

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Form 10-Q

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

For the quarterly period ended September 29, 2007

OR

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

Commission file number 0-19621

**APPLIANCE RECYCLING CENTERS of AMERICA, INC.**

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

**41-1454591**  
(I.R.S. Employer  
Identification No.)

**7400 Excelsior Blvd.**  
**Minneapolis, Minnesota 55426-4517**  
(Address of principal executive offices)

**(952) 930-9000**  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

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

As of November 13, 2007, the number of shares outstanding of the registrant's no par value Common Stock was 4,457,277 shares.

APPLIANCE RECYCLING CENTERS of AMERICA, INC.

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Appliance Recycling Centers of America, Inc. and Subsidiaries  
CONSOLIDATED BALANCE SHEETS

|   | September 29,<br>2007<br>(Unaudited) | December 30,<br>2006 |
|---|--------------------------------------|----------------------|
| <b>ASSETS</b>   |                                      |                      |
| Current Assets  |                                      |                      |
| Cash and cash equivalents   | \$ 1,893,000                         | \$ 2,753,000         |
| Accounts receivable, net of allowance of \$152,000 and<br>\$152,000, respectively   | 9,749,000                            | 2,411,000            |
| Inventories, net of reserves of \$116,000 and \$207,000, respectively   | 12,323,000                           | 10,998,000           |
| Deferred income taxes   | 601,000                              | 601,000              |
| Other current assets  | 1,141,000                            | 657,000              |
| <b>Total current assets</b>   | <b>25,707,000</b>                    | <b>17,420,000</b>    |
| Property and Equipment, at cost   |                                      |                      |
| Land  | 2,050,000                            | 2,050,000            |
| Buildings and improvements  | 4,740,000                            | 4,696,000            |
| Equipment   | 7,544,000                            | 6,889,000            |
|   | 14,334,000                           | 13,635,000           |
| Less accumulated depreciation   | 8,148,000                            | 7,575,000            |
| <b>Net property and equipment</b>   | <b>6,186,000</b>                     | <b>6,060,000</b>     |
| Other Assets  | 553,000                              | 433,000              |
| <b>Total assets</b>   | <b>\$ 32,446,000</b>                 | <b>\$ 23,913,000</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                                      |                      |
| Current Liabilities   |                                      |                      |
| Line of credit  | \$ 12,484,000                        | \$ 6,872,000         |
| Current maturities of long-term obligations   | 364,000                              | 309,000              |
| Accounts payable  | 3,900,000                            | 3,198,000            |
| Accrued expenses  | 3,930,000                            | 3,957,000            |
| Income taxes payable  | 104,000                              | 58,000               |
| <b>Total current liabilities</b>  | <b>20,782,000</b>                    | <b>14,394,000</b>    |
| Long-Term Obligations, less current maturities  | 4,788,000                            | 4,776,000            |
| Deferred Income Tax Liabilities   | 601,000                              | 601,000              |
| <b>Total liabilities</b>  | <b>26,171,000</b>                    | <b>19,771,000</b>    |
| Shareholders' Equity  |                                      |                      |
| Common stock, no par value; authorized 10,000,000<br>shares; issued and outstanding 4,457,000 and 4,320,000<br>shares, respectively | 15,279,000                           | 14,970,000           |
| Accumulated deficit   | (9,060,000)                          | (10,828,000)         |
| Accumulated Other Comprehensive Income  |                                      |                      |
| Foreign Currency Translation Adjustments  | 56,000                               | -                    |
| <b>Total shareholders' equity</b>   | <b>6,275,000</b>                     | <b>4,142,000</b>     |
| <b>Total liabilities and shareholders' equity</b>   | <b>\$ 32,446,000</b>                 | <b>\$ 23,913,000</b> |

See Notes to Consolidated Financial Statements.

Appliance Recycling Centers of America, Inc. and Subsidiaries  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(Unaudited)

|   | <u>Three Months Ended</u> |                       | <u>Nine Months Ended</u> |                       |
|---|---------------------------|-----------------------|--------------------------|-----------------------|
|   | September 29,<br>2007     | September 30,<br>2006 | September 29,<br>2007    | September 30,<br>2006 |
| <b>Revenues</b>                                 |                           |                       |                          |                       |
| Retail  | \$ 17,561,000             | \$ 16,839,000         | \$ 53,993,000            | \$ 48,786,000         |
| Recycling                                       | 9,035,000                 | 3,407,000             | 14,282,000               | 7,685,000             |
| Byproduct                                       | 774,000                   | 537,000               | 1,609,000                | 1,389,000             |
| Total revenues                                  | 27,370,000                | 20,783,000            | 69,884,000               | 57,860,000            |
| Cost of Revenues                                | 18,078,000                | 14,068,000            | 46,051,000               | 40,243,000            |
| Gross profit                                    | 9,292,000                 | 6,715,000             | 23,833,000               | 17,617,000            |
| Selling, General and Administrative Expenses    | 7,459,000                 | 6,413,000             | 20,969,000               | 17,969,000            |
| Operating income (loss)                         | 1,833,000                 | 302,000               | 2,864,000                | (352,000)             |
| <b>Other Income (Expense)</b>                   |                           |                       |                          |                       |
| Other income                                    | 31,000                    | 2,000                 | (14,000)                 | 7,000                 |
| Interest expense                                | (395,000)                 | (283,000)             | (1,017,000)              | (773,000)             |
| Income (Loss) before income tax expense         | 1,469,000                 | 21,000                | 1,833,000                | (1,118,000)           |
| Provision for Income Taxes                      | 65,000                    | -                     | 65,000                   | -                     |
| Net income (loss)                               | \$ 1,404,000              | \$ 21,000             | 1,768,000                | (\$1,118,000)         |
| <hr/>   |                           |                       |                          |                       |
| Basic Earnings (Loss) per Common Share          | \$ 0.32                   | \$ 0.00               | \$ 0.40                  | \$ (0.26)             |
| <hr/>   |                           |                       |                          |                       |
| Diluted Earnings (Loss) per Common Share        | \$ 0.31                   | \$ 0.00               | \$ 0.40                  | \$ (0.26)             |
| <hr/>   |                           |                       |                          |                       |
| <b>Weighted Average Number of Common Shares</b> |                           |                       |                          |                       |
| <b>Outstanding</b>                              |                           |                       |                          |                       |
| Basic   | 4,409,000                 | 4,341,000             | 4,368,000                | 4,332,000             |
| Diluted   | 4,511,000                 | 4,388,000             | 4,438,000                | 4,332,000             |

See Notes to Consolidated Financial Statements.

Appliance Recycling Centers of America, Inc. and Subsidiaries  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

|  | <u>Nine Months Ended</u> |                       |
|--|--------------------------|-----------------------|
|  | September 29,<br>2007    | September 30,<br>2006 |
| <b>Cash Flows from Operating Activities</b>  |                          |                       |
| Net income (loss)  | \$ 1,768,000             | \$ (1,118,000)        |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |                          |                       |
| Depreciation and amortization  | 627,000                  | 555,000               |
| Stock-based compensation expense   | 72,000                   | 114,000               |
| Loss on sale of equipment  | -                        | 15,000                |
| Changes in assets and liabilities:   |                          |                       |
| Accounts receivables   | (7,338,000)              | (878,000)             |
| Inventories  | (1,325,000)              | (1,413,000)           |
| Other current assets   | (484,000)                | (272,000)             |
| Other assets   | (120,000)                | 238,000               |
| Accounts payable   | 702,000                  | 3,245,000             |
| Accrued expenses   | (27,000)                 | (5,000)               |
| Accrued Income Taxes   | 46,000                   | -                     |
| Net cash provided by (used in) operating activities  | \$ (6,079,000)           | \$ 481,000            |
| <b>Cash Flows from Investing Activities</b>  |                          |                       |
| Purchases of property and equipment  | \$ (483,000)             | \$ (383,000)          |
| Proceeds from disposal of equipment  | -                        | 2,000                 |
| Deposit received for sale of building  | -                        | 730,000               |
| Net cash provided by (used in) investing activities  | \$ (483,000)             | \$ 349,000            |
| <b>Cash Flows from Financing Activities</b>  |                          |                       |
| Net borrowings under line of credit  | \$ 5,612,000             | \$ 4,58,000           |
| Stock placement costs  | -                        | (2,000)               |
| Distribution to minority subsidiary owner  | -                        | (25,000)              |
| Proceeds from stock option exercises   | 237,000                  | 29,000                |
| Payments on long-term obligations  | (203,000)                | (171,000)             |
| Net cash provided by financing activities  | \$ 5,646,000             | \$ 289,000            |
| Effect of exchange rate changes in cash and cash equivalents                                       | 56,000                   | -                     |
| Increase (decrease) in cash and cash equivalents   | \$ (860,000)             | \$ 1,119,000          |
| <b>Cash and Cash Equivalents</b>   |                          |                       |
| Beginning  | 2,753,000                | 2,095,000             |
| Ending   | \$ 1,893,000             | \$ 3,214,000          |
| <b>Supplemental Disclosures of Cash Flow Information</b>   |                          |                       |
| Cash payments (receipts) for:  |                          |                       |
| Interest   | \$ 1,017,000             | \$ 773,000            |
| Income taxes   | \$ 19,000                | \$ 9,000              |
| Equipment acquired under capital lease   | \$ 189,000               | \$ 140,000            |
| Equipment acquired for long-term debt  | \$ 81,000                | \$ -                  |

See Notes to Consolidated Financial Statements.

Appliance Recycling Centers of America, Inc. and Subsidiaries

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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1. Financial Statements

In our opinion, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal, recurring accruals) necessary to present fairly our financial position, including our subsidiaries, as of September 29, 2007 and the results of operations and cash flows for the three-month and nine-month periods ended September 29, 2007 and September 30, 2006. The three and nine months presented are 13- and 39-week periods, respectively. The results of operations for any interim period are not necessarily indicative of the results for the year. These interim consolidated financial statements should be read in conjunction with our annual consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 30, 2006. Therefore, certain information and footnote disclosures included in the annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted.

2. Recent Accounting Pronouncements

Effective December 31, 2006, we adopted FASB Interpretation (FIN) No. 48 (FIN No. 48), "Accounting for Uncertainty in Income Taxes", to address the noncomparability in reporting tax assets and liabilities resulting from a lack of specific guidance in FASB SFAS No. 109 (SFAS 109), "Accounting for Income Taxes", on the uncertainty in income taxes recognized in an enterprise's financial statements. Specifically, FIN No. 48 prescribes (a) a consistent recognition threshold and (b) a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and provides related guidance on derecognition, classification, interest and penalties, accounting interim periods, disclosure, and transition. We determined that there is no impact on the financial results for the nine months ended September 29, 2007.

At September, 2007, our federal net operating loss carryforwards were approximately \$3,156,000. The provision for income taxes for the nine-month period ended September 29, 2007 of \$65,000 was for our anticipated tax liability for our Canadian operation. Our 2004 – 2006 federal and state tax returns are open to being examined..

3. Accrued Expenses

Accrued expenses were as follows:

|                           | September 29,<br>2007 | December 30,<br>2006 |
|---------------------------|-----------------------|----------------------|
| Compensation and Benefits | \$1,507,000           | \$1,427,000          |
| Warranty Expense          | 10,000                | 28,000               |
| Accrued Recycling         |                       |                      |
| Incentive Checks          | 1,110,000             | 1,110,000            |
| Accrued Rent              | 417,000               | 356,000              |
| Accrued Payables          | 304,000               | 570,000              |
| Other                     | 582,000               | 466,000              |
|                           | <u>\$3,930,000</u>    | <u>\$3,957,000</u>   |

4. Basic and Diluted Net Income per Share

Basic per-share amounts are computed, generally, by dividing net income or loss by the weighted-average number of common shares outstanding. Diluted per-share amounts assume the conversion, exercise or issuance of all potential common stock instruments unless their effect is antidilutive, thereby reducing the loss or increasing the income per common share.

For the three and nine months ended September 29, 2007 all options were dilutive. For the three months ended September 30, 2006, approximately 161,000 shares of common stock under stock options and warrants have been excluded from the calculation of diluted weighted-average shares as they are anti-dilutive. Since we incurred losses for the nine months ended September 30, 2006, the effect of 264,000 options to purchase common shares for the nine months ended September 30, 2006 are antidilutive, and, therefore, were not included in the computation of per-share amounts.

5. Critical Accounting Policies

Our significant accounting policies and estimates are summarized in the footnotes to our annual consolidated financial statements. Some of the most critical policies and estimates are also discussed below:

**Revenue recognition:** We recognize revenue from appliance sales in the period the consumer purchases and pays for the appliance, net of allowance for estimated returns. We recognize revenue from appliance recycling when we collect and process a unit. We recognize byproduct revenue upon shipment.

We defer revenue under certain appliance extended warranty arrangements we sell and service, and recognize the revenue over the related terms of the warranty contracts. On extended warranty arrangements we sell but others service for a fixed portion of the warranty sales price, we recognize revenue for the net amount retained at the time of sale of the extended warranty to the consumer.

We include shipping and handling charges to customers in retail revenues, which are recognized when deliveries have been completed. Shipping and handling costs that we incur are included in cost of revenues.

**Product warranty:** We provide a warranty for the replacement or repair of certain defective units. Our standard warranty policy requires us to repair or replace certain defective units at no cost to our customers. We estimate the costs that may be incurred under our warranty and record a liability reserve in the amount of such costs at the time we recognize product revenue. Factors that affect our warranty liability reserve for covered units include the number of units sold, historical and anticipated rates of warranty claims on these units, and the cost of such claims. We periodically assess the adequacy of our recorded warranty liability reserve and adjust the amounts as necessary.

Changes in our warranty liability reserve are as follows:

| (Unaudited)                          | <u>Three Months Ended</u> |                    | <u>Nine Months Ended</u> |                    |
|--------------------------------------|---------------------------|--------------------|--------------------------|--------------------|
|                                      | September 29, 2007        | September 30, 2006 | September 29, 2007       | September 30, 2006 |
| Balance, beginning                   | \$ 12,000                 | \$ 28,000          | \$ 28,000                | \$ 27,000          |
| Standard accrual based on units sold | 6,000                     | 15,000             | 17,000                   | 42,000             |
| Actual costs incurred                | (1,000)                   | (1,000)            | (3,000)                  | (3,000)            |
| Periodic accrual adjustments         | <u>(7,000)</u>            | <u>(6,000)</u>     | <u>(32,000)</u>          | <u>(30,000)</u>    |
| Balance, ending                      | <u>\$ 10,000</u>          | <u>\$ 36,000</u>   | <u>\$ 10,000</u>         | <u>\$ 36,000</u>   |

**Trade receivables:** We carry trade receivables at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a monthly basis. Management determines the allowance for doubtful accounts by regularly evaluating individual customer receivables and considering a customer's financial condition, credit history, and current economic conditions. We write off trade receivables when we deem them uncollectible. We record recoveries of trade receivables previously written off when we receive them. We consider a trade receivable to be past due if any portion of the receivable balance is outstanding for more than 90 days. We do not charge interest on past due receivable balances. Our management considers the reserve for doubtful accounts of \$152,000 remains adequate to cover any exposure to loss in our September 29, 2007 accounts receivable.

**Inventories:** Inventories, consisting principally of appliances, are stated at the lower of cost, first-in, first-out (FIFO), or market. We provide estimated reserves for the realizability of our appliance inventories, including adjustments to market, based on various factors including the age of such inventory and our management's assessment of the need for such allowances. We look at historical inventory agings and margin analysis in

determining our reserve estimate. We believe the reserve of \$116,000 as of September 29, 2007 is adequate.

**Property and equipment:** We compute depreciation using straight-line and accelerated methods over the following estimated useful lives:

|                            | <u>Years</u> |
|----------------------------|--------------|
| Buildings and improvements | 18 - 30      |
| Equipment                  | 3 - 8        |

We amortize leasehold improvements on a straight-line basis over the shorter of their estimated useful lives or the underlying lease term.

We did not identify any items that were impaired as of September 29, 2007.

**Income taxes:** Deferred taxes are provided on an asset and liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. Realization of deferred tax assets is dependent upon sufficient future taxable income during the periods when deductible temporary differences and carryforwards are expected to be available to reduce taxable income. At September 29, 2007, a valuation allowance has been recorded against deferred tax assets principally relating to net operating loss and tax credit carryforwards due to the uncertainty of realizing the related benefits.

We recorded a tax provision of \$65,000 in the third quarter of 2007 for the anticipated tax liability of our Canadian subsidiary. We decreased our valuation allowance for income generated in the third quarter of 2007.

**Stock-based compensation:** We regularly grant options to our employees under various plans as described in Note 7 of our Annual Report on Form 10-K for the year ended December 30, 2006. We recognize compensation cost relating to share-based payment transactions, including grants of employee stock options in our financial statements. We measure the cost of employee services received in exchange for stock options based on the grant date fair value of the award, and recognize the cost over the period the employee is required to provide services for the award.

As of September 29, 2007, 198,000 stock options were outstanding. There were no options granted during the three months ended September 29, 2007. The fair value of option grants is determined at grant date, using a Black-Scholes option pricing model. The volatility factor

used in the Black-Scholes option pricing model is based on historical stock price fluctuations. The current forfeiture rate is based on a reasonable estimate by management. Based on these valuations, we recognized compensation expense of \$35,000 and \$72,000 for the three and nine months ended September 29, 2007 compared to expense of \$55,000 and \$114,000 (an earnings per share effect of \$.01 and \$.03 respectively) for the three and nine months ended September 30, 2006, respectively. The earnings per basic and diluted share effect for stock based compensation is \$.02 and \$.01 respectively, for the three and nine months ended September 29, 2007 related to the amortization of the vesting of options outstanding as of December 30, 2006 and options granted during the nine months ended September 29, 2007. We estimate the expense for the remainder of 2007 to be approximately \$35,000 based on the value of options outstanding on September 29, 2007 that will vest during the remainder of 2007. This estimate does not include any expense for options that may be granted and vest during the remainder of 2007.

6. Line of Credit

On September 21, 2007, we amended our existing line of credit with our lender to increase the line from \$12.0 million to \$14.0 million. The interest rate on the line as of September 29, 2007 was prime plus 2.00 percentage points (9.75%). The amount of borrowings available under the line of credit is based on a formula using receivables and inventories. The line of credit has a stated maturity date of December 31, 2010, if not renewed, and provides that the lender may demand payment in full of the entire outstanding balance of the loan at any time. The line of credit is secured by substantially all our assets and requires minimum monthly interest payments of \$58,000, regardless of the outstanding principal balance. The lender is also secured by an inventory repurchase agreement with Whirlpool Corporation (Whirlpool) for purchases from Whirlpool only. The line requires that we meet certain financial covenants, provides payment penalties for noncompliance and prepayment, limits the amount of other debt we can incur, limits the amount of spending on fixed assets, and limits payments of dividends. As of September 29, 2007, we were in compliance with all covenants. At September 29, 2007, we had an excess amount outstanding over our borrowing base of \$271,000. Per our loan agreement, this amount was remitted to the lender on October 1, 2007.

7. Foreign Currency

Foreign denominated monetary assets and liabilities are translated at the rate of exchange prevailing at the balance sheet date. Revenue and expenses are translated at the average exchange rates prevailing during the year. The Our Canadian office's functional currency is the Canadian dollar. Translation adjustments result from translating their financial statements into the reporting currency, the U.S. dollar. The translation adjustment has not been included in determining net income, but has been reported separately and will be accumulated in a separate component of equity. The Canadian office has foreign currency transactions denominated in a currency other than the Canadian dollar. These transactions include receivables and payables that are fixed in terms of the amount of foreign currency

that will be received or paid on a future date. A change in exchange rates between the functional currency and the currency in which the transaction is denominated increases or decreases the expected amount of functional currency cash flows upon settlement of the transaction. That increase or decrease in expected functional currency cash flows is a foreign currency transaction gain or loss that has been included in determining the net income of the period. We recorded a foreign currency translation adjustment of \$56,000 for the three and nine months ended September 29, 2007 as a separate component of shareholder's equity as other comprehensive income. This results in total comprehensive income of \$1,440,000 and \$1,824,000 for the three and nine months ended September 29, 2007. There was no other comprehensive income effect for the same periods in the prior year.

8. Long-Term Obligations

Long-term obligations consisted of the following:

|   | September 29,<br>2007<br>(Unaudited) | December 30,<br>2006 |
|---|--------------------------------------|----------------------|
| 6.85% mortgage, due in monthly installments of \$15,326, including interest, due January 2013, collateralized by land and building  | \$1,738,000                          | \$1,785,000          |
| Adjustable rate mortgage based on the 30-day LIBOR rate (3.86% as of September 30, 2007) plus 2.70%, adjusted yearly, monthly payments include interest and principal, and are based on a 20-year amortization, due October 2012, collateralized by land and building | 2,929,000                            | 3,002,000            |
| Other, primarily capital leases   | <u>485,000</u>                       | <u>298,000</u>       |
|   | 5,152,000                            | 5,085,000            |
| Less current maturities   | <u>364,000</u>                       | <u>309,000</u>       |
|   | <u>\$4,788,000</u>                   | <u>\$4,776,000</u>   |

The future annual maturities of long-term obligations are as follows:

| <u>Fiscal year</u>  |                    |
|---------------------|--------------------|
| Remaining 2007      | \$ 43,000          |
| 2008                | 311,000            |
| 2009                | 328,000            |
| 2010                | 350,000            |
| 2011                | 329,000            |
| 2012 and thereafter | <u>3,791,000</u>   |
|                     | <u>\$5,152,000</u> |

9. Commitments and Contingencies

In December 2004, we filed suit in the U.S. District Court for the Central District of California alleging that JACO Environmental, Inc., (JACO) and one of our former consultants fraudulently obtained U.S. Patent No. 6,732,416 in May 2004 covering appliance recycling methods and systems which were originally developed by us beginning in 1987 and used in serving more than forty-five electric utility appliance recycling programs since that time. We are seeking an injunction to prevent JACO from claiming that it obtained a valid patent on appliance recycling processes that we believe is based on methods and processes we invented. We are also asking the court for unspecified damages related to charges that JACO, in using the patent to promote its services, has engaged in unfair competition and false and misleading advertising under federal and California statutes. We may incur substantial costs in pursuing this injunction, which could have an adverse effect on our results of operations.

In September 2005, we received a legally binding document in which JACO states it will not sue us or any of our customers for violating the JACO patent. Therefore, our recycling operations will continue with our current contracts without interruption.

On October 18, 2006, the U.S. District Court for the Central District of California denied the motion for summary judgement filed by JACO to dismiss the suit.

The case is scheduled for trial in March of 2008.

On May 21, 2007, the U.S. District Court for the Central District of California dismissed a patent infringement suit brought against us in October 2006 by JACO and SEB Umwelt-Service/Basis of Mettlach, Germany (SEG). The suit claimed that we have been using refrigerator recycling systems and processes covered by two U.S. patents issued to SEG and exclusively licensed to JACO. This suit was dismissed for lack of prosecution and may not be reinstated unless the Court sets aside the dismissal or a new action is filed after the appropriate pretrial investigation of asserted claims.

## PART I: ITEM 2      MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

---

The following discussion and analysis provides information that we believe is relevant to an assessment and understanding of our operations and financial condition. This discussion should be read with the consolidated financial statements appearing in Item 1.

### OVERVIEW

We generate revenues from three sources: retail, recycling and byproduct. Retail revenues are sales of appliances, warranty and service revenue, and delivery fees. Recycling revenues are fees charged for the disposal of appliances. Byproduct revenues are sales of scrap metal and reclaimed chlorofluorocarbons (CFCs) generated from processed appliances. We are managed as a unit and do not measure profit or loss separately for our three primary revenue sources. Therefore, we believe that we have one operating segment.

## RESULTS OF OPERATIONS

Total revenues for the three and nine months ended September 29, 2007 were \$27,370,000 and \$69,884,000, respectively, compared to \$20,783,000 and \$57,860,000 for the same periods in the prior year, increases of 32% and 21% respectively for the three and nine months ended September 29, 2007.

Retail revenues accounted for approximately 64% of revenues in the third quarter of 2007. Retail revenues for the three and nine months ended September 29, 2007 were \$17,561,000 and \$53,993,000 compared to \$16,839,000 and \$48,786,000 for the same periods in 2006, increases of 4% and 11% respectively. Same-store retail sales decreased approximately \$240,000 or 1.5% (a sales comparison of thirteen stores that were open the entire third quarters of both 2007 and 2006). The decrease in same-store sales was due primarily to a reduced number of full kitchen packages sold and a slowdown in new home construction. The overall increase in third-quarter retail revenues was due primarily to the opening of two additional locations in our Atlanta, Georgia market. One opened in September of 2006, one in December of 2006. This accounted for \$1,372,000 in additional revenues in the third quarter of 2007 and \$2,076,000 year to date in 2007.

Our retail outlets carry a wide range of new in-the-box and special-buy appliances, which include manufacturer closeouts, factory overruns, floor samples, returned or exchanged items, open carton items, and scratch and dent appliances. All of these appliances are new, not used. Some are in the carton while others are out of the carton.

We continue to purchase both new in-the-box and special-buy appliances primarily from Whirlpool Corporation (Whirlpool), GE Corporation (GE) and Frigidaire. We have no minimum purchase requirements with any of these manufacturers. We believe purchases from these three manufacturers will provide an adequate supply of high-quality appliances for our retail outlets; however, there is a risk that one or more of these sources could be curtailed or lost.

Currently, we operate fifteen retail stores. In October, 2007 we announced the opening of a fourth retail location in the Columbus, Ohio market. We also announced the closing of a small retail outlet in the Los Angeles market. This location, which did not reflect the company's model in terms of size and sales volume, was closed in order to focus on recycling activity at our California center. We expect retail revenues to remain relatively unchanged for the remaining quarter of 2007.

Recycling revenues for the three and nine months ended September 29, 2007 increased to \$9,035,000 and \$14,282,000 from \$3,407,000 and \$7,685,000 for the same periods in 2006,

increases of 165% and 86%, respectively. The increase in recycling revenues is primarily due to an increase in recycling activity associated with one of our West Coast customers and our customer located in Canada. During the first three quarters of 2007, we managed appliance recycling operations under ten contracts with electric utility companies compared to seven in 2006. These include six companies on the West Coast, two in the Midwest, one in the South, and one in Canada. Two of our contracts with utility customers on the West Coast run from 2006-2008. Our contract with our Canadian utility customer runs through December, 2010. Our contract with one of the utility customers in the Midwest runs from 2006 to 2007. The remaining contracts are for 2007 only; the likelihood that these contracts will be renewed can not be predicted as of the end of the third quarter of 2007.

We are responsible for advertising the recycling program on behalf of one of the utility customers on the West Coast. Each of the other nine utility customers is responsible for its own advertising.

Byproduct revenues for the three and nine months ended September 29, 2007 increased to \$774,000 and \$1,609,000 from \$537,000 and \$1,389,000 for the same periods of 2006. The increases were due primarily to an increase in scrap metal volume and prices in California, Minnesota, and Canada.

We expect recycling and byproduct revenue to remain consistent with the third quarter of 2007 for the remainder of the year. Beyond that, factors including the potential renewal of our recycling contracts, and the demand for appliance recycling contracts can not be predicted and therefore make projecting these revenues difficult.

Gross profit as a percentage of total revenues for the three and nine months ended September 29, 2007 increased to 34% from 32% and to 34% from 31%, respectively, for the same periods in 2006. The increases were primarily due to:

1. Increases in early payment discounts of approximately \$678,000 from the prior year.
2. Increases in volume rebates of approximately \$55,000 for the third quarter and \$750,000 for the year, granted by our vendors based on our purchasing.
3. An increase in profit margin on unboxed product resulting from opportunity buys created by the merger of two of our vendors and a reduction in freight costs associated with the purchase of unboxed product of approximately \$50,000 for the third quarter and \$216,000 year to date.
4. Labor efficiencies resulting from increases in volumes of unboxed product.
5. The increase in recycling revenues which deliver a slightly better profit margin.

Including some contemplated continuation of the items set out in points 1 – 5 above, we expect gross margins for the remainder of the year to be approximately 31%-33% based on currently planned levels of recycling volume and retail product purchases, as well as estimated pricing adjustments that may be needed to reflect conditions in the overall appliance retail market.

Gross profit as a percentage of total revenues for future periods can be affected favorably or unfavorably by numerous factors, including:

1. The mix of retail products we sell.
2. The prices at which we purchase product from the three manufacturers.
3. Transportation costs including but not limited to fuel costs.
4. The volume of appliances we receive through our recycling contracts.
5. The price and volume of byproduct revenues.

Selling, general, and administrative expenses for the three and nine months ended September 29, 2007 increased by \$1,046,000 or 16% and \$3,000,000 or 17%, respectively, from the same periods in 2006. As a percentage of total revenues, selling, general and administrative expenses decreased to 27% for the third quarter of 2007 compared to 31% for the third quarter of 2006 and decreased to 30% for the first nine months of 2007 compared to 31% for the same period last year. Selling expenses for the three and nine months ended September 29, 2007 increased by \$220,000 or 4% and \$1,970,000 or 16%, respectively, from the same periods in 2006. The increase in selling expenses was due primarily to:

1. An increase in net advertising expense of approximately \$6,000 in the third quarter of 2007 and \$570,000 year-to-date; and
2. The expense of approximately \$243,000 for operating two additional outlets in the Georgia market in the third quarter of 2007, and \$1,392,000 year-to-date.

General and administrative expenses for the three and nine months ended September 29, 2007 increased by \$826,000 or 43% and \$1,030,000 or 18%, respectively, from the same periods in 2006. The increase in general and administrative expense was due primarily to additional personnel costs associated with operating additional retail stores and recycling contracts and legal costs associated with the legal proceedings discussed in Part II, Item 1, Legal Proceedings.

We expect selling, general and administrative expenses as a percentage of total revenue to be 28%-30% for the remainder of 2007.

Interest expense increased to \$395,000 for the three months and \$1,017,000 for the nine months ended September 29, 2007 compared to \$283,000 and \$773,000 for the same periods in 2006. The increase was due primarily to an increase in the outstanding amount on the line of credit and an increase in the interest rate on the mortgage on the St. Louis Park, Minnesota facility.

We had net operating loss carryovers and credit carryforwards of approximately \$3,156,000 at September 29, 2007, which may be available to reduce taxable income and therefore income taxes payable in future years. The availability of loss carryforwards has been reduced by the provisions of Internal Revenue Code Section 382 which relate to a change in control. Future changes in ownership could reduce the ability to use the carryovers and carryforwards.

At September 29, 2007, we had recorded cumulative valuation allowances of approximately \$2,008,000 against our net deferred tax assets due to the uncertainty of their realization. The realization of deferred tax assets is dependent upon sufficient future taxable income during the

periods when deductible temporary differences and carryforwards are expected to become available to reduce taxable income.

We recorded net income of \$1,404,000 or \$0.31 per diluted share for the third quarter ended September 29, 2007 compared to \$21,000 or \$0.00 per diluted share for the same period of 2006. We recorded net income of \$1,768,000 or \$0.40 per diluted share for the nine months ended September 29, 2007 compared to net loss of \$1,118,000 or \$0.26 (rounded) per basic and diluted share for the same period in 2006. The increase in third quarter and year to date net income was primarily due to an increase in recycling revenue.

### LIQUIDITY AND CAPITAL RESOURCES

At September 29, 2007, we had working capital of \$4,925,000 compared to \$3,026,000 at December 30, 2006. Cash and cash equivalents decreased to \$1,893,000 at September 29, 2007 from \$2,753,000 at December 30, 2006. Net cash used in operating activities was \$6,079,000 for the nine months ended September 29, 2007 compared to net cash provided by operating activities of \$481,000 in the same period of 2006. The cash used in operating activities was primarily due to an increase in accounts receivable and inventory offset by an increase in accounts payable and the net income. In October of 2007 we received approximately \$2,500,000 in payment on receivables outstanding on September 29, 2007.

Our capital expenditures for the nine months ended September 29, 2007 and September 30, 2006 were approximately \$483,000 and \$383,000, respectively. The 2007 capital expenditures were related primarily to continued development of our enterprise-wide software, building improvements, and upgraded computer and phone equipment to handle increased recycling business. The 2006 capital expenditures were related primarily to software development and building improvements for our two new ApplianceSmart stores in the Atlanta, Georgia market. In the third quarter of 2006, we received cash of \$720,000 as a deposit on the then-pending sale (cancelled) of our St. Louis Park, Minnesota building and \$10,000 as a fee for extending the closing date.

Net cash provided by financing activities was \$5,646,000 for the nine months ended September 29, 2007 compared to \$289,000 in the same period in 2006. The cash provided by financing was primarily due to borrowing under the line of credit and proceeds from the exercise of stock options, offset by payments on long-term obligations during the nine months ended September 29, 2007.

At September 29, 2007, we had a \$14.0 million line of credit with a lender. The interest rate on the line as of September 29, 2007 was prime plus 2.00 percentage points (9.75%). The amount of borrowings available under the line of credit is based on a formula using receivables and inventories. The line of credit has a stated maturity date of December 31, 2010, if not renewed, and provides that the lender may demand payment in full of the entire outstanding balance of the loan at any time. The line of credit is secured by substantially all our assets and requires minimum monthly interest payments of \$58,000, regardless of the outstanding principal balance. The lender is also secured by an inventory repurchase agreement with Whirlpool Corporation (Whirlpool) for purchases from Whirlpool only. The line requires that we meet certain financial covenants,

provides payment penalties for noncompliance and prepayment, limits the amount of other debt we can incur, limits the amount of spending on fixed assets, and limits payments of dividends. As of September 29, 2007, we were in compliance with all covenants. At September 29, 2007, we had an excess amount outstanding over our borrowing base of \$271,000. Per our loan agreement, this amount was remitted to the lender on October 1, 2007.

A summary of our contractual cash obligations at September 29, 2007 is as follows:

| Contractual Cash Obligations       | Cash Payments Due by Period |                   |              |              |             |              |                     |
|------------------------------------|-----------------------------|-------------------|--------------|--------------|-------------|--------------|---------------------|
|                                    | Total                       | Remainder of 2007 | 2008         | 2009         | 2010        | 2011         | 2012 and Thereafter |
| Long-term debt, including interest | \$ 6,915,000                | \$ 175,000        | \$ 670,000   | \$ 663,000   | \$ 661,000  | \$ 614,000   | \$4,132,000         |
| Operating leases                   | \$ 12,414,000               | \$ 817,000        | \$ 2,666,000 | \$ 1,833,000 | \$1,401,000 | \$ 1,169,000 | \$4,528,000         |
| Total contractual cash obligations | \$ 19,329,000               | \$ 992,000        | \$ 3,336,000 | \$ 2,496,000 | \$2,062,000 | \$ 1,783,000 | \$8,660,000         |

We also have a commercial commitment as described below:

| Other Commercial Commitment | Total Amount Committed | Outstanding at 9/29/07 | Date of Expiration |
|-----------------------------|------------------------|------------------------|--------------------|
| Line of credit              | \$14,000,000           | \$12,484,000           | December 31, 2010  |

We believe, based on our anticipated sales per retail store, revenues from our recycling contracts and gross profit, that our cash balance, funds generated from operations and line of credit will be sufficient to finance our operations and capital expenditures for at least the next twelve months. Our total capital requirements for 2007 will depend upon, among other things as discussed below, the number and size of retail stores operating during the fiscal year and the recycling volumes generated from the recycling contracts in 2007. Currently, we have fifteen retail stores and four recycling centers in operation. If revenues are lower than anticipated or expenses are higher than anticipated, we may require additional capital to finance operations. Sources of additional financing, if needed in the future, may include further debt financing or the sale of equity (common or preferred stock) or other securities. There can be no assurance that such additional sources of financing will be available or available on terms satisfactory to us or permitted by our current lender.

#### FORWARD-LOOKING STATEMENTS

Statements contained in this quarterly report regarding our future operations, performance and results, and anticipated liquidity discussed herein are forward-looking and therefore are subject to certain risks and uncertainties, including, but not limited to, those discussed herein. Any forward-looking information regarding our operations will be affected primarily by our continued ability to purchase product from Whirlpool, GE and Frigidaire at acceptable prices and the ability and timing of the utility companies to deliver units under recycling contracts with us. In addition, any forward-looking information will also be affected by the ability of individual retail stores to meet planned

revenue levels, the rate of sustainable growth in the number of retail stores, the speed at which individual retail stores reach profitability, costs and expenses being realized at higher than expected levels, our ability to secure an adequate supply of special-buy appliances for resale and the continued availability of our current line of credit.

PART I: ITEM 3      QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT  
MARKET RISK

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MARKET RISK AND IMPACT OF INFLATION

We do not believe there is any significant risk related to interest rate fluctuations on our long-term fixed rate debt. However, there are interest rate risks on our \$14.0 million line of credit, since the interest rate floats with prime, and on approximately \$3,000,000 in long-term debt entered into in September 2002, since the interest rate is based on the 30-day LIBOR rate. Based on average floating rate borrowings of approximately \$15,400,000, a one-percentage point change in the applicable rate would have caused our interest expense to change by approximately \$115,000 for a nine-month period. Our new recycling contract with a Canadian utility provides for payment in Canadian dollars. Accordingly, we are exposed to foreign currency exchange rate risk on sales of recycling services to this utility. We have recorded a foreign currency exchange gain of \$56,000 on our balance sheet as a component of shareholder's equity. Also, we believe that inflation has not had a material impact on the results of operations for the third quarter ended September 29, 2007. However, there can be no assurance that future inflation will not have an adverse impact on our operating results and financial conditions.

PART I: ITEM 4      CONTROLS AND PROCEDURES

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We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports we file with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Commission and that such information is accumulated and communicated to our management, including our Chief Executive Officer (CEO) and Controller (principal accounting officer), as appropriate, to allow timely decisions regarding required disclosures.

We also maintain a system of internal accounting controls designed to provide reasonable assurance that our books and records accurately reflect our transactions and that our policies and procedures are followed. There have been no changes in our internal control over financial reporting during the fiscal quarter ended September 29, 2007, or thereafter, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Our management, under the supervision and with the participation of our CEO and Principal Accounting Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report and have concluded that these controls and procedures were effective as of September 29, 2007.

Any control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The design of a control system inherently has limitations, and the benefits of controls must be weighed against their costs. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. Therefore, no evaluation of a cost-effective system of controls can provide absolute assurance that all control issues and instances of fraud, if any, will be detected.

## PART II. OTHER INFORMATION

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### ITEM 1 - LEGAL PROCEEDINGS

In December 2004, we filed suit in the U.S. District Court for the Central District of California alleging that JACO Environmental, Inc., (JACO) and one of our former consultants fraudulently obtained U.S. Patent No. 6,732,416 in May 2004 covering appliance recycling methods and systems which were originally developed by us beginning in 1987 and used in serving more than forty-five electric utility appliance recycling programs since that time. We are seeking an injunction to prevent JACO from claiming that it obtained a valid patent on appliance recycling processes that we believe is based on methods and processes we invented. We are also asking the court for unspecified damages related to charges that JACO, in using the patent to promote its services, has engaged in unfair competition and false and misleading advertising under federal and California statutes. We may incur substantial costs in pursuing this injunction, which could have an adverse effect on our results of operations.

In September 2005, we received a legally binding document in which JACO states it will not sue us or any of our customers for violating the JACO patent. Therefore, our recycling operations will continue with our current contracts without interruption.

On October 18, 2006, the U.S. District Court for the Central District of California denied the motion for summary judgment filed by JACO to dismiss the suit.

The case is scheduled for trial in March 2008.

On May 21, 2007, the U.S. District Court for the Central District of California dismissed a patent infringement suit brought against us in October 2006 by JACO and SEB Umwelt-Service/Basis of Mettlach, Germany (SEG). The suit claimed that we have been using refrigerator recycling systems and processes covered by two U.S. patents issued to SEG and exclusively licensed to JACO. This

suit was dismissed for lack of prosecution and may not be reinstated unless the Court sets aside the dismissal or a new action is filed after the appropriate pretrial investigation of asserted claims.

ITEM 1A     RISK FACTORS – There were no material changes from previous filings.

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

Exhibit 31.1 – Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 – Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32 – Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

## SIGNATURES

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

Appliance Recycling Centers of America, Inc.  
Registrant

Date: November 15, 2007

/s/Edward R. Cameron  
Edward R. Cameron  
President and Chief Executive Officer

Date: November 15, 2007

/s/Patrick J. Winters  
Patrick J. Winters  
Controller (principal accounting officer)

**FORM 10-Q CEO CERTIFICATION**

**CERTIFICATIONS:**

I, Edward R. Cameron, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Appliance Recycling Centers of America, 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 are made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the consolidated 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 presented in this report;
4. The registrant's other certifying officer 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)) for the registrant and we 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) 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
  - (c) disclosed in this report any change in the registrant's internal control over financial 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 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 registrant's board of directors (or persons performing the equivalent function):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that 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 involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 15, 2007

By: /s/ Edward R. Cameron  
Edward R. Cameron, President and CEO

**FORM 10-Q CONTROLLER CERTIFICATION**

**CERTIFICATIONS:**

I, Patrick J. Winters, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Appliance Recycling Centers of America, 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 are made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the consolidated 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 presented in this report;
4. The registrant's other certifying officer 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)) for the registrant and we 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) 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
  - (c) disclosed in this report any change in the registrant's internal control over financial 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 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 registrant's board of directors (or persons performing the equivalent function):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that 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 involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 15, 2007

By: /s/ Patrick J. Winters  
Patrick J. Winters, Controller (principal accounting officer)

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. §1350 (as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002), the undersigned Chief Executive Officer and Controller of Appliance Recycling Centers of America, Inc. (the “Company”) hereby certify that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 29, 2007 (the “Report”) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Very truly yours,

Edward R. Cameron

/s/Edward R. Cameron  
President and Chief Executive Officer

Patrick J. Winters

/s/Patrick J. Winters  
Controller (principal accounting officer)

Date: November 15, 2007

\* A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.