

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED: September 30, 2008

OR

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

FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission File Number 1-15497

RecycleNet Corporation

(Exact name of small business issuer in its charter)

Utah

**(State or other jurisdiction of
incorporation or organization)**

87-0301924

(IRS Employer Identification No.)

175 East 400 South, Suite 900, Salt Lake City Utah, 84111

(Address of principal executive offices, including Zip Code)

801-531-0404

(Issuer's telephone number)

(Copies to:)

Steve Taylor, 175 East 400 South, Suite 900 Salt Lake City, Utah, 84111 801 578-3283

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes () No ()

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company:

Large Accelerated Filer ()

Accelerated Filer ()

Non-Accelerated Filer ()

Smaller Reporting Company ()

Indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act:

Yes () No ()

Indicated the number of shares outstanding of each of the issuer's classes of common stock, as of the latest applicable date:

The number of common shares outstanding at November 14, 2008: 79,091,412

The number of class N shares outstanding at November 14, 2008: 56,800,000

RECYCLENET CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED September 30, 2008

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

RECYCLENET CORPORATION AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

	September 30, 2008	December 31, 2007
ASSETS		
Current Assets		
Cash	\$ 51,053	\$ 52,364
Trade accounts receivable, net of \$2,500 and \$2,500, respectively, of allowance for bad debt	18,380	16,928
Prepaid expenses	4,327	5,621
Total Current Assets	73,760	74,913
Property and Equipment		
Equipment	21,422	21,422
Less: Accumulated depreciation	(11,782)	(8,568)
Net Property and Equipment	9,640	12,854
Related Party Receivable	159,180	151,185
Total Assets	\$ 242,580	\$ 238,952
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accrued liabilities	\$ 13,582	\$ 31,109
Deferred revenue	74,842	91,549
Total Current Liabilities	88,424	122,658
Stockholders' Equity		
Class N convertible shares \$0.01 par value; 70,896,789 shares authorized; 56,800,000 and 56,800,000 Class N shares issued and outstanding, respectively	568,000	568,000
Common shares - \$0.01 par value; 179,103,211 shares authorized; 79,091,412 and 79,091,412 shares issued and outstanding, respectively	790,914	790,914
Additional paid-in capital	4,462	4,462
Accumulated deficit	(1,209,220)	(1,247,082)
Total Stockholders' Equity	154,156	116,294
Total Liabilities and Stockholders' Equity	\$ 242,580	\$ 238,952

See the accompanying notes to the condensed consolidated financial statements.

RECYCLENET CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months		For the Nine Months	
	Ended September 30,		Ended September 30,	
	2008	2007	2008	2007
Sales	\$ 137,054	\$ 204,842	\$ 473,260	\$ 728,036
Operating Expenses				
Selling, general and administrative expenses	142,084	222,616	435,398	745,086
Total Operating Expenses	142,084	222,616	435,398	745,086
Income (Loss) From Continuing Operations	(5,030)	(17,774)	37,862	(17,050)
Discontinued Operations				
Loss from discontinued operations - Oldwebsites.com, Inc	-	(9,397)	-	(32,935)
Gain (loss) from discontinued operations - RecycleNet Ontario	-	(5,450)	-	14,634
Net Income (Loss)	\$ (5,030)	\$ (32,621)	\$ 37,862	\$ (35,351)
Basic Income (Loss) Per Common Share From				
Continuing Operations	\$ -	\$ -	\$ -	\$ -
Discontinued Operations	-	-	-	-
Basic Income (Loss) Per Common Share	\$ -	\$ -	\$ -	\$ -
Diluted Income (Loss) Per Common Share From				
Continuing Operations	\$ -	\$ -	\$ -	\$ -
Discontinued Operations	-	-	-	-
Diluted Income (Loss) Per Common Share	\$ -	\$ -	\$ -	\$ -
Basic Weighted-Average Common Shares Outstanding	79,091,412	77,709,515	79,091,412	77,310,850
Diluted Weighted-Average Common Shares Outstanding	79,091,412	77,709,515	135,891,412	77,310,850

See the accompanying notes to the condensed consolidated financial statements.

RECYCLENET CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

<i>For the Nine Months Ended September 30,</i>	2008	2007
Cash Flows From Operating Activities:		
Net income (loss)	\$ 37,862	\$ (35,351)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	3,214	5,828
Foreign currency exchange loss	-	3,195
Changes in assets and liabilities:		
Accounts and other receivables	(1,452)	(770)
Allowance for doubtful accounts	-	(250)
Prepaid expenses	1,294	16,022
Accrued liabilities	(17,527)	(47,081)
Deferred revenue	(16,707)	6,490
Net Cash Provided By (Used In) Operating Activities	6,684	(51,917)
Cash Flows From Investing Activities:		
Advances to related party	(7,995)	(30,558)
Contribution from spin off of Oldwebsites.com, Inc	-	(51,269)
Net Cash Used In Investing Activities	(7,995)	(81,827)
Cash Flows From Financing Activities:		
Redemption of X/N shares	-	(47,414)
Net Cash Used In Financing Activities	-	(47,414)
Effect of Exchange Rate Changes on Cash	-	9,476
Net Change in Cash	(1,311)	(171,682)
Cash at Beginning of Period	52,364	315,304
Cash at End of Period	\$ 51,053	\$ 143,622
Non-Cash Investing and Financing Activities:		
Contributions from spin off of Oldwebsites.com	\$ -	\$ 48,409
Conversion of 1,983,198 X/N shares to 1,983,198 common shares	-	19,832

See the accompanying notes to the condensed consolidated financial statements.

RECYCLENET CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1—ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation — The accompanying condensed consolidated financial statements have been prepared by RecycleNet Corporation and are unaudited. In the opinion of management, the accompanying unaudited financial statements contain all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation in accordance with accounting principles generally accepted in the United States of America.

The accompanying unaudited interim financial statements have been condensed pursuant to the rules and regulations of the Securities and Exchange Commission; therefore, certain information and disclosures generally included in financial statements have been condensed or omitted. These financial statements should be read in conjunction with the Company's annual financial statements included in the Company's annual report on Form 10-KSB as of December 31, 2007. The financial position and results of operations of the interim periods presented are not necessarily indicative of the results to be expected for the year ended December 31, 2008.

Recent Accounting Pronouncements — In September 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. In February 2008, the FASB issued FASB Staff Position (FSP FIN) No. 157-2 which extended the effective date for certain nonfinancial assets and nonfinancial liabilities to fiscal years beginning after November 15, 2008. The adoption of the portions of SFAS No. 157 that were not postponed by (FSP FIN) No. 157-2 did not have a material impact on our consolidated financial statements. The Company does not expect the adoption of the postponed portions of SFAS No. 157 to have a material impact on our consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*. SFAS No. 161 amends SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* to require enhanced disclosures concerning the manner in which an entity uses derivatives (and the reasons it uses them), the manner in which derivatives and related hedged items are accounted for under SFAS No. 133 and interpretations thereof, and the effects that derivatives and related hedged items have on an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for financial statements of fiscal years and interim periods beginning after November 15, 2008. The Company has not yet determined the effects on its consolidated financial statements, if any, that may result upon the adoption of SFAS 161.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations*, and SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*. SFAS No. 141(R) requires an acquirer to measure the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquire at their fair values on the acquisition date, with goodwill being the excess value over the net identifiable assets acquired. SFAS No. 160 clarifies that a non-controlling interest in a subsidiary should be reported as equity in the consolidated financial statements, consolidated net income shall be adjusted to include the net income attributed to the non-controlling interest and consolidated comprehensive income shall be adjusted to include the comprehensive income attributed to the non-controlling interest. The calculation of earnings per share will continue to be based on income amounts attributable to the parent. SFAS No. 141(R) and SFAS No. 160 are effective for financial statements issued for fiscal years beginning after December 15, 2008. Early adoption is prohibited. The Company has not yet determined the effect on our consolidated financial statements, if any, upon adoption of SFAS No. 141(R) or SFAS No. 160.

NOTE 2—RELATED PARTY TRANSACTIONS

Related Party Receivable — As of September 30, 2008, the Company had advanced \$154,180 to Scrap China Corporation, a related party through common ownership. This resulted from expenses incurred for travel, management and legal and accounting expenses paid on behalf of Scrap China Corporation. Additional funds, if required, will be provided by the Company and will be treated as an advance to a related party. These advances are due on demand and bear no interest.

During the year ended December 31, 2006, the Company advanced an affiliate of the Company \$5,000 with no terms of repayment.

Service Agreements — The Company has an agreement with Inter-Continental Recycling, Inc. and its wholly owned subsidiary Cooksmill NetSystems, Inc. to provide various services for the Company. Inter-Continental Recycling, Inc., and as such Cooksmill NetSystems, Inc., is 100% owned by the immediate family of the President of the Company. The Company is billed monthly for services supplied for management and sales activities, which vary monthly based on the activity level. The charges for these services for the nine months ended September 30, 2008 and 2007 were \$172,390 and \$351,987, respectively.

Cooksmill NetSystems Inc. provides Rhodium Webweaver Services to the Company for website management and e-commerce software (ISP) and the fees for this service are billed to the Company on a monthly basis. The Rhodium Webweaver Services (ISP) charges for each of the nine months ended September 30, 2008 and 2007 were \$18,000 and \$31,344, respectively.

All management and staff are retained on an unwritten contract basis under a related party transaction with Inter-Continental Recycling, Inc. Because of the affiliation between Inter-Continental and the Company, the agreement between them has no definite duration and will continue as necessary for the conduct of business by the Company. Inter-Continental assigns and provides employees to the Company as long as the Company requires them and can pay the associated costs. Inter-Continental provides services to and for the Company by employees of Inter-Continental. There is no mark-up or other charge incurred by the Company from Inter-Continental and the Company pays the same amount for services for the Inter-Continental employee's as does Inter-Continental. The management/staff charges for the nine months ended September 30, 2008 and 2007 were \$147,670 and \$263,689, respectively.

Inter-Continental Recycling, Inc. and the Company are also engaged in a merchant services agreement. On behalf of Inter-Continental Recycling, Inc. the Company operates, maintains, bills and collects payments for services offered on web sites owned by Inter-Continental Recycling, Inc. The Company then issues payment to Inter-Continental Recycling, Inc. for an agreed upon rate. The commissions paid recorded by the Company for this merchant service agreement with Inter-Continental Recycling, Inc. for the nine months ending September 30, 2008 and 2007 were \$6,720 and \$56,954, respectively.

The Company engaged in an affiliate marketing agreement with Cooksmill NetSystems, Inc. on January 1, 2008. Through this affiliate marketing agreement, Cooksmill NetSystems, Inc. pays the Company (the "Affiliate") a commission on net Pay-Per-Lead service sales generated by customers referred by the Company's web sites.

The Company has office space in a facility owned by the President of the Company. For the nine months ended September 30, 2008 and 2007, rent expense was \$1,800 and \$1632, respectively.

NOTE 3—STOCKHOLDERS' EQUITY

The Company is authorized to issue 250,000,000 common shares with a par value of \$0.01 per share. The Board of Directors is authorized to designate one or more series within the class of common shares and to designate relative preferences, limitations and rights. The Board has designated 70,896,789 common shares as Class N shares. At September 30, 2008, 56,800,000 Class N shares were outstanding. The Class N shares have voting rights of one vote per share and are non-equity participating. The Class N shares are directly convertible to common shares on a one for one basis, solely at the option of the holders.

NOTE 4—BASIC AND DILUTED INCOME PER COMMON SHARE

Basic income (loss) per common share is calculated by dividing net income (loss) by the weighted-average number of common shares outstanding. Diluted income (loss) per common share is calculated by dividing net income (loss) by the weighted-average number of Class N shares and common shares outstanding to give effect to potentially issuable common shares, except during loss periods when those potentially issuable shares are anti-dilutive. The shares used in the computation of basic and diluted income (loss) per common share for the nine months ended September 30, 2008 and 2007 are reconciled as follows:

(BASIC/DILUTED EPS)

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2008	2007	2008	2007
Weighted-average number of common shares used in basic income (loss) per common share calculation	79,091,412	77,709,515	79,091,412	77,310,850
Incremental potentially issuable common shares from assumed conversion of Class N common shares	-	-	56,800,000	-
Weighted-average number of common shares and dilutive potential common shares used in diluted income (loss) per common share calculation	79,091,412	77,709,515	135,891,412	77,310,850

NOTE 5-DISCONTINUED OPERATIONS

On June 6, 2007, the Board of Directors approved a pro-rata spin-off of all shares of Oldwebsites.com, Inc. effective September 7, 2007. The discontinued operations of Oldwebsites.com, Inc. for the three and nine months ended September 30, 2007, respectively, are as stated below.

	For the Three Months Ended September 30, 2007	For the Nine Months Ended September 30, 2007
Oldwebsites.com, Inc.		
Net Revenue	\$ 953	\$ 3,129
Operating Expenses	(10,350)	(36,064)
Loss From Operations	(9,397)	(32,935)
Net Loss	\$ (9,397)	\$ (32,935)

On December 31, 2007, the Company sold its RecycleNet Corporation (Ontario) operations to Inter-Continental Recycling, Inc., a related party. The discontinued operations of RecycleNet Corporation (Ontario) for the three and nine months ended September 30, 2007, respectively, are as stated below.

	For the Three Months Ended September 30, 2007	For the Nine Months Ended September 30, 2007
RecycleNet Corporation (Ontario)		
Net Revenue	\$ 20,669	\$ 61,637
Operating Expenses	(26,119)	(47,003)
Income (Loss) From Operations	(5,450)	14,634
Net Income (Loss)	\$ (5,450)	\$ 14,634

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

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this Section and elsewhere in this Form 10-Q regarding matters that are not historical facts are forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995). Because such forward-looking statements include risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. All statements that address operating performance, events or developments that management expects or anticipates to occur in the future, including statements relating to sales and earnings growth or statements expressing general optimism about future operating results, are forward-looking statements. The forward-looking statements are based on management's current views and assumptions regarding future events and operating performance. Many factors could cause actual results to differ materially from estimates contained in management's forward-looking statements. The differences may be caused by a variety of factors, including but not limited to adverse economic conditions, competitive pressures, inadequate capital, unexpected costs, lower revenues, net income and forecasts, the possibility of fluctuation and volatility of our operating results and financial condition, inability to carry out marketing and sales plans and loss of key executives, among other things.

Overview

The following discussion of the financial condition and results of operations of the Company should be read in conjunction with the financial statements and notes related thereto, included elsewhere in this report.

RecycleNet Corporation provides "Global Access to Recycling Markets" (GARM) through Internet portals that facilitate e-commerce trading.

Liquidity and Capital Resources

	<u>September 30,</u> <u>2008</u>	<u>December 31,</u> <u>2007</u>
Cash on Hand	\$ 51,000	\$ 52,400

The world economy has experienced a slowdown of activity during 2008 and RecycleNet has also experienced this same reduced activity. However in spite of this erosion of business, the management of RecycleNet has successfully maintained the Company's current cash position of \$51,000 a small decrease of \$1,400 from the year ended December 31, 2007 balance of \$52,400. Management will continue to closely monitor both sales revenues and related expenses in the coming quarter to maintain our liquidity.

Results of Operations

On September 7, 2007, the Company did a pro-rata spin-off of all shares of Oldwebsites.com, Inc. owned by the Company to its common shareholders of record.

On December 31, 2007, the Company sold its RecycleNet Corporation (Ontario) operations to Inter-Continental Recycling, Inc. The financial data following does not include the results of the discontinued operations of Oldwebsites.com, Inc. or RecycleNet Corporation (Ontario) for the three or nine months ended September 30, 2007.

Sales Revenues

	<u>Three Months Ended</u> <u>September 30,</u>		<u>Nine Months Ended</u> <u>September 30,</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Sales Revenues	\$ 137,000	\$ 204,800	\$ 473,300	\$ 728,000

Sales decreased by \$254,700 during the first nine months of 2008 compared to the 2007 revenue of \$728,000, a 35% decrease. This reduction resulted directly from the Company's movement to "pay per lead" revenue credits

compared to the monthly membership and advertising type of revenue stream. In addition, the world economy has slowed, with the Credit and Banking Crisis in the USA having a major impact on many company's liquidity.

The type of revenue now being realized from sales activities in the Internet business is changing quickly from monthly billing for memberships and advertising to "usage credits" based on delivered performance on web site visits. Management has been forced to adjust to this dynamic change in the type of revenue the Company is receiving for its services and is attempting to keep abreast of any further changes in revenue.

Operating Expenses

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2008	2007	2008	2007
Operating Expenses	\$ 142,100	\$ 222,600	\$ 435,400	\$ 745,100

For the nine months ended September 30, 2008, expenses decreased by \$309,700. Reduction in ISP charges of \$5,400, sales commissions of \$106,600, office and administration of \$26,200, postage of \$3,900, bank interest of \$1,900, telephone fees of \$6,400, professional fees of \$5,200, advertising/promotion/travel of \$50,900 and labor costs of \$104,200 accounted for the largest savings. Management reduced these expenses quickly relative to the sales revenues received.

Net Income from Continuing Operations

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2008	2007	2008	2007
Net Profit (Loss)	\$ (5,000)	\$ (17,800)	\$ 37,900	\$ (17,100)

For the nine months ended September 30, 2008 the Company realized a profit from continuing operations of \$37,900 compared to the \$17,100 loss recorded in the same period of 2007, an improvement of \$55,000.

As discussed above, although during the first nine months sales have deteriorated by \$254,700, management responded aggressively by reducing expenses for the same period by \$309,700. Management will continue to monitor the expense levels closely and relate them directly to sales revenues realized.

Net Income (Loss) from Discontinued Operations

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2008	2007	2008	2007
Net Loss – Oldwebsites.com, Inc.	\$ -	\$ (9,397)	\$ -	\$ (32,935)
Net Profit (Loss) – RecycleNet (Ontario)	\$ -	\$ (5,450)	\$ -	\$ 14,634

Oldwebsites.com, Inc. losses in 2007 result from revenues of \$3,100 less expense of \$36,000 associated with running the company and have been separated here for reporting purposes. Expenses during the nine months ended September 30, 2007 were ISP charges of \$6,000, office and administration fees of \$1,300, professional fees of \$10,000, advertising/promotion/travel expenses of \$6,500, and wages of \$12,100.

RecycleNet (Ontario) profit was the result of revenues of \$61,700 less expense of \$47,000 associated with running the Company and has been separated here for reporting purposes. Larger expenses during the nine months ended September 30, 2007, were ISP charges of \$3,400, sales commissions of \$7,000, office and administrative charges of \$10,800, bank charges of \$2,600, professional fees of \$4,800, travel expenses of \$3,400, wages of \$8,200, foreign exchange of \$3,200, and depreciation expenses of \$3,300.

Deferred Revenue	<u>September 30,</u> <u>2008</u>	<u>December 31,</u> <u>2007</u>
Deferred Revenue	\$ 74,800	\$ 91,500

Deferred revenue results from RecycleNet customers who pay for their service purchases in advance, such as quarterly, semi-annually, or annually. RecycleNet records the initial payment in deferred revenue and then recognizes in each subsequent month that proportion which is provided in services. As of September 30, 2008, deferred revenue of \$74,800 has decreased compared to the December 31, 2007 balance of \$91,500, reflecting the decrease in sales recorded in the year which have a deferred portion inherent in the sale contract.

Off Balance Sheet Arrangements

None

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a “smaller reporting company” (as defined by Item 10 of Regulation S-K), the Company is not required to provide information required by this Item, as defined by Regulation S-K Item 305(e).

ITEM 4T. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls: We evaluated the effectiveness of the design and operation of our “disclosure controls and procedures” as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) as of the end of the period covered by this report. This evaluation (the “disclosure controls evaluation”) was done under the supervision and with the participation of management, including our chief executive officer (“CEO”) and chief financial officer (“CFO”). Rules adopted by the SEC require that in this section of our Quarterly Report on Form 10-Q we present the conclusions of the CEO and the CFO about the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report based on the disclosure controls evaluation.

Objective of Controls: Our disclosure controls and procedures are designed so that information required to be disclosed in our reports filed or submitted under the Exchange Act, such as this Quarterly Report on Form 10-Q, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Our disclosure controls and procedures are also intended to ensure that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives, and management necessarily is required to use its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures

Conclusion: Based upon the disclosure controls evaluation, our CEO and CFO have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that the foregoing objectives are achieved.

Changes in Internal Control over Financial Reporting: There were no changes in our internal control over financial reporting during the quarter ended September 30, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

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

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

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

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

None

INDEX TO EXHIBITS

Exhibit Description

- | | |
|------|---|
| 2 | Stock Exchange Agreement as an exhibit to Form 10-SB are hereby incorporated by reference. Filed on April 4, 2001. |
| 3.1 | Articles of Incorporation filed as an exhibit to Form 10-SB are hereby incorporated by reference. Filed on December 8, 1999. |
| 3.2 | By-laws filed as an exhibit to Form 10-SB, Amendment No. 5 are hereby incorporated by reference. Filed on March 7, 2000. |
| 10 | Material Contracts |
| (a) | Agreement between RecycleNet Corporation and Paul Roszel as an exhibit to Form 10-SB, Amendment No. 6 are hereby incorporated by reference. Filed on April 12, 2001. |
| (b) | Agreement between RecycleNet Corporation and fiberglass.com, Inc. as an exhibit to Form 10-SB, Amendment No. 6 are hereby incorporated by reference. Filed on April 12, 2001. |
| (c) | Agreement between RecycleNet Corporation and metalworld.com, inc. as an exhibit to Form 10-KSB hereby incorporated by reference. Filed on April 16, 2001 |
| 31.1 | Chief Executive Officer Certification under Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Chief Financial Officer Certification under Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Chief Executive Officer Certification under Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Chief Financial Officer Certification under Section 906 of the Sarbanes-Oxley Act of 2002. |

SIGNATURES

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

RecycleNet Corporation

November 14, 2008

Paul Roszel, President and Chairman of the Board of
Directors

November 14, 2008

Richard Ivanovick, C.A., Chief Financial and
Accounting Officer