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

____

FORM 10-Q/A
(Amendment No. 2)

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

For the quarterly period ended June 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 ______.

CAR CHARGING GROUP, INC.
(Exact name of registrant as specified in Charter

Nevada	33-1155965	03-0608147
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(IRS Employee Identification No.)

1691 Michigan Avenue, Suite 425
Miami Beach, FL 33139
(Address of Principal Executive Offices)

____

(305) 521-0200
(Issuer Telephone number)

____

(Former Name or Former Address if Changed Since Last Report)

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes o Noo

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of August 20, 2010: 80,040,879 shares of common stock.

CAR CHARGING GROUP, INC.
(A DEVELOPMENT STAGE COMPANY)
FORM 10-Q
June 30, 2010

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ITEM 1. Financial Information

CAR CHARGING GROUP, INC.

(A DEVELOPMENT STAGE COMPANY)

June 30, 2010

Index to Consolidated Financial Statements

CAR CHARGING GROUP, INC.

(A DEVELOPMENT STAGE COMPANY)

Consolidated Balance Sheets

ASSETS

	June 30, 2010 (Unaudited)	December 31, 2009
Current Assets:		
Cash	$ 35,032	$ 603,156
Inventory	60,548	72,768
Prepaid expenses and other current assets	58,279	95,694
Total current assets	153,859	771,618
OTHER ASSETS:		
Security deposits	35,658	36,257
EV charging stations (net of accumulated depreciation of $1,272, and $0)	14,009	-
Office and computer equipment (net of accumulated depreciation of $ 2,417 and $ 441)	20,753	17,191
Total other assets	70,420	53,448
TOTAL ASSETS	$ 224,279	$ 825,066
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued expenses	$ 118,463	$ 183,065
Accrued expenses, related parties	4,564	1,900
Total current liabilities	123,027	184,965
Convertible notes payable, net of discount of $29,131 and $43,247, respectively	65,869	56,753
Derivative liabilities	7,857,207	7,126,823
Total liabilities	8,046,103	7,368,541
Stockholders' Deficit:		
Series A Convertible Preferred stock: $0.001 par value; 20,000,000 shares authorized and designated as Series A; 10,000,000 shares issued and outstanding	10,000	10,000
Common stock: $0.001 par value; 500,000,000 shares authorized; 80,040,879 and 72,824,214 shares issued and outstanding, respectively	80,041	72,825
Additional paid-in capital	465,634	174,883
Deficit accumulated during the development stage	(8,377,499)	(6,801,183)
Total Stockholders' Deficit	(7,821,824)	(6,543,475)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 224,279	$ 825,066

See accompanying notes to the consolidated financial statements.

CAR CHARGING GROUP, INC.

(A DEVELOPMENT STAGE COMPANY)
(Unaudited)

Consolidated Statements of Operations

	For the Three Months Ended June 30, 2010	For the Six Months Ended June 30, 2010	For the Period from September 3, 2009 (Inception) through June 30, 2010
Revenues	$ -	$ -	$ -
Operating expenses:			
Compensation	185,143	386,785	650,063
Other operating expenses	80,687	101,741	142,315
General and administrative	45,402	237,356	272,291
Loss from operations	311,232	725,882	1,064,669
Other (income) expense:			
Interest expense, net	7,357	14,833	22,475
Loss on change in fair value of derivative liability	3,244,249	835,601	7,290,355
Total other (income) expense	3,251,606	850,434	7,312,830
Loss before income taxes	(3,562,838)	(1,576,316)	(8,377,499)
Income tax provision	-	-	-
Net loss	$ (3,562,838)	$ (1,576,316)	$ (8,377,499)
Net loss per common share – basic and diluted	$ (0.05)	$ (0.02)	$ (0.11)
Weighted average number of common shares outstanding – basic and diluted	70,153,975	77,117,077	74,437,752

See accompanying notes to the consolidated financial statements.

CAR CHARGING GROUP, INC.

(A Development Stage Company)
(Unaudited)

Consolidated Statement of Stockholders' Deficit
For the Period from September 3, 2009 (inception) through June 30, 2010

	Preferred Shares	Preferred Amount	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance at September 3, 2009 (Inception)	-	$ -	$ 50,000,000	$ 50,000	$ (50,000)	$ -	$ -
Reverse acquisition adjustment	10,000,000	10,000	19,757,549	19,758	(70,515)		(40,757)
Sale of common (net of derivative liability of warrants of $586,535)			3,066,665	3,067	295,398		298,465
Net loss						(6,801,183)	(6,801,183)
Balance at December 31, 2009	10,000,000	10,000	72,824,214	72,825	174,883	(6,801,183)	(6,543,475)
Common stock issued for debt to founders			4,600,000	4,600			4,600
Common stock issued for services			425,000	425	127,075		127,500
Common stock issued for conversion of convertible notes(net of derivative liability for conversion feature of $179,207)			2,000,000	2000	182,207		184,207
Sale of common (net of derivative liability on 191,665 warrants of $ 75,839)			191,665	191	(18,531)		(18,340)
Net (loss)						(1,576,316)	(1,576,316)
Balance at June 30, 2009	10,000,000	$ 10,000	$ 80,040,879	$ 80,041	$ 465,634	$ (8,377,499)	$ (7,821,824)

See notes to the consolidated financial statements.

CAR CHARGING GROUP, INC.

(A Development Stage Company)
Consolidated Statements of Cash Flows
(Unaudited)

	For the Six Months Ended June 30, 2010	For the Period from September 3, 2009 (Inception) through June 30, 2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (1,576,316)	$ (8,377,499)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	12,364	23,972
Common stock issued for services	127,500	127,500
Changes in operating assets and liabilities: -		
Inventory	12,220	(60,548)
Prepaid expenses and other current assets	37,415	(58,279)
Security deposit	599	(35,658)
Accounts payable and accrued expenses	(60,002)	118,426
Accrued expenses, related party	2,664	4,564
Change in fair value of derivative liability	833,751	7,288,505
Net Cash Used in Operating Activities	(609,805)	(969,017)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of office and computer equipment	(5,538)	(23,170)
Purchase EV Charging Device(s)	(15,281)	(15,281)
Net Cash Used in Investing Activities	(20,819)	(38,451)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable	5,000	100,000
Sale of common stock net of issuing costs	57,500	942,500
Net Cash Provided By Financing Activities	62,500	1,042,500
NET CHANGE IN CASH	(568,124)	35,032
CASH AT BEGINNING OF PERIOD	603,156	-
CASH AT END OF PERIOD	$ 35,032	$ 35,032
SUPPLEMENTAL SCHEDULE OF CASH FLOW ACTIVITIES		
Cash Paid For:		
Interest paid	$ -	$ -
Income taxes	$ -	$ -
NONCASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued for debt	$ 4,600	$ 4,600

See accompanying notes to the consolidated financial statements.

CAR CHARGING GROUP, INC.

June 30, 2010
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. ORGANIZATION

Car Charging Group Inc. ("CCGI") was incorporated on October 3, 2006 under the laws of the State of Nevada as New Image Concepts, Inc. ("NIC"). On November 20, 2009, NIC changed its name to Car Charging Group, Inc.

Car Charging, Inc., (a development stage company), was incorporated as a Delaware corporation on September 3, 2009. Car Charging Inc. was created to develop electric charging service facilities for the electric vehicle (EV) automobile market. Pursuant to its business plan, Car Charging Inc. (or its affiliates) acquires and installs the best available EV charging stations, manufactured under the name of "Chargepoint", by Coulomb Technologies, at selected premises and shares servicing fees received from customers that use the charging stations with the property owner(s), on a property by property basis. Accordingly, Car Charging, Inc. enters into individual arrangements for this purpose with various property owners, including, cities, counties, garage operators, hospitals, shopping-malls and the like large facility owner/operators.

Merger

On December 7, 2009, CCGI entered into a Share Exchange Agreement (the "Agreement") among CCGI and Car Charging, Inc. ("CCI")

Pursuant to the terms of the Agreement, CCGI agreed to issue an aggregate of 50,000,000 restricted shares of CCGI's common stock and 10,000,000 shares of its Series A Convertible Preferred Stock to the CCI Shareholders in exchange for all of the issued and outstanding shares of CCI.

The merger was accounted for as a reverse acquisition and recapitalization. CCI is the acquirer for accounting purposes and CCGI is the issuer. Accordingly, CCGI's historical financial statements for periods prior to the acquisition become those of the acquirer retroactively restated for the equivalent number of shares issued in the merger. Operations prior to the merger are those of CCI. From inception on September 3, 2009 until the merger date, December 7, 2009, CCI had minimal operations with no revenues. Earnings per share for the period prior to the merger are restated to reflect the equivalent number of shares outstanding.

The consolidated financial statements consist of CCGI and its wholly-owned subsidiaries, collectively referred to herein as the "Company" or "Car Charging." All intercompany transactions and balances have been eliminated in consolidation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying unaudited interim consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information, and with the rules and regulations of the United States Securities and Exchange Commission ("SEC") for Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited interim financial statements furnished reflect all adjustments (consisting of normal recurring accruals) which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. Interim results are not necessarily indicative of the results for the full year. These financial statements should be read in conjunction with the financial statements of the Company for the year ended December 31, 2009 and notes thereto contained in the Company's Annual Report on Form 10-K as filed with the SEC on April 15, 2010.

The unaudited interim consolidated financial statements include all accounts of CCGI and NIC as of June 30, 2010 and for the interim periods then ended. All inter-company balances and transactions have been eliminated.

DEVELOPMENT STAGE COMPANY

The Company is a development stage company as defined by ASC 915-10 *"Development Stage Entities"*. The Company is still devoting substantially all of its efforts on establishing the business and its planned principal operations have not commenced. All losses accumulated since inception have been considered as part of the Company's development stage activities.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and reporting period. Accordingly, actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS

The company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

INVENTORY

The Company values inventories, which consist of purchased (EV) charging stations, at cost of $60,548 (at the lower of cost or market). Cost is determined on the first-in and first-out ("FIFO") method. The Company regularly reviews its inventory on hand and, when necessary, records a provision for excess or obsolete inventories based primarily on current selling. The Company determined that there was no inventory obsolescence as of June 30, 2010.

EV CHARGING STATIONS

EV Charging Stations represents the depreciable cost of charging devices that have been installed on the premises of participating owner/operator properties. They are stated at cost less accumulated depreciation. Depreciation is provided on the straight-line basis over an estimated useful life of three years. Upon sale, replacement or retirement, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in consolidated statements of income. Depreciation for the interim period ended June 30, 2010 and for the period from September 3, 2009 (inception) through June 30, 2010 was $1,272 and $1,272, respectively.

OFFICE AND COMPUTER EQUIPMENT

Office and computer equipment are stated at cost less accumulated depreciation. Depreciation is provided on the straight-line basis over an estimated useful life of five years. Upon sale or retirement of furniture and fixtures, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in consolidated statements of income. Depreciation for the interim period ended June 30, 2010 and for the period from September 3, 2009 (inception) through June 30, 2010 was $1,976 and $2,417, respectively.

IMPAIRMENT OF LONG-LIVED ASSETS

The Company has adopted paragraph 360-10-35-17 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which include EV Charging Stations, office and computer equipment and security deposit, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives. The Company determined that there were no impairments of long-lived assets as of June 30, 2010 and December 31, 2009.

DISCOUNT ON DEBT

The Company allocated the proceeds received from convertible debt instruments between the underlying debt instruments and has recorded the conversion feature as a liability in accordance with paragraph 815-15-25-1 of the FASB Accounting Standards Codification. The conversion feature and certain other features that are considered embedded derivative instruments, such as a conversion reset provision have been recorded at their fair value within the terms of paragraph 815-15-25-1 of the FASB Accounting Standards Codification as its fair value can be separated from the convertible note and its conversion is independent of the underlying note value. The conversion liability is marked to market each reporting period with the resulting gains or losses shown on the Statement of Operations.

DERIVATIVE INSTRUMENTS

The Company evaluates its convertible debt, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 810-10-05-4 of the FASB Accounting Standards Codification and paragraph 815-40-25 of the FASB Accounting Standards Codification. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the Statement of Operations as other income or expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the balance sheet date.

FAIR VALUE OF FINANCIAL INSTRUMENTS

U.S. GAAP for fair value measurements establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three levels. The fair value hierarchy gives the highest priority to quoted market prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Level 2 inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

The carrying amounts of the Company's financial assets and liabilities, such as cash, prepaid expenses, accounts payable and accrued expenses, approximate their fair values because of the short maturity of these instruments. The Company's notes payable approximates the fair value of such instrument based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangement at June 30, 2010.

The Company revalues its derivative liability at every reporting period and recognizes gains or losses in the consolidated statement of operations that are attributable to the change in the fair value of the derivative liability. The Company has no other assets or liabilities measured at fair value on a recurring basis.

REVENUE RECOGNITION

The Company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

STOCK-BASED COMPENSATION FOR OBTAINING EMPLOYEE SERVICES AND EQUITY INSTRUMENTS ISSUED TO PARTIES OTHER THAN EMPLOYEES FOR AXQUIRING GOODS AND SERVICES

The Company accounts for its stock based compensation in which the Company obtains employee services in share-based payment transactions under the recognition and measurement principles of the fair value recognition provisions of Section 718-10-30 of the Codification and accounts for equity instruments issued to parties other than employees for acquiring goods or services under the guidance of Section 505-50-30 of the Codification. Pursuant to Paragraph 718-10-30-6 of the Codification, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the third-party performance is complete or the date on which it is probable that performance will occur.

INCOME TAXES

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Operations in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25"). Section 740-10-25.addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

NET LOSS PER COMMON SHARE

Net loss per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period.

The following table shows the weighted-average number of potentially outstanding dilutive shares excluded from the diluted net loss per share calculation for the interim period ended June 30, 2010 and for the period from September 3, 2009 through June 30, 2010 as they were anti-dilutive:

Convertible notes issued on September 25, 2009	38,000,000
Preferred stock issued on December 7, 2009 in connection with the acquisition of Car Charging, Inc.	25,000,000
Warrants issued on December 7, 2009 in connection with the acquisition of Car Charging, Inc.	3,066,665
Warrants issued on December 7, 2009 in connection with the acquisition of Car Charging, Inc.	500,000
Warrants issued on April 1, 2010	2,750,000
Warrants issued on April 12, 2010	250,000
Warrants issued on April 27, 2010	10,000,000
Warrants issued as of May 5, 2010, in connection with the sale of additional shares	191,665
Total potentially outstanding dilutive shares	79,758,330

COMMITMENTS AND CONTINGENCIES

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

CASH FLOWS REPORTING

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments.

SUBSEQUENT EVENTS

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In January 2010, the FASB issued the FASB Accounting Standards Update No. 2010-01 *"Equity Topic 505 – Accounting for Distributions to Shareholders with Components of Stock and Cash"*, which clarify that the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a potential limitation on the total amount of cash that all shareholders can elect to receive in the aggregate is considered a share issuance that is reflected in EPS prospectively and is not a stock dividend for purposes of applying Topics 505 and 260 (Equity and Earnings Per Share ("EPS")). Those distributions should be accounted for and included in EPS calculations in accordance with paragraphs 480-10-25- 14 and 260-10-45-45 through 45-47 of the FASB Accounting Standards codification. The amendments in this Update also provide a technical correction to the Accounting Standards Codification. The correction moves guidance that was previously included in the Overview and Background Section to the definition of a stock dividend in the Master Glossary. That guidance indicates that a stock dividend takes nothing from the property of the corporation and adds nothing to the interests of the stockholders. It also indicates that the proportional interest of each shareholder remains the same, and is a key factor to consider in determining whether a distribution is a stock dividend.

In January 2010, the FASB issued the FASB Accounting Standards Update No. 2010-02 *Consolidation Topic 810 – Accounting and Reporting for Decreases in Ownership of a Subsidiary – a Scope Clarification*, which provides amendments to Subtopic 810-10 and related guidance within U.S. GAAP to clarify that the scope of the decrease in ownership provisions of the Subtopic and related guidance applies to the following:

1. A subsidiary or group of assets that is a business or nonprofit activity
2. A subsidiary that is a business or nonprofit activity that is transferred to an equity method investee or joint venture
3. An exchange of a group of assets that constitutes a business or nonprofit activity for a noncontrolling interest in an entity (including an equity method investee or joint venture).

The amendments in this Update also clarify that the decrease in ownership guidance in Subtopic 810-10 does not apply to the following transactions even if they involve businesses:

1. Sales of in substance real estate. Entities should apply the sale of real estate guidance in Subtopics 360-20 (Property, Plant, and Equipment) and 976-605 (Retail/Land) to such transactions.
2. Conveyances of oil and gas mineral rights. Entities should apply the mineral property conveyance and related transactions guidance in Subtopic 932-360 (Oil and Gas-Property, Plant, and Equipment) to such transactions.

If a decrease in ownership occurs in a subsidiary that is not a business or nonprofit activity, an entity first needs to consider whether the substance of the transaction causing the decrease in ownership is addressed in other U.S. GAAP, such as transfers of financial assets, revenue recognition, exchanges of nonmonetary assets, sales of in substance real estate, or conveyances of oil and gas mineral rights, and apply that guidance as applicable. If no other guidance exists, an entity should apply the guidance in Subtopic 810-10.

In January 2010, the FASB issued the FASB Accounting Standards Update No. 2010-06 *"Fair Value Measurements and Disclosures (Topic 820) Improving Disclosures about Fair Value Measurements"*, which provides amendments to Subtopic 820-10 that require new disclosures as follows:

1. Transfers in and out of Levels 1 and 2. A reporting entity should disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers.
2. Activity in Level 3 fair value measurements. In the reconciliation for fair value measurements using significant unobservable inputs (Level 3), a reporting entity should present separately information about purchases, sales, issuances, and settlements (that is, on a gross basis rather than as one net number).

This Update provides amendments to Subtopic 820-10 that clarify existing disclosures as follows:

1. Level of disaggregation. A reporting entity should provide fair value measurement disclosures for each class of assets and liabilities. A class is often a subset of assets or liabilities within a line item in the statement of financial position. A reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities.
2. Disclosures about inputs and valuation techniques. A reporting entity should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. Those disclosures are required for fair value measurements that fall in either Level 2 or Level 3.

This Update also includes conforming amendments to the guidance on employers' disclosures about postretirement benefit plan assets (Subtopic 715-20). The conforming amendments to Subtopic 715-20 change the terminology from *major categories* of assets to *classes* of assets and provide a cross reference to the guidance in Subtopic 820-10 on how to determine appropriate classes to present fair value disclosures. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years.

In February 2010, the FASB issued the FASB Accounting Standards Update No. 2010-09 *"Subsequent Events (Topic 855) Amendments to Certain Recognition and Disclosure Requirements"*, which provides amendments to Subtopic 855-10 as follows:

1. An entity that either (a) is an SEC filer or(b) is a conduit bond obligor for conduit debt securities that are traded in a public market (a domestic or foreign stock exchange or an over-the-counter market, including local or regional markets) is required to evaluate subsequent events through the date that the financial statements are issued. If an entity meets neither of those criteria, then it should evaluate subsequent events through the date the financial statements are available to be issued.
2. An entity that is an SEC filer is not required to disclose the date through which subsequent events have been evaluated. This change alleviates potential conflicts between Subtopic 855-10 and the SEC's requirements.
3. The scope of the reissuance disclosure requirements is refined to include revised financial statements only. The term *revised financial statements* is added to the glossary of Topic 855. Revised financial statements include financial statements revised either as a result of correction of an error or retrospective application of U.S. generally accepted accounting principles.

All of the amendments in this Update are effective upon issuance of the final Update, except for the use of the issued date for conduit debt obligors. That amendment is effective for interim or annual periods ending after June 15, 2010.

In April 2010, the FASB issued the FASB Accounting Standards Update No. 2010-17 *"Revenue Recognition — Milestone Method (Topic 605) Milestone Method of Revenue Recognition"*, which provides guidance on the criteria that should be met for determining whether the milestone method of revenue recognition is appropriate. A vendor can recognize consideration that is contingent upon achievement of a milestone in its entirety as revenue in the period in which the milestone is achieved only if the milestone meets all criteria to be considered substantive.

Determining whether a milestone is substantive is a matter of judgment made at the inception of the arrangement. The following criteria must be met for a milestone to be considered substantive. The consideration earned by achieving the milestone should:

1. Be commensurate with either of the following:
a. The vendor's performance to achieve the milestone
b. The enhancement of the value of the item delivered as a result of a specific outcome resulting from the vendor's performance to achieve the milestone
2. Relate solely to past performance
3. Be reasonable relative to all deliverables and payment terms in the arrangement.

A milestone should be considered substantive in its entirety. An individual milestone may not be bifurcated. An arrangement may include more than one milestone, and each milestone should be evaluated separately to determine whether the milestone is substantive. Accordingly, an arrangement may contain both substantive and nonsubstantive milestones.

A vendor's decision to use the milestone method of revenue recognition for transactions within the scope of the amendments in this Update is a policy election. Other proportional revenue recognition methods also may be applied as long as the application of those other methods does not result in the recognition of consideration in its entirety in the period the milestone is achieved.

A vendor that is affected by the amendments in this Update is required to provide all of the following disclosures:

1. A description of the overall arrangement
2. A description of each milestone and related contingent consideration
3. A determination of whether each milestone is considered substantive
4. The factors that the entity considered in determining whether the milestone or milestones are substantive
5. The amount of consideration recognized during the period for the milestone or milestones.

The amendments in this Update are effective on a prospective basis for milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010. Early adoption is permitted. If a vendor elects early adoption and the period of adoption is not the beginning of the entity's fiscal year, the entity should apply the amendments retrospectively from the beginning of the year of adoption. Additionally, a vendor electing early adoption should disclose the following information at a minimum for all previously reported interim periods in the fiscal year of adoption:

1. Revenue
2. Income before income taxes
3. Net income
4. Earnings per share
5. The effect of the change for the captions presented.

A vendor may elect, but is not required, to adopt the amendments in this Update retrospectively for all prior periods.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

3. GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At June 30, 2010, the Company has a deficit accumulated during the development stage of $ 8,292,499 with a net loss and net cash used in operations of $1,491,316 and $609,805, respectively, for the six months ended June 30, 2010. The Company has earned no revenues since inception.

While the Company is attempting to generate sufficient revenues, the Company's cash position may not be enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate sufficient revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to increase revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate sufficient revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

4. CONVERTIBLE NOTES PAYABLE

Derivative analysis

The notes have an initial fixed conversion price of $.0025 and a full ratchet reset feature.

Due to the fact that these notes have full reset adjustments based upon the issuance of equity securities by the Company in the future, they are subject to derivative liability treatment under Section 815-40-15 of the FASB Accounting Standard Codification ("Section 815-40-15") (formerly FASB Emerging Issues Task Force ("EITF") 07-5). The notes have been measured at fair value using a lattice model at each reporting period with gains and losses from the change in fair value of derivative liabilities recognized on the consolidated statement of operations.

During June, $5,000 of these notes were converted to 2,000,000 common shares.

The remaining notes which were issued on September 25, 2009 gave rise to a derivative liability which was recorded as a discount to the notes.

The embedded derivative of these notes was re-measured at June 30, 2010 yielding a loss on change in fair value of the derivative of $ 144,896. The derivative value of these note at June 30, 2010, yielded a derivative liability at fair value of $3,549,820.

5. INSTRUMENTS AND FAIR VALUE OF FINANCIAL INSTRUMENTS

Description of warrants with Embedded Derivatives

In connection with the closing of the Share Exchange Agreement, on December 7, 2009 the Company entered into a Subscription Agreement for the sale of 3,066,665 units of securities of the Company aggregating $920,000. As of May 5, 2010, 191,665 additional units aggregating $57,500 were issued under the same terms as the December 7, 2009 subscription agreement. Each unit consisted of one share of common stock and a warrant to purchase one share of Company's common stock exercisable at $0.60 per share. The exercise price is subject to a full ratchet reset feature. The fair value of these warrants granted, were estimated on the date of grant, and recorded as a derivative liability. The derivative was re-measured at June 30, 2010 yielding a gain on change in fair value of $ 29,558. The derivative value of these warrants at June 30, 2010, yielded a derivative liability at fair value of $ 1,029,747.

In connection with the closing of the Share Exchange Agreement, on December 7, 2009 the Company also issued warrants to purchase 500,000 shares of Company's common stock exercisable at $0.60 per share. The exercise price is subject to a full ratchet reset feature. On April 12, 2010, the Company issued 250,000 warrants to purchase shares exercisable at $0.85 per share. The fair value of these warrants, estimated on the date of grant, was recorded as a derivative liability of $32,355. The derivative for these 750,000 warrants was re-measured at June 30, 2010 yielding a derivative liability of $184,607 and a gain on change in fair value of $2,453.

On April 1, 2010, the Company issued 250,000 warrants to purchase shares of the Company's common stock exercisable at $0.30 and 2,500,000 warrants exercisable at $0.60 per share. On April 27, 2010, the Company issued warrants to purchase 10,000,000 shares of Company's common stock exercisable at $0.66 per share. The exercise price of these 10,000,000 shares is subject to a full ratchet reset feature. The fair value of all of the warrants, estimated on the date of grant, was recorded as a derivative liability of $ 3,099,009. Their derivative value was re-measured at June 30, 2010 yielding a gain on change in fair value of $29,588.

6. STOCKHOLDERS' DEFICIT

On February 19, 2010, the Company issued 4,600,000 shares of its common stock to extinguish a debt to its founders of $4,600 included in accounts payable. The stock was treated as founders' shares and issued at its par value of $0.001

On February 19, 2010, the Company issued 425,000 shares of its common stock for services performed with a fair value of $127,500.

On May 5, 2010, the Company issued 191,665 shares of common stock at $0.30 per share with warrants attached. See the description of warrants with embedded derivatives in Note 5 above for a more complete description of this transaction.

During June, the Company issued 2,000,000 shares of common stock in exchange for $5,000 of convertible notes payable (converted at $0.0025 per share). See the derivative analysis of this transaction in Note 4 above for a more complete description of this transaction.

7. SUBSEQUENT EVENTS

The Company has evaluated all events that occurred after the balance sheet date of June 30, 2010 through the date these financial statements were issued. The Management of the Company determined that there were certain reportable subsequent events to be disclosed, as follows:

During July and August, 2010, the Company raised $1,213,500 through the sale of 4,045,000 shares of its common stock to 26 individuals.

Item 2. Management's Discussion and Analysis

The following provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto. Car Charging Group, Inc. (formerly New Image Concepts, Inc.) was created as a result of a merger (Reverse Merger) on December 7, 2009, with Car Charging, Inc. New Image Concepts Inc was a development stage entity with no certain revenue plan; Car Charging Inc. was formed on September 3, 2009 to develop a market to service electric vehicle charging. In this connection, the Company intends to identify and acquire the best possible auto charging devices and install them on properties (large garages, shopping-malls, hospitals, cities, and the like) owned by third parties, which through LLC arrangements, share in service revenue generated from customer charging station use. Such use is not anticipate in any significant volume until some time after the third calendar quarter of 2010, when automobile manufacturers are scheduled to mass produce and sell electric vehicles to the public.

The following discussion and analysis contains forward-looking statements, which involve risks and uncertainties. The Company's actual results may differ significantly from the results, expectations and plans discussed in these forward-looking statements.

To date Company's operations have been devoted primarily to developing a business plan. identifying acquisition target companies, raising capital for future operations, initial contracts with property owner/operators and administrative functions. The Company intends to grow through internal development and selected acquisitions. The ability of the Company to achieve its business objectives is contingent upon its success in raising additional capital until adequate revenues are realized from operations.

The Company through its subsidiary, eCharging Stations, LLC, has entered into an agreement with a Coulomb Technologies Inc,(CTI) exclusive distributor, NOVACHARGE, LLC,(NOVACHARGE) to be a reseller of CTI products. The term of this agreement is one year with automatic one year renewals, subject to 90 days written termination notice. These charging station products have been specifically designed for use in the North American market. By the terms of this agreement, the Company is referred to as an Independent Contractor and Reseller on a non-exclusive basis. The company can accordingly make direct sales within a defined seven state territory without consultation or permission from the exclusive distributor (NOVACHARGE) and has secured the commitment that Novacharge "shall not directly seek to solicit any client or customer... to whom Reseller has sold or for whom Reseller has contracted with to sell or provide any Product." There is no provision for a minimum purchase quantity for the first six months of the agreement; reasonable goals based upon previous order history are to be established by mutual agreement thereafter. All purchases are subject to acceptance by NOVACHARGE which must use commercially acceptable efforts to complete orders at prices specified in its price list; such prices are subject to change with 45 days notice. The Company must maintain product liability insurance coverage with limits of not less than U.S. $500,000 per person and not less than US $1,000,000 per occurrence (the Company has coverage for twice this amount).

The Company is in discussions/negotiations to extend this agreement to other distribution territories within the United States.

To date the Company has installed and made operational three charging stations. These stations are all located in West Palm Beach and Broward Counties in Florida. By terms of the agreements with the property owners, these units were installed and are maintained at the Company's expense. The property owners will share in the revenue generated by these charging stations monthly.

Our Chief Executive Officer has observed that the Peoples Republic of China now has the world's largest auto market and is encouraging the development of an electric vehicle and charging systems to support its electric vehicles. In turn, this will encourage manufacturers worldwide to build electric vehicles and should have a positive impact on our markets by increasing the demand for our services

We have incorporated a European subsidiary and are currently viewing possible office locations. We have also held discussions with a European sales organization to discuss distribution and possible merger or investment opportunities, however, no agreements have been finalized at this time.

<u>FOR THE THREE MONTHS ENDED JUNE 30, 2010</u>

Our net loss during the three months ended June 30, 2010, is attributable to the fact that we have not derived any revenue from operations to offset our business development expenses. Losses from operations for the three months ended June 30, 2010 amounted to $311,232, primarily consists of compensation (including consulting $105,650, payroll related $ 76,490), and public / investor relations ($19,340), rent ($25,255), legal $18,356 and travel ($38,109). During these three months management has entered into agreements to install EV devices at three locations and is process of hiring additional sales staff and negotiating additional potential installation cites.

During this three month period the company's liability related to embedded derivative transactions resulted in a loss in change in fair value of $ 3,244,249 (see comments below related to cumulative amount since inception).

FOR THE SIX MONTHS ENDED JUNE 30, 2010

Our net loss during the Six months ended June 30, 2010, is attributable to the fact that we have not derived any revenue from operations to offset our business development expenses. Losses from operations for the six months ended June 30, 2010 amounted to $640,882, primarily consists of compensation (including consulting $240,874, payroll related $140,912), and public / investor relations ($93,380), rent ($32,124), legal ($29,801) and travel ($41,291). During these six months management has entered into agreements to install EV devices at locations throughout the United States and is process of hiring additional sales staff and negotiating additional potential installation cites.

During this six month period the company's liability related to embedded derivative transactions resulted in a income loss on change in fair value of $ 835,601 (see comments below related to cumulative amount since inception). See notes 4 and 5 to the financial statements for further analysis of embedded derivatives.

PERIOD FROM SEPTEMBER 3, 2009 (DATE OF INCEPTION) THROUGH JUNE 30, 2010

Our cumulative net loss since inception is attributable to the fact that we have not derived any revenue from operations to offset our business development expenses. Losses from operations since inception have amounted to $979,669 primarily consisting of consulting ($504,151), payroll related ($143,013) legal fees ($37,140), and public/investor relations ($102,640). The Company's officers and staff have installed and initiated a number of negotiations to install the selected charging stations (currently supplied by Coulomb Technologies, a California corporation which was founded in 2007) through-out the United States; and have initiated development of distribution capabilities for further development through-out Europe. Manufacture and supply of electric vehicles that will require utilization of the Company's services is not anticipated to begin until the last calendar quarter of 2010; this gives the Company adequate time to develop its distribution plan, but also requires that the Company continue to develop capital sources.

Our cumulative liability related to embedded derivative transactions resulted in a liability of $7,857,207 as of June 30, 2010. The Company evaluates its convertible debt, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 810-10-05-4 of the FASB Accounting Standards Codification and paragraph 815-40-25 of the FASB Accounting Standards Codification. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the Statement of Operations as other income or expense ($835,601 loss for the six months ended June 30, 2010). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity.

Liquidity and Capital Resources

The Company has primarily financed its activities from sales of capital stock of the Company and from loans from related parties. A significant portion of the funds raised from the sale of capital stock has been used to cover working capital needs such as office expenses and various consulting and professional fees.

For the six months ended June 30, 2010, we used $609,805 of cash to finance our operations, $20,819 was invested in depreciable property and $62,500 of additional capital was added. Our accumulated deficit since inception (including liability for embedded derivatives) is $ 8,292,499. Such cash use and accumulated losses have resulted primarily from costs related to various consulting and professional fee and costs incurred in connection with capital transactions (embedded derivatives).

Costs related to those incurred as an SEC reporting Company include fees incurred for legal, filing and auditing services together with costs related to maintain stock transfer services, board and shareholder meeting(s), shareholder proxy, quarterly and annual report information for shareholders, filing and responses to inquiries from the SEC. In the aggregate, such costs are anticipated to be less than $100,000 on an annual basis and will be paid for from the general funds available to the Company in its cash accounts.

The cash cost needed to operate the Company from month to month have historically averaged between $60,000 and $100,000 per month. The Company anticipates that this amount will increase over time as more operating LLC's are added and staff size increases; such increases are expected to double monthly operating cash requirements by 2012. Cash available to the Company now from sales of its capital stock is anticipated to be adequate to support operation for the next twelve months.
Management believes that additional funding will be necessary in order for the Company to continue as a going concern. Significant additional capital or debt must be incurred to develop the Company's business plan (that is, the acquisition and installation of charging stations prior to the generation of service revenue). The Company is investigating several forms of private debt and/or equity financing, although there can be no assurances that the Company will be successful in procuring such financing or that it will be available on terms acceptable to the Company. We have no external credit facilities from an unrelated party. If the Company is unable to generate profits, or unable to obtain additional funds for its working capital needs, it may have to cease operations. During July and August, 2010, the Company raised $1,213,500 through the sale of 4,045,000 shares of its common stock to 26 individuals.

Off Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company is subject to certain market risks, including changes in interest rates and currency exchange rates. The Company does not undertake any specific actions to limit those exposures.

Item 4. Controls and Procedures

(a) **Evaluation of disclosure controls and procedures.** Our Chief Executive Officer and Principal Financial Officer, after evaluating the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report on Form 10-Q (the "Evaluation Date"), have concluded that as of the Evaluation Date, our disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) **Changes in internal control over financial reporting.** There were no changes in our internal control over financial reporting during our most recent fiscal quarter that materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

Item 1A. Risk Factors

None.

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

On May 5, 2010, the Company sold 191,665 units at $0.30 per unit, that consist of one common share and one warrant to purchase an additional common share at $0.60 per share.

The offering and issuance of units was an unregistered sale of securities conducted pursuant to Rule 506 of Regulation D or Regulation S promulgated thereunder. Such securities were not registered under the Securities Act of 1933.

Item 3. Defaults Upon Senior Securities

None

Item 4. (Removed and Reserved)

Item 5. Other Information

Our subsequent events disclosure under Item 2 Unregistered Sales of Equity Securities and Use of Proceeds is incorporated herein by reference.

Item 6. Exhibits

(a) Exhibits

31.1 Certifications pursuant to Section 302 of Sarbanes Oxley Act of 2002

31.2 Certifications pursuant to Section 302 of Sarbanes Oxley Act of 2002

32.1 Certifications pursuant to Section 906 of Sarbanes Oxley Act of 2002

32.2 Certifications pursuant to Section 906 of Sarbanes Oxley Act of 2002

SIGNATURES

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

	CAR CHARGING GROUP, INC.
	By: */s/ Michael D. Farkas*
Date: November 4 , 2010	Michael D. Farkas Chief Executive Officer Principal Executive Officer
	By:*/s/ Richard Adeline*
	Richard Adeline Chief Financial Officer

Exhibit 31.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Michael D. Farkas, certify that:

1. I have reviewed this Form 10-Q/A of Car Charging Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Car Charging Group, Inc.

By: /s/ Michael D. Farkas
Michael D. Farkas
Chief Executive Officer

November 4, 2010

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Richard Adeline, certify that:

1. I have reviewed this Form 10-Q/A of Car Charging Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Car Charging Group, Inc.

By: /s/ Richard Adeline
Richard Adeline
Chief Financial Officer
Principal Accounting
Officer

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350

In connection with this Quarterly Report of Car Charging Group, Inc. (the "Company") on Form 10-Q/A for the period ending June 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael D. Farkas, Chief Executive Officer of the Company, certifies to the best of his knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. Such Quarterly Report on Form 10-Q/A for the period ending June 30, 2010, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Quarterly Report on Form 10-Q/A for the period ending June 30, 2010, fairly presents, in all material respects, the financial condition and results of operations of Car Charging Group, Inc.

By: /s/ Michael D. Farkas
Michael D. Farkas
Chief Executive Officer
Principal Executive Officer

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350

In connection with this Quarterly Report of Car Charging Group, Inc. (the "Company") on Form 10-Q/A for the period ending June 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard Adeline, Chief Financial Officer of the Company, certifies to the best of his knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. Such Quarterly Report on Form 10-Q/A for the period ending June 30, 2010, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Quarterly Report on Form 10-Q/A for the period ending June 30, 2010, fairly presents, in all material respects, the financial condition and results of operations of Car Charging Group, Inc.

By: /s/ Richard Adeline
Richard Adeline
Chief Financial Officer
Principal Accounting Officer

November 4, 2010