

May 19, 2008

Mail Stop 4561

*By U.S. Mail and facsimile to (212) 219-3604*

Mr. Guangyu Wu, Chief Executive Officer  
China Recycling Energy Corporation  
429 Guangdong Road  
Shanghai, People's Republic of China 200001

**RE: Item 4-02 Form 8-K/A**  
**Filed May 15, 2008**  
**File No. 000-12536**

Dear Mr. Wu:

We have reviewed your Item 4.02 Form 8-K/A for compliance with the form requirements and have the following comments.

1. Item 4.02(c) of Form 8-K requires you to provide your independent accountant with a copy of the disclosure you are making in response to Item 4.02(b) and request that it furnish you with a letter stating whether it agrees with the statements you have made in response to Item 4.02(b). If your independent accountant does not agree with your disclosure, it should explain why not. Please, amend your Form 8-K to file an updated letter as an exhibit no later than two business days after you receive it.

You should respond and file an amendment to the filing on or before May 27, 2008.

If you have any questions, please call me at (202) 551-3414.

Sincerely,

Jorge L. Bonilla  
Senior Staff Accountant