natural Gas, Inc. and Qinan Ji (12 CV 3824) (the "SEC Action"). The SEC Action alleged that the Company violated Section 17(a)(2) of the Securities Act of 1933 ("Securities Act"), and Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B) and 14(a) of the Securities Exchange Act of 1934 ("Exchange Act") (as well as certain rules promulgated under such sections), and that Mr. Ji violated Section 17(a) of the Securities Act, Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B), 13(b)(5) and 14(a) of the Exchange Act (as well as certain rules promulgated under such sections), Section 304 of the Sarbanes Oxley Act of 2002 and aiding and abetting certain of the Company's alleged violations. The SEC Action further alleged among other things that, in January 2010, the Company made two-short term loans totaling $14.3 million ($9.9 million to Taoxiang Wang and $4.4 million to a real estate company called Shaanxi Juntai Housing Purchase Co. Ltd. ("Juntai")) and disclosed them in its periodic reports as loans made to unrelated third parties. The SEC Action alleged that the true and undisclosed purpose of the loans was to benefit a company called Xi'an Demaoxing Real Estate Co., Ltd. ("Demaoxing"), and that Demaoxing was 90% owned by Mr. Ji's son and 10% owned by Mr. Ji's nephew. The SEC Action further alleged that Taoxiang Wang was a sham borrower selected to conceal Demaoxing's receipt of the loan proceeds and that Juntai was Demaoxing's business partner and borrowed the money to undertake a joint real estate project with Demaoxing.

On or about June 6, 2013, the Court entered a judgment in the SEC action, memorializing a settlement of the SEC Action agreed to by the Company and the staff of the SEC (the "SEC Settlement"). Pursuant to the SEC Settlement, without the Company admitting or denying any allegations against it, a judgment was entered that: (a) permanently restrains and enjoins the Company from future violations of Section 17(a)(2) of the Securities Act and Sections 13(a), 13(b)(2)(A), 13(b)(2)(B), and 14(a) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, 13a-13, and 14a-9 thereunder; and (b) orders the Company to pay an aggregate civil penalty in the amount of $815,000 (the "Settlement Payment") pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act.

The Company's Settlement Payment was approved by the Bankruptcy Court and has been paid.

b) On May 22, 2012, Kousa, Mallano and Steinmetz, shareholders of the Company ("Delaware Plaintiffs"), filed a putative Shareholder Class Action and Derivative Complaint ("Delaware Complaint") against the Company and certain members of the Company's Board ("Delaware Director Defendants") in the Court of Chancery of the State of Delaware. The Delaware Complaint alleges a direct class action claim for breach of fiduciary duty against the Delaware Director Defendants, a derivative claim for breach of fiduciary duty against the Delaware Director Defendants, and a separate derivative claim for breach of fiduciary duty against Ji. The Delaware Complaint alleges that the Delaware Director Defendants breached their fiduciary duties to the Company and its shareholders by preserving Ji's control over the Company despite his alleged wrongdoing and the threatened delisting of the Company's shares by NASDAQ, thereby causing the Company's shares to be delisted. The Delaware Complaint separately alleges that Ji engaged in self-dealing and other conduct that breached his fiduciary duties to the Company and its shareholders. The Delaware Complaint seeks certification of a class action, authorization to proceed as a derivative action, and unspecified money damages, including attorneys' fees and costs. The claims are directed against the individual defendants and not against the Company.

On July 30, 2012, Ji filed a motion to dismiss the Delaware Complaint. On August 14, 2012, the Company and the remaining Delaware Director Defendants filed a motion to stay or dismiss the Delaware Complaint. The parties agreed, with the approval of the Court, to bifurcate briefing on the motion to stay and the motions to dismiss. On October 16, 2012, after briefing and oral argument, the Chancery Court stayed the separate derivative claim against Ji pending the outcome of the SEC investigation and Federal Securities Action, but denied the motion to stay as to the other counts in the Delaware Complaint against the Delaware Director Defendants and directed the parties to proceed with briefing on the motions to dismiss without prejudice to the Plaintiffs' right to amend the Delaware Complaint. The Court also stayed all discovery pending the outcome of the motions to dismiss. On July 2, 2013, the Court approved a stipulation among the parties providing that the Plaintiffs would file an amended complaint on or before the earlier to occur of (i) any date directed by this Court, or (ii) twenty-one (21) days after notice from any party that Plaintiffs are required to do so, which notice may be given at any time. As a result of the October 16, 2012 Order and the July 2, 2013 Stipulation and Order, the case is effectively stayed pending a notice from one of the parties in the case instructing Plaintiffs to file an amended complaint, or the issuance by the Court of an order directing that the Plaintiffs file an amended complaint.

c) As previously disclosed in the Current Reports on Form 8-K filed by the Company with the Securities and Exchange Commission (the "SEC") on December 31, 2007 and January 29, 2008, the Company entered into a Securities Purchase Agreement with Abax Lotus Ltd. (the "Investor") on December 30, 2007 which was amended on January 29, 2008 (the "SPA"). Pursuant to the SPA, the Company issued to the Investor 5% Guaranteed Senior Notes due 2014 (the "Senior Notes") in aggregate principal amount of RMB 145,000,000 (approximately US$20,000,000) on January 29, 2008. Also, as previously disclosed in the Current Report on Form 8-K filed by the Company with the SEC on March 12, 2008, also pursuant to the SPA, the Investor exercised its option to purchase an additional RMB145,000,000 in aggregate principal amount of Senior Notes. The Senior Notes were issued in connection with the Indenture dated as of January 29, 2008 (the "Indenture"). The aggregate principal amount of the Senior Notes at issuance was RMB290,000,000 (approximately US$40,000,000). In addition, the Company agreed to issue to the Investor seven-year warrants (the "Warrants") exercisable for up to 2,900,000 shares of the Company's common stock at an initial exercise price equal to $7.3652 per share (subject to adjustment) pursuant to the Warrant Agreement dated January 29, 2008 (the "Warrant Agreement") by and among the Warrant Agent and Warrant Registrar as a holder of the Warrants (as defined therein).

Also as previously disclosed in the Company's Current Report on Form 8-K filed with the SEC on September 11, 2012, the holders of a majority of the Senior Notes (the "Holders") notified the Company on August 21, 2012 (the "Default Notice") that the Company was in default of the Senior Notes for failure to make the interest payment due and a mandatory redemption of the Senior Notes on July 30, 2012 (the "Default"). In the notice, the Holders also demanded that the Company make all payments due as of July 30, 2012 under the Senior Notes to avoid acceleration of all payments under the Senior Notes and foreclosure of collaterals pledged to secure the Senior Notes.

On September 5, 2012, the Company received another notice from the Holders that the Holders elected to exercise their right to accelerated payment of the Senior Notes as a result of the continued Default (the "Acceleration Notice"). The immediate acceleration of all amounts owing under the Senior Notes totals approximately RMB249,450,516.

Further, on September 10, 2012, the Company received a demand notice from the Holders' legal counsel on behalf of the Holder for the payment of all amounts owing under the Senior Notes (the "Demand Notice") within 15 days from the date of the Demand Notice. The Demand Notice stated that if the Company failed to meet the demand, the Holders intend to pursue all of its legal rights under the transaction documents, including, without limitation:

Requiring the Trustee to initiate suit in the courts of New York with respect to the Company's failure to pay the entire amount due to the Holders under the Senior Notes;

Initiating involuntary bankruptcy proceedings with respect to the Company under the U.S. Federal Bankruptcy Code;

Initiating arbitration in Hong Kong against the Company for breaches of the Company's obligations under the SPA;

Exercising its rights under the Warrant Agreement to require the redemption of all Warrants held by it at the Redemption Price (as defined therein); and

All other rights under the transaction documents relating to the Senior Notes in relation to the Default, which may include, foreclosing on the security interest in 65% of all outstanding equity interest of the Company's wholly owned subsidiary, Shaanxi Xilan Natural Gas Equipment Co., Ltd., and all funds in the account where the proceeds from the Senior Notes were deposited.

In addition to the demands disclosed above, the Holders have also asserted that by virtue of the Default the Company is obliged to redeem the Warrants and to pay to the Holders $17.5 million, and has taken action to redeem the Warrants. The Company disputes the amount allegedly owed.

As disclosed above, on February 8, 2013, an Involuntary Petition for Bankruptcy, entitled In re China Natural Gas, Inc. (Case No. 13-10419), was filed against China Natural Gas, Inc. (the "Company") by three creditors of the Company, namely Abax Lotus Ltd., Abax Nai Xin A Ltd., and Lake Street Fund LP (the "Petitioners"). The petition was filed in the United States Bankruptcy Court, Southern District of New York (the "Bankruptcy Court"). The Petitioners have claimed in the Involuntary Petition that they have debts totaling $42,218,956.88 as a result of the Company's failure to make payments on the 5% Guaranteed Senior Notes issued in 2008. On June 26, 2013, the Company filed a consent to the Involuntary Petition. On July 9, 2013, the Order for Relief was entered in the Bankruptcy Court, effectively placing the Company in Chapter 11 bankruptcy as a debtor-in-possession, pursuant to sections 1107-1108 of the Bankruptcy Code. Thereafter, the Company filed motions seeking the retention of Schiff Hardin LLP as its attorneys and authorizing the designation of J. Gregg Pritchard of Warren Street Global, Inc. as the Company's Chief Restructuring Officer ("CRO"). Both motions were granted by the Bankruptcy Court. The Company has also filed its Statement of Financial Affairs and its Schedules of Assets and Liabilities with the Bankruptcy Court, as required by Rule 1007 of the Federal Rules of Bankruptcy Procedure.

Pursuant to section 1121 of the Bankruptcy Code, as a debtor-in-possession, the Company has an "exclusive period" of 120 days from the date of entry of the Order for Relief (the "exclusivity period') within which only the Company may file a plan of reorganization or liquidation, and thereafter solicit votes for acceptance or rejection of the plan. Because the Company's efforts to develop a plan to emerge from bankruptcy are ongoing, the Company filed a timely motion to extend its exclusivity period, which is scheduled to be heard by the Bankruptcy Court on November 13, 2013. The Company has also filed a standard motion to set a "bar date" by which all creditors must file a proof of claim against CNG or be forever barred from doing so (the "Bar Date Motion"). The Bar Date Motion is also scheduled to be heard by the Bankruptcy Court on November 13, 2013.

d) Vandevelde v. China Natural Gas, Inc., et al. (Skeway v. China Natural Gas, Inc.) (Case No. 1:10CV00728, United States District Court for the District of Delaware (the "Court")). As previously disclosed, on August 26, 2010, an individual investor filed a putative class action complaint against the Company and certain of its former officers and directors alleging that the defendants violated the U.S. securities laws. The Court appointed another individual investor as lead plaintiff, and he then filed an amended complaint. The Company filed a motion to dismiss which, on July 6, 2012, the Court granted in its entirety. In its order, the Court also granted the plaintiffs leave to amend their complaint. In the second amended complaint, the plaintiffs allege that, in violation of Section 10(b) of the Securities Exchange Act of 1934 (and Rule 10b-5 thereunder), the defendants made false or misleading statements in the Company's Annual Reports on Form 10-K for the years ended December 31, 2009, and December 31, 2010, and in various quarterly reports, by purportedly failing to disclose a series of loans and related party transactions. The second amended complaint also asserts claims against certain of the Company's former officers and directors for violations of Section 20(a) of the Securities Exchange Act of 1934. The suit seeks unspecified monetary damages. On September 25, 2012, the Company filed a motion to dismiss the second amended complaint. On April 1, 2013, the Company notified the Court that certain of the Company's creditors had filed an involuntary petition for bankruptcy and that, under the U.S. Bankruptcy Code, the filing of that petition operates as an automatic stay of the suit. On April 9, 2013, the Court entered an order administratively closing the case and directing the parties to notify the Court when either the bankruptcy litigation had been resolved or one of the individual defendants was served, so that the Court could reopen the case or take other appropriate action. At the time the Court administratively closed the case, the Company's

motion to dismiss the second amended complaint was fully briefed but had not yet been decided by the Court. On August 19, 2013, the plaintiffs filed with the Court proof that it had served one of the individual defendants nearly two months earlier. On August 22, 2013, the Court entered an order re-opening the case. In that order, the Court stated that, while it was re-opening the case, the stay remains in effect as to the Company. On September 9, 2013, the plaintiffs requested that the clerk enter a default against the individual defendant who had been served, which the clerk did on the following day. The Company cannot at this time provide any assurance that the outcome of this suit will not be materially adverse to its financial condition, consolidated results of operations, cash flows or business prospects.

In addition, the Company is involved in disputes and legal actions from time to time in the ordinary course of our business. The Company does not believe that any of these matters, individually or in the aggregate, will have a material adverse effect on our operations.

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

Forward-Looking Statements

This Quarterly Report contains statements that are forward-looking and, as such, are not historical facts. Rather, these statements constitute projections, forecasts and forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of performance. They involve known and unknown risks, uncertainties, assumptions and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by these statements. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements use words such as “believe,” “expect,” “should,” “strive,” “plan,” “intend,” “esti “anticipate” or similar expressions. When the Company discusses its strategies or plans, it is making projections, forecasts or forward-looking statements. Actual results and stockholders’ value will be affected by a variety of risks and factors, including, without limitation, the recent crisis in worldwide financial markets, international, national and local economic conditions, merger, acquisition and business combination risks, financing risks, geo-political risks, and acts of terror or war. Many of the risks and factors that will determine these results and stockholder values are beyond the Company’s ability to control or predict. These statements are necessarily based upon various assumptions involving judgment with respect to the future. You should carefully read the risk factor disclosure contained in “Item 1A. Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2012, where many of the important factors currently known to management that could cause actual results to differ materially from those in our forward-looking statements are discussed.

All such forward-looking statements speak only as of the date of this Quarterly Report. We are under no obligation to, nor do we intend to, release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Overview

We are an integrated natural gas operator in the People’s Republic of China (referred to herein as China or the PRC), primarily involved in distribution of compressed natural gas, or CNG, through the CNG fueling stations owned by our variable interest entity, or VIE, Xi’an Xilan Natural Gas Co., Ltd. (referred to as XXNGC). As of September 30, 2013 our VIE owned and operated 26 CNG fueling stations, including 19 CNG fueling stations in Shaanxi Province, 6 CNG fueling stations in Henan Province and 1 CNG fueling station in Hubei Province. Our VIE owns our CNG fueling stations while we lease the land upon which our VIE-owned CNG fueling stations operate. For the three months ended September 30, 2013, we sold 25,551,230 cubic meters of CNG through our fueling stations, compared to 31,749,431 cubic meters for the three months ended September 30, 2012. For the nine months ended September 30, 2013, we sold 90,661,144 cubic meters of CNG through our fueling stations, compared to 103,169,517 cubic meters for the nine months ended September 30, 2012. Our VIE and its subsidiary, Lingbao Yuxi Natural Gas Co. Ltd. (“LYNG”), also install natural gas pipelines for, and distribute and sell piped natural gas to, residential and commercial customers in the city of Xi’an in Shaanxi Province, including Lantian County, and the districts of Lintong and Baqiao, and in the city of Lingbao in Henan Province, through a high pressure pipeline network of approximately 120 kilometers.

In addition, we have expanded into liquefied natural gas ("LNG") business and generate significant revenue from the LNG business. Our first LNG production facility, Shaanxi Jingbian Liquefied Natural Gas Co. Ltd. ("JBLNG"), located in Jingbian County, Shaanxi Province, commenced commercial production and sales on July 16, 2011. As of September 30, 2013, we had begun construction of 11 LNG fueling stations in Shaanxi, Henan and Hubei Provinces. Our VIE, XXNGC signed a contract with Zhangjiagang CIMC Sanctum Cryogenic Equipment Co., Ltd to buy 50 smart semi-trailers, 8 of which have begun operations as of September 30, 2013.

We are pursuing multiple, synergistic paths of growth through our VIE, XXNGC, and XXNGC's subsidiaries, all of which are based in the PRC. We intend to:

- continue to grow our LNG business through the ongoing construction of JBLNG and through the construction of LNG fueling stations in Shaanxi, Henan and Hubei Provinces;

- capitalize on the opportunities arising from the busy shipping activities on the Yangtze River by expanding into Hubei Province through the construction of LNG fueling stations located in harbors along the Yangtze River, inland LNG fueling stations and reserve LNG stations along the course of the Yangtze River, as well as continued development of conversion technologies and operations to modify river vessels to run on a mixture of LNG and diesel; and

- continue to expand our CNG business into Hubei Province by construction of new stations.

For additional information regarding these growth initiatives, please see "*Recent Developments*" below.

Current Operations

We currently operate five main business lines:

- distribution and sales of CNG through our VIE-owned CNG fueling stations serving hybrid (natural gas/gasoline) powered vehicles. As of September 30, 2013, our VIE owned and operated 26 fueling stations in total;

- installation, distribution and sales of piped natural gas to residential and commercial customers through our VIE-owned pipelines. We distributed and sold piped natural gas to approximately 123,631 residential customers as of September 30, 2013;

- production and sales of LNG through our LNG production facility in Jingbian County, Shaanxi Province. Revenues from commercial production and sales of LNG started on July 16, 2011. We have 8 semi-trailers in operation serving LNG powered vehicles as of September 30, 2013.

- distribution and sales of gasoline through our VIE-owned CNG fueling stations for gasoline and hybrid (natural gas/gasoline) powered vehicles (two of our VIE-owned CNG fueling stations were selling gasoline as of September 30, 2013); and

- conversion of gasoline-fueled vehicles to hybrid (natural gas/gasoline) powered vehicles at our automobile conversion workshops.

We purchase all of the natural gas that we sell and distribute to our customers from our suppliers, and we are not directly involved in the mining or production of natural gas. We currently sell our natural gas in three forms: (i) we compress natural gas into CNG and sell it to our customers through CNG fueling stations, (ii) we distribute natural gas through pipelines to commercial and residential customers, (iii) we liquefy natural gas and sell and distribute to our customers.

We had total revenues of $32,031,128 and $31,061,782 for the three months ended September 30, 2013 and 2012, respectively, and revenues of $101,778,416 and $101,240,795 for the nine months ended September 30, 2013 and 2012, respectively. We had net income of $732,296 and net loss of $1,500,003 for the three months ended September 30, 2013 and 2012, respectively, and net income of $8,573,025 and $5,522,324 for the nine months ended September 30, 2013 and 2012, respectively.

Recent Developments

LNG Business

As of September 30, 2013, we had invested $68.7 million in Phase I of the LNG project located in Jingbian Country, Shaanxi Province. We commenced test runs of Phase I of the LNG plant during 2010 and, in December 2010, we conducted and completed further test runs, including testing the operation of various components and equipments of the plant. We completed production preparation and trial production in June 2011. On July 16, 2011, we completed most of the construction of Phase I of the LNG plant and began commercial production and sale of LNG. As of September 30, 2013, construction of Phase I of the LNG plant has been completed and all facilities have been transferred to fixed assets. Phase I of the LNG plant has a processing capacity of 500,000 cubic meters of LNG per day, or approximately 150 million cubic meters of LNG per year. Customers of our LNG business mainly include city gas companies supplying industrial, commercial and residential pipeline end users, such as ENN Energy Holdings Ltd., Kunlun Energy Company Ltd. and Shanxi Guoyun Liquefied Natural Gas Ltd. The launch of the LNG plant is an important part of our integration strategies, which include strategic plans to develop our own network of LNG fueling stations in Shaanxi, Henan and Hubei Provinces.

The total expected cost of $68.7 million for the construction of Phase I of the LNG project was higher than what we originally anticipated. The increased costs were attributable to unforeseen cost overruns and escalations, including increased material and labor costs incurred to reinforce pilings based upon modified engineering analysis, and increased prices for land use rights, which we believe resulted from the energy resource exploration activities in nearby areas. Construction of Phase I of the LNG plant experienced delays due to policy changes with respect to tariff exemptions for core equipment imported by the Company and the increased international shipment time for ordered equipment.

In addition, as of September 30, 2013, we had invested $53.7 million for the construction of phases II and III of Jingbian LNG plant. We estimate that a further aggregate investment of $190.5 million will be needed through December 2015 to finance the construction of Phase II and III of the LNG plant, which, upon completion, will have a processing capacity of 3,000,000 cubic meters of LNG per day, or approximately 900 million cubic meters of LNG per year. The expected completion date of Phase II and III of the LNG plant is December 2015.

On September 2, 2010, we announced the completion of our first LNG fueling station. The station is located in Hongqing District, Xi'an, and we believe it is the first LNG fueling station in Shaanxi Province. The LNG fueling station is in operation and developing the potential LNG market. As of September 30, 2013, 11 LNG fueling stations were under construction in various locations in Shaanxi, Henan and Hubei Provinces, and our VIE, XXNGC signed a contract with Zhangjiagang CIMC Sanctum Cryogenic Equipment Co., Ltd to buy 50 smart semi-trailers, 8 of which have begun operations as of September 30, 2013.

We successfully completed the regular maintenance of our Jingbian LNG factory, which spanned a period of 15 days. The factory resumed full operational on August 21, 2013.

Hubei Province and Yangtze River

As of September 30, 2013, we had made certain progress in the expansion of both our CNG and LNG businesses into Hubei Province. In April 2010, we received the approval from local government authorities in Hubei Province to build LNG fueling stations, both inland and in harbors, and reserve LNG stations, along the Yangtze River. In early 2013, we commenced construction of a three-in-one LNG fueling station in Hubei Province. This station can distribute LNG to vehicles as well as to vessels, and can triple up as LNG storage facility. We expected this project to be completed on February 2014.

During the third quarter of 2010, we completed the acquisition of Hanchuan Makou Yuntong Compressed Natural Gas Co., Ltd., or Makou, for a purchase price of $3,648,080. Makou owns and operates a CNG compressor station in Hanchuan City, Hubei Province, and purchases natural gas through pipelines, conducts compressing and sells natural gas on a wholesale basis through tankers to fueling stations in Hubei Province. Makou’s compressor station currently has sufficient capacity to process 80,000 to 100,000 cubic meters of natural gas daily and is advantageously located near railways and arterial highways. We believe that the Makou acquisition laid the foundation for expanding our CNG business into Hubei Province.

Though our acquisition of Xiantao City Jinhua Gas and Oil Co., Ltd. (“XTJH”) in March 2012, we have our own fueling station available locally, which increases our revenue and share in the local market. As of September 30, 2013, the fueling station is still in operation.

As of September 30, 2013, we have also engaged in developing market demand for our natural gas products along the Yangtze River. By leveraging our automobile conversion know-how, we are developing conversion technologies and operations to modify river vessels so that they can be powered by a mixture of LNG and diesel. In August 2010, a tugboat, modified by us to operate on a mixture consisting of 70% LNG and 30% diesel, completed its maiden voyage on the Yangtze River. We believe it was the first time that an LNG-powered ship navigated China’s domestic waterways.

Shaanxi and Henan Provinces

From the first quarter of 2011 to the third quarter of 2012, we ceased the operation of 8 CNG fueling stations in Shaanxi and Henan Province for various reasons. Buildings, equipment, and other fixed assets of 5 CNG fueling stations among them were disposed in the third quarter of 2012. From October 2012 to September 2013, we closed another 2 fueling stations in Shaanxi Province and 4 in Henan Province due to the change of the Company's strategy to reduce the scale of the CNG fueling business, and focus on establishing of LNG fueling stations. As a result, as of September 30, 2013, XXNGC and its subsidiary operated 19 CNG fueling stations in Shaanxi Province and 6 CNG fueling stations in Henan Province.

As of September 30, 2013, we operated one gasoline fueling station in Shaanxi Province. This is a fueling station that can distribute both CNG and gasoline.

Factors Affecting Our Results of Operations

Significant factors affecting our results of operations are:

Successful launch and development of our LNG business. On July 16, 2011, we completed most of the construction of Phase I of our LNG plant in Jingbian County, Shaanxi Province and began commercial production and sale of LNG. Phase I of the LNG plant has a processing capacity of 500,000 cubic meters of LNG per day, or approximately 150 million cubic meters of LNG per year. Revenues from the completed Phase I of the LNG plant have been realized during the third quarter of 2011. In addition, Phases II and III of the LNG plant are planned to be completed by December 2015, adding processing capacity of 3,000,000 cubic meters of LNG per day, or approximately 900 million cubic meters of LNG per year. As of September 30, 2013, 11 LNG fueling stations were under construction in various locations in Shaanxi and Henan Provinces, and our VIE, XXNGC signed a contract to buy 50 smart semi-trailers, 8 of which have begun operations as of September 30, 2013.

Regulation of natural gas prices in the PRC. The prices at which we purchase our natural gas supplies and sell CNG and pipeline natural gas products are strictly regulated by the PRC central government, including the National Development and Reform Commission, or the NDRC. Local pricing administrations have the discretion to set natural gas prices within the price range set by the PRC central government. In addition, natural gas procurement and sales prices are not uniform across China and may vary from province to province. Accordingly, our results of operations and, in particular, our revenue, cost of revenue and gross profit and gross margin are affected significantly by factors that are outside of our control, including the regulation of natural gas products both on the national and local levels. As we expand our natural gas business into other provinces, we expect our results of operations to continue to be affected significantly by the regulations over natural gas prices in the PRC.On July 10, 2013, the NDRC issued a notification to raise natural gas price, and local pricing administrations will determine the adjusted price within their jurisdiction.

Government policies encouraging the adoption of cleaner burning fuels. Our results of operations for the periods covered by this report have benefited from environmental regulations and programs in the PRC that promote the use of cleaner burning fuels, including natural gas, for vehicles. As an enterprise engaged in the natural gas industry, our VIE, XXNGC, benefits from a reduced income tax rate of 15% compared to the standard 25% enterprise income tax rate in the PRC. And one of XXNGC's subsidiaries, JBLNG is subject to a reduced tax rate of 15% beginning on January 1, 2013. In addition, the PRC government has encouraged companies to invest in and build the necessary transportation, distribution and sales infrastructure for natural gas in various policy pronouncements, such as by officially including CNG/gasoline hybrid vehicles in the PRC's "encouraged development" category. The government encourages conversion of private cars from gasoline-fueled to CNG-fueled in Xi'an city beginning in February 2013.These policies have benefitted our results of operations by encouraging the demand for our natural gas products and also by lowering our expenses. As we intend to continue to expand into the LNG business, and our LNG plant in Jingbian has commenced commercial production and sale, we anticipate that our results of operations will continue to be affected by government policies encouraging the adoption of cleaner burning fuels and the increased adoption of CNG and LNG technologies.

The overall economic growth of China. We do not export our products and our results of operations are thus substantially affected by various economic factors, including the growth of the natural gas industry in the PRC, the increase in domestic residential, commercial and vehicular consumption, the overall growth of the economy of the PRC and related developments. While the PRC economy has experienced significant growth in the past 30 years, growth has been uneven across different regions and economic sectors. The PRC government has implemented various economic and political policies and laws and regulations to encourage economic development and to guide the allocation of resources. Some of these measures may benefit the overall PRC economy but may also have a negative effect on us. For example, our financial results may be adversely affected by government control over capital investments or changes in tax regulations that apply to us. The PRC government has also implemented certain measures recently, including interest rate increases, to control the rate of economic growth to prevent the aggravation of inflation. These measures may suppress the level of economic activities in the PRC, possibly including slowing the growth of the PRC's domestic commodity markets. Any adverse changes to the policies of the PRC government or the laws and regulations of the PRC could have a material adverse effect on the overall economic growth of the PRC, which could adversely affect our business in turn.

Taxation

United States

We are incorporated in the State of Delaware and are subject to the tax laws of the United States. We incurred a net operating loss for income tax purposes for the nine months ended September 30, 2013 and the estimated net operating loss carry-forwards for United States income tax purposes amounted to $14,660,942 as of September 30, 2013, which may be available to reduce future years' taxable income. These carry-forwards will expire, if not utilized, through 2033. Our management believes that the realization of the benefits arising from these net operating loss carry-forwards appears to be uncertain due to our limited operating history and continuing losses for United States income tax purposes. Accordingly, we have provided a 100% valuation allowance at September 30, 2013.

According to the laws of the State of Delaware, we are required to pay annual franchise tax to the state government based on the number of the authorized shares and the amount of total assets. As of September 30, 2013, annual franchise tax of 2012 has been properly accrued.

The PRC

Our subsidiary, VIE and its subsidiaries operate in the PRC. Starting January 1, 2008, pursuant to the tax laws of the PRC, general enterprises are subject to income tax at an effective rate of 25%. Based on certain income tax regulations adopted in 2001 to encourage the development of certain industries, including the natural gas industry, in the western regions of the PRC such as Shaanxi Province, XXNGC and one of its subsidiaries, JingbianXilan LNG Co., Ltd (referred to as SJLNG, a wholly owned subsidiary of XXNGC), are subject to a reduced tax rate of 15%. Accordingly, except for income from XXNGC and SJLNG, which are subject to the reduced tax rate of 15%, income from Shaanxi Xilan Natural Gas Equipment Co., Ltd. (referred to as SXNGE, a wholly foreign owned enterprise), Xi'an Xilan Auto Body Shop Co., Ltd. (referred to as XXABC, a wholly owned subsidiary of XXNGC), Henan Xilan Natural Gas Co., Ltd. (referred to as HXNGC, a wholly owned subsidiary of XXNGC), Lingbao Yuxi Natural Gas Co., Ltd (referred to as Lingbao Yuxi, a wholly owned subsidiary of XXNGC), Hubei Xilan Natural Gas Co., Ltd. (referred to as HBXNGC, a wholly owned subsidiary of XXNGC), HanchuanMakouYuntong Compressed Natural Gas Co., Ltd. (referred to as Makou, a wholly owned subsidiary of HBXNGC) and Xiantao City Jinhua Gas and Oil Co., Ltd. (referred to as XTJH, a holding subsidiary of HBXNGC) are subject to the 25% PRC income tax rate. Our effective income tax rate for the nine months ended September 30, 2013 and 2012 were approximately 19.0% and12.8%, respectively.

Value-Added Tax. Sales revenue represents the invoiced value of goods, net of a value-added tax, or VAT. The products of our VIE, XXNGC, and three of XXNGC's subsidiaries, Lingbao Yuxi, Makou and XTJH, that are sold in the PRC are subject to a PRC VAT at a rate of 13% of the gross sales price. Under PRC tax laws, the VAT may be offset by VAT paid by XXNGC or Lingbao Yuxi or Makou or XTJH, as applicable, on purchased raw materials and other materials included in the cost of producing their finished products. XXNGC recorded VAT payable and VAT receivable net of payments in our financial statements. The VAT tax return is filed offsetting the payables against the receivables. When output tax of VAT is greater than input tax of VAT, the tax difference will be paid to the tax bureaus at different government levels.

All revenues from XXNGC's wholly owned subsidiary, XXABC, are subject to a PRC VAT at a rate of 6%. This VAT cannot be offset with VAT paid for purchased materials included in the cost of revenues.

RESULTS OF OPERATIONS

Three Months Ended September 30, 2013 Compared to Three Months Ended September 30, 2012

Sales Revenues

The following table sets forth a breakdown of our revenues for the periods indicated:

	2013	2012			
Natural gas from fueling stations	$ 12,872,662	15,522,116	(2,649,454)	(17.1)	%
Natural gas from pipelines	1,855,116	1,622,916	232,200	14.3	%
Liquefied natural gas	14,980,423	10,758,490	4,221,933	39.2	%
Gasoline	452,626	647,061	(194,435)	(30.0)	%
Installation	1,390,723	2,040,806	(650,083)	(31.9)	%
Automobile conversion	479,578	470,393	9,185	2.0	%

Total	$	32,031,128	31,061,782	969,346	3.1	%

47

Overall. Total revenue for the three months ended September 30, 2013 increased to $32,031,128 from $31,061,782 for the three months ended September 30, 2012, an increase of $969,346 or 3.1%, due to the reasons discussed below. We sold 68,480,721 cubic meters of natural gas, including 31,395,790 cubic meters of CNG and 37,084,931 cubic meters (21,847.5 tons) of LNG, during the three months ended September 30, 2013, compared to 66,911,892 cubic meters of natural gas, including 36,827,491 cubic meters of CNG and 30,084,401 cubic meters (19,002.9 tons) of LNG during the three months ended September 30, 2012. For the three months ended September 30, 2013,94.2% of our revenues was generated from the sale of natural gas and gasoline, and the remaining 5.8% was generated from our installation and auto conversion services.

Natural Gas from Fueling Stations. Natural gas revenue from our fueling stations decreased by 17.1%, or $2,649,454, to $12,872,662 for the three months ended September 30, 2013, from $15,522,116 for the three months ended September 30, 2012, and contributed 40.2% of our total revenue for the three months ended September 30, 2013. During the three months ended September 30, 2013, we sold 25,551,230 cubic meters of CNG, compared to 31,749,431 cubic meters during the three months ended September 30, 2012, through our fueling stations. The main reason for the decrease in sales was due to the closure of six fueling stations from October 2012 to September 2013, as a result of the change of the Company's strategy to reduce the scale of the CNG fueling business, and focus on establishing of LNG fueling stations. The average unit selling price per cubic meter of CNG remained stable at $0.50 (RMB 3.13) during the three months ended September 30, 2013 and 2012, net of VAT. With respect to average sales revenue and volume per station, in the three months ended September 30, 2013, we sold approximately $459,738 or 912,544 cubic meters of CNG per station, respectively, compared to approximately $456,533 or 933,807 cubic meters, respectively, in the three months ended September 30, 2012.

Natural Gas from Pipelines. Natural gas revenue from our pipelines increased by 14.3%, or $232,200, to $1,855,116 for the three months ended September 30, 2013, from $1,622,916 for the three months ended September 30, 2012, and contributed 5.8% of our total revenue for the three months ended September 30, 2013. As of September 30, 2013, we had 123,631 pipeline customers, an increase of 3,921 customers from 119,710 customers as of September 30, 2012. We sold 5,844,560 cubic meters of natural gas through our pipelines for the three months ended September 30, 2013, compared to 5,078,060 cubic meters for the three months ended September 30, 2012, an increase of 15.1%, primarily due to the increase in both the number of customers and their consumption volume in the third quarter of 2013.

Liquefied Natural Gas. Revenue from LNG increased by 39.2%, or $4,221,933, to $14,980,423 for the three months ended September 30, 2013, from $10,758,490 for the three months ended September 30, 2012, and contributed 46.8% of our total revenues for the three months ended September 30, 2013, which was the largest contributor to revenue among our major business lines. We sold 37,084,931 cubic meters (21,847.5 tons) of LNG for the three months ended September 30, 2013, compared to 30,084,401 cubic meters (19,002.9 tons) during the three months ended September 30, 2012, primarily due to the increased market demand. The average unit selling price per cubic meter increased from $0.35 (RMB 2.26), net of VAT, in the three months ended September 30, 2012, to $0.40 (RMB 2.49), during the three months ended September 30, 2013.

Gasoline. Revenue from gasoline sales decreased by 30.0% or $194,435 to $ 452,626 for the three months ended September 30, 2013, from $647,061 for the three months ended September 30, 2012, and contributed 1.4% of our total revenue for the three months ended September 30, 2013. The decrease was primarily attributable to the sales volume decrease of 37.1% from 622,347 liters to 391,182liters, because of the closure of two gasoline fueling stations from October 2012 to September 2013, respectively, which was due to the low gross margin of gasoline. The average unit sales price of gasoline increased from $1.04 (RMB 6.56) per liter, net of VAT, in the three months ended September 30, 2012 to $1.16 (RMB 7.13) per liter in the three months ended September 30, 2013.

Installation Services. Revenue from installation services decreased by 31.9% or $650,083 to $1,390,723, for the three months ended September 30, 2013 from $2,040,806 for the three months ended September 30, 2012, primarily as a result of the decrease in the number of our installation customers, and contributed 4.3% of our total revenue for the three months ended September 30, 2013. Revenue from our five largest customers accounted for 30.6%, 30.6%, 19.2%, 11.8% and 6.8%, respectively, of our total installation revenue for the three months ended September 30, 2013.

Automobile Conversion Services. Revenue from our automobile conversion division increased by 2.0% or $9,185 to $479,578 for the three months ended September 30, 2013, from $470,393 for the three months ended September 30, 2012, and contributed 1.5% of our total revenue for the three months ended September 30, 2013.

Cost of Revenue

The following table sets forth a breakdown of our cost of revenue for the periods indicated:

	2013		2012			
Natural gas from fueling stations	$	7,111,004	8,576,475	(1,465,471)	(17.1)	%
Natural gas from pipelines		1,423,074	1,245,820	177,254	14.2	%
Liquefied natural gas		12,706,189	9,127,753	3,578,436	39.2	%
Gasoline		390,100	616,290	(226,190)	(36.7)	%
Installation		536,546	721,621	(185,075)	(25.6)	%
Automobile conversion		298,616	292,026	6,590	2.3	%
Total	$	22,465,529	20,579,985	1,885,544	9.2	%

Overall. Our cost of revenue consists of the cost of natural gas and gasoline sold, installation costs and other costs. Costs of natural gas sold from fueling stations and pipelines as well as costs of gasoline sold consist mainly of procurement costs from our suppliers. Costs of LNG consist mainly of procurement costs of natural gas and processing costs. Costs of installation and others include the expenditures that were incurred to connect customers to our pipeline system, and the cost for converting gasoline-fueled vehicles into natural gas-fueled hybrid vehicles.

Our cost of revenue for the three months ended September 30, 2013 was $22,465,529, an increase of $1,885,544 or 9.2% from $20,579,985for the three months ended September 30, 2012, mainly attributable to the increase in volume of LNG sold. As a comparison, our total revenues increased by 3.1% for the three months ended September 30, 2013 from the three months ended September 30, 2012.

Natural Gas from Fueling Stations. Cost of revenue of natural gas sold through our fueling stations decreased by 17.1%, or $1,465,471 to $7,111,004 for the three months ended September 30, 2013, from $8,576,475 for the three months ended September 30, 2012, mainly due to the decrease in sales volume. The average costs per cubic meter of our natural gas for our fueling stations increased slightly from $0.27 (RMB 1.68), net of VAT, for the three months ended September 30, 2012, to $0.28 (RMB 1.71), net of VAT, for the three months ended September 30, 2013. The average procurement cost remained materially below the natural gas retail price of $0.50 (RMB 3.13) per cubic meter, net of VAT, for the three months ended September 30, 2013.

Natural Gas from Pipelines. Cost of revenue of our natural gas sold through our pipelines increased by 14.2% or $177,254 to $1,423,074 for the three months ended September 30, 2013, from $1,245,820 for the three months ended September 30, 2012. The increase was in line with the increase of sales revenue.

Liquefied Natural Gas. Cost of revenue from LNG was $12,706,189 for the three months ended September 30, 2013, an increase of $3,578,436 or 39.2% from $9,127,753 for the three months ended September 30, 2012. The increase was due to: i) the average cost of revenue per cubic meter increased from $0.30 (RMB 1.91), net of VAT, for the three months ended September 30, 2012 to $0.34 (RMB 2.11) during the three months ended September 30, 2013; and, ii) an increase in volume of LNG sold.

Gasoline. Cost of gasoline revenue decreased by 36.7% or $226,190 to $390,100 for the three months ended September 30, 2013, from $616,290 for the three months ended September 30, 2012. The decrease of cost of gasoline revenue was primarily due to the decrease in sales volume. The average procurement cost per liter decreased from $0.99 (RMB 6.25), net of VAT, for the three months ended September 30, 2012 to $0.99 (RMB 6.14), net of VAT, for the three months ended September 30, 2013.

Installation Services. Cost of revenue from our installation services decreased by 25.6% or $185,075 to $524,426 for the three months ended September 30, 2013 from $721,621 for the three months ended September 30, 2012, primarily as a result of the decrease in the number of our installation customers.

Automobile Conversion Services. Cost of our automobile conversion revenue increased by 2.3% or $6,590 to $298,616 for the three months ended September 30, 2013 from $292,026 for the three months ended September 30, 2012, which is consistent with the increase in sales revenue.

Gross Profit

The following table sets forth a breakdown of our gross profit for the periods indicated:

	2013	2012			
Natural gas from fueling stations	$ 5,761,658	6,945,641	(1,183,983)	(17.0)	%
Natural gas from pipelines	432,042	377,096	54,946	14.6	%
Liquefied natural gas	2,274,234	1,630,737	643,497	39.5	%
Gasoline	62,526	30,771	31,755	103.2	%
Installation	854,177	1,319,185	(465,008)	(35.2)	%
Automobile conversion	180,962	178,367	2,595	1.5	%
Total	$ 9,565,599	10,481,797	(916,198)	(8.7)	%

We earned a gross profit of $9,565,599 for the three months ended September 30, 2013, a decrease of $916,198 or 8.7%, from $10,481,797 for the three months ended September 30, 2012. The decrease in gross profit was primarily attributable to the decrease in gross profit of natural gas from fueling stations and installation service as a result of the Company's strategy to reduce the scale of the CNG fueling business, and focus on establishing of LNG fueling stations

Gross Margin

Gross margin for natural gas sold through our fueling stations improved slightly from 44.7% for the three months ended September 30, 2012to44.8% for the three months ended September 30, 2013.

Gross margin for natural gas sold through pipelines was 23.3% for the three months ended September 30, 2013, increased slightly from 23.2% for the three months ended September 30, 2012.

Gross margin for our LNG business remained stable at15.2% for the three months ended September 30, 2013 and 2012. This gross margin is lower than that of CNG sold through fueling stations, because till September 30, 2013, we had been selling the greatest part of LNG to industrial customers at wholesale price. We expect that the gross margin of LNG sales will be improved as more semi-trailers would begin operations in future, selling LNG to vehicles at retail price, with a gross margin of approximately 50%.

Gross margin for gasoline sales increased from 4.8% for the three months ended September 30, 2012 to 13.8% for the three months ended September 30, 2013, primarily due to our average sales price of gasoline had increased at a greater rate than that of the average purchasing costs.

Gross margin for our installation business was 61.3% for the three months ended September 30, 2013, decreased from 64.6% for the three months ended September 30, 2012.

Gross margin for our automobile conversion business remained stable at37.7% for the three months ended September 30, 2013 and 2012. (2012: 37.9%)

Our total gross margin decreased from 33.7% for the three months ended September 30, 2012 to 29.9% for the three months ended September 30, 2013, primarily due to the decrease in gross margin of the high margin business such as CNG distribution and installation service.

Operating Expenses

We incurred operating expenses of $8,183,424 for the three months ended September 30, 2013, a decrease of $424,360 or 5.5%, from $7,759,064 for the three months ended September 30, 2012.

Selling expenses decreased by $444,675 or 6.8% to $6,059,053 for the three months ended September 30, 2013, from $6,503,728 for the three months ended September 30, 2012, primarily due to the decrease of $470,659 in preliminary expense associated with our acquisition of XTJH. Preliminary expense should be expensed off at one time after the operation of the business.

General and administrative expenses increased by $869,035 or 69.2% from $1,255,336 for the three months ended September 30, 2012 to $2,124,371 for the three months ended September 30, 2013, primarily attributable to the settlement payment to SEC in the amount of $815,000.

Income from Operations and Operating Margin

Income from operations decreased by $1,340,558, or 49.2%, to $1,382,175 for the three months ended September 30, 2013 from $2,722,733 for the three months ended September 30, 2012, primarily attributable to the decrease in gross profit of natural gas from fueling stations and installation service as discussed above. Our operating margin for the three months ended September 30, 2013 was 4.3%, as compared to 8.8% for the three months ended September 30, 2012.

Non-Operating Expense

Non-operating expense was $229,168 for the three months ended September 30, 2013, primarily due to the interest expense of $132,906 related to the loan from Pudong Development Bank Xi’an Branch. On a comparable basis, non-operating expense was $4,135,497 for the three months ended September 30, 2012, primarily due to the loss of $4,017,726 on disposal of five fueling stations during the third quarter of 2012.

Provision for Income Tax

Income tax was $426,244 for the three months ended September 30, 2013, as compared to $87,239 for the three months ended September 30, 2012. The effective income tax rate increased from -6.2% to 37.0% over this period, primarily attributable to the improvement of income before income tax to positive numbers.

Net income

Net income increased to $726,763 for the three months ended September 30, 2013, by $2,226,766, from net loss of $1,500,003 for the three months ended September 30, 2012. Net margin increased to 2.3% for the three months ended September 30, 2013 from-4.8% for the three months ended September 30, 2012, primarily due to we suffered loss on disposal of fixed assets amounting to $4,017,726 in the third quarter of last year. However, no such losses were incurred in the comparable period of this year.

52

Nine months Ended September 30, 2013 Compared to Nine months Ended September 30, 2012

Sales Revenues

The following table sets forth a breakdown of our revenues for the periods indicated:

	2013	2012			
Natural gas from fueling stations	$ 45,270,511	50,657,018	(5,386,507)	(10.6)	%
Natural gas from pipelines	5,691,097	5,845,657	(154,560)	(2.6)	%
Liquefied natural gas	42,691,913	35,728,338	6,963,575	19.5	%
Gasoline	1,431,305	2,174,124	(742,819)	(34.2)	%
Installation	5,296,032	5,471,884	(175,852)	(3.2)	%
Automobile conversion	1,397,558	1,363,774	33,784	2.5	%
Total	$ 101,778,416	101,240,795	537,621	0.5	%

Overall. Total revenue for the nine months ended September 30, 2013 increased to $101,778,416 from $101,240,795 for the nine months ended September 30, 2012, an increase of $537,621 or 0.5%, due to the reasons discussed below. We sold 222,470,134 cubic meters of natural gas, including 108,563,581 cubic meters of CNG and 113,906,553 cubic meters (71,022.28 tons) of LNG, during the nine months ended September 30, 2013, compared to 219,208,931 cubic meters of natural gas, including 121,631,023 cubic meters of CNG and 97,577,908 cubic meters (61,304.8 tons) of LNG during the nine months ended September 30, 2012. For the nine months ended September 30, 2013, 93.4% of our revenues was generated from the sale of natural gas and gasoline, and the remaining 6.6% was generated from our installation and auto conversion services.

Natural Gas from Fueling Stations. Natural gas revenue from our fueling stations decreased by 10.6%, or $5,386,507, to $45,270,511for the nine months ended September 30, 2013, from $50,657,018 for the nine months ended September 30, 2012, and contributed 44.5% of our total revenue for the nine months ended September 30, 2013, which was the largest contributor to revenue among our major business lines. During the nine months ended September 30, 2013, we sold 90,661,144 cubic meters of CNG, compared to 103,169,517 cubic meters during the nine months ended September 30, 2012, through our fueling stations. The main reason for the decrease in sales was due to the closure of six fueling stations since October 2012 to date as the Company changes strategy to reduce the scale of the CNG fueling business, and focus on establishing of LNG fueling stations. The average unit selling price per cubic meter of CNG remained stable at $0.50 (RMB 3.13) during the nine months ended September 30, 2013 and 2012, net of VAT. With respect to average sales revenue and volume per station, in the nine months ended September 30, 2013, we sold approximately $1,525,972 or 3,055,994 cubic meters of CNG per station, respectively, compared to approximately $1,420,158 or 2,892,333 cubic meters, respectively, in the nine months ended September 30, 2012.

Natural Gas from Pipelines. Natural gas revenue from our pipelines decreased by 2.6%, or $154,560, to $5,691,097for the nine months ended September 30, 2013, from $5,845,657 for the nine months ended September 30, 2012, and contributed 5.6% of our total revenue for the nine months ended September 30, 2013. As of September 30, 2013, we had 123,631 pipeline customers, an increase of 3,921 customers from 119,710 customers as of September 30, 2012. We sold 17,902,438 cubic meters of natural gas through our pipelines for the nine months ended September 30, 2013, compared to 18,461,506 cubic meters for the nine months ended September 30, 2012, a slight decrease of 3.0%.

Liquefied Natural Gas. Revenue from LNG increased by 19.5%, or $6,963,575, to $42,691,913 for the nine months ended September 30, 2013, from $35,728,338 for the nine months ended September 30, 2012, and contributed 41.9% of our total revenues for the nine months ended September 30, 2013. We sold 113,906,553 cubic meters (71,022.3 tons) of LNG for the nine months ended September 30, 2013, compared to 97,577,908 cubic meters (61,304.8 tons) during the nine months ended September 30, 2012, primarily due to the increase of market demand. The average unit selling price per cubic meter increased slightly from $0.37 (RMB 2.31), net of VAT, in the nine months ended September 30, 2012, to $0.37 (RMB 2.33), during the nine months ended September 30, 2013.

Gasoline. Revenue from gasoline sales decreased by 34.2% or $742,819 to $1,431,305 for the nine months ended September 30, 2013, from $2,174,124for the nine months ended September 30, 2012, and contributed 1.4% of our total revenue for the nine months ended September 30, 2013. The decrease was primarily attributable to the sales volume decrease of 39.8% from 2,074,840 liters to 1,249,683 liters, because of the closure of two gasoline fueling stations since December 2012 to date, and due to the low gross margin of gasoline. The average unit sales price of gasoline increased from $1.05 (RMB 6.61) per liter, net of VAT, in the nine months ended September 30, 2012 to $1.15 (RMB 7.11) per liter in the nine months ended September 30, 2013, compensating for the significant decrease in sales volume to a certain degree.

Installation Services. Revenue from installation services decreased by 3.2% or $175,852 to $5,296,032, for the nine months ended September 30, 2013 from $5,471,884 for the nine months ended September 30, 2012, and contributed 5.2% of our total revenue for the nine months ended September 30, 2013. Revenue from our five largest customers accounted for 9.1%, 7.9%, 7.9%, 7.4% and 6.8%, respectively, of our total installation revenue for the nine months ended September 30, 2013.

Automobile Conversion Services. Revenue from our automobile conversion division increased by 2.5% or $33,784 to $1,397,558 for the nine months ended September 30, 2013, from $1,363,774 for the nine months ended September 30, 2012, and contributed 1.4% of our total revenue for the nine months ended September 30, 2013.

Cost of Revenue

The following table sets forth a breakdown of our cost of revenue for the periods indicated:

	2013	2012			
Natural gas from fueling stations	$ 24,889,295	27,954,486	(3,065,191)	(11.0)	%
Natural gas from pipelines	4,352,217	4,466,950	(114,733)	6.0	%
Liquefied natural gas	34,649,151	28,265,987	6,383,164	22.6	%
Gasoline	1,264,125	2,060,048	(795,923)	(38.6)	%
Installation	2,008,135	1,980,086	28,049	1.4	%
Automobile conversion	873,132	841,089	32,043	3.8	%
Total	$ 68,036,055	65,568,646	2,467,409	3.8	%

Overall. Our cost of revenue consists of the cost of natural gas and gasoline sold, installation costs and other costs. Costs of natural gas sold from fueling stations and pipelines as well as costs of gasoline sold consist mainly of procurement costs from our suppliers. Costs of LNG consist mainly of procurement costs of natural gas and processing costs. Costs of installation and others include the expenditures that were incurred to connect customers to our pipeline system, and the cost for converting gasoline-fueled vehicles into natural gas-fueled hybrid vehicles.

Our cost of revenue for the nine months ended September 30, 2013 was $68,036,055, an increase of $2,467,409 or 3.8% from $65,568,646 for the nine months ended September 30, 2012, mainly attributable to the increase in volume of LNG sold. As a comparison, our total revenues increased by 0.5% for the nine months ended September 30, 2013 from the nine months ended September 30, 2012.

Natural Gas from Fueling Stations. Cost of revenue of natural gas sold through our fueling stations decreased by 11.0%, or $3,065,191 to $24,889,295 for the nine months ended September 30, 2013, from $27,954,486 for the nine months ended September 30, 2012, mainly due to the decrease in sales volume. The average costs per cubic meter of our natural gas for our fueling stations increased slightly from $0.27 (RMB 1.69), net of VAT, for the nine months ended September 30, 2012, to $0.27 (RMB 1.71), net of VAT, for the nine months ended September 30, 2013. The average procurement cost remained materially below the natural gas retail price of $0.50 (RMB 3.13) per cubic meter, net of VAT, for the nine months ended September 30, 2013.

Natural Gas from Pipelines. Cost of revenue of our natural gas sold through our pipelines decreased by 2.6% or $114,733 to $4,352,217 for the nine months ended September 30, 2013, from $4,466,950 for the nine months ended September 30, 2012. The decrease was in line with the decrease of sales volume.

Liquefied Natural Gas. Cost of revenue from LNG was $34,649,151 for the nine months ended September 30, 2013, an increase of $6,383,164 or 22.6% from $28,265,987 for the nine months ended September 30, 2012, mainly due to the increase in sales volume. The average cost of revenue per cubic meter increased from $0.29 (RMB 1.83), net of VAT, for the nine months ended September 30, 2012 to $0.30 (RMB 1.89) during the nine months ended September 30, 2013.

Gasoline. Cost of gasoline revenue decreased by 38.6% or $795,923 to $1,264,125 for the nine months ended September 30, 2013, from $2,060,048 for the nine months ended September 30, 2012. The decrease of cost of gasoline revenue was primarily due to the closure of twogasoline fueling stations since December 2012 to date. The average procurement cost per liter increased from $0.99 (RMB 6.26), net of VAT, for the nine months ended September 30, 2012 to $1.01 (RMB 6.28), net of VAT, for the nine months ended September 30, 2013.

Installation Services. Cost of revenue from our installation services increased slightly by 1.4% or $28,049 to $2,008,135 for the nine months ended September 30, 2013 from $1,980,086 for the nine months ended September 30, 2012.

Automobile Conversion Services. Cost of our automobile conversion revenue increased by 3.8% or $32,043 to $873,132 for the nine months ended September 30, 2013 from $84 1,089 for the nine months ended September 30, 2012.

Gross Profit

The following table sets forth a breakdown of our gross profit for the periods indicated:

	2013	2012			
Natural gas from fueling stations	$ 20,381,216	22,702,532	(2,321,316)	(10.2)	%
Natural gas from pipelines	1,338,880	1,378,707	(39,827)	(2.9)	%
Liquefied natural gas	8,042,762	7,462,351	580,411	7.8	%
Gasoline	167,180	114,076	53,104	46.6	%
Installation	3,287,897	3,491,798	(203,901)	(5.8)	%
Automobile conversion	524,426	522,685	1,741	0.3	%
Total	$ 33,742,361	35,672,149	(1,929,788)	(5.4)	%

We earned a gross profit of $33,742,361 for the nine months ended September 30, 2013, a decrease of $1,929,788 or 5.4%, from $35,672,149 for the nine months ended September 30, 2012. The decrease in gross profit was primarily attributable to the decrease in gross profit of natural gas from fueling stations as a result of the Company’s strategy to reduce the scale of the CNG fueling business, and focus on establishing of LNG fueling stations.

Gross Margin

Gross margin for natural gas sold through our fueling stations increased slightly from 44.8% for the nine months ended September 30, 2012 to 45.0% for the nine months ended September 30, 2013.

Gross margin for natural gas sold through pipelines was 23.5% for the nine months ended September 30, 2013, decreased slightly from 23.6% for the nine months ended September 30, 2012.

Gross margin for our LNG business was 18.8% for the nine months ended September 30, 2013, decreased from 20.9% for the nine months ended September 30, 2012, attributable to the increase of processing costs of LNG. This gross margin is lower than that of CNG sold through fueling stations, because till September 30, 2013, we had been selling the greatest part of LNG to industrial customers at wholesale price. We expect that the gross margin of LNG sales will be improved as more semi-trailers would begin operations in future, selling LNG to vehicles at retail price, with a gross margin of approximately 50%.

Gross margin for gasoline sales increased from 5.2% for the nine months ended September 30, 2012 to 11.7% for the nine months ended September 30, 2013, primarily due our average sales price of gasoline had increased at a greater rate than that of our average purchasing costs of gasoline.

Gross margin for our installation business decreased to 62.1% for the nine months ended September 30, 2013, from 63.8% for the nine months ended September 30, 2012, primarily attributable to the increase in material price.

Gross margin for our automobile conversion business decreased from 38.3% for the nine months ended September 30, 2012 to 37.5% for the nine months ended September 30, 2013, primarily attributable to the increase in price of conversion material.

Our total gross margin decreased from 35.2% for the nine months ended September 30, 2012 to 33.2% for the nine months ended September 30, 2013, primarily due to the decrease in gross margin from high margin business such as CNG distribution and installation service.

Operating Expenses

We incurred operating expenses of $22,480,774 for the nine months ended September 30, 2013, a decrease of $196,629 or 0.9%, from $22,677,403 for the nine months ended September 30, 2012.

Selling expenses increased by $572,552 or 3.4% to $17,646,944 for the nine months ended September 30, 2013, from $17,074,392 for the nine months ended September 30, 2012, primarily due to the increase of $621,682 in transportation expense associated with our LNG business. Transportation cost during the nine months ended September 30, 2013 was approximately $3,159 per million cubic meters of natural gas, compared to $2,925 per million cubic meters of natural gas for the nine months ended September 30, 2012.

General and administrative expenses decreased by $769,181 or 13.7% from $5,603,011 for the nine months ended September 30, 2012 to $4,833,830 for the nine months ended September 30, 2013, primarily attributable to the decrease of $296,076 in stock based compensation, $257,956 in legal fees and $205,585 in audit fee.

Income from Operations and Operating Margin

Income from operations decreased by $1,733,159, or 13.3%, to $11,261,587 for the nine months ended September 30, 2013 from $12,994,746 for the nine months ended September 30, 2012, primarily attributable to the decrease in gross profit of natural gas sold through our fueling stations as discussed above. Our operating margin for the nine months ended September 30, 2013 was 11.1%, as compared to 12.8% for the nine months ended September 30, 2012.

Non-Operating Expense

Non-operating expense was $676,923 for the nine months ended September 30, 2013, primarily due to the interest expense of $417,884 related to the loan from Pudong Development Bank Xi'an Branch. On a comparable basis, non-operating expense was $5,342,583for the nine months ended September 30, 2012, primarily due to the loss of $4,017,726 on disposal of five fueling stations during the third quarter of 2012, the interest expense of $718,541 related to the loan from Pudong Development Bank, and the foreign currency exchange loss of $504,446 during the nine months ended September 30, 2012.

Provision for Income Tax

Income tax was $2,017,172 for the nine months ended September 30, 2013, as compared to $2,129,838 for the nine months ended September 30, 2012. The effective income tax rate increased from 12.8% to 19.1% over this period, primarily attributable to the improved income before income tax to positive numbers.

Net income

Net income increased to $8,567,492 for the nine months ended September 30, 2013, by $3,045,167, or 55.1%, from $5,522,325 for the nine months ended September 30, 2012. Net margin increased to 8.4% for the nine months ended September 30, 2013 from 5.5% for the nine months ended September 30, 2012, primarily due to the decrease in non-operating expense.

Liquidity and Capital Resources

Historically, our primary sources of liquidity consisted of cash generated from our operations, debt financing and proceeds from equity offerings. Due to accelerated repayment of the Abax Senior Notes, 25% of the principal of the loan from SPDB, and the short-term loans from Mr. HaoQu, all of which are payable within one year from September 30, 2013, our current liabilities were larger than current assets as of September 30, 2013, resulting in negative working capital. On November 1, 2012, February 16, 2013, March 28, 2013, May 17, 2013 and May 18, 2013, we entered into agreements with Mr. Hao Qu to extend the maturity dates of certain borrowing totaling $2.68 million to 2013 and 2014.

As of September 30, 2013, we had $10,334,452 of cash and cash equivalents on hand, compared to $10,857,456 of cash and cash equivalents as of December 31, 2012. The decrease was primarily attributable to the construction of the LNG plant and other projects, and the repayment of the loans from Shanghai Pudong Development Bank.

Net cash provided by operating activities was $14,616,423 for the nine months ended September 30, 2013, compared to net cash provided by operating activities of $21,076,965 for the nine months ended September 30, 2012.The decrease was primarily due to the increase in advances to suppliers, accounts receivable and other receivable, and decrease in adjustments for non-cash expense items.

Net cash used in investing activities decreased from $17,229,230 for the nine months ended September 30, 2012 to $13,051,836 for the nine months ended September 30, 2013, due to decrease in payment for acquisition of property and equipment and intangible assets.

Net cash used in financing activities was $2,415,000 for the nine months ended September 30, 2013, primarily due to the repayment of the principals of the long term loan from SPDB and payable to the JV. On a comparable basis, net cash used in financing activities was $4,865,918 for the nine months ended September 30, 2012, primarily due to the repayment of the principals of the Abax Senior Notes and of the long term loan from Shanghai Pudong Development Bank (or “SPDB”), and increase in restricted cash.

Based on our past performance and current expectations, we believe our cash and cash equivalents, as well as cash generated from operations, will satisfy only a small part of our working capital needs. We have indicated in our financial statements for the nine months ended September 30, 2013 regarding our ability to continue as a going concern. Key to this determination is our default on a senior note payable where the creditors have filed for involuntary bankruptcy and that we have a working capital deficit of current liabilities exceeding current assets by $51,650,916. On February 8, 2013, an Involuntary Petition for Bankruptcy was filed against the Company by three creditors of the Company, namely Abax Lotus Ltd., AbaxNaiXin A Ltd., and Lake Street Fund LP (the “Petitioners”). The Petitioners have claimed in the Involuntary Petition that they have debts totaling $42,218,956.88 as a result of the Company’s failure to make payments on the 5% Guaranteed Senior Notes issued in 2008. On or about June 26, 2013, the Company filed a consent to the Involuntary Petition. On July 12, 2013, the Order for Relief was entered in the Bankruptcy Court.

The majority of our revenues and expenses were denominated primarily in RMB, the currency of the PRC. There is no assurance that exchange rates between the RMB and United States dollars will remain stable. Historically, inflation has not had a material impact on our business.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial conditions, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our investors.

Capital Expenditures

Our planned capital expenditures as of September 30, 2013 were approximately $196.0 million through December 2015, the majority of which were to be incurred in connection with Phase II and III of the LNG facility in Jingbian County, Shaanxi Province, the construction of additional fueling stations and compressor stations, and the expansion of our operations in Hubei Province. We expect to fund the planned capital expenditures mainly through cash flows from operations as well as through potential bank loans or other forms of borrowing.

Outstanding Indebtedness

On December 30, 2007, we entered into a securities purchase agreement with Abax Lotus Ltd. ("Abax") and, on January 29, 2008, we entered into an amendment to such agreement with Abax (the "Purchase Agreement", as amended). Under the Purchase Agreement, on January 29, 2008, we sold to Abax $20,000,000 in principal amount of our 5.0% Guaranteed Senior Notes due 2014 (the "Senior Notes") and warrants to purchase 1,450,000 shares of our common stock and, on March 3, 2008, we issued to Abax an additional $20,000,000 in principal amount of Senior Notes.

We are required to make mandatory prepayments on the Senior Notes on certain dates and we are subject to customary covenants for financings of this type, including restrictions on the incurrence of liens, payment of dividends and disposition of properties as well as being obligated to maintain certain financial ratios. On August 5, 2011, the Company paid the first balance due equal to 8.3333% of the principal amount outstanding. The second repayment for 8.3333% of the principal of the Senior Notes was due on January 30, 2012. After negotiations with Abax, the note-holders agreed that the Company could make the payment on or before March 9, 2012. On March 7, 2012, the Company paid $4,946,541 to Abax, including $3,838,949 of the principal due on January 30, 2011 in full (with foreign currency exchange loss of $505,615), plus accrued interest of $1,079,176, as well as penalty interest of $28,416. Abax issued a waiver to exempt the Company from any other consequences of the late payment. The repayment of 16.6666% of the principal of the notes payable plus accrued interest of the period from January 29, 2012 to July 30, 2012 was due on July 30, 2012. And the repayment of 16.6666% of the principal of the notes payable plus accrued interest of the period from July 31, 2012 to January 30, 2013 was due on January 30, 2013. The company did not make these payments at the time they were due and the payments remain unpaid.

On September 11, 2012, the holders of a majority of the Senior Notes (the "Holders") notified the Company on August 21, 2012 (the "Default Notice") that the Company was in default of the Senior Notes for failure to make the interest payment due and a mandatory redemption of the Senior Notes on July 30, 2012 (the "Default"). In the notice, the Holders also demanded that the Company make all payments due as of July 30, 2012 under the Senior Notes to avoid acceleration of all payments under the Senior Notes and foreclosure of collaterals pledged to secure the Senior Notes.

On September 5, 2012, the Company received another notice from the Holders that the Holders elected to exercise their right to accelerated payment of the Senior Notes as a result of the continued Default (the "Acceleration Notice"). The immediate acceleration of all amounts owing under the Senior Notes totals approximately RMB249,450,516.

Further, on September 10, 2012, the Company received a demand notice from the Holders' legal counsel on behalf of the Holder for the payment of all amounts owing under the Senior Notes (the "Demand Notice") within 15 days from the date of the Demand Notice. The Demand Notice stated that if the Company failed to meet the demand, the Holders intend to pursue all of its legal rights under the transaction documents, including, without limitation:

· requiring the Trustee to initiate suit in the courts of New York with respect to the Company's failure to pay the entire amount due to the Holders under the Senior Notes;

· Initiating involuntary bankruptcy proceedings with respect to the Company under the U.S. Federal Bankruptcy Code;

· Initiating arbitration in Hong Kong against the Company for breaches of the Company's obligations under the SPA;

· exercising its rights under the Warrant Agreement to require the redemption of all Warrants held by it at the Redemption Price (as defined therein); and

· all other rights under the transaction documents relating to the Senior Notes in relation to the Default, which may include, foreclosing on the security interest in 65% of all outstanding equity interest of the Company's wholly owned subsidiary, Shaanxi Xilan Natural Gas Equipment Co., Ltd., and all funds in the account where the proceeds from the Senior Notes were deposited.

In addition to the demands disclosed above, the Holders have also asserted that by virtue of the Default the Company is obliged to redeem the Warrants for a total redemption price of $17.5 million.

The Company disputes the amount allegedly owed, and has been in negotiation with the Holders but has not able to come to a resolution with the Holders.

On February 8, 2013, an Involuntary Petition for Bankruptcy, entitled In re China Natural Gas, Inc. (Case No. 13-10419), was filed against China Natural Gas, Inc. (the "Company") by three creditors of the Company, namely Abax Lotus Ltd., AbaxNaiXin A Ltd., and Lake Street Fund LP (the "Petitioners"). The petition was filed in the United States Bankruptcy Court, Southern District of New York (the "Bankruptcy Court"). The Petitioners have claimed in the Involuntary Petition that they have debts totaling $42,218,956.88 as a result of the Company's failure to make payments on the 5% Guaranteed Senior Notes issued in 2008. On or about June 26, 2013, the Company filed a consent to the Involuntary Petition. On July 9, 2013, the Order for Relief was entered in the Bankruptcy Court, effectively placing the Company in Chapter 11 bankruptcy as a debtor-in-possession, pursuant to sections 1107-1108 of the Bankruptcy Code. Thereafter, the Company filed motions seeking the retention of Schiff Hardin LLP as its attorneys and authorizing the designation of J. Gregg Pritchard of Warren Street Global, Inc. as the Company's Chief Restructuring Officer ("CRO"). Both motions were granted by the Bankruptcy Court. The Company has also filed its Statement of Financial Affairs and its Schedules of Assets and Liabilities with the Bankruptcy Court, as required by Rule 1007 of the Federal Rules of Bankruptcy Procedure.

Long-Term Loan

On February 26, 2010, JBLNG entered into a fixed assets loan contract with SPDB, pursuant to which the SPDB agreed to lend $18,564,000 to JBLNG. SPDB transferred $13,923,000 and $4,641,000 to JBLNG on March 17 and May 28, 2010, respectively. The applicable interest rate of this loan is the standard three- to five-year rate issued by the People's Bank of China's, 5.76% for the first year and subject to adjustment commencing the second year. As the People's Bank of China adjusted the standard interest rate several times in 2011 and 2010, beginning January 1, 2012 the interest rate of these loans had been adjusted to 6.90%. As the People's Bank of China lowered the standard interest rate twice in June and July 2012, beginning January 1, 2013 the interest rate of these loans is 6.40%. The repayment term was amended in October 2011. According to the amended contract, the loan period is 58 months from the date of effectiveness of the contract, and will be repaid twice a year, with the last repayment no later than December 5, 2014. The loan is guaranteed by XXNGC and secured by XXNGC's equipment and vehicles located within PRC. Pursuant to the long-term loan agreement with Pudong Development Bank Xi'an Branch, the Company repaid the principal of $798,000 (RMB 5,000,000), $3,990,000 (RMB 25,000,000), $798,000 (RMB 5,000,000), $3,990,000 (RMB 25,000,000) and $1,603,000 (RMB 10,000,000) to the SPDB on October 10, 2011, December 5, 2011, March 5, 2012, December 5, 2012 and March 5, 2013, respectively.

61

If the default of the Senior Notes is not resolved, the Company may be deemed to be in default on its fixed asset loan from Shanghai Pudong Development Bank ("SPDB") as the Holders initiate involuntary bankruptcy proceedings with respect to the Company and the Company does not obtain prior written approval from SPDB. The default of the loan with SPDB may result in full or partial acceleration of the repayment of the loan.

Contractual Obligations

Our contractual obligations are as follows:

		Payments due by period			
Contractual obligations	Total	Less than 1 year	1-3 Years	3-5 years	More than 5 years
	(in thousands)				
Senior notes(1)	$ 38,908	38,908	-	-	-
Operating lease obligations(2)	39,208	323	4,427	4,227	30,231
Purchase obligations (3)	10,016	10,016	-	-	-
Other liabilities reflected on balance sheet (4)	17,500	17,500	-	-	-
Related party debt (5)	2,680	2,680	-	-	-
Long-term loan	8,150	4,890	3,260	-	-
Total	$ 116,462	74,317	7,687	4,227	30,231

(1) Please refer to Note 6 to our consolidated financial statements for the nine months ended September 30, 2013.

(2) The Company entered into a series of long-term lease agreements with outside parties to lease land use rights for the Company's CNG fueling stations located in the PRC. The agreements have terms ranging from 10 to 30 years. The Company makes annual prepayments for most of these lease agreements. The Company also entered into four office leases in Xi'an, PRC, one office lease in Wuhan, PRC, one office lease in Yichang, PRC, one office lease in Huangshi, PRC and one office lease in Yidu, PRC.

(3) We have purchase commitments for materials, supplies, services and property and equipment for constructing the LNG plant and other construction in progress projects.

(4) The $17.5 million reflects derivative liability related to the embedded put option in the 1,450,000 warrants we issued to Abax in January 2008. Abax is entitled to require us to purchase back the portion of warrants not exercised upon expiration. As a result of the default of the Senior Notes, the Holders elected to exercise their right to accelerated payment of the Senior Notes in September 2012. The Company had reclassified the derivative liability to current liabilities during the third quarter of 2012.

(5) The $2.68 million reflects related party debt to Mr. HaoQu, a former employee of XXNGC and shareholder of the Company.

Natural Gas Purchase Commitments

We have existing long-term natural gas purchase agreements with our major suppliers. As of September 30, 2013, we maintained long-term natural gas purchase agreements with one of our vendors, QinshuiLanyan Coal Bed Methane Co., Ltd. ("QinshuiLanyan") which expires on December 31, 2015. We do not expect any issues or difficulties in renewing our supply contracts with the vendor going forward.

We continued to seek lower-cost sources of supply and did not have commitments for the purchasing volume of natural gas to any suppliers except QinshuiLanyan. Pursuant to the agreement with QinshuiLanyan, we should purchase from QinshuiLanyan a daily volume of approximately 200,000 cubic meters of coal bed gas. Prices of natural gas are strictly controlled by the PRC government.

Foreign Currency Translations

Our reporting currency is the U.S. dollar ("USD"). The functional currency of XXNGC and XXNGC's PRC subsidiaries and, therefore, our functional currency, is the RMB. The results of operations and financial position of XXNGC and XXNGC's PRC subsidiaries are translated to USD using the period end exchange rates as to assets and liabilities and weighted average exchange rates as to revenues, expenses and cash flows. Capital accounts are translated at their historical exchange rates when the capital transaction occurred. The resulting currency translation adjustments are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity.

The balance sheet amounts, with the exception of equity, were translated at the September 30, 2013 exchange rate of RMB 6.14 to $1.00 as compared to RMB 6.30 to $1.00 at December 31, 2012. The equity accounts were stated at their historical rate. The average translation rates applied to income and cash flow statement amounts for the nine months ended September 30, 2013 and 2012 were RMB 6.21 and RMB 6.31 to $1.00, respectively.

Critical Accounting Policies

Our discussion and analysis of our financial position and results of operations contained in this Form 10-Q is based on our consolidated financial statements, contained elsewhere herein. The preparation of these financial statements in conformity with generally accepted accounting principles requires that we make estimates and assumptions that 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. There have been no material changes in the development of our accounting estimates or the assumptions underlying those estimates, or the accounting policies that we disclosed as our Critical Accounting Policies in our Annual Report on Form 10-K for the year ended December 31, 2012.

Use of Estimates and assumptions

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant accounting estimates reflected in the Company's consolidated financial statements include revenue recognition, allowance for doubtful accounts, inventory obsolescence, warrants liability and useful lives of property and equipment. Actual results could differ from those estimates.

Consolidation of Variable Interest Entity

In accordance with the accounting standard regarding consolidations, VIEs are entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders lack adequate decision-making ability. Any VIE with which the Company is involved must be evaluated to determine the primary beneficiary of the risks and rewards of the VIE. Management makes ongoing reassessments of whether the Company is the primary beneficiary of XXNGC.

Property and Equipment

Property and equipment are stated at cost. Expenditures for maintenance and repairs are charged to earnings as incurred while 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 all assets with estimated lives as follows:

Office equipment	5 years
Operating equipment	5-20 years
Vehicles	5 years
Buildings and improvements	5-30 years

Construction in Progress

Construction in progress consists of (1) the costs for constructing CNG fueling stations, the liquefied natural gas, or LNG, project in Jingbian County, and the natural gas infrastructure project in Xi'an International Port District and (2) other construction in progress costs, including technology licensing fees, equipment purchases, land use rights requisition cost, capitalized interest and other construction fees. No depreciation is provided for construction in progress until such time as the assets are completed and placed into service. Interest incurred during construction is capitalized into construction in progress. All other interest is expensed as incurred.

Revenue Recognition

Revenue is recognized when services are rendered to customers and when a formal arrangement exists, the price is fixed or determinable, the delivery is completed, no other significant obligations of ours exist and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as unearned revenue. Revenue from gas and gasoline sales is recognized when gas and gasoline is pumped through pipelines to the end users. Revenue from installation of pipelines is recorded when the contract is completed and accepted by the customers. Construction contracts are usually completed within one to two months. Revenue from repairing and modifying vehicles is recorded when services are rendered to and accepted by the customers.

Fair Value of Financial Instruments

The accounting standards regarding fair value of financial instruments and related fair value measurements define fair value, establish a three-level valuation hierarchy for disclosures of fair value measurement, and provide disclosure requirements for fair value measures. The carrying amounts reported in the consolidated balance sheets for current receivables and payables qualify as financial instruments. Management concluded the carrying values are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and, if applicable, their stated interest rate approximates current rates available. The three levels are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to the valuation methodology are unobservable.

Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Depending on the product and the terms of the transaction, the fair value of our notes payable and derivative liabilities were modeled using a series of techniques, including closed-form analytic formula, such as the Black-Scholes option-pricing model, which does not entail material subjectivity because the methodology employed does not necessitate significant judgment, and the pricing inputs are observed from actively quoted markets.

A contract that would otherwise meet the definition of a derivative but is both (a) indexed to the company’s own stock and (b) classified in stockholders’ equity in the balance sheet would not be considered a derivative financial instrument. There is a two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer’s own stock and thus able to qualify for the exception. Changes in the fair value of warrants are recognized in the income statement.

Income Taxes

Deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of temporary differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. At September 30, 2013 and December 31, 2012, there were no significant book to tax differences except for warrants liability and stock based compensation. An uncertain tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. Penalties and interest incurred related to underpayment of income tax are classified as income tax expense in the year incurred. No significant penalties or interest relating to income taxes have been incurred during the nine months ended September 30, 2013 and 2012.

Long-Lived Assets

We evaluate the carrying value of long-lived assets to be held and used whenever events or changes in circumstances indicate that the assets might be impaired. Impairment losses are recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal.

Recent Accounting Pronouncements

See *“Note 3. Summary of Significant Accounting Policies”* in *“Item 1. Financial Statements”* herein for a discussion of the new accounting pronouncements adopted in this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not required.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

During and subsequent to the reporting period covered by this Report, and under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, we conducted an evaluation of our disclosure controls and procedures that were in effect at the end of the period covered by this report. Disclosure controls and procedures is defined under Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as those controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

66

During management's evaluation of the effectiveness of internal control over financial reporting in connection with this quarterly report for the nine months ended September 30, 2013, management concluded that the Company continues to have the following material weakness in its internal control over financial reporting for the nine months ended September 30, 2013:

- The Company does not maintain personnel with a sufficient level of accounting knowledge, experience and training in the application of the accounting principles generally accepted in the United States of America ("U.S. GAAP") and SEC requirements in the application thereof.
- The Company entered into a related party transaction without appropriate authorization and failed to correctly disclose the Wang Loan as a related party transaction.
- The Company failed to communicate to the Board of Directors the Wang Loan and the loan made to JunTai Hosing Purchase Ltd. and had entered into the Loans without approval of the Board of Directors.
- The Company did not have a formal process to analyze the Company's goodwill for possible impairment.
- The Company did not initially translate the proceeds from the Senior Notes in USD into RMB, the functional currency of the Company, and failed to recognize the foreign currency change gain or loss at the end of each reporting period, when the Company should translate its amount back into USD, the reporting currency of the Company.
- The Company failed to have a written policy that documents the internal control procedures over its revenue and purchase cycles relating to its liquefied natural gas business.
- The Company did not obtain the Board of Director's resolution prior to sign a contract with Zhangjiagang CIMC Sanctum Cryogenic Equipment Co., Ltd to buy 50 smart semi-trailer for $10,131,200 (RMB 64 million).
- The Company did not obtain the Board of Director's resolution prior to close five stations and dispose these fixed assets.

Based on their evaluation (and considering the material weaknesses previously identified and discussed in our internal control over financial reporting, Item 9A, Controls and Procedures, in our Annual Report on Form 10-K for the year ended December 31, 2012), our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures at September 30, 2013 were not effective.

Management's Remediation Initiatives

In response to the above identified material weaknesses in general and to strengthen our internal control over financial reporting, we have taken or will take the following remediation initiatives:

1) Developing a comprehensive training and development plan for our accounting personnel, including our Chief Financial Officer, Financial Controller and others, in the knowledge of the principles and rules of U.S. GAAP and the SEC requirements in the application thereof.
2) The Company appointed Mr. Shuwen Kang to replace Mr. Qinan Ji as Chief Executive Officer of the Company. Mr. Shuwen Kang is familiar with the Company's management and operations and has extensive experience in the natural gas industry and we believe he is qualified and competent to serve effectively as the Company's CEO.

3) Resignation in August 2011 of certain employees involved in concealing the related party nature of the Wang Loan;
4) Appointment of an Independent Controller reporting to the Audit Committee of the Board of Directors;
5) Adopting a policy that restricts the signing authority of the Chairman and other executives. The policy mandates two signing parties for any obligation outside the normal scope of operations set forth in the Company's business plan, as reviewed and approved from time to time by the Company's Board of Directors; and
6) Formulation of a formal process of analyzing goodwill and testing it for impairment.
7) Formulation of a formal process of identifying items for which foreign exchange gain or loss may occur specifically and recognizing such gain or loss in our financial statements.
8) Development of a formal policy that documents the internal control procedures over the revenue and purchase cycles relating to the liquefied natural gas business.

All ff the above items have been completed as of September, 2013.

In addition, the Company continues to reassess its internal controls and procedures in light of these recent events and is in the process of determining additional appropriate actions to take to remediate these material weaknesses.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting during the nine months ended September 30, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

a) On May 14, 2012, the Securities and Exchange Commission ("SEC") filed a Complaint (the "Complaint") in the U.S. District Court for the Southern District of New York against QinanJi and the Company, captioned Securities and Exchange Commission v. China Natural Gas, Inc. and QinanJi (12 CV 3824) (the "SEC Action"). The SEC Action alleged that the Company violated Section 17(a)(2) of the Securities Act of 1933 ("Securities Act"), and Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B) and 14(a) of the Securities Exchange Act of 1934 ("Exchange Act") (as well as certain rules promulgated under such sections), and that Mr. Ji violated Section 17(a) of the Securities Act, Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B), 13(b)(5) and 14(a) of the Exchange Act (as well as certain rules promulgated under such sections), Section 304 of the Sarbanes Oxley Act of 2002 and aiding and abetting certain of the Company's alleged violations. The SEC Action further alleged among other things that, in January 2010, the Company made two-short term loans totaling $14.3 million ($9.9 million to Taoxiang Wang and $4.4 million to a real estate company called Shaanxi Juntai Housing Purchase Co. Ltd. ("Juntai")) and disclosed them in its periodic reports as loans made to unrelated third parties. The SEC Action alleged that the true and undisclosed purpose of the loans was to benefit a company called Xi'an Demaoxing Real Estate Co., Ltd. ("Demaoxing"), and that Demaoxing was 90% owned by Mr. Ji's son and 10% owned by Mr. Ji's nephew. The SEC Action further alleged that Taoxiang Wang was a sham borrower selected to conceal Demaoxing's receipt of the loan proceeds and that Juntai was Demaoxing's business partner and borrowed the money to undertake a joint real estate project with Demaoxing.

On or about June 6, 2013, the Court entered a judgment in the SEC action, memorializing a settlement of the SEC Action agreed to by the Company and the staff of the SEC (the "SEC Settlement"). Pursuant to the SEC Settlement, without the Company admitting or denying any allegations against it, a judgment was entered that: (a) permanently restrains and enjoins the Company from future violations of Section 17(a)(2) of the Securities Act and Sections 13(a), 13(b)(2)(A), 13(b)(2)(B), and 14(a) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, 13a-13, and 14a-9 thereunder; and (b) orders the Company to pay an aggregate civil penalty in the amount of $815,000 (the "Settlement Payment") pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act.

The Company's Settlement Payment was approved by the Bankruptcy Court and has been paid.

b) On May 22, 2012, Kousa, Mallano and Steinmetz, shareholders of the Company ("Delaware Plaintiffs"), filed a putative Shareholder Class Action and Derivative Complaint ("Delaware Complaint") against the Company and certain members of the Company's Board ("Delaware Director Defendants") in the Court of Chancery of the State of Delaware. The Delaware Complaint alleges a direct class action claim for breach of fiduciary duty against the Delaware Director Defendants, a derivative claim for breach of fiduciary duty against the Delaware Director Defendants, and a separate derivative claim for breach of fiduciary duty against Ji. The Delaware Complaint alleges that the Delaware Director Defendants breached their fiduciary duties to the Company and its shareholders by preserving Ji's control over the Company despite his alleged wrongdoing and the threatened delisting of the Company's shares by NASDAQ, thereby causing the Company's shares to be delisted. The Delaware Complaint separately alleges that Ji engaged in self-dealing and other conduct that breached his fiduciary duties to the Company and its shareholders. The Delaware Complaint seeks certification of a class action, authorization to proceed as a derivative action, and unspecified money damages, including attorneys' fees and costs. The claims are directed against the individual defendants and not against the Company.

On July 30, 2012, Ji filed a motion to dismiss the Delaware Complaint. On August 14, 2012, the Company and the remaining Delaware Director Defendants filed a motion to stay or dismiss the Delaware Complaint. The parties agreed, with the approval of the Court, to bifurcate briefing on the motion to stay and the motions to dismiss. On October 16, 2012, after briefing and oral argument, the Chancery Court stayed the separate derivative claim against Ji pending the outcome of the SEC investigation and Federal Securities Action, but denied the motion to stay as to the other counts in the Delaware Complaint against the Delaware Director Defendants and directed the parties to proceed with briefing on the motions to dismiss without prejudice to the Plaintiffs' right to amend the Delaware Complaint. The Court also stayed all discovery pending the outcome of the motions to dismiss. On July 2, 2013, the Court approved a stipulation among the parties providing that the Plaintiffs would file an amended complaint on or before the earlier to occur of (i) any date directed by this Court, or (ii) twenty-one (21) days after notice from any party that Plaintiffs are required to do so, which notice may be given at any time. As a result of the October 16, 2012 Order and the July 2, 2013 Stipulation and Order, the case is effectively stayed pending a notice from one of the parties in the case instructing Plaintiffs to file an amended complaint, or the issuance by the Court of an order directing that the Plaintiffs file an amended complaint.

c) As previously disclosed in the Current Reports on Form 8-K filed by the Company with the Securities and Exchange Commission (the "SEC") on December 31, 2007 and January 29, 2008, the Company entered into a Securities Purchase Agreement with Abax Lotus Ltd. (the "Investor") on December 30, 2007 which was amended on January 29, 2008 (the "SPA"). Pursuant to the SPA, the Company issued to the Investor 5% Guaranteed Senior Notes due 2014 (the "Senior Notes") in aggregate principal amount of RMB 145,000,000 (approximately US$20,000,000) on January 29, 2008. Also, as previously disclosed in the Current Report on Form 8-K filed by the Company with the SEC on March 12, 2008, also pursuant to the SPA, the Investor exercised its option to purchase an additional RMB145,000,000 in aggregate principal amount of Senior Notes. The Senior Notes were issued in connection with the Indenture dated as of January 29, 2008 (the "Indenture"). The aggregate principal amount of the Senior Notes at issuance was RMB290,000,000 (approximately US$40,000,000). In addition, the Company agreed to issue to the Investor seven-year warrants (the "Warrants") exercisable for up to 2,900,000 shares of the Company's common stock at an initial exercise price equal to $7.3652 per share (subject to adjustment) pursuant to the Warrant Agreement dated January 29, 2008 (the "Warrant Agreement") by and among the Warrant Agent and Warrant Registrar as a holder of the Warrants (as defined therein).

Also as previously disclosed in the Company's Current Report on Form 8-K filed with the SEC on September 11, 2012, the holders of a majority of the Senior Notes (the "Holders") notified the Company on August 21, 2012 (the "Default Notice") that the Company was in default of the Senior Notes for failure to make the interest payment due and a mandatory redemption of the Senior Notes on July 30, 2012 (the "Default"). In the notice, the Holders also demanded that the Company make all payments due as of July 30, 2012 under the Senior Notes to avoid acceleration of all payments under the Senior Notes and foreclosure of collaterals pledged to secure the Senior Notes.

On September 5, 2012, the Company received another notice from the Holders that the Holders elected to exercise their right to accelerated payment of the Senior Notes as a result of the continued Default (the "Acceleration Notice"). The immediate acceleration of all amounts owing under the Senior Notes totals approximately RMB249,450,516.

Further, on September 10, 2012, the Company received a demand notice from the Holders' legal counsel on behalf of the Holder for the payment of all amounts owing under the Senior Notes (the "Demand Notice") within 15 days from the date of the Demand Notice. The Demand Notice stated that if the Company failed to meet the demand, the Holders intend to pursue all of its legal rights under the transaction documents, including, without limitation:

· Requiring the Trustee to initiate suit in the courts of New York with respect to the Company's failure to pay the entire amount due to the Holders under the Senior Notes;

· Initiating involuntary bankruptcy proceedings with respect to the Company under the U.S. Federal Bankruptcy Code;

· Initiating arbitration in Hong Kong against the Company for breaches of the Company's obligations under the SPA;

· Exercising its rights under the Warrant Agreement to require the redemption of all Warrants held by it at the Redemption Price (as defined therein); and

· All other rights under the transaction documents relating to the Senior Notes in relation to the Default, which may include, foreclosing on the security interest in 65% of all outstanding equity interest of the Company's wholly owned subsidiary, Shaanxi Xilan Natural Gas Equipment Co., Ltd., and all funds in the account where the proceeds from the Senior Notes were deposited.

In addition to the demands disclosed above, the Holders have also asserted that by virtue of the Default the Company is obliged to redeem the Warrants and to pay to the Holders $17.5 million, and has taken action to redeem the Warrants. The Company disputes the amount allegedly owed.

As disclosed above, on February 8, 2013, an Involuntary Petition for Bankruptcy, entitled In re China Natural Gas, Inc. (Case No. 13-10419), was filed against China Natural Gas, Inc. (the "Company") by three creditors of the Company, namely Abax Lotus Ltd., AbaxNaiXin A Ltd., and Lake Street Fund LP (the "Petitioners"). The petition was filed in the United States Bankruptcy Court, Southern District of New York (the "Bankruptcy Court"). The Petitioners have claimed in the Involuntary Petition that they have debts totaling $42,218,956.88 as a result of the Company's failure to make payments on the 5% Guaranteed Senior Notes issued in 2008. On or about June 26, 2013, the Company filed a consent to the Involuntary Petition. On July 9, 2013, the Order for Relief was entered in the Bankruptcy Court, effectively placing the Company in Chapter 11 bankruptcy as a debtor-in-possession, pursuant to sections 1107-1108 of the Bankruptcy Code. Thereafter, the Company filed motions seeking the retention of Schiff Hardin LLP as its attorneys and authorizing the designation of J. Gregg Pritchard of Warren Street Global, Inc. as the Company's Chief Restructuring Officer ("CRO"). Both motions were granted by the Bankruptcy Court. The Company has also filed its Statement of Financial Affairs and its Schedules of Assets and Liabilities with the Bankruptcy Court, as required by Rule 1007 of the Federal Rules of Bankruptcy Procedure.

d) Vandevelde v. China Natural Gas, Inc., et al. (Skeway v. China Natural Gas, Inc.) (Case No. 1:10CV00728, United States District Court for the District of Delaware). As previously disclosed, on August 26, 2010, an individual investor filed a putative class action complaint against the Company and certain of its former officers and directors alleging that the defendants violated the U.S. securities laws. The Court appointed another individual investor as lead plaintiff, and he then filed an amended complaint. The Company filed a motion to dismiss which, on July 6, 2012, the Court granted in its entirety. In its order, the Court also granted the plaintiffs leave to amend their complaint. In the second amendedcomplaint, the plaintiffs allege that, in violation of Section 10(b) of the Securities Exchange Act of 1934 (and Rule 10b-5 thereunder), the defendants made false or misleading statements in the Company's Annual Reports on Form 10-K for the years ended December 31, 2009, and December 31, 2010, and in various quarterly reports, by purportedly failing to disclose a series of loans and related party transactions. The second amended complaint also asserts claims against certain of the Company's former officers and directors for violations of Section 20(a) of the Securities Exchange Act of 1934. The suit seeks unspecified monetary damages. On September 25, 2012, the Company filed a motion to dismiss the second amended complaint. On April 1, 2013, the Company notified the Court that certain of the Company's creditors had filed an involuntary petition for bankruptcy and that, under the U.S. Bankruptcy Code, the filing of that petition operates as an automatic stay of the suit. On April 9, 2013, the Court entered an order administratively closing the case and directing the parties to notify the Court when either the bankruptcy litigation had been resolved or one of the individual defendants was served, so that the Court could reopen the case or take other appropriate action. At the time the Court administratively closed the case, the Company's motion to dismiss the second amended complaint was fully briefed but had not yet been decided by the Court. On August 19, 2013, the plaintiffs filed with the Court proof that it had served one of the individual defendants nearly two months earlier. On August 22, 2013, the Court entered an order re-opening the case. In that order, the Court stated that, while it was re-opening the case, the stay remains in effect as to the Company. On September 9, 2013, the plaintiffs requested that the clerk enter a default against the individual defendant who had been served, which the clerk did on the following day. The Company cannot at this time provide any assurance that the outcome of this suit will not be materially adverse to its financial condition, consolidated results of operations, cash flows or business prospects.

Item 1A. Risk Factors

As of the date of this filing, there have been no material changes from the risk factors disclosed in Part I, Item 1A (Risk Factors) contained in the Annual Report on Form 10-K for the year ended December 31, 2012. We operate in a changing environment that involves numerous known and unknown risks and uncertainties that could materially affect our operations. The risks, uncertainties and other factors set forth in the 2012 Annual Report on Form 10-K may cause our actual results, performances and achievements to be materially different from those expressed or implied by our forward-looking statements. If any of these risks or events occurs, our business, financial condition or results of operations may be adversely affected.

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

None.

Item 3. Defaults Upon Senior Securities

Previously disclose in the Current Report on Form 8-K filed on September 11, 2012.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

On November 6, 2013, Mr. Zhaoyang Qiao, resigned as the Chief Financial Officer of the Company effective immediately. The reason for Mr. Qiao's resignation was personal and not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Our Board of Directors accepted Mr. Qiao's resignation and appointed our current Chief Executive Officer, Mr. Shuwen Kang as the Company's acting Chief Financial Officer effective November 6, 2013. Mr. Kang will act as principal financial and accounting officer and oversee the Company's financial operations until the Company names a new Chief Financial Officer.

Mr. Kang has served as our Chief Executive Officer since October 2011. Prior to his appointment as our CEO, Mr. Kang was vice president of XXNGC and was in charge of XXNGC's business operations. From 2006 to 2010, Mr. Kang served as senior counsel to XXNGC, responsible for making strategic and business development plans for the Company. Mr. Kang has extensive experience in the operations and management of the Company and in the natural gas industry in general. Mr. Kang holds an associate degree in Party and Government Management from the Party School of the Shaanxi Provincial Committee of the Communist Party of China.

Mr. Kang will not receive additional compensation for his role as the Company's acting Chief Financial Officer.

Item 6. Exhibits

Exhibit Number	Description of Exhibit
31.1	Certification of Principal Executive Officer and Principal Financial and Accounting 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 (Chief Executive Officer and Chief Financial Officer).
101.INS	XBRL INSTANCE DOCUMENT
101.SCH	XBRL TAXONOMY EXTENSION SCHEMA
101.CAL	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE
101.DEF	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE
101.LAB	XBRL TAXONOMY EXTENSION LABEL LINKBASE
101.PR	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE

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.

China Natural Gas, Inc.

November 14, 2013	By:	/s/ Shuwen Kang Shuwen Kang Chief Executive Officer and Chief Financial Officer (Principal Executive Officer and Principal Financial and Accounting Officer)