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COMMODORE APPLIED TECHNOLOGIES INC
Form 10-Q
May 16, 2005

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

(Mark One)

X
--- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2005

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

Commission File Number 1-11871

COMMODORE APPLIED TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

11-3312952

(I.R.S. Employer
Identification No.)

150 East 58th Street, Suite 3238
New York, New York

(Address of principal executive office)

10155

(Zip Code)

Registrant's telephone number, including area code: (212) 308-5800

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

Indicate by check mark whether the registrant is an accelerated filer (as defined by Exchange Act Rule 12b-2). Yes ___ No X.

The number of shares the common stock outstanding at May 15, 2005 was 150,178,626.

COMMODORE APPLIED TECHNOLOGIES, INC.

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PART I - FINANCIAL INFORMATION

ITEM 1: Financial Statements

COMMODORE APPLIED TECHNOLOGIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEET
(Dollars in Thousands, except per share data)

| ASSETS | March 31, 2005 ----- Unaudited) | December 31, 2004 ----- |
|---|--|-------------------------------|
| Current Assets: | | |
| Cash and cash equivalents | \$ 13 | \$ 15 |
| Accounts receivable, net | 1,354 | 259 |
| Prepaid assets and other current receivables | 1 | - |
| | ----- | ----- |

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| | | |
|--|----------|--------|
| Total Current Assets | 1,368 | 274 |
| Property and equipment, net | 133 | 95 |
| Patents and completed technology, net of accumulated amortization of \$100 and \$100, respectively | - | - |
| | ----- | ----- |
| Total Assets | \$ 1,501 | \$ 369 |
| | ===== | ===== |

See notes to condensed consolidated financial statements.

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COMMODORE APPLIED TECHNOLOGIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEET
(Dollars in Thousands, except per share data)

| LIABILITIES AND STOCKHOLDERS' DEFICIT | March 31, 2005 | December 31, 2004 |
|--|-------------------|----------------------|
| | ----- | ----- |
| | Unaudited) | |
| Current Liabilities: | | |
| Accounts payable | \$ 1,163 | \$ 1,045 |
| Related party payable | 253 | 253 |
| Line of credit | 154 | - |
| Notes payable, net | 263 | 258 |
| Other accrued liabilities | 6,044 | 5,107 |
| | ----- | ----- |
| Total Current Liabilities | 7,877 | 6,663 |
| Long -term debt, net | 3,496 | 3,034 |
| | ----- | ----- |
| Total Liabilities | 11,373 | 9,697 |

Commitments and Contingencies

Stockholders' Deficit

Convertible Preferred Stock, Series
E, F & H Par value \$0.001 per share,
5% to 12% cumulative dividends,
Series E and F, 3% dividends for
Series H 1,591,700 authorized,
995,700 shares and 1,001,200 shares
issued and outstanding as of March
31, 2005 and December 31, 2004,

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| | | |
|--|----------|----------|
| respectively. The shares had an aggregate liquidation Value of \$3,599 and \$3,677 at March 31, 2005 and December 31, 2004, respectively. | 1 | 1 |
| Common Stock, par value \$0.001 per share, 300,000,000 shares authorized, 140,178,126 and 134,346,053 issued and outstanding, at March 31, 2005 and December 31, 2004, respectively. | 140 | 134 |
| Additional Paid-in Capital | 67,303 | 67,376 |
| Accumulated Deficit | (77,053) | (76,576) |
| | ----- | ----- |
| | (9,609) | (9,065) |
| Treasury Stock, 3,437,500 shares | (263) | (263) |
| | ----- | ----- |
| Total Stockholders' Deficit | (9,872) | (9,328) |
| | ----- | ----- |
| Total Liabilities and Stockholders' Deficit | \$ 1,501 | \$ 369 |
| | ===== | ===== |

See notes to condensed consolidated financial statements.

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COMMODORE APPLIED TECHNOLOGIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited - Dollars in Thousands, except per share data)

| | Three months ended | |
|-------------------------------|--------------------|-------------------|
| | March 31, 2005 | March 31, 2004 |
| | ----- | ----- |
| Contract revenues | \$ 1,626 | \$ 182 |
| Costs and expenses: | | |
| Cost of sales | 1,284 | 252 |
| Research and development | - | 6 |
| General and administrative | 665 | 455 |
| Depreciation and amortization | 6 | 64 |
| | ----- | ----- |
| Total costs and expenses | 1,955 | 777 |
| | ----- | ----- |
| Loss from operations | (329) | (595) |
| | ----- | ----- |
| Other income (expense): | | |
| Interest expense | (148) | (83) |
| | ----- | ----- |
| Net other income (expense) | (148) | (83) |
| | ----- | ----- |
| Loss before income taxes | (477) | (678) |

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| | | |
|--|----------|----------|
| Income taxes | -- | -- |
| | ----- | ----- |
| Net loss | \$ (477) | \$ (678) |
| | ===== | ===== |
| Loss per share - basic and diluted | \$ (.00) | \$ (.01) |
| | ===== | ===== |
| Number of weighted average shares outstanding (000's) basic and diluted | 136,335 | 118,587 |
| | ===== | ===== |

See notes to condensed consolidated financial statements.

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COMMODORE APPLIED TECHNOLOGIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited - Dollars in Thousands, except per share data)

| | Three months ended | |
|--|--------------------|-------------------|
| | March 31, 2005 | March 31, 2004 |
| | ----- | ----- |
| Cash flows from operating activities: | | |
| Net loss | \$ (477) | \$ (678) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 6 | 6 |
| Amortization of debt discount | - | - |
| Changes in assets and liabilities: | | |
| Accounts receivable, net | (1,095) | (500) |
| Prepaid assets | (1) | (1) |
| Checks written in excess of cash | - | (1) |
| Accounts payable | 118 | 2 |
| Other liabilities | 870 | 28 |
| | ----- | ----- |
| Net cash used in operating activities | (579) | (366) |
| Cash flows from investing activities: | | |
| Purchase of equipment | (44) | - |
| Advances from (to) related parties | - | 4 |
| | ----- | ----- |
| Net cash (used in) provided by investing activities | (44) | 4 |
| Cash flows from financing activities: | | |
| Increase in (repayment of) line of credit | 154 | (3) |
| Increase in notes and loans payable | 467 | 36 |
| | ----- | ----- |

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| | | |
|---|-------|-------|
| Net cash provided by financing activities | 621 | 33 |
| Increase (decrease) in cash | (2) | 1 |
| Cash, beginning of period | 15 | - |
| | ----- | ----- |
| Cash, end of period | \$ 13 | \$ 1 |
| | ===== | ===== |

See notes to condensed consolidated financial statements.

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COMMODORE APPLIED TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

March 31, 2005

Note A - Basis of Presentation

The accompanying unaudited condensed consolidated financial statements for Commodore Applied Technologies, Inc. and subsidiaries (the "Company" or "Applied") have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. The financial statement information was derived from unaudited financial statements unless indicated otherwise. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three month period ended March 31, 2005 are not necessarily indicative of the results that may be expected for the year ending December 31, 2005.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements included in the Company's annual report on Form 10-K for the year ended December 31, 2004.

Certain prior-year amounts have been reclassified to conform to the current year presentation.

The accompanying financial statements have been prepared under the assumption that Applied will continue as a going concern. Such assumption contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. For the three months ended March 31, 2005, and for the years ended December 31, 2004, 2003, and 2002, Applied incurred losses of \$477,000; \$2,404,000; \$2,957,000; and \$5,972,000, respectively. The Company has also experienced net cash inflows (outflows) from operating activities of (\$1,532,000), (\$955,000), and (\$123,000) for the years ended December 31, 2004, 2003 and 2002 respectively. The financial statements do not include any

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adjustments that might be necessary should Applied be unable to continue as a going concern. Applied's continuation as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations on a timely basis, to obtain additional financing as may be required, and ultimately to attain profitability. Potential sources of cash include new contracts, external debt, the sale of new shares of company stock or alternative methods such as mergers or sale transactions. No assurances can be given, however, that Applied will be able to obtain any of these potential sources of cash.

Anticipated losses on contracts are provided for by a charge to income during the period such losses are identified. Changes in job performance, job conditions, estimated profitability (including those arising from contract penalty provisions) and final contract settlements may result in revisions to cost and income and are recognized in the period in which the revisions are determined. Allowances for anticipated losses totaled \$376,000 and \$376,000 at March 31, 2005 and December 31, 2004, respectively. These allowances are included in other accrued liabilities in the accompanying financial statements.

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In as much as Applied rescinded certain options during 2002 and reissued new options to the option holders, the options are considered variable options and will be revalued each quarter to determine the effect on operations, if any. During the quarter ended March 31, 2005, no expense has been recognized for the variable options as the fair market value of Applied's common stock at March 31, 2005 was lower than the exercise price of the variable options.

The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. All significant intercompany balances and transactions have been eliminated. The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The Company accounts for stock-based compensation under the recognition and measurement principles of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related Interpretations. No stock-based employee compensation cost is reflected in net income (loss), as all options vested had an exercise price equal to the market value of the underlying common stock on the date of grant or the date of repricing. No options were issued or vested during the quarters ended March 31, 2005 and 2004, therefore, there would be no effect on net income and earnings per share if the company had applied the fair value recognition provisions of FASB Statement No. 123, Accounting for Stock-Based Compensation, to stock-based employee compensation.

Note B - Supplemental Cash Flow Information

During the three month period ended March 31, 2005, 5,500 shares of Series E Preferred Stock were converted into 5,832,573 shares of the Company's common stock. During the three month period ended March 31, 2005, the Company paid no dividends on the Series E Preferred Stock conversions. The Company accrued dividends on Series E Preferred Stock for the three month period ended March 31, 2005, of \$24,923 which is included in Other Accrued Liabilities.

During the three month period ended March 31, 2005, no shares of Series F Preferred Stock were converted into shares of the Company's common stock. The Company accrued dividends on the Series F Preferred Stock for the three month period ended March 31, 2005, of \$36,335 which is included in Other Accrued

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Liabilities.

During the three month period ended March 31, 2005, no shares of Series H Preferred Stock were converted into shares of the Company's common stock. The Company accrued dividends on the Series H Preferred Stock for the three month period ended March 31, 2005, of \$5,902 which is included in Other Accrued Liabilities.

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Note C - Other Accrued Liabilities

Other accrued liabilities consist of the following:

| | March 31, 2005 | December 31, 2004 |
|--|----------------------|----------------------|
| | ----- (unaudited) | ----- (audited) |
| Compensation and employee benefits | \$ 2,107 | \$ 1,876 |
| Dividend payable | 1,763 | 1,696 |
| Accrued interest | 803 | 664 |
| Subcontractors | 484 | - |
| Loss reserve | 376 | 376 |
| Exit and forbearance fees on notes payable | 219 | 219 |
| Related parties | 185 | 185 |
| Other | 107 | 91 |
| | ----- | ----- |
| | \$ 6,044 | \$ 5,107 |
| | ===== | ===== |

Note D - Segment Information

The Company has identified three reportable segments in which it operates, based on the guidelines set forth in the Financial Accounting Standards Board's Statement of Financial Accounting Standards No. 131. These three segments are as follows: (i) Commodore Advanced Sciences, Inc., which primarily provides various engineering, legal, sampling, and public relations services to Government agencies on a cost plus basis; (ii) Commodore Solutions, Inc., which is commercializing technologies to treat mixed and hazardous waste; and (iii) Corporate overhead and other miscellaneous activities.

Applied evaluates segment performance based on the segment's net income (loss). Applied's foreign and export sales and assets located outside of the United States are not significant. Summarized financial information concerning Applied's reportable segments is shown in the following tables.

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Three Months Ended March 31, 2005

| | | | |
|--|-------|----------------------|----------|
| | Total | Advanced Sciences | Solution |
|--|-------|----------------------|----------|

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| | | | |
|--|----------|----------|-------|
| Contract Revenues | \$ 1,626 | \$ 1,609 | \$ 17 |
| Costs and expenses | | | |
| Cost of Sales | 1,284 | 1,283 | 1 |
| Research and Development | -- | -- | -- |
| General and Administrative | 665 | 276 | 16 |
| Depreciation and Amortization | 6 | 6 | -- |
| | ----- | ----- | ----- |
| Total costs and expenses | 1,955 | 1,565 | 17 |
| | ----- | ----- | ----- |
| Income (Loss) from Operations | (329) | 44 | 0 |
| Interest Expense | (148) | -- | -- |
| | ----- | ----- | ----- |
| Income (Loss) from Continuing Operations | (477) | 44 | 0 |
| | ----- | ----- | ----- |
| Net Income (Loss) | \$ (477) | \$ 44 | \$ 0 |
| | ===== | ===== | ===== |
| Total Assets | \$ 1,501 | \$ 1,477 | \$ -- |
| Expenditures for long-lived assets | \$ - | \$ - | \$ -- |

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Three Months Ended March 31, 2004

| | Total | Advanced Sciences | Solution |
|------------------------------------|----------|-------------------|----------|
| Contract Revenues | \$ 182 | \$ 142 | \$ 40 |
| Costs and expenses | | | |
| Cost of Sales | 252 | 78 | 174 |
| Research and Development | 6 | -- | 6 |
| General and Administrative | 455 | 102 | 78 |
| Depreciation and Amortization | 64 | 9 | 55 |
| | ----- | ----- | ----- |
| Total costs and expenses | 777 | 189 | 313 |
| | ----- | ----- | ----- |
| Income (Loss) from Operations | (595) | (47) | (273) |
| Interest Expense | (83) | -- | -- |
| | ----- | ----- | ----- |
| Net Income (Loss) | \$ (678) | \$ (47) | \$ (273) |
| | ===== | ===== | ===== |
| Total Assets | \$ 247 | \$ 148 | \$ 81 |
| Expenditures for long-lived assets | \$ - | \$ - | \$ -- |

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Note E - Net Loss per Common Share

Basic net loss per common share ("Basic EPS") excludes dilution and is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted net loss per common share ("Diluted EPS") reflects the potential dilution that could occur if stock options or other contracts to issue common stock were exercised or converted into common stock. The computation of Diluted EPS does not assume exercise or conversion of securities that would have an anti-dilutive effect on net loss per common share.

Options and warrants to purchase 122,005,936 and 123,870,308 shares of common stock and preferred stock convertible into shares of common stock as of March 31, 2005 and 2004, respectively, were not included in the computation of Diluted EPS. The inclusion of the options and convertible preferred stock would have been anti-dilutive, thereby decreasing net loss per common share.

Note F - Contingencies

Applied has matters of litigation arising in the ordinary course of business which in the opinion of management will not have a material adverse effect on its financial condition or results of operations.

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Note G - Subsequent Events

April 2005 Exchange Agreement of Series E Preferred Stock and Series F Preferred Stock

On April 12, 2005, the Company authorized the issuance of 550,000 shares of Series I Convertible Preferred Stock ("Series I Preferred"), par value \$0.001 per share, each such share of Series I Preferred having a stated value of \$10.00 per share. These preferred shares are convertible into common stock at the rate of the average closing price of the Company's common stock for the previous ten trading days, and the conversion rate is not to exceed \$0.0285 per share. Non-cumulative dividends accrue at ten percent, and will be payable quarterly beginning February 2006. The Company will reserve 75,000,000 shares of common stock for the potential conversion of the Series I Convertible Preferred Stock into common stock.

Also on April 12, 2005, a Series E and F preferred stockholder agreed to exchange all of their Series E and F preferred stock and all accrued and unpaid dividends thereon, for 423,753 shares of Series I Convertible Preferred Stock. The value of the accrued and unpaid dividends due this preferred stockholder is \$1,641 at December 31, 2004, and this preferred stockholder has 83,000 and 118,200 shares of Series E and F preferred stock, respectively, at December 31, 2004.

The same preferred stockholder of the Company also has a note payable due from the Company. This preferred stock holder, also on April 12, 2005, agreed to purchase another debtholder's note payable due from the Company, and this preferred stockholder and debt holder exchanged the existing notes payable for a convertible secured promissory note, which note has interest of ten percent and is convertible into common stock at the rate of the average closing price of the Company's common stock for the previous ten trading days, and the conversion rate is not to exceed \$0.0285 per share. Interest payments are deferred until April 2006 and are made monthly thereafter, and the principal is

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due in one lump-sum payment in March 2009. The Company may not prepay the note payable.

The outstanding principal balance of these two notes that were effectively extended to March 2009 on April 12, 2005 is \$3,034. As these extensions were obtained subsequent to year-end, but prior to issuance of these consolidated financial statements, the Company has included these notes payable principal balances in long-term debt at December 31, 2004 in the accompanying consolidated financial statements.

April 2005 Sale of Equity to Private Investor

On April 27, 2005, a private investor purchased \$100,000 of the Company's unregistered common stock at the market price. The Company issued the private investor 10,000,000 shares of unregistered common stock of the Company as a result of the equity purchase. In connection with the purchase of the shares of the Company's common stock, the Company issued the private investor a 3-year warrant for 4,000,000 shares of the Company's common stock at an exercise price of \$0.01 per share. The Company believes that this transaction is exempt from the registration requirements of the Securities Act under Section 4(2) thereof as a transaction not involving any public offering of securities.

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ITEM 2. Management's Discussion and Analysis of Financial Condition and Results ----- of Operations -----

Overview

The Company is engaged in providing a range of engineering and technical services to the public and private sectors related to (i) remediating contamination in soils, liquids and other materials and disposing of or reusing certain waste by-products by utilizing SET; and (ii) providing services related to, environmental management for on-site and off-site identification, investigation remediation and management of hazardous, mixed and radioactive waste.

The Company owns technologies related to the separation and destruction of mixed waste, polychlorinated biphenyls (PCBs) and chlorofluorocarbons (CFCs). The Company is currently working on the commercialization of these technologies through development efforts, licensing arrangements and joint ventures. Through Advanced Sciences, formerly Advanced Sciences, Inc., a subsidiary acquired on October 1, 1996, the Company has contracts with various government agencies and private companies in the U.S. As some government contracts are funded in one-year increments, there is a possibility for cutbacks as these contracts constitute a major portion of Advanced Sciences' revenues, and such a reduction would materially affect the operations. However, management believes Advanced Sciences' existing client relationships will allow the Company to obtain new contracts in the future.

The Company has identified two reportable segments in which it operates, based on the guidelines set forth in the Financial Accounting Standards Board's Statement of Financial Accounting Standards No. 131. These two segments are as follows: Commodore Advanced Sciences, Inc., which primarily provides various engineering, legal, sampling, and public relations services to Government agencies on a cost plus basis; and Commodore Solutions, Inc., which is commercializing technologies to treat mixed and hazardous waste.

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The Company currently requires additional cash to sustain existing operations and to meet current obligations and ongoing capital requirements. The Company's current monthly operating expenses exceed cash revenues by approximately \$100,000. Currently, the Company is addressing this cash shortfall through loans from The Shaar Fund, Ltd., but The Shaar Fund, Ltd. is under no obligation to continue to make such advances to the Company. If this lender decided to discontinue advances, the Company would not be able to meet its current obligations. In addition, the Company owes \$1,289,600 in loans that are currently due or are payable on demand. Although the lenders on these loans have not yet called the loans, the Company does not currently have the ability to pay these loans absent additional financing.

The Company's report of independent registered public accounting firm on our fiscal 2002, 2003 and 2004 financial statements contains a "going concern" qualification in which they express substantial doubt about the Company's ability to continue in business, absent additional financing. The Company currently requires additional cash to sustain existing operations and to meet current obligations and ongoing capital requirements.

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CRITICAL ACCOUNTING POLICIES

We prepare our financial statements in conformity with U.S. generally accepted accounting principles. As such, we are required to make certain estimates, judgments and assumptions that we believe are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented.

Our accounting policies that are the most important to the portrayal of our financial condition and results, and which require the highest degree of management judgment relate to the reserves for doubtful accounts receivable and the valuation of stock and options issued for services.

Reserves for Doubtful Accounts

Management estimates the amount of required reserves for the potential non-collectibility of accounts receivable based upon the customer's financial condition, age of the customer's receivables, changes in payment histories, and consideration of other relevant factors. Because the reserve for doubtful accounts is an estimate of events that have not yet occurred, we could incur additional charges or benefits in the future to reflect differences between estimated and actual collections.

Valuation of stock and options

We value and account for the issuance of equity instruments to non-employees to acquire goods and services based on the fair value of the goods and services or the fair value of the equity instrument at the time of issuance, whichever is more reliably measurable. The fair value of stock issued for goods or services is determined based on the quoted market price on the date the commitment to issue the stock has occurred. The fair value of stock options or warrants granted to non-employees for goods or services is calculated on the date of grant using the Black-Scholes options pricing model.

Revenue Recognition

Substantially all the Company's current revenues consist of engineering and scientific services performed for the U.S. Government and prime contractors

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that serve the U.S. Government under a variety of contracts, most of which provide for unit prices. Revenue under unit price contracts are recorded when the services are provided.

Most of the Company's historical contracts provided for reimbursement of costs plus fixed fees. Direct and indirect contract costs incurred in reimbursement plus cost contracts are subject to audit by the Defense Contract Audit Agency ("DCAA"). Management does not expect these audits to materially affect the financial statements and have established appropriate allowances to cover potential audit disallowances. Contract revenues have been recorded in amounts which are expected to be realized upon final settlement. The DCAA has audited the Company's contracts through 1996. An allowance for doubtful accounts and potential disallowances has been established based upon the portion of billed and unbilled receivables that management believes may be uncollectible.

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RESULTS OF OPERATIONS

Three Months Ended March 31, 2005 Compared to Three Months Ended March 31, 2004

Revenues were \$1,626,000 for the three months ended March 31, 2005, compared to \$182,000 for the three months ended March 31, 2004.

In the case of Advanced Sciences, revenues were \$1,609,000 for the period ended March 31, 2005 as compared with \$142,000 for the period ended March 31, 2004. Advanced Sciences has experienced a significant increase in revenue as the result of the September 2004 award of the eDAM contract in Oak Ridge, TN and overall, more work being performed by Advanced Sciences. The revenues from Advanced Sciences consisted of engineering and scientific services performed for the United States government under a variety of contracts, most of which provide for reimbursement of cost plus fixed fees. Revenue under cost-reimbursement contracts is recorded under the percentage of completion method as costs are incurred and include estimated fees in the proportion that costs to date bear to total estimated costs. Advanced Sciences has three major customers, each of which represents more than 10% of total revenue. The combined revenue for these three customers was \$1,609,000 or 100% of total revenues for the period ending March 31, 2005. Advanced Sciences' cost of sales was \$1,283,000 for the period ending March 31, 2005 compared to \$78,000 for the period ending March 31, 2004. The increase in cost of sales can be attributed to an increase in variable costs caused by the eDAM contract and overall, more work being performed by Advanced Sciences.

In the case of Commodore Solution, Inc. ("Solution"), revenues were \$17,000 for the period ended March 31, 2005 as compared with \$40,000 for the period ended March 31, 2004. Solution had one major customer during the three-month period ended March 31, 2005 which accounted for \$17,000 or 100% of the total revenues for the period. Revenues, when recognized, are primarily from remediation services performed for engineering and waste treatment companies in the U.S. under a variety of contracts. There was \$1,000 cost of sales for the three-month period ended March 31, 2005. The cost of sales, when incurred, is attributable to sales and marketing expenses for the SET technology. Anticipated losses on engagements, if any, will be provided for by a charge to income during the period such losses are first identified.

For the three-month period ended March 31, 2005, the Company incurred research and development costs of \$0 as compared to \$6,000 for the three-month period ended March 31, 2004. Research and development costs include salaries, wages, and other related costs of personnel engaged in research and development

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activities, contract services and materials, test equipment and rent for facilities involved in research and development activities. Research and development costs are expensed when incurred, except those costs related to the design or construction of an asset having an economic useful life are capitalized, and then depreciated over the estimated useful life of the asset. The decrease in research and development expense is due to the continued commercialization focus of the Company.

General and administrative expenses for the three-month period ended March 31, 2005 were \$665,000 as compared to \$455,000 for the three-month period ended March 31, 2004. This difference is primarily due to the deferred salaries for the executives of the Company for the three-month period ended March 31, 2005, the addition of a full time accounting employee, and fees associated with a marketing consultant for the SET technology.

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In the case of Advanced Sciences, general and administrative costs increased from \$102,000 for the three-month period ended March 31, 2004 to \$276,000 for the three-month period ended March 31, 2005. This increase is primarily due to the increased salary of the President of Advanced Sciences over the previous deferred base amount for the three-month period ended March 31, 2005, and the addition of a full time accounting employee. Solution incurred general and administrative costs of \$16,000 for the three-month period year ended March 31, 2005 as compared with \$78,000 for the three-month period ended March 31, 2004. This decrease was primarily due to the reassignment of a Solution's employee to CASI field work on the eDAM contract in Oak Ridge, TN.

Interest expense for the three months ended March 31, 2005 was \$148,000 as compared to \$83,000 for the three months ended March 31, 2004. The increase in interest expense of \$65,000 is primarily related to an increase in cash interest costs associated with a higher notes payable and a higher line of credit balance compared to the prior year.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements, such as financing or variable interest entities, that either have, or are reasonably likely to have, a current or future material effect on financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

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LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2005 and December 31, 2004 Advanced Sciences had a \$153,357 and \$0 outstanding balance, respectively, on its revolving line of credit.

The Company currently requires additional cash to sustain existing operations and to meet current obligations and ongoing capital requirements. The Company's current monthly operating expenses exceed cash revenues by approximately \$100,000 at March 31, 2005. Currently, the Company is addressing this cash shortfall through loans from The Shaar Fund, Ltd., but The Shaar Fund, Ltd. is under no obligation to continue to make such advances to the Company. If this lender decided to discontinue advances, the Company would not be able to meet its current obligations. In addition, the Company owes \$1,289,600 in loans

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that are currently due or are payable on demand as of May 15, 2005. Although the lenders on these loans have not yet called the loans, the Company does not currently have the ability to pay these loans absent additional financing.

The Company's report of independent registered public accounting firm on our fiscal 2002, 2003 and 2004 financial statements contains a "going concern" qualification in which they express substantial doubt about the Company's ability to continue in business, absent additional financing. The Company currently requires additional cash to sustain existing operations and to meet current obligations and ongoing capital requirements.

For the three month period ended March 31, 2005, the Company incurred a net loss of (\$477,000) as compared to a net loss of (\$678,000) for the three month period ended March 31, 2004. For the three month period ended March 31, 2005, and for the years ended December 31, 2004, 2003, and 2002, Applied incurred losses of (\$477,000), (\$2,404,000), (\$2,957,000), and (\$5,972,000) respectively. The Company has also experienced net cash inflows (outflows) from operating activities of (\$1,532,000), (\$955,000), and (\$123,000) for the years ended December 31, 2004, 2003 and 2002 respectively.

For the three-month period ended March 31, 2005, the Company converted 5,500 shares of Series E Preferred for 5,832,573 shares of the Company's common stock.

In November 2000, the Company completed \$500,000 in financing in the form of a loan (the "Weiss Group Note") from a group of four investors. The Weiss Group Note bears interest at 12% per annum and was due and payable on February 12, 2001. All holders of the Weiss Group Note have granted payment extensions to the Company until January 15, 2005 in exchange for warrants for 2,500,000 shares of the Company's common stock at an exercise price of \$0.0285. The current principal balance of the Weiss Group Note is \$252,397 as of March 31, 2005 and remains unpaid as of May 15, 2005.

Effective February 14, 2004, the members of the Weiss Group Note voluntarily cancelled all issued warrants to purchase 1,500,000 shares at an exercise price of \$0.05 per share of the Company's common stock in connection with the Weiss Group Note.

Effective February 15, 2004, the Company issued warrants to purchase 2,500,000 shares of its common stock at an exercise price of \$0.0285 per share to all holders of the Weiss Group Note in consideration of the extension of the due date of such loans by such persons from May 31, 2002 to January 15, 2005. The Company believes that this transaction is exempt from the registration requirements of the Securities Act under Section 4(2) thereof as a transaction not involving any public offering of securities.

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On May 23, 2001, a private investor purchased \$250,000 of the Company's common stock at the market price. The Company issued the private investor 1,973,077 shares of common stock of the Company as a result of the equity purchase. In connection with the purchase of the shares of the Company's common stock, the Company issued the private investor a 2-year warrant for 500,000 shares of the Company's common stock at an exercise price of \$0.22 per share. The Company re-priced this warrant in November 2003 to \$0.0285 and extended the expiration date of this warrant to November 19, 2005. The Company believes that this transaction is exempt from the registration requirements of the Securities Act under Section 4(2) thereof as a transaction not involving any public offering of securities. The private investor exercised this warrant on April 7, 2004 and received 500,000 shares of the Company's common stock.

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On June 13, 2001, the Company issued and sold to Milford Capital Management, Inc. and the Shaar Fund, Ltd. (hereinafter known as "Milford/Shaar") one-year, 15% Senior Secured Promissory Notes (the "Milford/Shaar Bridge Loan Notes") in the aggregate principal amount of \$1,000,000. In connection with the Milford/Shaar Bridge Loan Notes, the Company issued to Milford/Shaar a five-year warrant for 333,334 shares of the Company's common stock at an exercise price of \$0.22 per share. The Company pledged its equipment and SET related intellectual property as collateral for the Milford/Shaar Bridge Loan Notes.

The Company made all payments on the Milford/Shaar Bridge Loan Notes until November 13, 2001. The Company asked for and received a forbearance of payments on the Milford/Shaar Bridge Loan Notes from November 13, 2001 until December 31, 2005. In connection with the Milford/Shaar Bridge Loan Notes, the Company issued to Milford/Shaar in February 2004, a five-year warrant for 250,000 shares of the Company's common stock at an exercise price of \$0.03 per share. The Shaar Fund, Ltd., through the Shaar Bridge Loan, continues to provide cash installments on a periodic basis in the form of additional principal. The Milford/Shaar Bridge Loan Notes were restructured into the New Shaar Convertible Note as of April 11, 2005. Prior to the New Shaar Convertible Note, the current principal balance of the Milford/Shaar Bridge Loan Notes was \$3,033,741 as of March 31, 2005. Additionally, as of December 31, 2004, there was \$119,073 in accumulated forbearance fees and \$100,000 due in exit fees on the Milford/Shaar Bridge Loan Notes.

On October 2, 2002, Mr. Bentley Blum, a Director of the Company, had previously loaned the Company with \$125,000 of cash installments over the period of one year (the "Blum Loan"). The Company elected to convert the Blum Loan to the Company's common stock using the conversion feature of the 5-day average closing price of the Company's common stock prior to October 2, 2002. On October 2, 2002, Blum issued a conversion notice for \$125,000 of the outstanding principal of the Blum Loan into 2,500,000 shares. Mr. Blum continued to provide cash installments in the form of a loan to the Company through February 2004 (the "Blum Demand Note"). The Blum Demand Note bears interest at 9% per annum and is payable on demand. The current principal balance of the Blum Demand Note is \$312,032 as of March 31, 2005 and remains unpaid as of May 15, 2005.

On November 19, 2003, the Company issued a warrant to purchase 27,355,800 shares of its common stock at an exercise price of \$0.0285 per share (the closing price of our common stock on the OTCBB on such date) to the Blum Asset Trust, a company controlled by Bentley Blum, a Director of the Company, in consideration for the loans made to the Company and the usage of office space and personnel of the Blum Asset Trust over the last five years. The Company believes that this transaction is exempt from the registration requirements of the Securities Act under Section 4(2) thereof as a transaction not involving any public offering of securities.

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On April 12, 2005, the Company authorized the issuance of 550,000 shares of Series I Convertible Preferred Stock ("Series I Preferred"), par value \$0.001 per share, each such share of Series I Preferred having a stated value of \$10.00 per share.

The Series I Preferred shall have the following rights, privileges, and limitations:

- a) The conversion feature shall be exercisable immediately.
- b) The conversion price of the Series I Preferred shall be determined

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by the average closing price of Company's common stock in the previous 10 trading days, but in no event shall the conversion price be more than \$0.0285 per share.

- c) If the Company's common stock is not listed on an exchange at the time of the conversion, then the conversion price will be 50% of the market price at that time.
- d) The Series I Preferred shall have a non-cumulative annual dividend of 10%, payable in cash or shares of the Company's common stock at the Company's election.
- e) Dividend will be paid quarterly commencing May 15, 2005, to the Holders of record of shares of the Series I Preferred Stock. Dividends until February 14, 2006 shall accrue but shall not be payable until February 15, 2006.
- f) The Company will reserve 75 million shares of its common stock for the conversion of the Series I Preferred.

On April 12, 2005, the Company entered into an exchange agreement with The Shaar Fund, LTD (the "Shaar Exchange Agreement"). Under terms of the Shaar Exchange Agreement, the Company agreed that Shaar will exchange all of its right, title and interest in and to the remaining outstanding shares of the Series E Preferred and Series F Preferred (including all other accrued and unpaid dividends thereon) for 395,302 shares of the Company's Series I Preferred.

Additionally, under the Shaar Exchange Agreement, the Company issued an Amended and Restated Secured Promissory Note of the Company, amending and restating a note originally issued June 13, 2001, which such Note has an outstanding principal balance as of April 12, 2005 of \$3,251,585.35 ("Old Shaar Note").

On April 12, 2005 Shaar executed a purchase agreement ("Milford Capital Purchase Agreement") to Milford Capital & Management ("Milford"). In accordance with the terms of the Milford Capital Purchase Agreement, Shaar purchased a secured promissory note of the Company, initially issued to Milford on June 13, 2001, in the original principal amount of \$500,000, which had an outstanding principal balance on March 31, 2005 of \$188,149 ("Old Milford Note"), together with (i) all interest, additional obligations, forbearance fees, exit fees, penalties and other amounts due and payable from time to time under or in connection with the Old Milford Note, and (ii) the Forbearance Amount in connection with the Forbearance Agreement, dated January 30, 2004, between Milford and the Company, and Shaar in which Shaar agreed to forgive payment from the Company to Shaar of \$300,000 of accrued and unpaid dividends on shares of the Company's Series E Preferred held by Shaar ("Forgiven Dividends") and consented to the transfer of the dollar value of the Forgiven Dividends to Milford as part of the forbearance fee payable to Milford under the Forbearance Agreement of 2004.

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Shaar and the Company have agreed that Shaar will exchange the outstanding principal amount of the Old Shaar Note and the Old Milford Note (including all accrued and unpaid interest, unpaid fees and Forgiven Dividends) for the Company's newly issued 10% convertible secured promissory note (the "New Shaar Convertible Note").

The New Shaar Convertible Note shall have the following rights, privileges, and limitations:

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- a) The New Shaar Convertible Note bears an interest rate of 10% per annum, which is payable in cash or shares of the Company's common stock at the Company's election.
- b) Interest shall accrue on the principal amount for a one year period ("Deferral Period"). On March 22, 2006, the Company will make a single lump sum payment to the holder in an amount equal to all interest that accrued during the Deferral Period
- c) Beginning April 15, 2006, and monthly thereafter on the 15th day of each month until March 22, 2009 ("Maturity Date"), the Company shall pay to Shaar all accrued and unpaid interest ("Interest Payments") on the principal balance of the note accruing during the prior month.
- d) On the Maturity Date, the Company shall make a single lump sum payment to Shaar equal to the outstanding principal balance of the New Shaar Convertible Note ("Principal Balance"), together with all accrued and unpaid interest.
- e) At the option of Shaar, the outstanding Principal Balance may be converted, either in whole or in part, into shares of the Company's common stock.
- f) The conversion price of the payment of the Principal Balance, the Deferral Period, and the Interest Payments shall be determined by the average closing price of Company's common stock in the 10 trading days preceding the conversion date,, but in no event shall the conversion price be more than \$0.0285 per share ("Conversion Price").
- g) If the Company's common stock is not listed on an exchange at the time of the conversion, then the conversion price will be 50% of the market price at that time.
- h) The New Shaar Convertible Note may not be prepaid by the Company prior to the Maturity Date.

The recipient of securities in this transaction represented its intention to acquire the securities for investment only and not with a view to, or for sale in connection with, any distribution thereof, and appropriate restrictive legends were affixed to the warrants and the certificates representing the shares issued in this transaction. The Company made available to The Shaar Fund Ltd., written information about the Company in accordance with Rule 502 of the Securities Act and advised such recipient of the limitations on resale of such securities. In addition, The Shaar Fund Ltd. was offered the opportunity, prior to exchanging and/or purchasing any securities, to ask questions of, and receive answers from, the Company concerning the terms and conditions of the transaction and to obtain additional relevant information about the Company. Based upon the facts above, the Company believed this transaction to be exempt from the registration requirements of the Securities Act in reliance on Section 4 (2) thereof as a transaction not involving any public offering of securities.

The Company hopes to meet its short-term capital requirements (including its \$100,000 monthly cash shortfall) through continued loans from The Shaar Fund, Ltd., although this lender is under no obligation to continue to make advances to the Company. The Company intends to negotiate a forbearance arrangement with other lenders on loans that are currently due. Ultimately, the Company intends to reduce its cash shortfall and intends to meet its long term capital needs through obtaining additional contracts that will generate funds

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from operations and obtaining additional debt or equity financing as necessary or engaging in merger or sale transactions. There can be no assurance that such sources of funds will be available to the Company or that it will be able to meet its short or long term capital requirements.

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NET OPERATING LOSS CARRYFORWARDS

The Company has net operating loss carryforwards (the "NOLs") of approximately \$36,487,000, which expire in the years 2010 through 2024. The amount of NOLs that can be used in any one year will be limited by the applicable tax laws that are in effect at the time such NOLs can be utilized. The unused NOLs balances may be accumulated and used in subsequent years. A full valuation allowance has been established to offset any benefit from the net operating loss carryforwards. It cannot be determined when or if the Company will be able to utilize the NOLs.

FORWARD-LOOKING STATEMENTS

Certain matters discussed in this Annual Report are "forward-looking statements" intended to qualify for the safe harbors from liability established by Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements can generally be identified as such because the context of the statement will include words such as the Company "believes," "anticipates," "expects" or words of similar import. Similarly, statements that describe the Company's future plans, objectives or goals are also forward-looking statements.

Such statements may address future events and conditions concerning, among other things, the Company's results of operations and financial condition; the consummation of acquisition and financing transactions and the effect thereof on the Company's business; capital expenditures; litigation; regulatory matters; and the Company's plans and objectives for future operations and expansion. Any such forward-looking statements would be subject to the risks and uncertainties that could cause actual results of operations, financial condition, acquisitions, financing transactions, operations, expenditures, expansion and other events to differ materially from those expressed or implied in such forward-looking statements. Any such forward-looking statements would be subject to a number of assumptions regarding, among other things, future economic, competitive and market conditions generally. Such assumptions would be based on facts and conditions as they exist at the time such statements are made as well as predictions as to future facts and conditions, the accurate prediction of which may be difficult and involve the assessment of events beyond the Company's control.

Further, the Company's business is subject to a number of risks and uncertainties that would affect any such forward-looking statements. These risks and uncertainties include, but are not limited to:

- o the Company's critical need for additional cash to sustain existing operations and meet existing obligations and capital requirements (the Company's auditor's opinion on our fiscal 2002, 2003 and 2004 financial statements contains a "going concern" qualification in which they express doubt about the Company's ability to continue in business, absent additional financing);
- o the ability to generate profitable operations from a large scale remediation project;

- o the ability of the Company to renew its nationwide permit to treat PCBs;

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- o the ability of the Company to implement its waste processing operations, including obtaining commercial waste processing contracts and processing waste under such contracts in a timely and cost effective manner; the timing and award of contracts by the U.S. Department of Energy for the cleanup of waste sites administered by it;
- o the timing and award of contracts by the U.S. Department of Energy for the cleanup of waste sites administered by it;
- o the acceptance and implementation of the Company's waste treatment technologies in the government and commercial sectors;
- o the Company's ability to obtain and perform under other large technical support services projects; developments in environmental legislation and regulation;
- o the ability of the Company to obtain future financing on favorable terms; and
- o other circumstances affecting anticipated revenues and costs.

These risks and uncertainties could cause actual results of the Company to differ materially from those projected or implied by such forward-looking statements.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

ITEM 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures

Based on their evaluations as of March 31, 2005, the chief executive officer and chief financial officer of the Company have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act) are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC.

(b) Changes in internal controls

There were no significant changes in the Company's internal controls over financial reporting or in other factors that could significantly affect these internal controls subsequent to the date of their most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

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PART II - OTHER INFORMATION

ITEM 1. Legal Proceedings

There have been no material legal proceedings to which the Company is a party which have not been disclosed in previous filings with the Securities and Exchange Commission. There are no material developments to be reported in any previously reported legal proceedings.

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

Not applicable.

ITEM 3. Defaults among Senior Securities

Not applicable.

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ITEM 4. Submission of Matters to a Vote of Security Holders

The Company held its 2003 Annual Meeting at The Fitzpatrick Hotel located at 687 Lexington Avenue, New York, NY 10015 on February 18, 2005 - 11:00 a.m. EST. All shareholders of record as of the announced record date were notified of the meeting in a timely manner. All shareholders of record received the appropriate financial and proxy materials prior to the meeting.

The results of the meeting were as follows:

| PROPOSAL 1. | Election of Directors | | | |
|-----------------------|-----------------------|-------|-----------|------|
| ----- | ----- | | | |
| | For | | Withheld | |
| Bentley J. Blum | 120,830,686 | 98.7% | 1,534,224 | 1.3% |
| | ----- | | ----- | |
| Shelby T. Brewer, PhD | 121,407,115 | 99.2% | 957,795 | 0.8% |
| | ----- | | ----- | |
| Frank E. Coffman, PhD | 120,994,640 | 98.5% | 1,370,270 | 1.1% |
| | ----- | | ----- | |
| James M. DeAngelis | 120,018,765 | 98.1% | 2,346,145 | 1.9% |
| | ----- | | ----- | |

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| | | | | |
|--------------------------|-------------|-------|-----------|------|
| Paul E. Hannesson | 120,935,901 | 98.8% | 1,429,009 | 1.2% |
| | ----- | | ----- | |
| O. Mack Jones | 120,935,701 | 98.8% | 1,429,209 | 1.2% |
| | ----- | | ----- | |
| VADM Michael P. Kalleres | 120,997,190 | 98.9% | 1,367,720 | 1.1% |
| | ----- | | ----- | |
| William A. Wilson | 120,996,190 | 98.9% | 1,368,720 | 1.1% |
| | ----- | | ----- | |

PROPOSAL 2. To authorize our board of directors in its discretion, to amend our certificate of incorporation to effect a reverse stock split in a ratio of between 1-for-10 and 1-for-20, without further approval of our stockholders.

| | | | | |
|-------------|-------|------------|------|---------|
| For | | Against | | Abstain |
| ----- | | ----- | | ----- |
| 111,466,595 | 85.1% | 10,841,095 | 8.3% | 57,220 |
| ----- | | ----- | | ----- |

PROPOSAL 3. Ratification of Appointment of Tanner LC as Commodore's Independent Auditors for the Year Ending December 31, 2004.

| | | | | |
|-------------|--------|---------|-------|-----------|
| For | | Against | | Abstain |
| ----- | | ----- | | ----- |
| 120,688,393 | 99.75% | 298,317 | 0.25% | 1,378,260 |
| ----- | | ----- | | ----- |

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ITEM 5. Other Information

Not applicable.

ITEM 6. Exhibits and Reports on Form 8 - K

(a) Exhibits.

- 31.1 - Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 - Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 - Certification Pursuant to 18 U.S.C. Section 1350, as

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Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

4. 32.2 - Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K.

1. The Company filed a Current Report on Form 8-K, dated April 19, 2005, regarding a press release issued by the Company announcing its 2004 year end earnings.
2. The Company filed a Current Report on Form 8-K, dated March 16, 2005, regarding a press release issued by the Company announcing the Company's subsidiary, CASI, progress on the eDAM contract in Oak Ridge, TN, CASI was awarded a one year contract from WESKEM of Oak Ridge to support their sampling efforts with the Waste Disposition Services Project, and the protest of the award of the FFTF contract is ongoing.

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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.

Date: May 16, 2005

COMMODORE APPLIED TECHNOLOGIES, INC.
(Registrant)

By /s/ James M. DeAngelis

James M. DeAngelis - Senior Vice
President and Chief Financial Officer
(as both a duly authorized officer of the
registrant and the principal financial
officer of the registrant)

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