ENERGROUP HOLDINGS CORP
Form 10-Q
November 15, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2010

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

For the transition period from to

Commission File Number 000-32873

ENERGROUP HOLDINGS CORPORATION

(Exact name of registrant as specified in its charter)

Nevada	**87-0420774**
(State of Incorporation)	(I.R.S. Employer Identification No.)

No. 9, Xin Yi Street, Ganjingzi District **Dalian City, Liaoning Province, PRC 116039**	**N/A**
(Address of principal executive offices)	(Zip Code)

+86 411 867 166 96

(Registrant s telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 o No o

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer o	Accelerated Filer o
Non-Accelerated Filer o	Smaller Reporting Company x

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

As of September 30, 2010, the Registrant had 21,136,392 shares of Common Stock outstanding.

ENERGROUP HOLDINGS CORPORATION

FORM 10-Q

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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Reviewed Consolidated Financial Statements

September 30, 2010 and December 31, 2009

(Stated in US Dollars)

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We have reviewed the accompanying interim consolidated Balance Sheets of Energroup Holdings Corporation (the Company) as of September 30, 2010 and December 31, 2009, and the related statements of income, stockholders equity, and cash flows for the three-month and nine-month periods ended September 30, 2010 and 2009. 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.

San Mateo, California
October 26, 2010

Samuel H. Wong & Co., LLP
Certified Public Accountants

Energroup Holdings Corporation

Consolidated Balance Sheets

As of September 30, 2010 and December 31, 2009

(Stated in US Dollars)

	Notes		At September 30, 2010		At December 31, 2009
ASSETS					
Current Assets					
Cash	2*(D)*	$	23,993,544	$	41,984,101
Restricted Cash	3		21,647,930		2,176,224
Accounts Receivable	2*(E)*,4		40,858,902		39,876,187
Other Receivable			343,651		591,025
Related Party Receivable	5		41,071,360		
Inventory	2*(F)*,6		9,857,403		3,683,989
Advance to Suppliers	2*(G)*		653,524		844,964
Prepaid Expenses			19,730		30,103
Prepaid Taxes			1,248,149		231,568
Deferred Tax Asset	2*(Q)*		478,660		468,922
Total Current Assets			140,172,853		89,887,082
Non-Current Assets					
Property, Plant & Equipment, *net*	2*(H)*,7		22,688,930		23,727,484
Land Use Rights, *net*	2*(I)*,8		13,228,484		13,175,559
Construction in Progress	2*(J)*		6,842,058		6,692,837
Total Assets		**$**	**182,932,325**	**$**	**133,482,962**
LIABILITIES & STOCKHOLDERS EQUITY					
Current Liabilities					
Bank Loans	9*(A)*	$	43,410,072	$	15,942,197
Notes Payable	11		7,464,803		7,312,935
Accounts Payable			3,234,400		3,272,626
Taxes Payable			9,689,005		6,987,848
Other Payable			1,936,176		2,096,958
Accrued Liabilities			196,275		1,922,103
Customer Deposits	2*(L)*		2,765,786		2,416,615
Related Party Payable	5				2,307,429
Total Current Liabilities			68,696,517		42,258,711
Long Term Liabilities					
Bank Loans	9*(B)*				
Total Liabilities		$	68,696,517	$	42,258,711

See Notes to Financial Statements and Accountant s Report

Energroup Holdings Corporation

Consolidated Balance Sheets

As of September 30, 2010 and December 31, 2009

(Stated in US Dollars)

	Notes		At September 30, 2010		At December 31, 2009
Stockholders Equity					
Preferred Stock - $0.001 Par Value10,000,000 Shares Authorized; 0 Shares Issued & Outstanding at September 30, 2010 and December 31, 2009.		$		$	
Common Stock - $0.001 Par Value 21,739,130 Shares Authorized; 21,136,392 Shares Issued & Outstanding at September 30, 2010 and December 31, 2009.			21,137		21,137
Additional Paid in Capital			44,230,331		42,530,331
Statutory Reserve	2*(M)*,12		2,077,488		2,077,488
Retained Earnings			60,417,426		41,329,899
Accumulated Other Comprehensive Income	2*(N)*		7,489,426		5,265,396
Total Stockholders Equity			114,235,808		91,224,251
Total Liabilities & Stockholders Equity		**$**	**182,932,325**	**$**	**133,482,962**

See Notes to Financial Statements and Accountant s Report

Energroup Holdings Corporation

Consolidated Statements of Income

For the three-month and nine-month periods ended September 30, 2010 and 2009

(Stated in US Dollars)

	Note	3 months ended September 30, 2010	3 months ended September 30, 2009	9 months ended September 30, 2010	9 months ended September 30, 2009
Sales	*2(O),20*	$ 55,701,960	$ 67,821,080	$ 165,496,536	$ 156,852,674
Cost of Sales	*2(P)*	(47,934,479)	(57,246,206)	(140,969,005)	(133,615,742)
Gross Profit		7,767,481	10,574,874	24,527,531	23,236,932
Selling Expenses	*2(Q)*	(491,412)	(706,664)	(1,125,722)	(2,079,027)
General & Administrative Expenses	*2(R)*	(538,382)	(614,806)	(1,934,387)	(1,885,651)
Total Operating Expense		(1,029,794)	(1,321,470)	(3,060,109)	(3,964,678)
Operating Income		6,737,687	9,253,405	21,467,422	19,272,254
Other Income		197,646	7,204	227,939	35,552
Interest Income		50,703	13,574	126,352	131,139
Other Expenses		(25,609)	(8,270)	(34,030)	(71,978)
Interest Expense		(664,848)	(206,869)	(1,501,539)	(509,464)
Government Subsidy Income			14		141,834
Release of Make Good Shares			(4,619,816)		(12,838,043)
Total Other Income/(expense)		(442,108)	(4,814,163)	(1,181,278)	(13,110,960)
Earnings before Tax		6,295,579	4,439,242	20,286,144	6,161,294
Income Tax	*2(V),14*	(318,101)	(686,232)	(1,198,617)	(1,441,418)
Net Income		**$ 5,977,478**	**$ 3,753,010**	**$ 19,087,527**	**$ 4,719,876**
Earnings Per Share	*2(Y),17*				
Basic		$ 0.29	$ 0.22	$ 0.90	$ 0.27
Diluted		$ 0.29	$ 0.18	$ 0.90	$ 0.22
Weighted Average Shares Outstanding					
Basic		21,136,392	17,272,756	21,136,392	17,272,756
Diluted		21,136,392	21,136,392	21,136,392	21,136,392

See Notes to Financial Statements and Accountant s Report

Energroup Holdings Corporation

Consolidated Statements of Changes in Stockholders Equity

As of September 30, 2010 and December 31, 2009

And for the nine-month ended September 30, 2010 and 2009

(Stated in US Dollars)

	Common Shares Outstanding	Amount	Additional Paid in Capital	Statutory Reserve	Retained Earnings	Accumulated Comprehensive Other Income	Total
Balance at January 1, 2009	21,136,392	$ 21,137	$ 26,062,337	$ 2,077,488	$ 35,275,457	$ 3,489,228	$ 66,925,647
Release of Shares Placed in Escrow			16,467,994				16,467,994
Net Income					6,054,442		6,054,442
Appropriations of Retained Earnings							
Foreign Currency Translation Adjustment						1,776,168	1,776,168
Balance at December 31, 2009	21,136,392	$ 21,137	$ 42,530,331	$ 2,077,488	$ 41,329,899	$ 5,265,396	$ 91,224,251
Balance at January 1, 2010	21,136,392	$ 21,137	$ 42,530,331	$ 2,077,488	$ 41,329,899	$ 5,265,396	$ 91,224,251
Reversal of liquidation damage deduction			1,700,000				1,700,000
Net Income					19,087,527		19,087,527
Appropriations of Retained Earnings							
Foreign Currency Translation Adjustment						2,224,030	2,224,030
Balance at September 30, 2010	21,136,392	$ 21,137	$ 44,230,331	$ 2,077,488	$ 60,417,426	$ 7,489,426	$ 114,235,808

Comprehensive Income	**For the year ended December 31, 2009**	**For nine Months Ended September 30, 2010**	**Accumulated Totals**
Net Income	$ 6,054,442	$ 19,087,527	$ 25,141,969
<u>Other Comprehensive Income</u>			
Foreign Currency Translation Adjustment	1,776,168	2,224,030	4,000,198
	$ 7,830,610	$ 21,311,557	$ 29,142,167

See Notes to Financial Statements and Accountant s Report

Energroup Holdings Corporation

Consolidated Statements of Cash Flows

For the three-month and nine-month ended September 30, 2010 and 2009

(Stated in US Dollars)

	3 months ended September 30, 2010	3 months ended September 30, 2009	9 months ended September 30, 2010	9 months ended September 30, 2009
Cash Flow from Operating Activities				
Net Income	$ **5,977,478**	$ **3,753,010**	$ **19,087,527**	$ **4,719,876**
Non Cash Expense Recorded for the Release of Escrow Shares		4,619,816		12,838,043
Reversal of liquidation damage deduction			1,700,000	
Amortization	101,789	67,427	253,080	492,033
Depreciation	728,773	584,736	1,895,276	1,744,638
Decrease/(Increase) in Accounts & Other Receivables	(11,225,441)	(26,369,063)	(41,806,703)	(22,661,628)
Decrease/(Increase) in Inventory & Purchase Deposit	(6,264,214)	(799,372)	(5,981,973)	(254,276)
Decrease/(Increase) in Prepaid Taxes & Expenses	(33,431)	84,893	(1,015,946)	339,659
Increase/(Decrease) Accounts, Taxes & Other Payables	(5,424,049)	3,513,652	346,588	1,888,836
Increase/(Decrease) in Accrued Liabilities	(18,338)	133,405	(1,725,830)	720,570
Increase in Customer Deposits	163,884	337,783	349,171	1,053,579
Cash Sourced/(Used) in Operating Activities	(15,993,549)	(14,073,713)	(26,898,810)	881,330
Cash Flows from Investing Activities				
Decrease/(Increase) Funds in Restricted Cash Account	6,992,319	(548)	(19,471,706)	1,461
Purchases of Property, Equipment, and Construction of Plants	(678,843)	(117,482)	(1,005,940)	(3,642,200)
Increase of Land Use Rights	(244,110)	(15,499)	(306,006)	(326,785)
Payments/(Withdraw) of Deposits				34,808
Cash Sourced/(Used) in Investing Activities	6,069,366	(133,529)	(20,783,652)	(3,932,762)
Cash Flows from Financing Activities				
Proceeds from Bank Borrowings	18,588,522	5,861,390	27,467,874	10,253,095
Cash Sourced/(Used) in Financing Activities	18,588,522	5,861,390	27,467,874	10,253,095
Net Increase/(Decrease) in Cash & Cash Equivalents for the Period	8,664,339	(8,345,852)	(20,214,588)	7,201,663
Effect of Currency Translation	1,798,896	70,720	2,224,030	1,773,476
Cash & Cash Equivalents at Beginning of Period	13,530,309	22,946,069	41,984,102	5,695,798
Cash & Cash Equivalents at End of Period	$ **23,993,544**	$ **14,670,937**	$ **23,993,544**	$ **14,670,937**
Supplementary information:				
Interest Received	$ 50,703	$ 13,574	$ 126,352	$ 131,139
Interest Paid	674,164	149,325	1,551,532	105,637
Income Tax Paid	68,531	2,233	84,777	3,388

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

1. The Company and Principal Business Activities

Energroup Holdings Corporation (the Company) (OTCBB: ENHD) is a holding company incorporated in the state of Nevada in the United States of America whose primary business operations are conducted through its three operating subsidiaries: (1) Dalian Chuming Processed Foods Company Ltd., (Food Company) (2) Dalian Chuming Slaughter and Packaging Pork Company Ltd. (Meat Company), and (3) Dalian Chuming Sales Company Ltd. (Sales Company), which are incorporated in the People s Republic of China (PRC). The Company is headquartered in the City of Dalian, Liaoning Province of China.

The three operating subsidiaries were spun-off constituents of the former parent company, Dalian Chuming Group Co. Ltd (Group). The Company indirectly holds the three operating subsidiary companies through its wholly owned intermediary subsidiaries: (A) Precious Sheen Investments Limited (PSI), a British Virgin Islands (BVI) corporation, and (B) Dalian Chuming Precious Sheen Investments Consulting Co., Ltd., (Chuming), a wholly foreign owned enterprise incorporated in the PRC.

The Company s primary business activities are the production and packing of fresh pork and also production of processed meat products for distribution and sale to clients throughout the PRC and Russia.

Corporate Reorganization

PRC law currently has limits on foreign ownership of certain companies. To enable Chuming to raise equity capital from investors outside of China, it established an offshore holding company by incorporating Precious Sheen Investments Limited in the British Virgin Islands in May 2007. On September 26, 2007, Chuming entered into share transfer agreements with Dalian Chuming Group Co., Ltd., under which Dalian Chuming Group Co., Ltd. agreed to transfer ownership of three operating subsidiaries (collectively known as Chuming Operating Subsidiaries) to Chuming. On October 23, 2007, Chuming completed all required registrations to complete the share transfer, and became the 100% owner of the Chuming Operating Subsidiaries. On November 14, 2007 the Dalian Commerce Bureau approved the transfer of Dalian Chuming Group Co., Ltd s 68% interest in Chuming to PSI, and upon this transfer, Chuming became a wholly foreign owned enterprise, with PSI as the 100% owner of Chuming (including its subsidiaries). On December 13, 2007, the PRC government authorities issued Chuming a business license formally recognizing it as a wholly foreign owned enterprise, of which PSI is the sole shareholder.

The following is a description of the Chuming Operating Subsidiaries: -

A. Dalian Chuming Slaughter and Packaging Pork Company Ltd., whose primary business activity is acquiring, slaughtering, and packaging of pork and cattle;

B. Dalian Chuming Processed Foods Company Ltd., whose primary business activity is the processing of raw and cooked meat products; and

C. Dalian Chuming Sales Company Ltd., which is responsible for Chuming s sales, marketing, and distribution operations.

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

Share Exchange Transaction

On December 31, 2007, the Company acquired all of the outstanding shares of PSI in exchange for the issuance of 16,850,000 restricted shares of our common stock to the shareholders of PSI, which represented approximately 97.55% of the then-issued and outstanding common stock of the Company (excluding the shares issued in the Financing). As a result of that transaction, PSI became our wholly owned subsidiary and we acquired the business and operations of the three operation subsidiaries.

The share exchange transaction has been accounted for as a recapitalization of PSI where the Company (the legal acquirer) is considered the accounting acquiree and PSI (the legal acquiree) is considered the accounting acquirer. As a result of this transaction, the Company is deemed to be a continuation of the business of PSI.

Accordingly, the financial data included in the accompanying consolidated financial statements for all periods prior to December 31, 2007 is that of the accounting acquirer (PSI). The historical stockholders equity of the accounting acquirer prior to the share exchange has been retroactively restated as if the share exchange transaction occurred as of the beginning of the first period presented.

2. Summary of Significant Accounting Policies

(A) Method of Accounting

The Company maintains its general ledger and journals with the accrual method accounting for financial reporting purposes. The financial statements and notes are representations of management. Accounting policies adopted by the Company conform to generally accepted accounting principles in the United States of America and have been consistently applied in the presentation of financial statements, which are compiled on the accrual basis of accounting.

(B) Principles of Consolidation

The consolidated financial statements, which include the Company and its subsidiaries, are compiled in accordance with generally accepted accounting principles in the United States of America. All significant inter-company accounts and transactions have been eliminated. The consolidated financial statements include 100% of assets, liabilities, and net income or loss of those wholly-owned subsidiaries.

The Company owned the three operating subsidiaries since its inception. The Company also owns two intermediary holdings companies. As of September 30, 2010, the detailed identities of the consolidating subsidiaries are as follows: -

Name of Company	**Place of Incorporation**	**Attributable Equity Interest**		**Registered Capital**
Precious Sheen Investments Limited	BVI	100%	USD	10,000
Dalian Chuming Precious Sheen Investment Consulting Co., Ltd.	PRC	100%	RMB	105,241,234
Dalian Chuming Slaughtering & Pork Packaging Co. Ltd.	PRC	100%	RMB	10,000,000
Dalian Chuming Processed Foods Co. Ltd.	PRC	100%	RMB	5,000,000
Dalian Chuming Sales Co. Ltd.	PRC	100%	RMB	5,000,000

Energroup Holdings Corporation

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(Stated in US Dollars)

The consolidation of these operating subsidiaries into a newly formed holding company i.e. the Company is permitted by United States GAAP: ARB51 paragraph 22 and 23 (FASB ASC 810 *Consolidation*).

(C) *Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles in the United States 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. Management makes these estimates using the best information available at the time the estimates are made; however, actual results could differ materially from these estimates.

(D) *Cash Equivalents*

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

(E) *Accounts Receivable*

The Company extends unsecured, non-interest bearing credit to its customers; accordingly, the Company carries an allowance for doubtful accounts, which is an estimate, made by management. Management makes its estimate based on prior experience rates and assessment of specific outstanding customer balances. Management may extend credit to new customers who have met the criteria of the Company s credit policy.

(F) *Inventory Carrying Value*

Inventory, consisting of raw materials in the form of livestock, work in progress, and finished products, is stated at the lower of cost or market value. Finished products are comprised of direct materials, direct labor and an appropriate proportion of overhead. Periodic evaluation is made by management to identify if inventory needs to be written down because of damage, or spoilage. Cost is computed using the weighted average method.

(G) *Purchase Deposit*

Purchase deposit represents the cash paid in advance for purchasing raw materials. The purchase deposit is interest free and unsecured.

(H) *Property, Plant, and Equipment*

Property, Plant, and Equipment are stated at cost. Repairs and maintenance to these assets are charged to expense as incurred; major improvements enhancing the function and/or useful life are capitalized. When items are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gains or losses arising from such transactions are recognized.

Property and equipment are depreciated using the straight-line method over their estimated useful life with a 5% salvage value. Their useful lives are as follows: -

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

Fixed Asset Classification	**Useful Life**
Land Improvements	10 years
Buildings	20 years
Building Improvements	10 years
Manufacturing Machinery & Equipment	10 years
Office Equipment	5 years
Furniture & Fixtures	5 years
Vehicles	5 years

(I) *Land Use Rights*

Land Use Rights are stated at cost less accumulated amortization. Amortization is provided over its useful life, using the straight-line method. The useful life of the land use right is 50 years.

(J) *Construction in Progress*

Construction in progress represents the direct costs of design, acquisition, and construction of buildings, building improvements, and land improvements. These costs are capitalized in the Construction-in-Progress account until substantially all activities necessary to prepare the assets for their intended use are completed. At such point, the Construction-in-Progress account is closed and the capitalized costs are transferred to their appropriate asset classification. No depreciation is provided until the assets are completed and ready for their intended use.

(K) *Accounting for Impairment of Assets*

The Company reviews the recoverability of its long-lived assets, such as property and equipment, when events or changes in circumstances occur that indicate the carrying value of the asset group may not be recoverable. The assessment of possible impairment is based on the Company s ability to recover the carrying value of the asset from the expected future cash flows, undiscounted and without interest charges, of the related operations. If these cash flows are less than the carrying value of such assets, an impairment loss is recognized for the difference between estimated fair value and carrying value. The measurement of impairment requires management to estimate future cash flows and the fair value of long-lived assets.

(L) Customer Deposit

Customer deposit represents money the Company has received in advance for purchases of pork and pork products. The Company considers customer deposits as a liability until products have been shipped and revenue is earned.

(M) Statutory Reserve

Statutory reserve refer to the amount appropriated from the net income in accordance with laws or regulations, which can be used to recover losses and increase capital, as approved, and, are to be used to expand production or operations. PRC laws prescribe that an enterprise operating at a profit, must appropriate, on an annual basis, from its earnings, an amount to the statutory reserve to be used for future company development. Such an appropriation is made until the reserve reaches a maximum equalling 50% of the enterprise s capital.

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

(N) *Other Comprehensive Income*

Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, all items that are required to be recognized under current accounting standards as components of comprehensive income are required to be reported in a financial statement that is presented with the same prominence as other financial statements. The Company s current component of other comprehensive income is the foreign currency translation adjustment.

(O) *Recognition of Revenue*

Revenue from the sale of pork products, etc., is recognized on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and the title has passed.

Beginning in March 2008, the Company encouraged its independent sales agents to share the cost in marketing Chuming pork products. The Company encouraged such behavior by offering to its agents: (1) favorable credit terms, such as 45 to 60 days unsecured credit and (2) more significant discount. The Company recognizes the sales revenue directly based on the dollar amount sold to independent sales agents. In accordance to 605-50-45-2, discounts offered to independent sales agent are accounted for as reductions in revenue.

Independent sales agents are customers of the Company. They do not have the right to return products for refunds. Accordingly, the Company does not provide sales allowances for products sold to customers.

(P) *Cost of Sales*

The Company s cost of sales is comprised of raw materials, factory worker salaries and related benefits, machinery supplies, maintenance supplies, depreciation, utilities, inbound freight, purchasing and receiving costs, inspection and warehousing costs

(Q) *Selling Expense*

Selling expenses are comprised of outbound freight, salary for the sales force, client entertainment, commissions, depreciation, advertising, and travel and lodging expenses. Selling expense, in absolute dollars, and as a percentage of revenue, has decreased because of the coordinated effort with independent sales agents to gain higher return on marketing efforts. Refer to Note 2*(O)* for further details.

(R) *General & Administrative*

General and administrative costs include executive compensation, quality control, and general overhead such as the finance department, administrative staff, and depreciation and amortization expense.

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

(S) *Shipping and handling*

All shipping and handling are expensed as incurred and are included as a component of cost of sales.

(T) *Advertising Expense*

Costs related to advertising and promotion expenditures are expensed as incurred during the year. Advertising costs are charged to selling expense.

(U) *Retirement Benefits*

Retirement benefits in the form of contributions under defined contribution retirement plans to the relevant authorities are charged to the statement of operations as incurred.

(V) *Income Taxes*

The Company uses the accrual method of accounting to determine and report its taxable reduction of income taxes for the year in which they are available. The Company has implemented Statement of Financial Accounting Standards (SFAS) No. 109 (FASB ASC 740), Accounting for Income Taxes. Income tax liabilities computed according to the United States and People s Republic of China (PRC) tax laws are provided for the tax effects of transactions reported in the financial statements and consists of taxes currently due plus deferred taxes related primarily to differences between the basis of fixed assets and intangible assets for financial and tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will be either taxable or deductible when the assets and liabilities are recovered or settled. Deferred taxes also are recognized for operating losses that are available to offset future income taxes. A valuation allowance is created to evaluate deferred tax assets if it is more likely than not that these items will either expire before the Company is able to realize that tax benefit, or that future realization is uncertain.

(W) Economic and Political Risks

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

(X) Foreign Currency Translation

The Company maintains its financial statements in the functional currency. The functional currency of the Company is the Renminbi (RMB). Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at rates of exchange prevailing at the balance sheet dates. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchanges rates prevailing at the dates of the transaction. Exchange gains or losses arising from foreign currency transactions are included in the determination of net income for the respective periods.

For financial reporting purposes, the financial statements of the Company which are prepared using the functional currency have been translated into United States dollars. Assets and liabilities are translated at the exchange rates at the balance sheet dates and revenue and

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

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expenses are translated at the average exchange rates and stockholders equity is translated at historical exchange rates. Any translation adjustments resulting are not included in determining net income but are included in foreign exchange adjustment to other comprehensive income, a component of stockholders equity.

Exchange Rates	**9/30/2010**	**12/31/2009**	**9/30/2009**
Period end RMB：US$ exchange rate	6.6981	6.8372	6.8376
Average period RMB: US$ exchange rate	6.8164	6.8409	6.8425

RMB is not freely convertible into foreign currency and all foreign exchange transactions must take place through authorized institutions. No representation is made that the RMB amounts could have been, or could be, converted into US$ at the rates used in translation.

(Y) *Earnings Per Share*

The Company computes earnings per share (EPS) in accordance with Statement of Financial Accounting Standards No. 128, Earnings per share (FASB ASC 260), and SEC Staff Accounting Bulletin No. 98 (SAB 98). SFAS No. 128 requires companies with complex capital structures to present basic and diluted EPS. Basic EPS is measured as the income or loss available to common shareholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., contingent shares, convertible securities, options, and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

(Z) *Recent Accounting Pronouncements*

In June 2009, FASB issued ASC 860, *Transfers and Servicing*, and ASC 810, *Consolidation, a revision to FASB Interpretation No. 46 (Revised December 2003), Consolidation of Variable Interest Entities (FASB ASC 810 Consolidation)*. The Company has adopted the new accounting policies and has determined that there is no material impact to the financial statements presented herein.

On June 30, 2009, FASB issued ASC 105, *Accounting Standards Codification (FASB ASC 105 Generally Accepted Accounting Principles) a replacement of FASB Statement No. 162 the Hierarchy of Generally Accepted Accounting Principles*. On the effective date of this standard, ASC became the source of authoritative U.S. accounting and reporting standards for nongovernmental entities, in addition to guidance issued by the SEC. This statement is effective for financial statements issued for interim and annual periods ending after September 15, 2009. If an accounting change results from the application of this guidance, an entity should disclose the nature and reason for the change in accounting principle in their financial statements. This new standard categorizes the US GAAP hierarchy to two levels: one that is authoritative (in ASC) and one that is non-authoritative (not in ASC). Exceptions include all rules and interpretive releases of the SEC under the authority of federal securities laws, which are sources of authoritative US GAAP for SEC registrants, and certain grandfathered guidance having an effective date before March 15, 1992. Statement No. 168 is the final standard that will be issued by FASB in that form. There will no longer be, for example, accounting standards in the form of statements, staff positions, Emerging Issues

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Task Force (EITF) abstracts, or AICPA Accounting Statements of Position. The Company has adopted and implemented the new accounting policy.

In October 2009, the FASB issued ASU No. 2009-13 Revenue Recognition (Topic 605): Multiple Deliverable Revenue Arrangements - A Consensus of the FASB Emerging Issues Task Force . This update provides application guidance on whether multiple deliverables exist, how the deliverables should be separated and how the consideration should be allocated to one or more units of accounting. This update establishes a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence, if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific or third-party evidence is available. The Company will be required to apply this guidance prospectively for revenue arrangements entered into or materially modified after January 1, 2011; however, earlier application is permitted. The management is in the process of evaluating the impact of adopting this ASU on the Company s financial statements.

The FASB issued ASU-2010-09 (Topic 855) to amend guidance on subsequent events to remove the requirement for SEC filers (as defined in ASU 2010-09) to disclose the date through which an entity has evaluated subsequent events. This change alleviates potential conflicts with current SEC guidance. An SEC filer is still required to evaluate subsequent events through the date financial statements are issued, but disclosure of that date is no longer required. The amendments in ASU 2010-09 became effective upon issuance of the guidance. Management adopted this pronouncement as of July 1, 2010.

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3. Restricted Cash

The restricted cash of $21,647,930 represents compensating balances held at banks to partially secure banking facilities in the form of notes payable. The imposed restrictions dictate that funds cannot be withdrawn when there are outstanding notes payable, and the funds are only allowed to be used to settle bank indebtedness. The funds deposited as compensating balances are interest bearing.

4. Accounts Receivable

Accounts Receivable at September 30, 2010 and December 31, 2009 consisted of the following: -

		At September 30, 2010		**At December 31, 2009**
Accounts Receivable Trade	$	41,271,618	$	40,278,976
Less: Allowance for Doubtful Accounts		(412,716)		(402,789)
Net Accounts Receivable	$	40,858,902	$	39,876,187

		At September 30, 2010		**At December 31, 2009**
Allowance for Bad Debts				
Beginning Balance	$	(402,789)	$	(188,495)
Allowance Provided		(9,927)		(214,294)
Charged Against Allowance				
Reversal*				
Ending Balance	$	(412,716)	$	(402,789)

During the second quarter of the 2008 fiscal year, management revised the Company s credit policy. Based on management s review, the Company began extending more favorable credit terms to its top tier customers. Those customers that qualified as top tier were extended approximately 45 to 60 days of credit. As of September 30, 2010, the Company has not had any receivables that were unrecoverable.

Accounts receivable aging analysis:-

	At September 30, 2010	At December 31, 2009
1-30 Days	$ 17,259,056	$ 17,757,223
30-60 Days	14,650,459	12,643,466
61-90 Days	2,115,266	5,004,370
91-120 Days	2,103,373	4,833,711
121-365 Days	2,271,908	40,206
Over 365 Days	2,871,556	
Total	$ 41,271,618	$ 40,278,976

The Company believes it has provided adequate provisions for doubtful accounts. In the past, the Company has not experienced any accounts that have become uncollectible. As a result of the Company s position in its industry and the type of products that it sells, which are considered consumer staples, it can exert significant influence and bargaining power on it customers, which includes, among others, the collection of outstanding accounts. If in the event that the Company s customers do not pay, they will be faced with the consequence that the Company will cease to supply its products to them, and that the Company can take legal action to recover losses.

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5. Related Party Receivable and Payable

In the normal course of business which includes the purchases of hogs and other raw materials, sale of pork and pork products, the Company conducts transactions with the following related parties: Dalian Chuming Group Co., Ltd (Group) and the Group subsidiaries, that are not consolidated into Energroup Holdings or Energroup s subsidiary, Dalian Chuming Precious Sheen Investments Consulting Co. Ltd. (Chuming): (1) Dalian Chuming Industrial Development Co., Ltd., (Industrial Development Co.) (2) Dalian Chuming Trading Co., Ltd, (Trading Co.) (3) Dalian Mingxing Livestock Product Co. Ltd., (Mingxing) (4) Dalian Chuming Stockbreeding Combo Development Co., Ltd., (Combo Development Co.) (5) Dalian Chuming Fodder Co., Ltd. (Fodder Co.), and (6) Dalian Chuming Biological Technology Co., Ltd., (Biological Co.) and (7) Dalian Huayu Seafood Food Co., Ltd. (Huayu). The Company and the aforementioned related parties share common beneficial ownership. All transactions with related parties are generally performed at arm s length.

In the event that the Company has both receivables from, and payables to the Group it will, in accordance with FIN 39 (FASB ASC 210-20), setoff the balances in order to arrive at a single balance that is either due from, or due to the Group. The Company s net receivable balance of $41,071,360 at September 30, 2010 is shown in the following table.

Ref.	Subsidiary Due to:	Nature of Balance	Related Party		Balance	Description of Transaction
A	Food	Sale of Products resulting in Trade Receivable from	Dalian Huayu Seafood Food Co., Ltd.	$	5,629,947	Food Co. sold cooked food to Huayu dating back to 1/2007.
		Subtotal of Related Party Sales			5,629,947	
B	Food	Loan Receivable from	Dalian Mingxing Livestock Product Co., Ltd.		187,061	Food Co. purchased material on behalf of Mingxing Dating back to 6/2009
C	Food	Loan Receivable from	Dalian Chuming Industrial Development Co., Ltd.		22,415,415	Food Co. paid bank loan principal and interest on behalf of Industrial Co. dating back to 1/2008
D	Food	Loan Receivable from	Dalian Chuming Trading Co., Ltd		11,943,685	Food Co. paid material on behalf of Trading Co. dating back to 3/2010
E	Meat	Loan Receivable from	Dalian Chuming Industrial Development Co., Ltd.		29,173,438	Meat Co. paid bank loan principal and interest on behalf of Industrial Co. dating back to 4/2009
F	Meat	Loan Receivable from	Dalian Chuming Stockbreeding Combo Development Co., Ltd.		2,250,225	Prepayment to Stockbreeding Combo for Purchase of hogs dating back to 7/2008.
G	Meat	Loan Receivable from			66,946,812	

			Dalian Chuming Group Co., Ltd.			Chuming Group borrowed loan from Meat Co. dating back to 1/2008
H	Meat	Loan Receivable from	Dalian Chuming Trading Co., Ltd		43,783,272	Trading Co. borrowed loan from Meat Co. dating back to 4/2010
I	Meat	Loan Receivable from	Dalian Huayu Seafood Food Co., Ltd.		536,364	Meat Co. purchased material on behalf of Huayu dating back to 7/2010
J	Meat	Loan Receivable from	Dalian Chuming Fodder Co., Ltd.		2,362,623	Meat Co. purchase raw materials on behalf of Fodder dating back to 7/2010
K	Sales	Loan Receivable from	Dalian Huayu Seafood Co., Ltd.		2,376,171	Sales Co. help Huayu purchase materials dating back to 9/2008.
L	Sales	Loan Receivable from	Dalian Chuming Stockbreeding Combo Development Co., Ltd.		16,255,161	Sales Co. paid for Stockbreeding to buy hogs from farmer dating back 7/2008
M	Sales	Loan Receivable from	Dalian Chuming Industrial Development Co., Ltd.		5,710,253	Sales Co. purchased materials for Industrial Co. dating back to 7/2009
		Subtotal loans to related parties			**203,940,480**	
		Gross related party receivables		**$**	**209,570,426**	

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Ref.	Subsidiary Due from:	Nature of Balance	Related Party		Balance	Description of Transaction
N	Meat	Purchase of Raw Materials resulting in Trade Payable to	Dalian Chuming Stockbreeding Combo Development Co., Ltd.	$	89,775,342	Meat Co. purchased of hogs from Stockbreeding Combo dating back to 12/2009
O	Meat	Purchase of Raw Materials resulting in Trade Payable to	Dalian Chuming Group Co., Ltd.		33,517,102	Purchase of hogs from Group dating back to 7/2008.
		Subtotal of Purchases from Related Parties		**$**	**123,292,444**	
P	Food	Loan Payable to	Dalian Chuming Group Co., Ltd.		1,598,750	Food Co. borrowed from Group to purchase materials dating back to 4/2009.
Q	Food	Loan Payable to	Dalian Chuming Stockbreeding Combo Development Co., Ltd.		7,016,915	Stockbreeding Combo bought raw materials on behalf of Food Co. dating back to 4/2009
R	Food	Loan Payable to	Dalian Huayu Seafood Co., Ltd.		9,314,269	Food Co. collected customer deposits on behalf of Huayu Co. dating back to 7/2009
S	Food	Loan Payable to	Dalian Chuming Fodder Co., Ltd.		2,897,101	Food Co. purchased materials on behalf of Fodder dating back to 7/2010
T	Meat	Loan Payable to	Dalian Chuming Fodder Co., Ltd.		1,258,039	Fodder Co. paid the materials on behalf of Meat dating back to 3/2010
U	Sales	Loan Payable to	Dalian Mingxing Livestock Product Co. Ltd.,		1,560,374	Sales Co. collected bank loans on behalf of Mingxing dating back to 8/2008
V	Sales	Loan Payable to	Dalian Chuming Fodder Co., Ltd.		9,655,687	Fodder Co. bought materials on behalf of Sales Co. dating back to 4/2009
W	Sales	Loan Payable to	Dalian Chuming Group Co., Ltd.		3,269,214	Sales Co. borrowed money from Group dated back to 7/2010
X	WFOE	Loan Payable to	Dalian Chuming Group Co.		8,636,273	Group loaned funds to WFOE (includes funds transferred from Meat for US RTO.)
		Subtotal of Loans from Related Parties			**45,206,622**	
		Gross Related Party Payable			**168,499,066**	
		Setoff Related Party Receivable (Payables have been set-off against receivable)		**$**	**41,071,360**	

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A. Food Company sold USD 5.6 million (RMB 37.71 million) cooked food to Huayu Company on credit.

B. Food Company purchased material USD 187 thousand(RMB 1.2 Million) on behalf of Mingxing dating back to 6/2009

C. Food Company paid USD 22 million (RMB 150 million) bank loan principal and interest on behalf of Industrial Development Company.

D. Food Company paid USD 11.9 million (RMB 80 million) for materials on behalf of Trading Company.

E. Meat Company paid USD 29 million (RMB 195 million) bank loan principal and interest on behalf Industrial Development Company.

F. The prepayment of USD 2.25 million (RMB 15 million) from Meat Company to the Stockbreeding Combo Development Company was for the purchase of hogs.

G. Meat Company lent USD 67 million (RMB 425 million) to Chuming Group.

H. Trading Company borrowed USD 44 million (RMB 273 million) from Meat Company.

I. Meat Company purchased USD 536 thousand (RMB 3.6 million) thousand materials on behalf of Huayu Company.

J. Meat Company purchased USD 2.4 million raw materials on behalf of Fodder Company.

K. Sales Company bought USD 2.4 million (RMB 16 million) raw materials on behalf of Huayu Seafood Company.

L. Sales Company help the Combo Development Company to pay USD 16.2 million (RMB 109 million) to local farmers for the purchase of hogs.

M. Sales Company purchased USD 5.7 million (RMB 38 million) materials for Industrial Development Company.

N. The balance of USD 89.7 million (RMB 605 million) payment owed by the Meat Company to Stockbreeding Combo Development Company was for the purchase of hogs.

O. The Group sold hogs to Meat Co. for 34 million (RMB 302 million).

P. Food borrowed USD 1.6 million(RMB 10.7 million) from Group to purchase materials

Q. Stockbreeding Combo Development Company purchased USD 7 million (RMB 67 million) for Food Company.

R. Food Company collected USD 9.3 million (RMB 62.3 million) customer deposits on behalf of Huayu Seafood Company.

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S. Food Company bought USD 2.8 million (RMB 18 million) materials on behalf of Fodder Company.

T. Fodder Co. paid USD 1.2 million (RMB 8.4 million) the fodder materials on behalf of Meat Company.

U. Sales Company collected USD 1.6 million (RMB 10.88 thousand) bank loans on behalf of Mingxing Livestock Company.

V. Fodder Company bought USD 9.7 million (RMB 65 million) materials on behalf of Sales Company.

W. Sales Company borrowed USD 3.3 million (RMB 19 million) from the Group.

X. The outstanding payable balance of USD 10.6 million (RMB 70 million) due to the Group has been transferred to the books of Chuming.

The related party receivable balance detailed above, and the related transactions that comprise that balance were integral and material to the Company s operations. The Company was reliant on transactions with the above related parties in order to conduct its business normally. The Company acknowledges that it has the responsibility to comply with paragraph c of SFAS 57 (FASB ASC 850) which calls for the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period. The Company does represent that the balances disclosed above are both accurate and reliable within acceptable thresholds of materiality.

The Company s related party receivables and payables in the period presented were in the form of either short-term loans bearing no interest, or trade payables and receivables relating to the purchase of raw materials, supplies or products for which payment was due within a short period of time.

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6. Inventory

	At September 30, 2010	At December 31, 2009
Raw Materials	$ 748,146	$ 1,479,197
Work in Progress	196,591	95,051
Finished Goods	8,912,666	2,109,741
	$ 9,857,403	$ 3,683,989

7. Property, Plant & Equipment

At September 30, 2010:	**Cost**	**Accumulated Depreciation**	**Net**
Buildings	$ 22,212,402	$ (5,257,677)	$ 16,954,725
Manufacturing Equipment	10,257,946	(5,043,926)	5,214,020
Office Equipment	493,790	(440,558)	53,232
Vehicles	927,722	(741,865)	185,857
Furniture & Fixture	536,233	(255,137)	281,096
	$ 34,428,093	$ (11,739,163)	$ 22,688,930

At December 31, 2009:	**Cost**	**Accumulated Depreciation**	**Net**
Buildings	$ 21,661,732	$ (4,341,813)	$ 17,319,919
Manufacturing Equipment	9,983,958	(4,227,442)	5,756,516
Office Equipment	473,623	(397,488)	76,135
Vehicles	926,735	(664,628)	262,107
Furniture & Fixture	525,323	(212,516)	312,807
	$ 33,571,371	$ (9,843,887)	$ 23,727,484

8. Land Use Right

The Company had the following intangible assets outstanding:-

	At September 30, 2010	At December 31, 2009
Land Use Rights, at Cost	$ 15,041,156	$ 14,735,150
Less: Accumulated Amortization	(1,812,672)	(1,559,591)
	$ 13,228,484	$ 13,175,559

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9. Bank Loans

(A) Short Term Bank Loans

At September 30, 2010 and December 31 2009, the Company had the following short-term loans outstanding:

Bank	Interest Rate	Due Date		At September 30, 2010
Bank of China - Liaoning Branch	5.841%	10/27/2010	$	2,090,145
Bank of China - Liaoning Branch	5.841%	12/12/2010		4,478,882
Bank of China - Liaoning Branch	5.310%	09/28/2011		7,728,311
Shanghai Pudong Development Bank - Dalian Branch	5.841%	11/25/2010		14,929,607
Huaxia Bank - Dalian Branch	5.576%	01/06/2011		7,464,803
Bank of East Asia - Dalian Branch	5.450%	10/22/2010		2,239,442
China Minsheng Banking Corp., Ltd. - Shanghai Branch	5.841%	04/12/2011		4,478,882
			$	43,410,072

Bank	Interest Rate	Due Date		At December 31, 2009
Bank of China - Liaoning Branch	5.841%	11/11/2010	$	2,252,384
Bank of China - Liaoning Branch	5.841%	11/18/2010		2,135,377
Bank of China - Liaoning Branch	5.841%	10/27/2010		2,047,620
Agricultural Bank of China - Wafangdian Branch	5.310%	10/30/2010		2,925,174
Shanghai Pudong Development Bank - Dalian Branch	5.841%	07/16/2010		4,387,761
Bank of East Asia - Dalian Branch	7.330%	10/22/2010		2,193,881
			$	15,942,197

The loans provided by the Bank of China are secured by the Meat Company s land use rights, which have been appraised at a fair market value of $5,605,611 (RMB 41,000,000). Also, the Agricultural Bank and Shanghai Pudong Development Bank loans have been guaranteed by the Dalian Chuming Group Co., Ltd. Both the CEO Mr. Shi Huashan and Dalian Chuming Group Co., Ltd. have guaranteed the loan from Bank of East Asia.

(B) Bank Loan through Group

The Company obtained a loan of $20,466,901 (RMB 160,000,000) from Dalian Chuming Group Co., Ltd., which in turn, obtained these funds in a joint loan commitment from both China Development Bank and Shenzhen Development Bank (Banks) via a collateralized loan. Dalian Chuming Group Co., Ltd. (Group) collateralized the loan by purchasing a bond from China Export and Credit Insurance Corporation (Bond Issuer). The bond guarantees to the Banks the entire principal and accrued interest of the loan. The cost of the bond is RMB 1,000,000 annually, or in USD: $120,668, 121,902, and 125,284 for the years 2004, 2005, and 2006, respectively, which was paid by the Company. The loan carries a fixed interest of 5.76% per annum. The Company pledged both land use rights and buildings to the Bond Issuer. The Company pursued a loan from Dalian Chuming Group Co., Ltd as the financing solution of choice because the Company s tangible assets, at the time of origination, were insufficient to collateralize the loan. Additionally, the Company lacked the favorable credit history to directly establish credit facility with the bank.

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At December 31, 2007, the Company repaid its debt, in its entirety to Dalian Chuming Group Co. Ltd by setting off receivables owed by the Group to the Company. The Company repaid the loan in order to meet the requirements of the equity financing transaction detailed in Note 19. The balances are now owed by Dalian Chuming Group Co. Ltd to the Banks, and liability for paying the bonding insurance annually lies with the Group. The pledged collateral of land use rights and buildings made to the Bond Issuer still underlie the loan currently owed by the Group, and as such, the Company s assets, namely the buildings and land use rights are at risk if the Group were to default on this loan.

10. Notes Payable

Notes payable consisted of the followings:-

Notes to	**Due Date**		**At September 30, 2010**
Shanghai Pudong Development Bank - Liaoning Branch	11/18/2010	$	7,464,803
		$	7,464,803

Notes to	**Due Date**		**At December 31, 2009**
Shanghai Pudong Development Bank - Liaoning Branch	5/18/2010	$	7,312,935
		$	7,312,935

The Notes do not carry a stated interest rate but do carry a specific due date. These notes are negotiable documents issued by financial institutions on the Company s behalf to vendors. These notes can either be endorsed by the vendor to other third parties as payment, or prior to coming due, they can discount these notes to other financial institutions. These notes are short term in nature so the Company does not calculate an imputed interest on them. These notes are collateralized by the Company s deposits as described in Note 3.Restricted Cash.

11. Capitalization

As a result of a reverse-merger on December 31, 2007 that was consummated via a share exchange, and a concurrent equity financing, in the form of a private placement by issuing common stock to ten accredited investors, the Company s capitalization is now reflected by the table shown below:-

Name of Shareholder	Number of Shares		Common Stock Capital		Additional Paid in Capital	Equity %
Operating Companies Founders	14,688,948	$	14,689	$	31,186,367	69.50%
PRE-RTO Shell Shareholders	422,756		423			2.00%
Advisors & Consultants	2,161,052		2,161			10.22%
Private Investors	3,863,636		3,864		13,043,964	18.28%
	21,136,392	$	21,137	$	44,230,331	100.00%

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12. Commitments of Statutory Reserve

In compliance with PRC laws, the Company is required to appropriate a portion of its net income to its statutory reserve up to a maximum of 50% of an enterprise s registered capital in the PRC. The Company had future unfunded commitments, as provided below.

		At September 30, 2010	At December 31, 2009
PRC Registered Capital		$ 17,666,849	$ 15,566,849
	- Statutory Reserve Ceiling based on 50% of Registered Capital	8,833,425	7,783,424
Less:	- Retained Earnings appropriated to Statutory Reserve	(2,077,488)	(2,077,488)
	Reserve Commitment Outstanding	**$ 6,755,937**	**$ 5,705,936**

13. Advertising Costs

Advertising expenses were $211,669 and $163,029 for the nine-month periods ended September 30, 2010 and 2009, respectively.

14. Income Taxes

The Company and its subsidiaries are subject to income tax under the jurisdictions under which they operate. The following table details the Company and its subsidiaries, and the statutory tax rates to which they are subject:

Entity	**Country of Domicile**	**Income Tax Rate**

Energroup Holdings Corporation	USA	15.00% - 35.00%
Precious Sheen Investments Limited	BVI	0.00%
Dalian Chuming Precious Sheen Investment Consulting Co., Ltd.	PRC	25.00%
Dalian Chuming Slaughtering & Pork Packaging Co., Ltd.	PRC	25.00%
Dalian Chuming Processed Foods Co., Ltd.	PRC	25.00%
Dalian Chuming Sales Co., Ltd.	PRC	25.00%

As shown in the table above, Dalian Chuming Slaughtering & Pork Packaging Co. Ltd., Dalian Chuming Processed Foods Co. Ltd., Dalian Chuming Sales Co. Ltd., and Dalian Chuming Precious Sheen Investment Consulting Co. operate in the PRC. They generate substantially all of the profits for the Company. The Company expects that these subsidiaries will only be subject to PRC taxes in the foreseeable future, because the Company has not yet established a plan to repatriate it earnings to the United States.

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Although the Companies PRC subsidiaries are subject to statutory income tax rates detailed above, the individual effective tax rates for each subsidiary vary significantly.

Dalian Chuming Slaughtering & Pork Packaging Co. Ltd. has been given special tax-free status by the PRC government because of the Company s standing as leader in its industry in Dalian. Accordingly, the Company has not made a provision for income taxes in the PRC for the nine-month periods ended September 30, 2010 and 2009.

Dalian Chuming Processed Foods Co. Ltd has provided for income taxes for the nine-month periods ended September 30, 2010 and 2009 in the amounts of $1,198,617 and $1,441,418, respectively.

Dalian Chuming Sales Co. Ltd. has not provided for income taxes in years 2010 and 2009 because it has incurred operating losses for those respective years. The Company has chosen to derecognize its deferred tax assets arising from net operating losses in prior periods by expensing the asset to the income tax expense account. The amounts expense related to de-recognition of deferred tax assets for the years ended December 31 2009 and 2008 were $176,191 and $11,246 respectively. Management made the decisions of de-recognition based on new information such as changes in market conditions and the further streamlining of the Company s business. Management does not believe that previously accrued deferred tax assets will be used to reduce taxes payables at any point in the foreseeable future. Management deemed the use of a valuation allowance inappropriate based on the circumstances in accordance to guidance provided under ASC 740-10-40.

Although the Company is subject to United States income taxes, it is a holding company with no operations or profits within the US borders. The Company currently only incurs expenses in the United States that are associated with being a public company.

After accounting for special tax-free status and net operating loss of aforementioned subsidiaries, the consolidated taxable earnings were determined, and the consolidated tax expenses were as follows: -

i.	2010	Tax expense	(1,198,617)
ii.	2009	Tax expense	(1,441,418)

15. <u>Commitments</u>

It is company policy to develop plant facilities based on availability of cash resources without incurring capital commitments. Therefore, the Company did not have any capital commitments existing at September 30, 2010 except for the commitment to have the construction in progress finished.

On December 19, 2007, the Company entered into a hog purchase agreement whereby the Dalian Chuming Group Co., Ltd will provide at fair market price a minimum number of hogs to the Company. At September 30, 2010, the Company expects minimum quantities of hogs detailed in the following table:

Year	**Hogs**	**Price Per Hog**	**Amount**
2010 (Oct to Dec)	384,511	$ 205.84	$ 79,147,744

The Company believes that the fair market price of the hogs will increase by 10% each year. The assumption of 10% reflects that Company expectations in regards to inflation, and the rising costs of inputs in breeding livestock.

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

16. Operating Segments

The Company individually tracks the performance of its three operating subsidiaries Meat Company, Food Company, and Sales Company. Meat Company is primarily engaged in the slaughter and processing of pork livestock for wholesale and retail distribution. Food Company is primarily engaged in the production of pork-based food products, such as sausages and cured meats, for retail distribution. Sales Company is primarily engaged in the sale and distribution of products produced by Food Company and Meat Company.

Below is a presentation of the Company s financial position for its operating subsidiaries as September 30, 2010 and December 31, 2009, and for the Company s result of operation for the nine-month periods then ended. The Company has also provided reconciling adjustments with the Company and its intermediate holding companies Dalian Chuming Precious Sheen Investments Consulting Ltd. (Chuming WFOE) and Precious Sheen Investments Ltd (PSI).

Results of Operations For the period ended September 30, 2009	**Meat Company**	**Food Company**	**Sales Company**	**WFOE, PSI, & Eliminations**	**Total**
Sales	$ 147,991,969	$ 24,184,096	$ 25,724,571	$ (41,047,962)	$ 156,852,674
Cost of Sales	129,915,408	17,675,199	27,073,097	(41,047,962)	133,615,742
Gross Profit	18,076,560	6,508,897	(1,348,526)		23,236,932
Operating (Loss)/Profit	17,114,488	5,881,237	(3,454,008)	(269,463)	19,272,254
Other Income (Expense)	(129,147)	(115,566)	(29,779)	(12,836,469)	(13,110,961)
Earnings before Tax	16,985,341	5,765,671	(3,483,787)	(13,105,932)	6,161,294
(Income Tax Expense)		(1,441,418)			(1,441,418)
Extraordinary Expense					
Net Income	**$ 16,985,341**	**$ 4,324,253**	**$ (3,483,787)**	**$ (13,105,932)**	**$ 4,719,876**

Eliminated Intercompany Sales of Products Sold Nine-month periods ended September 30, 2009

Sold From:	**Sold To:**	**Amount**

Food Company	Sales Company	$	5,854,487
Meat Company	Sales Company		20,292,333
Meat Company	Food Company		14,901,142
		$	41,047,962

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

Results of Operations For the period ended September 30, 2010	**Meat Company**	**Food Company**	**Sales Company**	**WFOE, PSI, & Eliminations**	**Total**
Sales	$ 156,013,257	$ 21,743,518	$ 14,381,918	$ (26,642,157)	$ 165,496,536
Cost of Sales	137,498,825	16,237,740	13,874,597	(26,642,157)	140,969,005
Gross Profit	18,514,432	5,505,778	507,321		24,527,531
Operating (Loss)/Profit	17,418,690	4,976,812	(596,388)	(331,691)	21,467,422
Other Income (Expense)	(1,071,151)	(182,343)	70,239	1,976	(1,181,278)
Earnings before Tax	16,347,539	4,794,469	(526,149)	(329,715)	20,286,144
(Income Tax Expense)		(1,198,617)			(1,198,617)
Extraordinary Expense					
Net Income	$ 16,347,539	$ 3,595,852	$ (526,149)	$ (329,715)	$ 19,087,527

Eliminated Intercompany Sales of Products Sold Nine-month periods ended September 30, 2010

Sold From:	**Sold To:**	**Amount**
Food Company	Sales Company	$ 6,104,111
Meat Company	Sales Company	8,015,476
Meat Company	Food Company	12,522,570
		$ 26,642,157

Financial Position At December 31, 2009	**Meat Company**	**Food Company**	**Sales Company**	**WFOE, PSI, & Eliminations**	**Total**
Current Assets	$ 175,070,968	$ 54,889,689	$ 32,573,276	$ (172,646,851)	$ 89,887,082
Non Current Assets	24,795,021	18,567,360	232,971	528	43,595,880
Total Assets	**199,865,989**	**73,457,049**	**32,806,247**	**(172,646,323)**	**133,482,962**
Current Liabilities	123,737,988	61,796,444	40,265,515	(183,541,236)	42,258,711
Total Liabilities	123,737,988	61,796,444	40,265,515	(183,541,236)	42,258,711
Net Assets	76,128,001	11,660,605	(7,459,268)	10,894,913	91,224,251
	$ 199,865,989	**$ 73,457,049**	**$ 32,806,247**	**$ (172,646,323)**	**$ 133,482,962**

Total Liabilities & Net Assets	

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

Financial Position At September 30, 2010	**Meat Company**	**Food Company**	**Sales Company**	**WFOE, PSI, & Eliminations**	**Total**
Current Assets	$ 254,929,477	$ 88,624,763	$ 37,764,257	$ (241,145,644)	$ 140,172,853
Non Current Assets	24,295,755	18,291,575	171,696	446	42,759,472
Total Assets	**279,225,232**	**106,916,338**	**37,935,953**	**(241,145,198)**	**182,932,325**
Current Liabilities	184,880,011	91,354,215	46,085,571	(253,623,279)	68,696,517
Total Liabilities	184,880,011	91,354,215	46,085,571	(253,623,279)	68,696,517
Net Assets	94,345,221	15,562,123	(8,149,618)	12,482,081	114,235,808
Total Liabilities & Net Assets	**$ 279,225,232**	**$ 106,916,338**	**$ 37,935,953**	**$ (241,141,198)**	**$ 182,932,323**

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

17. Earnings Per Share

Components of basic and diluted earnings per share were as follows: -

		For the Nine months September 30, 2010		For the Nine months September 30, 2009
Net Income (A)	**$**	**19,087,527**	**$**	**4,719,876**
Basic Weighted Average Shares Outstanding (B)		21,136,392		17,272,756
Dilutive Shares:				
- Addition to Common Stock from Exercise of Placement Warrants				
- Addition to Common Stock from Contingent Shares Held in Escrow (Please refer to Note 19)				3,863,636
Diluted Weighted Average Shares Outstanding: (C)		21,136,392		21,136,392
Earnings Per Share:				
- Basic (A)/(B)	$	0.90	$	0.27
- Diluted (A)/(C)	$	0.90	$	0.22
Weighted Average Shares Outstanding:				
- Basic		21,136,392		17,272,756
- Diluted		21,136,392		21,136,392

18. Concentration of Risk

(A) Demand risk

The Company had concentrations of risk in demand for its products because its sales were made to a small number of customers.

(B) *Supply Risk*

The Company is subject to concentration of supply shortage risk because it purchases its materials for resale from a few select vendors. The Company s availability of supply is correlated with the few select vendors ability to meet the market demand. In 2007, the entire industry in the PRC faced a shortage in the supply of hogs.

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

19. Financing Transaction

On December 31, 2007, the Company, a Nevada corporation (Energroup or the Company), acquired Precious Sheen Investments Ltd. (PSI) in a reverse take-over transaction, by executing a Share Exchange Agreement (Exchange Agreement) by and among Energroup, PSI, and all of the shareholders of PSI s issued and outstanding share capital (the PSI Shareholders). PSI owned 100% of the equity in Chuming WFOE. Chuming WFOE is a holding company for the following three operating subsidiaries: (i) Meat Company, (ii) Food Company, and (iii) Sales Company, each of which is a limited liability company headquartered in, and organized under the laws of, China (also referred to elsewhere as the Chuming Operating Subsidiaries).

As a result of the reverse take-over transaction, PSI s Shareholders became Energroup s controlling shareholders and PSI became Energroup s wholly-owned subsidiary. As a result of PSI becoming Energroup s wholly-owned subsidiary, Energroup acquired the business and operations of Chuming and the Chuming Operating Subsidiaries.

Under the Exchange Agreement, Energroup completed the acquisition of all of the issued and outstanding shares of PSI through the issuance of 16,850,000 restricted shares of common stock of Energroup to PSI s Shareholders. Immediately prior to the Exchange Agreement transaction, the Company had 422,756 shares of common stock issued and outstanding. Immediately after the issuance of the shares to PSI s Shareholders, the Company had 17,272,756 shares of common stock issued and outstanding. The 422,756 shares of PSI were cancelled and 17,272,756 shares of Energroup were issued to reflect this reverse take-over transaction.

Concurrently with the Exchange Agreement, Energroup also entered into a Securities Purchase Agreement (the Purchase Agreement) pursuant to which Energroup agreed to issue and sell 3,863,636 shares of its common stock to ten accredited investors for an aggregate purchase price of $17,000,000 or $4.40 per share (the Financing). The closing of the Financing coincided with the Closing of the reverse take-over transaction.

In connection with the sales of securities to accredited investors under the securities purchase agreement, Hunter Wise Financial Group, LLC (the Placement Agent), was compensated with a commission of $1,190,000 which is equal to 7.00% of the aggregate purchase price and a warrant to purchase the 386,364 shares of the Company s common stock at an exercise price of $4.40 per share. At September 30, 2010, the Company had adequate authorized capital to issue common shares upon the exercise of the warrant.

At September 30, 2010, the total number of shares outstanding, on a fully diluted basis, is shown in the following table:

i.	Common shares outstanding prior to offering of securities	17,272,756
ii.	Common shares issued under securities purchase agreement	3,863,636
		21,136,392
iii.	Common shares issuable upon exercise of placement agent warrants	
		21,136,392

Energroup Holdings Corporation

Notes to Consolidated Financial Statements

As of September 30, 2010 and December 31, 2009

And for the nine months ended September 30, 2010 and 2009

(Stated in US Dollars)

In connection with a make good agreement related to the financing transaction on December 31, 2007, the Company s Chairman and CEO, Mr. Shi Huashan placed in escrow 3,863,636 shares, which were beneficially owned by him. These shares were to be released back to him if the Company met the following earnings targets of $15.9 million, and $20.9 million in after-tax net income for the years ended December 31, 2008, and 2009 respectively. The Company met the aforementioned targets. In accordance with SFAS 128, *Earnings per Share* (FASB ASC 260), for the sake of calculating the Company s earnings per share, the Company has accounted for the 3,863,636 escrowed shares as contingently issuable shares as such they were not included in the weighted average basic shares outstanding for nine months end September 30, 2009, but are included in the weighted average diluted shares outstanding for the same period. The escrowed shares have been released to the Chairman and CEO; therefore, for the nine months ended September 30, 2010, the 3,863,636 have been included in both basic and diluted weighted average shares outstanding. Please refer to Note 17.

In accordance with Topic 5.T of the Staff Accounting Bulletins (SAB 79), the Company had recorded compensatory expense for shares to be released from escrow by charging the Company s earnings and recording a corresponding increase to the Company s contributed paid in capital. The Company recorded $12,838,043 for the nine months ended September 30, 2009. The terms and conditions related to the signatures required to release the shares in escrow back to the Chairman and CEO have been modified under the settlement agreement. Refer to Note 20.

20. Sales

Chinese National Pork Reserve

In 2009, the PRC government established the Chinese National Pork Reserve with the mission of: (1) avoiding the risk of a supply shortage of pork, and (2) maintaining an orderly market for pork. The Chinese National Pork Reserve will be comprised of facilities located in eleven different cities nationwide. Dalian was selected as one of the eleven cities to host a facility.

On June 15, 2009, the Company s operating subsidiary, Meat Company, after passing a qualification process, was selected to be a supplier to the Chinese National Pork Reserve; accordingly, the Company signed a long-term supplier agreement with the Chinese National Pork Reserve. Under the terms of the agreement, the Company is to supply 30,000,000 kg of fresh pork to the Chinese National Pork Reserve, annually. The agreement provides guidelines whereby the facility must use up and replenish 10,000,000 kg of fresh meat (approximately 150,000 hogs) every four months. The Company s 2010 first three quarters sales was $165,496,536 of which $2,681,582 (RMB 18,278,738), representing 1.62% of total sales, consisted of fresh pork sold to the Chinese National Pork Reserve.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS

Note Regarding Forward-Looking Statements

This quarterly report on Form 10-Q and other reports filed by the Company from time to time with the Securities and Exchange Commission (collectively the Filings) contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, The Company s management as well as estimates and assumptions made by the Company s management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the filings, the words anticipate , believe , estimate , expect , future , intend , plan , or the negative of these terms and similar expressions as they relate to the Company or the Company s management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors (including the risks contained in the section of this report entitled Risk Factors) relating to the Company s industry, the Company s operations and results of operations, and any businesses that the Company may acquire. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results. Readers are urged to carefully review and consider the various disclosures made throughout the entirety of this quarterly report, which *attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations, and prospects.*

In this Form 10-Q, references to we , our , us , our company , Energroup or the Company refer to Energroup Holdings Corporation, a Nevada corporation.

OVERVIEW

Headquartered in the City of Dalian, Liaoning Province of the People s Republic of China (the PRC or China), we are a meat processing company primarily involved in the slaughtering, processing, packaging and distribution of pork and pork products. We also process and sell seafood, such as minced fillet products, which accounted for a small portion of our revenue (approximately 5.6%) in the third quarter of 2010.

We are the first pork producer in China to receive Green Food certification from China s Ministry of Agriculture. Green Food is an innovative certification program unique to China that is awarded to food processors who produce using environmentally sustainable methods and meet certain high technical standards of quality control, safety, and product quality and generate low levels of pollution. The Green Food certification is based on standards defined by the Codex Alimentarius Commission (CAC), a joint body of the United Nations Food and Agriculture Organization and the World Health Organization. We also received ISO 9001:2000 certification that covers our production, research and development and sales activities.

Currently we have a wholesale and retail distribution network and sell either directly or indirectly across northeast China, including supermarkets and hypermarkets.

As of September 30, 2010, we had 793 employees, of whom 397 were operating personnel, 309 were sales personnel, 41 were research and development personnel and 46 were administrative personnel.

Dalian Precious Sheen Investments Consulting Co., Ltd., or Chuming WFOE, is our holding company established in China for our three PRC operating subsidiaries, collectively referred to elsewhere in this report as the Chuming Operating Subsidiaries :

1. Dalian Chuming Slaughter and Packaging Pork Company Ltd. (Meat Company), whose primary business activity is acquiring, slaughtering and packaging of pork and cattle;

2. Dalian Chuming Processed Foods Company Ltd. (Food Company), whose primary business activity is the processing of raw and cooked meat products; and

3. Dalian Chuming Sales Company Ltd. (Sales Company), which is responsible for our sales, marketing and distribution operations.

The Chuming Operating Subsidiaries are spin-off constituents of a former parent company, Dalian Chuming Group Co., Ltd., or the Group . Chuming WFOE was incorporated in China as a wholly foreign owned enterprise in December 2007. Chuming WFOE is 100% owned by Precious Sheen Investments Limited (PSI), a holding company established in the British Virgin Islands in May 2007.

Pork is widely regarded as China s most important source of meat and is consumed at a much higher rate than other categories of meat. We believe that increasing levels of consumption of pork products in China is linked to the rapid development of the Chinese economy, urbanization and strong income growth.

Aside from increasing aggregate consumption, based on management s research, pork consumption patterns in recent years have shown two main characteristics. The first is that per capita pork is consumed at higher rates in the urban areas of China as opposed to rural areas, although the rate of growth in these urban consumption rates is relatively slight. The second is that consumers consumption preferences appear to have shifted from frozen meat to fresh meat, and from fat meat to lean meat, with a tendency toward high quality cuts. Management believes these trends continue to be very favorable to our business which is based on mechanized meat processing and sales to urban consumers.

Our total sales volume was 28,221 metric tons in the third quarter of 2010 and 36,376 metric tons in the third quarter of 2009.

Retail pork prices are an important component of China s Consumer Price Index (CPI), a key inflation indicator. In order to moderate increases in the CPI and maintain the living standard of its lower-income population, the Chinese government has implemented a number of policies to encourage pork production. Due to a shortage in supply, live hog prices rose significantly in 2008. However, during the first half of 2009, the average pork price declined as compared to the average price during the same periods in 2008. The decline in pork prices was due to a decline in demand which was the result of wide public perception that the swine flu epidemic in late April and early May affected the health and quality of pork produced during such time. In June 2009, in response to the decline in pork prices and demand, the Chinese government purchased and placed into storage large quantities of pork products. This was done to help reduce public fear that the pork supplies were contaminated due to the swine flu epidemic in an effort to cause the pork price to rebound to a reasonable level. This action by the PRC government helped to regain consumer confidence to increase the purchase of pork products, and as the demand began to rise, the prices of pork began to rise again in July 2009, and by the end of the year ultimately rose to a level higher than the prices seen during the first half of 2009. In the third quarter of 2010, pork prices trended higher due to consumer goods inflation in China, we expect this upward trend to continue through the end of the year.

In China, the pork processing industry remains fragmented, and we believe, inefficient. As smaller players experience pressure from margin compression and stricter government regulations, we believe scaled pork processors, like ourselves, will be positioned to make acquisitions on favorable terms in order to capture market share, gain scale, secure raw material, and access more customers. We expect that the combined factors of stricter hygiene regulations, increasing competition from well-financed players, and struggling meat suppliers, will induce industry consolidation in the coming years. We believe we are in a strong position to continue to take advantage of the Chinese government s support for leading pork producers, these market consolidation trends, and the emerging hog supply situation. Management believes that this is a long-term trend.

Given the current competitive market conditions, we constantly strive to impose strict quality control in our products and utilize state-of-art slaughtering and cutting lines (which are imported from Stork Co. of the Netherlands), to ensure our product quality, increase awareness of our brand and develop customer loyalty. Our research suggests that consumers in China are increasingly conscious of food safety and nutrition, and they using their purchasing power to demand safer and higher quality food products for their families.

We place a very high priority on food safety and integrity. For the feeds which are used for our hogs, we control and monitor our feed sources by acquiring feeds only from qualified suppliers who are licensed in the nation or the province, and then carry out comprehensive tests to ensure quality. All of our production lines have also passed the Hazard Analysis and Critical Control Point (HACCP) test, which is certified by Moody International Certification Ltd. Management anticipates that companies such as ours, with quality meat processing and modern logistics systems, will benefit as they capture market share and build consumer brand loyalty.

Management believes that we need to broaden our geographic sales network and diversify our customer base. Currently our distribution network is principally located in Liaoning Province, especially Dalian city. We have however expanded our sales network for fresh and processed food products to major large and medium cities in the three most northeast provinces of China. In the near future we need to further extend this network and penetrate all large and medium cities in the northeast provinces of China with all our products. A broader customer base will not only mitigate our reliance on certain big customers, but also bring us more opportunities. We believe a broader market for our products can increase demand for our products, reduce our vulnerability to market changes, and provide additional areas of growth in the future.

Our top five customers accounted for 34.7% for our total sales for the quarter ended September 30, 2010. We plan to position our business to diversify our customer base, which is expected to lower this percentage gradually in the future.

Management presently anticipates continued growth in volume of sales. Nevertheless, our ability to meet increased customer demand and maintain profitability will however continue to depend on factors such as our production capacity, availability of working capital, input costs, as well as the other factors described throughout this report.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our management s discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements.

While our significant accounting policies are more fully described in Note 2 to our combined financial statements included in this report, we believe that the following accounting policies are the most critical to aid you in fully understanding and evaluating this management discussion and analysis:

Method of Accounting

We maintain our general ledger and journals with the accrual method accounting for financial reporting purposes. The financial statements and notes are representations of management. Accounting policies adopted by us conform to generally accepted accounting principles in the United States of America and have been consistently applied in the presentation of financial statements, which are compiled on the accrual basis of accounting.

Principles of Consolidation

The consolidated financial statements, which include the Company and its subsidiaries, are compiled in accordance with generally accepted accounting principles in the United States of America. All significant inter-company accounts and transactions have been eliminated. The consolidated financial statements include 100% of assets, liabilities, and net income or loss of those wholly-owned subsidiaries.

The Company has owned the three operating subsidiaries since December 31, 2007 as a result of a reverse merger consummated via share exchange. Control of our operating subsidiaries (through the Company, its subsidiaries, predecessors or other entities) was consistently held prior to and after the reverse merger. We also own two intermediary holding companies. As of September 30, 2010, the detailed identities of the consolidating subsidiaries are as follows:

Name of Company	**Place of Incorporation**	**Attributable Equity Interest**	**Registered Capital**	
Precious Sheen Investments Limited	BVI	100%	USD	10,000
	PRC	100%	RMB	105,241,234

Dalian Chuming Precious Sheen Investment Consulting Co., Ltd.				
Dalian Chuming Slaughtering & Pork Packaging Co. Ltd.	PRC	100%	RMB	10,000,000
Dalian Chuming Processed Foods Co. Ltd.	PRC	100%	RMB	5,000,000
Dalian Chuming Sales Co. Ltd.	PRC	100%	RMB	5,000,000

The consolidation of these operating subsidiaries into a newly formed holding company i.e. the Company is permitted by United States GAAP: ARB51 paragraph 22 and 23.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States 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. Management makes these estimates using the best information available at the time the estimates are made; however, actual results could differ materially from these estimates.

Accounts Receivable

We extend unsecured, non-interest bearing credit to our customers; accordingly, we carry an allowance for doubtful accounts, which is an estimate, made by management. Management makes its estimate based on prior experience rates and assessment of specific outstanding customer balances. Management may extend credit to new customers who have met the criteria of our revised credit policy.

Inventory Carrying Value

Inventory, consisting of raw materials in the form of livestock, work in progress, and finished products, is stated at the lower of cost or market value. Finished products are comprised of direct materials, direct labor and an appropriate proportion of overhead. Periodic evaluation is made by management to identify if inventory needs to be written down because of damage or spoilage. Cost is computed using the weighted average method.

Property, Plant, and Equipment

Property, Plant, and Equipment are stated at cost. Repairs and maintenance to these assets are charged to expense as incurred; major improvements enhancing the function and/or useful life are capitalized. When items are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gains or losses arising from such transactions are recognized.

Property and equipment are depreciated using the straight-line method over their estimated useful life with a 5% salvage value. Their useful lives are as follows:

Fixed Asset Classification	**Useful Life**
Land Improvements	10 years
Buildings	20 years
Building Improvements	10 years
Manufacturing Machinery & Equipment	10 years
Office Equipment	5 years

Furniture & Fixtures	5 years
Vehicles	5 years

Land Use Rights

Land Use Rights are stated at cost less accumulated amortization. Amortization is provided over its useful life, using the straight-line method. The useful life of the land use right is 50 years.

Customer Deposits

Customer Deposits represents money we have received in advance for purchases of pork and pork products. We consider customer deposits as a liability until products have been shipped and revenue is earned. We collect a damage deposit (as a deterrent) recorded on other payable from showcase store operators as a means of enforcing the proper use of our trademark. We carry the amount of these deposits as a current liability because we will return the deposit to the operator when we cease to conduct business with the operator.

Statutory Reserve

Statutory reserve refers to the amount appropriated from the net income in accordance with laws or regulations, which can be used to recover losses and increase capital, as approved, and, are to be used to expand production or operations. PRC laws prescribe that an enterprise operating at a profit, must appropriate, on an annual basis, from its earnings, an amount to the statutory reserve to be used for future company development. Such an appropriation is made until the reserve reaches a maximum equaling 50% of the enterprise s registered capital.

Earnings Per Share

We compute earnings per share (EPS) in accordance with Statement of Financial Accounting Standards No. 128, Earnings per share (FASB ASC 260), and SEC Staff Accounting Bulletin No. 98 (SAB 98). FASB ASC 260 requires companies with complex capital structures to present basic and diluted EPS. Basic EPS is measured as the income or loss available to common shareholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., contingent shares, convertible securities, options, and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

Recent Accounting Pronouncements

See Note 2(Z) to the consolidated financial statements included in Item 1 of this Quarterly Report of Form 10-Q for discussions on recently issued accounting announcements. We are currently evaluating the potential impact, if any, of the adoption of the above recent accounting pronouncements on our consolidated results of operations and financial condition.

Related Party Receivable and Payable

In the normal course of business which includes the purchase of hogs and other raw materials, and the sale of pork and pork products, the Company conducts transactions with certain related parties that are not consolidated into the Company. The Company and these related parties share common beneficial ownership. All transactions with related parties are generally performed at arm s length. In the event that we have both receivables from, and payables to these related parties, we will set off the balances in order to arrive at a single balance that is either due from, or due to these related parties.

RESULTS OF OPERATIONS

Comparison of Three Months Ended September 30, 2010 and September 30, 2009.

The following table sets forth the results of our operations for the periods indicated as a percentage of net sales:

The following table sets forth the results of our operations for the periods indicated as a percentage of net sales:

		Quarter Ended September 30, 2010	% of Sales	Quarter Ended September 30, 2009	% of Sales
Sales	$	55,701,960	100.00%	67,821,080	100%
Cost of Sales		(47,934,479)	86.06%	(57,246,206)	84.41%
Gross Profit		7,767,481	13.94%	10,574,874	15.59%
Selling Expenses		(491,412)	0.88%	(706,664)	1.04%
General & Administrative Expenses		(538,382)	0.97%	(614,806)	0.91%
Total Operating Expense		(1,029,794)	1.85%	(1,321,470)	1.95%
Operating Income / (Loss)		6,737,687	12.10%	9,253,405	13.64%
Other Income (Expense)		(442,108)	0.79%	(4,814,163)	7.10%
Earnings Before Tax		6,295,579	11.30%	4,439,242	6.55%
(Income Tax Expense) / Deferred Tax Benefit		(318,101)	0.57%	(686,232)	1.01%
Net Income	$	5,977,478	10.73%	3,753,010	5.53%
Earnings Per Share					
Basic	$	0.29		0.22	
Diluted		0.29		0.18	
Weighted Average Shares Outstanding					
Basic		21,136,392		17,272,756	
Diluted		21,136,392		21,136,392	

Sales. Our sales include revenues from sales of our fresh pork, frozen pork, and processed food products. During the quarter ended September 30, 2010, we had sales of $55,701,960, as compared to the sales of $67,821,080 for the quarter ended September 30, 2009, a decrease of approximately 17.87%. Our sales for our various product categories in the third quarter of 2010 are summarized as follows:

Sales by product category, in dollars:		Third Quarter 2010 (amount)	% of Total Sales		Third Quarter 2009 (amount)	% of Total Sales	% increase from 2009 to 2010
Fresh Pork	$	44,091,608	79.16%	$	48,102,469	70.93%	-8.34%
Frozen Pork		4,539,405	8.15%		8,244,934	12.16%	-44.94%
Processed Food Products		7,070,947	12.69%		11,473,677	16.92%	-38.37%
Total Sales	$	55,701,960	100%	$	67,821,080	100%	-17.87%

Sales by product category, by weight of product (metric tons):	Third Quarter 2010 (Weight in tons)	% of Total Sales	Third Quarter 2009 (Weight in tons)	% of Total Sales	% change from 2009 to 2010
Fresh Pork	23,058	81.71%	28,322	77.86%	-18.59%
Frozen Pork	2,736	9.69%	4,196	11.54%	-34.80%
Processed Food Products	2,427	8.60%	3,858	10.61%	-37.09%
Total Sales	28,221	100%	36,376	100%	-22.42%

We believe that the decreases in sales revenue and sales volume in fresh pork, frozen pork and processed pork products arises from short supply of live pigs.

In the third quarter of 2010, we increased our average per-kilogram sales price for fresh pork products and decreased our average per-kilogram sales price for frozen pork and processed food products. These changes were in-line with changes in the market price for those products. In the third quarter of 2010, our sales volume by weight of fresh pork decreased as compared to the third quarter of 2009 by 18.59%. Our revenue for fresh pork, however, decreased by 8.34%, given lower sales volume by weight but higher average per-kilogram sales price for this product category. For frozen pork and processed food products, our sales volume by weight decreased by 34.80% and 37.09%, respectively, and because of lower average per-kilogram prices to customers, our sales revenue for those two product category decreased by 44.94% and 38.37%, respectively.

The following table shows the change in the average price per kilogram for our product to consumers in the quarter ending September 30, 2010, as compared to the same quarter last year:

	Average Per-Kilogram Price to Customers (in US$)			
	Third quarter of 2010	Third quarter of 2009	% change	Change in Price
Fresh Pork	$ 1.91	$ 1.70	12.59%	$ 0.21
Frozen Pork	$ 1.66	$ 1.96	-15.56%	$ -0.31
Processed Food Products	$ 2.91	$ 2.97	-2.04%	$ -0.06

Cost of Sales. Cost of sales for the third quarter of 2010 decreased by $9,311,727 or approximately 16.27%, from $57,246,206 for the three months ended September 30, 2009 to $47,934,479 for the three months ended September 30, 2010. The decrease was principally attributable to the decrease in both the sales revenue and sales volume for our three product categories in the third quarter of 2010 as compared to the same period in the prior year. Our cost of sales for our various product categories in the third quarter of each of 2010 and 2009 is summarized and shown as a percentage of overall cost of sales in the following chart:

Product Category	Cost of Sales Third quarter 2010	% of Overall Cost of Sales	Cost of Sales Third Quarter 2009	% of Overall Cost of Sales	% Change from 2009 to 2010
Fresh Pork	$ 38,630,093	80.59%	$ 41,643,459	72.74%	-7.24%
Frozen Pork	3,763,846	7.85%	7,093,774	12.39%	-46.94%
Processed Food Products	5,540,540	11.56%	8,508,973	14.86%	-34.89%
Total Cost of Sales	$ 47,934,479	100%	$ 57,246,206	100%	-16.27%

The following table shows our cost of sales in the third quarter of each of 2010 and 2009 as a percentage of sales within each product group.

Product Category:	Cost of Sales Third quarter 2010	% of Product Group Sales	Cost of Sales Third quarter 2009	% of Product Group Sales	% Change in Product Group Sales
Fresh Pork	$ 38,630,093	87.61%	$ 41,643,459	86.57%	1.04%
Frozen Pork	3,763,846	82.91%	7,093,774	86.04%	-3.12%
Processed Food Products	5,540,540	78.36%	8,508,973	74.16%	4.20%
Total Cost of Sales	$ 47,934,479	86.06%	$ 57,246,206	84.41%	1.65%

The following table shows the estimated average per-kilogram price we paid for live pigs in the first, second and third quarters of 2010 and 2009:

	Average Unit Price Per Kilogram in 2010 (in US$)	Average Unit Price Per Kilogram in 2009 (in US$)	Price Increase/(Decrease) (in US$)	% Increase/(Decrease) from 2009 to 2010
First Quarter	1.59	1.77	(0.18)	(10.17)%
Second Quarter	1.54	1.50	0.04	2.67%

Third Quarter	1.87	1.75	0.12	6.86%
Fourth Quarter	N/A	1.70	N/A	N/A

Gross Profit. Gross profit was $7,767,481 for the three months ended September 30, 2010 as compared to $10,574,874 for the three months ended September 30, 2009, representing a decrease of $2,807,393, or approximately 26.55%. Management attributes the decrease in gross profit to decreased sales volume of the three product categories. Our gross profit as a percentage of sales was 13.94% in the third quarter of 2010, as compared to 15.59% in the third quarter of 2009.

The following table presents our gross profit for the three months ended September 30, 2010 and 2009. The table below also shows the percentage of gross profit for each of our product groups, as a percentage of sales for that product group.

Product Group		**Gross Profit Third quarter of 2010**	**% of Product Group Sales**		**Gross Profit Third quarter of 2009**	**% of Product Group Sales**	**% increase from Third quarter of 2009 to Third quarter of 2010**
Fresh Pork	$	5,461,515	12.39%	$	6,459,010	13.43%	-15.44%
Frozen Pork		775,559	17.09%		1,151,160	13.96%	-32.63%
Processed Food Products		1,530,407	21.64%		2,964,704	25.84%	-48.38%
Total Gross Profit	$	7,767,481	13.94%	$	10,574,874	15.59%	-26.55%

In the third quarter of 2010, the gross profit of fresh pork decreased by 15.44% as compared to the same period last year, principally due to the increase in average per-kilogram price we paid for live pigs. Processed food products continued to yield a gross profit margin that was the highest among all the product groups. The gross profit of the frozen pork products segment decreased by 32.63%, as compared to the same period last year, primarily due to a decrease in both sales volume and average price to customers in that product.

Selling Expenses. Selling expenses totaled $491,412 for the three months ended September 30, 2010 as compared to $706,664 for the three months ended September 30, 2009, a decrease of $215,252 or 30.46%. This decrease is primarily due to the decrease in sales revenue which resulted in proportionate decreases in outbound fright and salary for the sales force.

General and Administrative Expenses. General and administrative expenses totaled $538,382 for the three months ended September 30, 2010 as compared to $614,806 for the three months ended for the same period in 2009, a decrease of $76,424 or 12.43%. This change is primarily attributable to decrease in sales revenue.

Other income (Expense). Our other income (expense) consists of interest income, other expenses, and interest expense. In the third quarter of 2010, we had other income of $197,646 which included a government subsidy, as compared to $7,204 for the third quarter of 2009. Our total other expense in the third quarter of 2010 decreased by $4,372,055, or 90.82% as compared to the same period in 2009. This decrease in total other expenses is primarily attributable to an increase in interest expense on bank indebtedness and the compensation expense in the amount of $4,619,816 arising from the release of 3,863,636 of our shares from an escrow arrangement entered into as part of a private equity financing consummated by us in December 2007, which is not present in 2010. See Note 19 of the consolidated financial statements included in Item 1 of this quarterly report on Form 10-Q.

Net Income. Net income for the three months ended September 30, 2010 was $5,977,478 as compared to $3,753,010 for the same period in 2009, an increase of $2,224,468 or 59.27%. This increase in net income is attributable to decreases in other expense which resulted from the compensation expense in the comparable quarter for 2009 described above and in income tax, and an increase in other income.

Comparison of Nine Months Ended September 30, 2010 and September 30, 2009.

The following table sets forth the results of our operations for the periods indicated as a percentage of net sales:

		Nine months ended September 30, 2010	% of Sales		Nine months ended September 30, 2009	% of Sales
Sales	$	165,496,536	100.00%	$	156,852,674	100.00%
Cost of Sales		(140,969,005)	85.18%		(133,615,742)	85.19%
Gross Profit		24,527,531	14.82%		23,236,932	14.81%
Selling Expenses		(1,125,722)	0.68%		(2,079,027)	1.33%
General & Administrative Expenses		(1,934,387)	1.17%		(1,885,651)	1.20%
Total Operating Expense		(3,060,109)	1.85%		(3,964,678)	2.53%
Operating Income / (Loss)		21,467,422	12.97%		19,272,254	12.29%
Other Income (Expense)		1,181,278	0.71%		(13,110,960)	8.36%
Earnings Before Tax		20,286,144	12.26%		6,161,294	3.93%
(Income Tax Expense) / Deferred Tax Benefit		(1,198,617)	0.72%		(1,441,418)	0.92%
Net Income	$	19,087,527	11.53%	$	4,719,876	3.01%
Earnings Per Share						
Basic	$	0.90		$	0.27	
Diluted		0.90			0.22	
Weighted Average Shares Outstanding						
Basic		21,136,392			17,272,756	
Diluted		21,136,392			21,136,392	

Sales. During the nine months of 2010, we had sales of $165,496,536 as compared to $156,852,674 for the nine months of 2009, an increase of $8,643,862 or approximately 5.51%. Our sales for our various product categories in the nine months of 2010 and 2009 are summarized as follows:

Sales by product category, in dollars:		Nine months ended September 30, 2010	% of Total Sales		Nine months ended September 30, 2010	% of Total Sales	% increase from 2009 to 2010
Fresh Pork	$	132,620,626	80.13%	$	115,951,472	73.92%	14.38%
Frozen Pork		11,110,168	6.71%		16,686,335	10.64%	-33.42%
Processed Food Products		21,765,732	13.15%		24,214,867	15.44%	-10.11%
Total Sales	$	165,496,536	100%	$	156,862,674	100%	5.51%

Sales by product category, by weight of product (metric tons):	Nine months ended September 30, 2010 (Weight in tons)	% of Total Sales	Nine months ended September 30, 2009 (Weight in tons)	% of Total Sales	% change from 2009 to 2010
Fresh Pork	73,919	82.79%	64,471	78.07%	14.65%
Frozen Pork	7,679	8.60%	9,763	11.82%	-21.35%
Processed Food Products	7,692	8.61%	8,351	10.11%	-7.89%
Total Sales	89,290	100%	82,585	100%	8.12%

In the nine months of 2010, we decreased our average per-kilogram sales price for fresh pork, frozen pork and processed food products to our customers. These changes were in line with changes in the market price for these products. In the nine months of 2010, our sales volume of fresh pork increased, with the fresh pork category continuing to experience growth both in sales volume by weight

and in terms of sales revenue. Our sales revenue for frozen pork decreased due to reductions in the average per-kilogram price to customers and a correct consumer trend away from frozen pork products to fresh pork products. For processed food products, our sales volume decreased by 7.89%, and because of lower per-kilogram prices, our sales revenue for this product category decreased by 10.11%. Management believes that changes in sales revenue in our product categories reflects consumer demand for our products in the periods presented.

The following table shows the change in the average price per-kilogram for our product to consumers in the nine months of 2010, as compared to the same period last year:

	Average Per-Kilogram Price to Customers (in US$)			
	Nine months ended September 30, 2010	Nine months ended September 30, 2009	% change	Change in Price
Fresh Pork	$ 1.79	$ 1.80	-0.24%	$ -0.01
Frozen Pork	$ 1.45	$ 1.71	-15.35%	$ -0.26
Processed Food Products	$ 2.83	$ 2.90	-2.41%	$ -0.07

Although we also sell our products through sales agents, our principal sales channels consist of Chuming-branded showcase stores, supermarkets and restaurants and canteens, each of which are owned by third parties. The following table summarizes the changes in the number of participants within these sales channels:

	Sales Channels		
As of September 30,	Showcase Stores	Supermarkets	Restaurants and Canteens
2010	987	646	6,018
2009	924	572	5,013

As shown in the table above, as of September 30, 2010, as compared to September 30, 2009, we significantly increased the number of participants in all three of these sales channels. We believe the sales from supermarkets are likely to continue to yield higher profit margins. Their orders tend to be large and stable in quantity, and they usually have better credit. The increase in the number of these participants has contributed to increased sales volume for the nine months ended September 30, 2010.

Cost of Sales. Cost of sales for the nine months of 2010 increased by $7,353,263 or approximately 5.50%, from $133,615,742 for the nine months of 2009 to $140,969,005 for the nine months of 2010. The increase was principally attributable to the increase in the sales volume of fresh pork for the nine months of 2010 as compared to the same period in 2009. Our cost of sales for our various product categories in the nine months of each of 2010 and 2009 is summarized and shown as a percentage of overall cost of sales in the following chart:

Product Category	Cost of Sales Nine Months ended September 30, 2010	% of Overall Cost of Sales	Cost of Sales Nine Months ended September 30, 2009	% of Overall Cost of Sales	% Change from 2009 to 2010
Fresh Pork	$ 115,539,737	81.96%	$ 101,328,631	75.84%	14.02%

Frozen Pork		9,169,468	6.50%	14,405,427	10.78%	-36.35%
Processed Food Products		16,259,800	11.53%	17,881,684	13.38%	-9.07%
Total Cost of Sales	$	140,969,005	100% $	133,615,742	100%	5.50%

The following table shows our cost of sales in the nine months of 2010 and 2009 as a percentage of sales within each product group:

Product Category		Cost of Sales Nine Months ended September 30, 2010	% of Product Group Sales		Cost of Sales Nine Months ended September 30, 2009	% of Product Group Sales	% of Change from 2009 to 2010
Fresh Pork	$	115,539,737	87.12%	$	101,328,631	87.39%	-0.27%
Frozen Pork		9,169,468	82.53%		14,405,427	86.33%	-3.80%
Processed Food Products		16,259,800	74.70%		17,881,684	73.85%	0.86%
Total Cost of Sales	$	140,969,005	85.18%	$	133,615,742	85.19%	-0.01%

Gross Profit. Gross profit was $24,527,531 for the nine months of 2010 as compared to $23,236,932 for the nine months of 2009, representing an increase of $1,290,599, or approximately 5.55%. Our gross profit as a percentage of sales was 14.82% for the nine months of 2010 as compared to 14.81% in the nine months of 2009.

The following table presents our gross profit and gross profit margin for each of our product groups for the nine months of 2010 and 2009:

Product Group		Gross Profit Nine months ended September 30, 2010	% of Product Group Sales		Gross Profit Nine months ended September 30, 200	% of Product Group Sales	% of Change from 2009 to 2010
Fresh Pork	$	17,080,899	12.88%	$	14,222,841	12.27%	20.09%
Frozen Pork		1,940,700	17.47%		2,680,908	16.07%	-27.61%
Processed Food Products		5,505,932	25.30%		6,333,183	26.15%	-13.06%
Total Gross Profit	$	24,527,531	14.82%	$	23,236,932	14.81%	5.55%

In the nine months of 2010, the gross profit of fresh pork increased by 20.09%, as compared to the same period last year. The gross profit for frozen pork and processed food products decreased by 27.61% and 13.06%, respectively, due to lower per-kilogram sales prices to customers.

Selling Expenses. Selling expenses totaled $1,125,722 for the nine months of 2010 as compared to $2,079,027 for the nine months of 2009, a decrease of $953,305 or 45.85%. This decease is mainly due to an decrease in outbound fright.

General and Administrative Expenses. General and administrative expenses totaled $1,934,387 for the nine months of 2010 as compared to $1,885,651 for the nine months of 2009, an increase of $48,736 or 2.58%. This change is primarily attributable to increased fees charged by local government.

Other income (Expense). Our other income (expense) consists of interest income, other expenses, and interest expense. In the nine months of 2010, we had other income of $227,939 which included a government subsidy, as compared to $35,552 for the nine months of 2009. Our total other expense in the nine months ended September 30, 2010 decreased by $11,929,682 or approximately 90.99% as compared to the same period in 2009. This decrease in total other expense is primarily attributable to the 2009 compensation expense in the amount of $12,838,043 arising from the release of our 3,863,636 shares from an escrow arrangement entered into as part of a private equity financing consummated by us in December 2007, which is not present in 2010. See Note 19 of the consolidated financial statements.

Net Income. Net income for the nine months of 2010 was $19,087,527 as compared to $4,719,876 for the same period in 2009, an increase of $14,367,651 or 304.41%. This large increase in net income is primarily attributable to the increase in sales revenue, the 2009 compensatory expense as discussed above, as well as the increase of the other income.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

Nine months Ended September 30, 2010

As of September 30, 2010, we had cash and cash equivalents of $23,993,544, other current assets of $116,179,309 and current liabilities of $68,696,517. At September 30, 2009, we had $14,670,937 in cash and cash equivalents. We presently finance our operations primarily with cash flows from our operations, and we anticipate that this will continue to be our primary source of funds to finance our short-term cash needs. If we require additional capital to expand or enhance our existing facilities, we will consider debt or equity offerings or institutional borrowings as potential means of financing.

Net cash used in operating activities was $26,898,810 for the nine months of 2010 as compared to net cash sourced from operating activities of $881,330 for the nine months of 2009. This is primarily attributable to increases in account receivable and inventory.

Net cash used in investing activities was $20,783,652 for the nine months of 2010 as compared to $3,932,762 for the nine months of 2009. This is primarily attributable to the increased funds in restricted cash account. See Note 3 of the consolidated financial statements.

Net cash sourced from financing activities was $27,467,874 for the nine months of 2010 as compared to $10,253,095 for the nine months of 2009. This increase resulted principally from an increase in our borrowings from banks during the nine months of 2010 as compared to the same period of 2009. These additional borrowings are short-term loans, and were used for operational purposes.

Capital Commitments

We have been following a policy of relaxing our credit policy for an increasing number of our major customers, permitting them up to a 75-days grace period for payment for goods, where previously no such grace period was provided. Management expects that in the short term, this revised credit policy will result in an increase in accounts receivable, and a corresponding reduction in our cash position. Management does not anticipate that this change in our credit policy will result in any deficiency of working capital. Over the nine months of 2010, however, net accounts receivable increased from $39,876,187 as of December 31, 2009 to $40,858,902. This increase was primarily due to the increase in sales revenue.

Uses of Liquidity

Our cash requirements through the end of fiscal 2010 will be primarily to fund daily operations for the growth of our business. Management will consider acquiring additional manufacturing capacity for processed foods in the future to strengthen and stabilize our manufacturing base.

Sources of Liquidity

Our primary sources of liquidity for our short-term cash needs are expected to be from cash flows generated from operations and cash and cash equivalents currently on hand. We believe that we will be able to borrow additional funds if needed.

We believe our cash flow from operations together with our cash and cash equivalents currently on hand will be sufficient to meet our needs for working capital, capital expenditure and other commitments through the end of 2010. For our long-term cash needs, we may consider a number of alternative financing opportunities, which may include debt and equity financing. No assurance can be made that such financing will be available to us, and adequate funds may not be available on terms acceptable to us. If additional funds are raised through the issuance of equity securities, dilution to existing shareholders may result. If funding is insufficient at any time in the future, we will develop or enhance our product or services and expand our business through our own cash flows from operations.

As of September 30, 2010, we had outstanding $43,410,072 in aggregate borrowings from Bank of China, Shanghai Pudong Development Bank, Huaxia Bank, Bank of East Asia and China Minsheng Banking Corp., Ltd. under short-term loans, on which we pay interest at average rates of 5.67% per annum. As of September 30, 2010, we did not have any standby letters of credit or standby repurchase obligations. We intend to satisfy our short-term debt obligations that mature over the next 12 months through either additional short-term bank loans, in most cases by rolling the maturing loans into new short-term loans with the same lenders, or equity financings in the public capital market.

Foreign Currency Translation Risk

Our operations are, for the most part, located in the PRC, and we earn our revenue in Chinese Renminbi (RMB). However, we report our financial results in U.S. dollars using the closing rate method. As a result, fluctuations in the exchange rates between Chinese RMB and the U.S. dollar will affect our reported financial results. The balance sheet items are translated into U.S. dollars using the exchange rates at the respective balance sheet dates. The capital and various reserves are translated at historical exchange rates prevailing at the time of the transactions while income and expenses items are translated at the average exchange rate for the period. All exchange differences are recorded within equity. The foreign currency translation adjustment for the nine months of 2010 was $2,224,030, as compared to $1,773,476 for the nine months of 2009, both of which were gains.

During 2003 and 2004 the exchange rate of RMB to the dollar remained constant at 8.26 RMB to the dollar. On July 21, 2005, the Chinese government adjusted the exchange rate from 8.26 to 8.09 RMB to the dollar. In 2008, the RMB continued to appreciate against the U.S. dollar. As of September 30, 2010, the market foreign exchanges rate was increased to 6.6981 RMB to one U.S. dollar. As a result, the ongoing appreciation of RMB to U.S. dollar may negatively impact our gross margins in the future.

Contractual Obligations and Off-Balance Sheet Arrangements

Contractual Obligations

We have certain fixed contractual obligations and commitments that include future estimated payments. Changes in our business needs, cancellation provisions, changing interest rates, and other factors may result in actual payments differing from the estimates. We cannot provide certainty regarding the timing and amounts of payments. We have presented below a summary of the most significant assumptions used in our determination of amounts presented in the tables in order to assist in the review of this information within the context of our consolidated financial position, results of operations, and cash flows.

The following tables summarize our contractual obligations as of September 30, 2010, and the effect these obligations are expected to have on our liquidity and cash flows in future periods.

	Payments Due by Period								
		Total		Less than 1 year		1-3 Years		3-5 Years		5 Years +
Contractual Obligations :										
Bank Indebtedness	$	43,410,072	$	43,410,072	$		$		$	
Other Indebtedness	$		$		$		$		$	
Capital Lease Obligations	$		$		$		$		$	
Operating Leases	$		$		$		$		$	
Purchase Obligations	$	79,147,744	$	79,147,744	$		$		$	
Total Contractual Obligations:	$	122,557,816	$	122,557,816	$		$			

As indicated in the table, as of September 30, 2010, we had $79,147,744 in purchase obligations, which relates to our agreement for the purchase and sale of hogs. On December 19, 2007, we entered into a hog purchase agreement whereby the Group will provide, at fair market prices, a minimum number of hogs to us.

At September 30, 2010, management projected minimum quantities of hogs as detailed in the following table:

Year	Hogs	Price Per Hog	Amount
2010 (October to Dec)	384,511	$ 205.84	$ 79,147,744

For purposes of estimating future payments, we project that the fair market price of the hogs will increase by 10% each year. The assumption of 10% reflects our expectations with regard to inflation and the rising costs of inputs in breeding livestock.

Off-Balance Sheet Arrangements

We have not entered into any other financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder s equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We do not use derivative financial instruments in our investment portfolio and have no foreign exchange contracts. Our financial instruments consist of cash and cash equivalents, trade accounts receivable, accounts payable and long-term obligations. We consider investments in highly liquid instruments purchased with a remaining maturity of 90 days or less at the date of purchase to be cash equivalents. However, in order to manage the foreign exchange risks, we may engage in hedging activities to manage our financial exposure related to currency exchange fluctuation. In these hedging activities, we might use fixed-price, forward, futures, financial swaps and option contracts traded in the over-the-counter markets or on exchanges, as well as long-term structured transactions when feasible.

Interest Rates. Our exposure to market risk for changes in interest rates relates primarily to our short-term investments and short-term obligations; thus, fluctuations in interest rates would not have a material impact on the fair value of these securities. At September 30, 2010, we had approximately $23,993,544 in cash and cash equivalents. A hypothetical 10% increase or decrease in interest rates would not have a material impact on our earnings or loss, or the fair market value or cash flows of these instruments.

Foreign Exchange Rates. All of our sales and inputs are transacted in RMB. As a result, changes in the relative values of U.S. dollars and RMB affect our reported levels of revenues and profitability as the results are translated into U.S. dollars for reporting purposes. However, since we conduct our sales and purchase inputs in RMB, fluctuations in exchange rates are not expected to significantly affect our financial stability or gross and net profit margins. We do not currently expect to incur significant foreign exchange gains or losses, or gains or losses associated with any foreign operations.

Our exposure to foreign exchange risk primarily relates to currency gains or losses resulting from timing differences between the signing of sales contracts and the settling of these contracts. Furthermore, we translate monetary assets and liabilities denominated in other currencies into RMB, the functional currency of our operating business. Our results of operations and cash flow are translated at average exchange rates during the period, and assets and liabilities are translated at the unified exchange rate as quoted by the People s Bank of China at the end of the period. Translation adjustments resulting from this process are included in accumulated other comprehensive income in our statement of stockholders equity. We recorded net foreign currency gains of $2,224,030 and

$1,773,476 in the nine months ended September 30, 2010 and 2009, respectively. We have not used any forward contracts, currency options or borrowings to hedge our exposure to foreign currency exchange risk. We cannot predict the impact of future exchange rate fluctuations on our results of operations and may incur net foreign currency losses in the future. As our sales denominated in foreign currencies, such as RMB, continue to grow, we may consider using arrangements to hedge our exposure to foreign currency exchange risk.

Our financial statements are expressed in U.S. dollars, but the functional currency of our operating subsidiaries is RMB. The value of an investment in our stock will be affected by the foreign exchange rate between U.S. dollars and RMB. A decline in the value of RMB against the U.S. dollar could reduce the U.S. dollar equivalent amounts of our financial results, the value of an investment in our company and the dividends we may pay in the future, if any, all of which may have a material adverse effect on the price of our stock.

ITEM 4T. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including its chief executive officer and Interim Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of September 30, 2010, we carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and our Interim Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this Quarterly Report on Form 10-Q. Our chief executive officer and our Interim Chief Financial Officer, solely as a result of the significant weaknesses in internal control over financial reporting described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, our chief executive officer and our Interim Chief Financial Officer have concluded that the Company s disclosure controls and procedures were ineffective.

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during the quarter ended September 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

As of September 30, 2010, the Company had yet to become compliant with SOX 404 and maintain effective internal controls; however, the progress of the Company s remedial measures is detailed below. The Company expects to be compliant by the fiscal year ending December 31, 2010.

A material weakness is a significant deficiency, or combination of significant deficiencies that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements presented will not be prevented or detected. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects a company s ability to initiate, authorize, record, process or report external financial data reliably in accordance with GAAP such that there is more than a remote likelihood that a misstatement of the annual or interim financial statements presented that is more than inconsequential will not be prevented or detected.

At September 30, 2010, management has identified the following material weaknesses in our internal control over financial reporting, and has proposed the following plan of implementation with respect to each material weakness:

- *Weakness:* The Company s board of directors has yet to pass a formal resolution to put in place a strategic plan and framework in order to comply with the regulations placed on issuers concerning internal controls.

Implementation Plan: The board of directors intends to pass a resolution to adopt the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Framework which provides for a structure to establish a control environment, risk assessment, control activities, information and communication, and monitoring of effective internal controls. The board also intends that the Chief Executive Officer shall be made to take ultimate ownership of establishing an effective internal control system.

As of September 30, 2010, the Company had not yet passed a formal resolution, however, Board has instructed Ms. Ma Feng Qin, a Board Member, to take charge of the implementation of a system of an internal control system that will ultimately meet the goal of compliance with SOX 404 Act. In March 2010, the Company appointed two new independent directors who have experience in US public companies and whose expertise in US financial reporting standards is expected to be contributed to the Company. In addition, the Company has established an audit committee comprising of independent directors, which is expected to play an important role in enhancing the Company s processes and procedures relating to internal control and corporate reporting including financial reporting.. The Company is in the process of identifying and hiring more professionals with experience in SOX 404 to enable the Company to effectively address this issue.

- *Weakness:* The Company accounting department is currently understaffed and lacks personnel with expertise in US GAAP and SEC reporting standards.

Implementation Plan: The Company is currently in the hiring process for a senior financial accounting officer and staff accountants to fulfill the demands and rigors of being a US public reporting company. The Company will also provide training to existing employees on the requirements of US GAAP and SEC Reporting standards.

As of September 30, 2010, the Company has hired an Interim Chief Financial Officer, however, as of the date hereof the Company continues to seek actively candidates for a senior financial reporting officer knowledgeable in US GAAP and SEC Reporting standards. Upon hiring of a senior financial reporting officer, that individual could further hire and train personnel as needed.

- *Weakness:* The Company does not have an internal audit function and department.

Implementation Plan: The Company will establish an internal audit department.

As of September 30, 2010, the Company has created an internal audit department. The effectiveness of this new department is currently under evaluation, and has yet to be determined.

- *Weakness:* The Company s present methods and systems for tracking related party transactions are inadequate. Since the corporate reorganization and separation of Chuming from the Group occurred recently (at the end of 2007), and the Company s accounting system in the past was manually based, only manual records of related party transactions are currently available. Further, the Company notes that its current accounting staff is not sufficient in size to undertake an exercise to completely re-summarize all of the events and transactions that led to the current related party transaction balances disclosed in its financial statements. Specifically, paragraph 2(c) of the Statement of Financial Accounting Standards No. 57 (SFAS 57) requires us to disclose in our financial statements the dollar amounts of each of the periods presented, for our related-party transactions. Due to certain limitations in our historical records, the present capacity of our accounting staff, and the fact that our historical records relating to these related party transactions are manually-based, these related party transactions have been presented according to their general category and current balance, with each such balance representing one or more prior transactions culminating in such balance.

Implementation Plan: The Company will write and rewrite formal contracts with these Related Parties as necessary to detail the nature of these transactions. The Company s accounting staff will formalize the process of recording these related party transactions, so that the nature of these transactions are more easily understandable and may be adequately disclosed in the Company s financial statements. The Company and management acknowledge our responsibility to comply with the requirements of SFAS 57, and fully intend to take all necessary steps to update our accounting systems and procedures in order to achieve such compliance on an ongoing basis. In addition, we expect that the foregoing material weakness is related to our lack of adequate accounting staff (see paragraph below), and that appropriate changes to our staff are expected to eliminate the foregoing material weakness.

As of September 30, 2010, the Company has implemented from an operational standpoint, a plan for the elimination of related party transactions unrelated to the Company s core business transactions. Therefore, all related party transactions, except for the purchase of hogs which is conducted under an arms-length Hog Procurement Agreement, will be phased out and eliminated. The Company continues to develop desktop and closing procedures in order to report historical and remaining related party balances on a more timely and accurate basis. Contracts with related parties, which include netting agreements, have been formalized for past transactions; however, on going forward basis the Company is in the process of creating standardized contracts that will govern related party transactions that occur frequently and regularly, such as purchases of hogs.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not aware of any material existing or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our current directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to us.

ITEM 1A. RISK FACTORS

The risk factors included in our annual report on Form 10-K for the fiscal year ended December 31, 2009 have not materially changed as of September 30, 2010.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. OTHER INFORMATION

None.

ITEM 5. EXHIBITS

The exhibits listed on the Exhibit Index are filed with this report.

SIGNATURES

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

	ENERGROUP HOLDINGS CORPORATION	
Dated: November 15, 2010	By:	/s/ Shi Huashan Shi Huashan President and Chief Executive Officer (Principal Executive Officer)
Dated: November 15, 2010	By:	/s/ Shu Wang Shu Wang Interim Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT INDEX

31.1	Certification of Principal Executive Officer
31.2	Certification of Principal Financial Officer
32.1	Certification of Principal Executive Officer
32.2	Certification of Principal Financial Officer