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ADM TRONICS UNLIMITED INC/DE
Form 10QSB
August 12, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ended June 30, 2004

OR

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

For the transition period from _____ to _____

Commission File No. 0-17629

ADM TRONICS UNLIMITED, INC.

(Name of Small Business Issuer in its Charter)

Delaware	22-1896032
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identifi- cation Number)

224-S Pegasus Ave., Northvale, New Jersey 07647
(Address of Principal Executive Offices)

Issuer's Telephone Number, including area code: (201) 767-6040

Check whether the Issuer (1) has filed all reports required to be filed by
Section 13 or 15(d) of the Exchange Act during the past 12 months (or for
Such shorter period that the Issuer was required to file such reports),
And (2) has been subject to the filing requirements for the past 90 days:

YES X NO _____

State the number of shares outstanding of each of the Issuer's classes of
common equity, as of the latest practicable date:

51,882,037 shares of Common Stock, \$.0005 par value,
as of August 3, 2004

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ADM TRONICS UNLIMITED, INC.

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ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	(UNAUDITED)	
	JUNE	MARCH
	30, 2004	31, 2004
Assets		

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Current assets:

Cash and cash equivalents	\$ 102,809	\$ 90,081
Accounts receivable--trade, less allowance for doubtful accounts of \$29,000	164,100	118,433
Inventories:		
Raw materials and supplies	167,610	159,497
Finished goods	37,832	63,438
Equipment held for sale	343,695	388,715
Other current assets	39,052	32,993
Total current assets	855,098	853,157

Property and equipment, at cost net of Accumulated depreciation of \$269,930 and \$268,353, respectively	7,310	8,887
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Equipment in use and under lease agreements - at cost net of accumulated depreciation of \$790,062 and \$758,330, respectively	148,163	179,895
Loan receivable from officer, bearing interest at 3% per annum, unsecured	49,188	49,188
Other assets	74,907	56,433

Total assets	\$1,134,666	\$1,147,560
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Liabilities and stockholders' equity:

Current liabilities:		
Accounts payable--trade	\$ 127,487	\$ 159,798
Accrued expenses and other current liabilities	46,779	51,340

Total current liabilities	174,266	211,138
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Notes payable - long-term	135,000	135,000
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Commitments and contingencies

Stockholders' equity	825,400	801,422
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Total liabilities and stockholders' equity	\$1,134,666	\$1,147,560
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See accompanying notes to consolidated financial statements.

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ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	THREE MONTHS ENDED	
	June 30,	
	2004	2003
Revenues	\$ 385,297	\$ 272,308
Costs and expenses:		
Cost of sales	169,579	159,253
Selling, general and		

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administrative	191,807	160,632
Total costs and expenses	361,386	319,885
Operating income (loss)	\$ 23,911	\$ (47,577)
Other income	67	87
Net income (loss)	\$ 23,978	\$ (47,490)
Weighted average number of common shares outstanding	51,882,037	50,382,037
Net income (loss) per share	0.0005	(0.0009)

See accompanying notes to consolidated financial statements.

ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED JUNE 30, 2004

	Preferred Shares 5,000,000 Authorized \$.01 Par Value	Common Shares 150,000,000 Authorized \$.0005 Par Value	Capital in excess of Par Value	Accumulated Deficit	Total	
Balances - March 31, 2004	-	51,882,037	\$25,941	\$6,813,368	\$(6,037,887)	\$801,422
Net income for for the period ended June 30, 2004				23,978	23,978	
Balances - June 30, 2004	-	51,882,037	\$25,941	\$6,813,368	\$(6,013,909)	\$825,400

See accompanying notes to consolidated financial statements.

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ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	THREE MONTHS ENDED JUNE 30,	
	2004	2003
Cash flows from Operating activities:		
Net income (loss)	23,978	(47,490)
Adjustments to reconcile net income (loss) to net cash from operating activities:		
Depreciation and amortization	33,309	37,863
Changes in operating assets and liabilities:		
Accounts receivable--trade	(45,667)	(23,970)
Inventories and equipment held for sale	62,513	40,021
Other current assets	(6,059)	-
Other assets	1,311	2,158

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Accounts payable--trade	(32,311)	(10,691)
Accrued expenses and other	(4,561)	(14,391)
Net cash flows provided by (used in) operating activities	32,513	(16,500)
Cash flows from Investing activities:	-	-
Cash flows from Financing activities:		
Deferred private placement costs	(19,785)	-
Net cash used in Financing activities	(19,785)	-
Net change in cash and cash equivalents	12,728	(16,500)
Cash and cash equivalents--beginning of year	90,081	49,765
Cash and cash equivalents--end of period	102,809	33,265
Supplemental disclosures:		
Interest paid	-	-
Income taxes paid	-	-

See accompanying notes to consolidated financial statements.

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ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1-Basis of Presentation:

The consolidated balance sheet at the end of the preceding fiscal year has been derived from the audited consolidated balance sheet contained in the Company's annual report on Form 10-KSB for the fiscal year ended March 31, 2004 (the "Form 10-KSB") and is presented for comparative purposes. All other financial statements are unaudited. In the opinion of management, all adjustments which include only normal recurring adjustments necessary to present fairly the financial position, results of operations and changes in financial positions for all periods presented have been made. The results of operations for interim periods are not necessarily indicative of the operating results for the full year.

Footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted in accordance with the published rules and regulations of the Securities and Exchange Commission. These consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Form 10-KSB.

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Note 2. Segment Information

Information about segment information is as follows:

Three Months Ended June 30, 2004:	Chemical	Medical	Total
Revenues from external customers	239,957	145,340	385,297
Segment profit (loss)	34,113	(10,202)	23,911

Three Months Ended June 30, 2003:			
Revenues from external customers	241,216	31,092	272,308
Segment profit (loss)	(23,182)	(24,395)	(47,577)

Note 3. Private Placement Offering

a) The Company is in the process of a private placement offering with regard to its subsidiary, AA Northvale Medical Associates, Inc. (AAN) offering of up to 35 Units for an aggregate price of \$3,500,000. Each Unit consists of a i) \$100,000 Joint Unsecured Convertible Note, ii) one Class A Common Stock Purchase Warrant of the Company and iii) one Class A Common Stock Purchase Warrant of AAN. Investors may exercise either warrant, but not both. Those warrants which are non-exercised must be surrendered to either the Company or AAN. The Joint Unsecured 6% Convertible Notes may be converted into Common Stock of AAN or Common Stock of the Company at a conversion price as defined in the private placement memorandum. As of August 2, 2004 the Company has received approximately \$900,000 in net proceeds from this offering. In connection with the private placement offering AAN is planning a Registration Statement with the Securities and Exchange Commission.

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Note 4. Subsequent Events

a) Effective July 2004, the Centers for Medicare and Medicaid Services issued a National Coverage Determination (NCD) providing coverage for the use of the Company's SofPulse medical device for treatment of wounds. The issuance of the NCD enables nursing homes, hospitals, physicians and rehabilitation clinics to obtain reimbursement for treatment of chronic, non-healing wounds with the Company's SofPulse medical devices.

b) In November 2001, a company filed an order to show cause against a subsidiary of the Company and the subsidiary's former officer seeking to prohibit sale, rental or transfer of the subsidiary's blood irradiator device, and claiming monetary damages of \$750,000 for violation of a contract. The Company's subsidiary has counterclaimed and the court denied the plaintiff's motion for a preliminary injunction and vacated its order to show cause.

In April 2003, a former employee filed a suit against the Company seeking a declaratory judgment claiming that the Company has no rights or interest in a particular invention and patent related to the blood chamber device. In addition, the former employee alleged wrongful termination of employment and seeks unspecified compensatory damages. The Company defended the action and counterclaimed, and asserted that it has all rights to the invention and patent and that the employee breached the terms of his employment.

As of July 20, 2004 the suits described above have been settled with no liability to the Company.

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

Liquidity and Capital Resources

At June 30, 2004 the Company had cash and equivalents of \$102,809 as compared to \$90,081 at March 31, 2004. This increase was principally the result of net income for the three month period plus depreciation and amortization less cash used to pay accounts payable and prepaid costs of the private placement.

Operating Activities

Net cash flows provided by operating activities were \$32,513 for the three months ended June 30, 2004 as compared to net cash flows used in operating activities of \$16,500 for the quarter ended June 30, 2003. This decrease in cash used was primarily due to net income of \$23,978, cash from inventories, equipment in use or under lease and other assets.

Investing Activities

There were no investing activities for the quarter ended June 30, 2004.

Financing Activities

During the quarter ended June 30, 2004 the Company paid \$19,785 for deferred costs related to the private placement offering.

The Company does not have any material external sources of liquidity or unused sources of funds.

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Results of Operations Quarter Ended June 30, 2004

Revenues

Revenues were \$385,297 in 2004 as compared to \$272,308 in 2003 representing an increase of \$112,989 or 41%. Revenues from the Company's medical electronics activities increased \$114,249 offset by a decrease in chemical revenues of \$1,260.

Gross Profit

Gross profit of \$215,718 in 2004 was \$102,663 or 91% above the gross profit of \$113,055 in 2003. Gross profit was 56% of revenues in 2004 as compared with 42% of revenues in 2003. The increase in gross profit margin was primarily due to the product mix of sales with higher sales of products with a higher gross margin.

Operating Income (Loss)

Operating income in 2004 was \$23,911 compared to operating loss of (\$47,577) in 2003. Selling, general and administrative expenses increased by \$31,175 primarily due to an increase in operating expenditures related to increased overhead costs and legal fees related to litigation.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibit No.

99.1 Certificate of the Chief Executive Officer and Chief Financial

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Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

99.2 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

None

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.

ADM Tronics Unlimited, Inc.

By:\s\ Andre' DiMino
Andre' DiMino
President

Dated: Northvale, New Jersey
August 12, 2004

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EXHIBIT 99.1

Section 302 Certification

CERTIFICATION

I, Andre' Di Mino, certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB of ADM Tronics Unlimited, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am the registrant's only certifying officer and am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial

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reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

(d) Disclosed in this report any change in the registrant's internal control over 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. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: August 12, 2004

By: /s/ Andre' Di Mino
Andre' Di Mino, Chief Executive
Officer and Chief Financial Officer

EXHIBIT 99.2

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

In connection with the Quarterly Report of ADM Tronics Unlimited, Inc. (the "Company") on Form 10-QSB for the period ended June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Andre' Di Mino, as Chief Executive Officer and Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods shown in such report.

Date: August 12, 2004

By: /s/ Andre' Di Mino
Andre' Di Mino
Chief Executive Officer
And Chief Financial
Officer