

ADVANCED ENVIRONMENTAL RECYCLING TECHNOLOGIES INC

Form 10-Q/A

October 18, 2005

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

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

For the quarterly period ended September 30, 2004

Commission File Number 1-10367

Advanced Environmental Recycling Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

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

71-0675758

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

914 N Jefferson Street

Springdale, Arkansas

(Address of Principal Executive Office)

72764

(Zip Code)

(479) 756-7400

(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: (X) NO: ()

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). YES: () NO: (X)

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of November 10, 2004, the number of shares outstanding of the Registrant's Class A common stock, which is the class registered under the Securities Exchange Act of 1934, was 31,944,751 and the number of shares outstanding of the Registrant's Class B common stock was 1,465,530.

ADVANCED ENVIRONMENTAL RECYCLING TECHNOLOGIES, INC.

Form 10-Q Index

| | <u>Page</u> |
|--|-------------|
| PART I - FINANCIAL INFORMATION | |
| Item 1. Financial Statements. | |
| <u>Balance Sheets, September 30, 2004 (unaudited) and December 31, 2003</u> | 1-2 |
| <u>Statements of Operations (unaudited) Three Months and Nine Months Ended September 30, 2004 and 2003</u> | 3 |
| <u>Statements of Cash Flows (unaudited) Nine Months Ended September 30, 2004 and 2003</u> | 4 |
| <u>Notes to Financial Statements.</u> | 5-12 |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.</u> | 14-21 |
| <u>Item 3. Quantitative and Qualitative Disclosure about Market Risk.</u> | 22 |
| <u>Item 4. Controls and Procedures.</u> | 23 |
| PART II - OTHER INFORMATION | |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u> | 23 |
| <u>Item 4. Submission of Matters to a Vote of Security Holders</u> | 23 |
| <u>Item 6. Exhibits</u> | 24 |
| <u>Signatures.</u> | 25 |
| <u>Index to Exhibits.</u> | 26 |
| Wood-Plastic Composite Decking Agreement (Redacted in accordance with confidential treatment request, as filed October 18, 2005) | |
| <u>Wood-Plastic Composite Decking Agreement</u> | |
| <u>Certification of Co-CEO Pursuant to Section 302</u> | |
| <u>Certification of Co-CEO Pursuant to Section 302</u> | |
| <u>Certification of CFO Pursuant to Section 302</u> | |
| <u>Certification of Co-CEO Pursuant to Section 906</u> | |
| <u>Certification of Co-CEO Pursuant to Section 906</u> | |
| <u>Certification of CFO Pursuant to Section 906</u> | |

Table of Contents

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.

**ADVANCED ENVIRONMENTAL
RECYCLING TECHNOLOGIES, INC.**

By: /s/ JOE G. BROOKS

Joe G. Brooks,
Chairman, Co-Chief Executive Officer and President

/s/ ROBERT A. THAYER

Robert A. Thayer,
Chief Financial Officer

Date: October 18, 2005

Table of Contents

Index to Exhibits

Exhibit

Number

Description

| | |
|-------|---|
| 10.46 | Wood-Plastic Composite Decking Agreement between AERT and Weyerhaeuser Company, et al. effective October 12, 2004* (Redacted in accordance with confidential treatment request, as filed October 18 , 2005) |
| 31.1 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, by the Company s chairman, co-chief executive officer and president |
| 31.2 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, by the Company s co-chief executive officer |
| 31.3 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, by the Company s chief financial officer |
| 32.1 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, by the Company s chairman, co-chief executive officer and president |
| 32.2 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, by the Company s co-chief executive officer |
| 32.3 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, by the Company s chief financial officer |
| * | Confidential treatment has been requested with respect to certain portions of the exhibit. Omitted portions have been filed with the Securities and Exchange Commission. |