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KRONOS ADVANCED TECHNOLOGIES INC  
Form 10QSB  
February 14, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-QSB

Quarterly Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

For the quarterly period ended December 31, 2004

Transition Report under Section 13 or 15(d)  
of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NO. 000-30191

KRONOS ADVANCED TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

NEVADA

87-0440410

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

-----  
(I.R.S. Employer Identification Number)

464 Common Street, Suite 301, Belmont, MA

02478

-----  
(Address of principal executive offices)

-----  
(Zip Code)

Registrant's telephone number, including area code: (617) 993-9965  
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(1) Registrant 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. /X/ Yes  
// No

As of February 12, 2005, there were 71,186,345 shares outstanding of the issuer's common stock.

PART I

FINANCIAL INFORMATION

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## ITEM 1. FINANCIAL STATEMENTS

The following comprise our condensed (unaudited) consolidated financial statements for the six months ended December 31, 2004.

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### KRONOS ADVANCED TECHNOLOGIES, INC. CONSOLIDATED BALANCE SHEETS

|   | December 31,<br>2004 | June 30,<br>2004    |
|---|----------------------|---------------------|
|   | -----<br>(Unaudited) | -----               |
| <b>Assets</b>   |                      |                     |
| <b>Current Assets</b>                                       |                      |                     |
| Cash  | \$ 1,445,090         | \$ 69,063           |
| Accounts receivable, net                                    | 141,244              | 97,544              |
| Prepays & other   | 524,445              | 71,050              |
|   | -----                | -----               |
| Total Current Assets  | 2,110,779            | 237,657             |
|   | -----                | -----               |
| Net Property and Equipment                                  | 4,747                | 6,292               |
|   | -----                | -----               |
| <b>Other Assets</b>   |                      |                     |
| Intangibles   | 2,110,433            | 2,253,029           |
|   | -----                | -----               |
| Total Other Assets  | 2,110,433            | 2,253,029           |
|   | -----                | -----               |
| <b>Total Assets</b>   | <b>\$ 4,225,959</b>  | <b>\$ 2,496,978</b> |
|   | =====                | =====               |
| <b>Liabilities and Shareholders' Deficit</b>                |                      |                     |
| <b>Current Liabilities</b>                                  |                      |                     |
| Accrued expenses and payables<br>to directors and officers  | \$ 101,652           | \$ 36,258           |
| Accounts payable  | 37,750               | 272,544             |
| Accrued expenses  | 319,523              | 312,346             |
| Deferred revenue  | -                    | 3,218               |
| Notes payable to directors and<br>officers, current portion | 976,634              | 76,637              |
| Other notes payable, current portion                        | 2,131,418            | 722,289             |
|   | -----                | -----               |
| Total Current Liabilities                                   | 3,566,977            | 1,423,292           |
|   | -----                | -----               |
| <b>Long Term Liabilities</b>                                |                      |                     |
| Notes payable:  |                      |                     |
| Notes payable to directors and officers                     | 86,632               | 1,063,266           |
| Other notes payable   | 2,407,940            | 1,983,039           |
| Discount on notes payable                                   | -                    | (589,261)           |
|   | -----                | -----               |
| Total Long Term Liabilities                                 | 2,494,572            | 2,457,044           |

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|   |              |              |
|---|--------------|--------------|
|   | -----        | -----        |
| Total Liabilities   | 6,061,549    | 3,880,336    |
|   | -----        | -----        |
| Shareholders' Deficit   |              |              |
| Common stock, authorized 500,000,000<br>shares of \$.001 par value -<br>74,127,522 and 61,323,845 shares<br>outstanding on December 31, 2004 and<br>June 30, 2004, respectively | 74,127       | 61,323       |
| Capital in excess of par value  | 23,250,503   | 18,578,019   |
| Accumulated deficit   | (25,160,220) | (20,022,700) |
|   | -----        | -----        |
| Total Shareholders' Deficit   | (1,835,590)  | (1,383,358)  |
|   | -----        | -----        |
| Total Liabilities and Shareholders' Deficit   | \$ 4,225,959 | \$ 2,496,978 |
|   | =====        | =====        |

The accompanying notes are an integral part of these financial statements.

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KRONOS ADVANCED TECHNOLOGIES, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS

|  | Three months ended December 31, |             | Six months ended December 31, |             |
|--|---------------------------------|-------------|-------------------------------|-------------|
|  | 2004                            | 2003        | 2004                          | 2003        |
|  | (Unaudited)                     | (Unaudited) | (Unaudited)                   | (Unaudited) |
| Sales  | \$ 139,918                      | \$ 111,528  | \$ 381,451                    | \$ 241,541  |
| Cost of sales  | 115,928                         | 73,052      | 333,848                       | 155,800     |
| Gross Profit   | 23,990                          | 38,476      | 47,603                        | 85,741      |
|  | -----                           | -----       | -----                         | -----       |
| Selling, General and<br>Administrative expenses      |                                 |             |                               |             |
| Compensation and benefits                            | 295,133                         | 209,724     | 518,003                       | 412,541     |
| Research and development                             | 36,577                          | 19,023      | 54,565                        | 38,850      |
| Professional services                                | (65,396)                        | 73,646      | (13,057)                      | 117,280     |
| Depreciation and amortization                        | 98,441                          | 70,465      | 198,275                       | 141,040     |
| Insurance  | 30,283                          | 36,938      | 92,241                        | 73,870      |
| Facilities   | 25,046                          | 25,837      | 43,933                        | 44,710      |
| Other selling general and<br>administrative expenses | 110,025                         | 66,684      | 139,943                       | 103,490     |
|  | -----                           | -----       | -----                         | -----       |
| Selling, General and<br>Administrative expenses      | 530,109                         | 502,317     | 1,033,903                     | 931,810     |
|  | -----                           | -----       | -----                         | -----       |
| Net Operating Loss                                   | (506,119)                       | (463,841)   | (986,300)                     | (846,070)   |
| Loss on Debt Restructuring                           | (3,857,467)                     | -           | (3,857,467)                   | -           |

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|  |                |              |                |                |
|--|----------------|--------------|----------------|----------------|
| Other Income                           | 403            | 22,000       | 403            | 22,000         |
| Interest Expense                       | (152,547)      | (128,152)    | (294,156)      | (296,420)      |
|  | -----          | -----        | -----          | -----          |
| Net Loss                               | \$ (4,515,730) | \$ (569,993) | \$ (5,137,520) | \$ (1,120,492) |
|  | =====          | =====        | =====          | =====          |
| Basic and Diluted Loss Per Share       | \$ (0.06)      | \$ (0.01)    | \$ (0.08)      | \$ (0.08)      |
|  | =====          | =====        | =====          | =====          |
| Weighted average shares<br>outstanding | 70,022,575     | 56,945,587   | 65,673,210     | 55,459,610     |

The accompanying notes are an integral part of these financial statements.

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KRONOS ADVANCED TECHNOLOGIES, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS

|   | For the six months ended December 31, |                |
|---|---------------------------------------|----------------|
|   | 2004                                  | 2003           |
|   | -----                                 | -----          |
|   | (Unaudited)                           | (Unaudited)    |
| CASH FLOWS FROM OPERATING ACTIVITIES                                |                                       |                |
| Net loss from operations  | \$ (5,137,520)                        | \$ (1,120,492) |
| Adjustments to reconcile net loss to<br>net cash used in operations |                                       |                |
| Depreciation and amortization                                       | 198,275                               | 141,044        |
| Common stock issued for<br>compensation/services                    | -                                     | 79,200         |
| Accretion of note discount  | 92,965                                | 132,304        |
| Loss on debt restructuring  | 3,857,467                             | -              |
| Change In   |                                       |                |
| Accounts receivable   | (43,700)                              | 26,261         |
| Prepaid expenses and other assets                                   | 53,222                                | (79,264)       |
| Deferred revenue  | (3,218)                               | (69,682)       |
| Accounts payable  | (271,052)                             | (93,620)       |
| Accrued expenses and other liabilities                              | 108,829                               | (4,410)        |
|   | -----                                 | -----          |
| Net cash Used in Operations   | (1,144,732)                           | (988,659)      |
| CASH FLOWS FROM INVESTING ACTIVITIES                                |                                       |                |
| Investment in patent protection                                     | (54,134)                              | (63,539)       |
|   | -----                                 | -----          |
| Net cash Used in Investing Activities                               | (54,134)                              | (63,539)       |
|   | -----                                 | -----          |
| CASH FLOWS FROM FINANCING ACTIVITIES                                |                                       |                |
| Issuance of common stock  | 1,324,118                             | 805,851        |
| Proceeds from short-term borrowings                                 | 100,000                               | -              |
| Repayments of short-term borrowings                                 | (342,607)                             | (216,999)      |
| Proceeds from long-term borrowings                                  | 4,400,000                             | -              |
| Retirement and repayments of  |                                       |                |

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|   |              |            |
|---|--------------|------------|
| long-term debt                            | (2,400,000)  | -          |
| Debt acquisition costs                    | (506,618)    | -          |
|   | -----        | -----      |
| Net cash Provided by Financing Activities | 2,574,893    | 588,852    |
|   | -----        | -----      |
| NET (DECREASE) INCREASE IN CASH           | 1,376,027    | (463,346)  |
|   |              |            |
| CASH                                      |              |            |
| Beginning of period                       | 69,063       | 641,178    |
|   | -----        | -----      |
| End of period                             | \$ 1,445,090 | \$ 177,832 |
|   | =====        | =====      |

Supplemental schedule of non-cash investing and financing activities:

|   |          |            |
|---|----------|------------|
| Interest paid in cash                                       | \$ 9,516 | \$ 6,006   |
|   | =====    | =====      |
| Accounts payable/accrued expense converted to notes payable | \$ -     | \$ 805,300 |
|   | =====    | =====      |

The accompanying notes are an integral part of these financial statements.

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KRONOS ADVANCED TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
(UNAUDITED)

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of Kronos Advanced Technologies, Inc. (the "Company") have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments necessary to present fairly the information set forth therein have been included. Operating results for the three and six month periods ended December 31, 2004 and are not necessarily indicative of the results that may be experienced for the fiscal year ending June 30, 2005.

These consolidated financial statements are those of the Company and its wholly-owned subsidiary. All significant inter-company accounts and transactions have been eliminated in the preparation of the consolidated financial statements.

The accompanying consolidated financial statements should be read in conjunction with the Kronos Advanced Technologies, Inc. Form 10-KSB for the fiscal year ended June 30, 2004 filed on October 15, 2004.

NOTE 2 - REALIZATION OF ASSETS AND GOING CONCERN

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has sustained losses from operations in recent years, and such losses have continued through the period ended December 31, 2004. In addition, the Company has used, rather than provided, cash in its operations. The Company is

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currently using its resources in its efforts to raise capital necessary to bring the technology to market, and to provide for its working capital needs.

In view of the matters described in the preceding paragraph, recoverability of a major portion of the asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to meet its financing requirements on a continuing basis, to maintain present financing and to succeed in its future operations. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

Management has taken the following steps with respect to its operating and financial requirements, which it believes are sufficient to provide the Company with the ability to continue in existence:

HoMedics Licensing Agreement. In October 2002, Kronos Air Technologies, Inc., and HoMedics USA, Inc. executed a multiyear, multi-million-dollar Licensing Agreement to bring Kronos(TM) proprietary technology to the consumer. The agreement provides for exclusive North American, Australian and New Zealand retail distribution rights for next generation consumer air movement and purification products based on the patented Kronos(TM) technology. In August 2004, the Company and HoMedics, Inc. began preparing the Kronos-based consumer standalone product line for mass production. The initial term of the agreement is three and one half years from the initial sale of consumer air purification products by HoMedics, which shall be no later than December 31, 2006, with the option to extend the agreement for six additional years. Kronos will be compensated through an initial royalty payment and ongoing quarterly royalty payments based on a percentage of sales. HoMedics will pay minimum royalty payments of at least \$2.0 million during the initial term and on-going royalty payments to extend the agreement. Kronos will retain full rights to all of its intellectual property.

US Navy SBIR. In November 2002, Kronos was awarded by the U. S. Navy a Small Business Innovation Research Phase II contract worth \$580,000, plus an option of \$145,000. The Phase II contract (commercialization phase) is an extension of the Phase I and the Phase I Option work that began in 2001. It is intended that the Kronos(TM) devices being developed under this contract will be embedded in existing HVAC systems in order to move air more efficiently than traditional, fan-based technology. During Phase II, Kronos developed and produced a set of fully controlled devices that represent a "cell" of an advanced distributive air management system with medium capacity airflow in a U.S. Navy unique environment. The "cell" has been designed to be easily adjustable to a variety of parameters such as duct size, airflow requirements, and air quality. As of January 31, 2004, the U. S. Navy had provided Kronos with \$580,000 in funding for this effort.

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US Army SBIR Option. In October 2003, the U.S. Army awarded Kronos the Small Business Innovation Research Phase II contract. The contract is worth \$369,000. The contract is to develop Kronos' proprietary Electrostatic Dehumidification Technology ("EDT"). Kronos initiated work under the Phase II contract in December 2003. In December 2004, the U.S. Army extended the first year of the contract to February 2005. As of January 31, 2004, the U. S. Army had provided Kronos with \$275,000 in funding for this effort.

Cornell Equity and Equity Backed Financing. In October 2004, Kronos entered into agreements for up to \$20.5 million in equity and equity backed debt financing from Cornell Capital Partners. In October 2004, Kronos sold five million

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unregistered shares of Kronos common stock for gross proceeds of \$500,000. Cornell Capital Partners committed to provide \$4 million pursuant to two Equity Backed Promissory Notes: \$2 million was funded upon the filing an SB-2 Registration Statement and \$2 million will be funded upon the SEC declaring the Registration Statement effective. Kronos executed a Standby Equity Distribution Agreement for up to \$20 million of funding which Kronos has the option to

drawdown against in increments as large as \$1.5 million over the next twenty-four months.

HoMedics provided debt financing. In October 2004, HoMedics agreed to extend repayment of Kronos debt and to provide an additional \$1.0 million in funding (refer to Note 10 - Commitments and Contingencies below).

### NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Accounting Method.** The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a June 30 fiscal year end.

**Reclassifications.** Certain reclassifications have been made to the 2004 financial statements in order to conform to the 2005 presentation. None of these reclassifications affected previously reported financial position, results of operations or cash flows of the Company.

**Principles of Consolidation.** The consolidated financial statements of the Company include those of the Company and of each of its subsidiaries for the periods in which the subsidiaries were owned/held by the Company. All significant intercompany accounts and transactions have been eliminated in the preparation of the consolidated financial statements. At December 31, 2004, we had only one subsidiary, Kronos Air Technologies, Inc.

**Use of Estimates.** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the periods. Actual results could differ from those estimates.

**Concentrations of Credit Risk.** Financial instruments which can potentially subject the Company to concentrations of credit risk consist principally of trade receivables. The Company manages its exposure to risk through ongoing credit evaluations of its customers and generally does not require collateral. The Company maintains an allowance for doubtful accounts for potential losses and does not believe it is exposed to concentrations of credit risk that are likely to have a material adverse impact on the Company's financial position or results of operations.

**Cash and Cash Equivalents.** The Company considers all highly liquid short-term investments, with a remaining maturity of six months or less when purchased, to be cash equivalents.

**Accounts Receivable.** The Company provides an allowance for losses on trade receivables based on a review of the current status of existing receivables and management's evaluation of periodic aging of accounts. Accounts receivable are shown net of allowances for doubtful accounts of \$0 at December 31, 2004 and June 30, 2004. The Company charges off accounts receivable against the allowance for losses when an account is deemed to be uncollectable.

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Property and Equipment. Property and equipment are recorded at cost. Depreciation is provided over the estimated useful lives of the assets, which range from three to seven years. Expenditures for major renewals and betterments that extend the original estimated economic useful lives of the applicable assets are capitalized. Expenditures for normal repairs and maintenance are charged to expense as incurred. The cost and related accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts, and any gain or loss is included in operations.

Intangibles. The Company uses assumptions in establishing the carrying value, fair value and estimated lives of our long-lived assets and goodwill. The criteria used for these evaluations include management's estimate of the asset's continuing ability to generate positive income from operations and positive cash flow in future periods compared to the carrying value of the asset, the strategic significance of any identifiable intangible asset in our business objectives, as well as the market capitalization of the Company. Cash flow projections used for recoverability and impairment analysis use the same key assumptions and are consistent with projections used for internal budgeting, and for lenders and other third parties. If assets are considered to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Useful lives and related amortization or depreciation expense are based on our estimate of the period that the assets will generate revenues or otherwise be used by Kronos. Factors that would influence the likelihood of a material change in our reported results include significant changes in the asset's ability to generate positive cash flow, loss of legal ownership or title to the asset, a significant decline in the economic and competitive environment on which the asset depends, significant changes in our strategic business objectives, and utilization of the asset.

Income Taxes. Income taxes are accounted for in accordance with the provisions of SFAS No. 109. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized, but no less than quarterly.

Research and Development Expenses. Costs related to research and development are charged to research and development expense as incurred.

Earnings (Loss) Per Share. Basic earnings (loss) per share is computed using the weighted average number of shares outstanding. Diluted earnings (loss) per share is computed using the weighted average number of shares outstanding adjusted for the incremental shares attributed to outstanding options and warrants to purchase common stock, when their effect is dilutive.

Revenue Recognition. The Company recognizes revenue in accordance with Staff Accounting Bulletin (SAB) 104, which requires evidence of an agreement, delivery of the product or services at a fixed or determinable price, and assurance of collection within a reasonable period of time. Further, Kronos Air Technologies recognizes revenue on the sale of the custom-designed contract sales under the percentage-of-completion method of accounting in the ratio that costs incurred to date bear to estimated total costs. For uncompleted contracts where costs and estimated profits exceed billings, the net amount is included as an asset in the balance sheet. For uncompleted contracts where billings exceed costs and estimated profits, the net amount is included as a liability in the balance sheet. Sales are reported net of applicable cash discounts and allowances for returns. Revenue from government grants for research and development purposes is



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recognized as revenue as long as the Company determines that the government will not be the sole or principal expected ultimate customer for the research and development activity or the products resulting from the research and development activity. Otherwise, such revenue is recorded as an offset to research and development expenses in accordance with the Audit and Accounting Guide, Audits of Federal Government Contractors. In either case, the revenue or expense offset is not recognized until the grant funding is invoiced and any customer acceptance provisions are met or lapse.

Stock, Options and Warrants Issued for Services. Issuances of shares of the Company's stock to employees or third-parties for compensation or services is valued using the closing market price on the date of grant for employees and the date services are completed for non-employees. Issuances of options and warrants of the Companies stock are valued using the Black-Scholes option model.

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Stock Options. Statement of Financial Accounting Standards No. 148 "Accounting for Stock-Based Compensation-Transition and Disclosure, an Amendment of FASB Statement No. 123," amends the disclosure requirements of Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123"), to require more prominent disclosures in both annual and interim financial statements regarding the method of accounting for stock-based employee compensation and the effect of the method used on reported results.

The Company accounts for stock-based compensation to employees and directors using the intrinsic value method of accounting as prescribed under Accounting Principles Board Opinion (APB) No. 25, "Accounting for Stock Issued to Employees" and related Interpretations. Under the intrinsic value method, because the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of the grant, no compensation expense is recognized in the Company's Consolidated Statements of Operations.

RECENT ACCOUNTING PRONOUNCEMENTS - Management does not believe that recently issued, but not yet effective accounting pronouncements, if currently adopted, would have a material effect on the accompanying consolidated financial statements.

### NOTE 4 -- INCOME TAXES

The composition of deferred tax assets and the related tax effects at December 31, 2004 and June 30, 2004 are as follows:

|   | December 31, 2004<br>(Unaudited) | June 30, 2004 |
|---|----------------------------------|---------------|
|   | -----                            | -----         |
| Benefit from carryforward of capital and net operating losses | \$ 5,387,670                     | \$ 4,841,083  |
| Other temporary differences                                   | 156,740                          | 156,740       |
| Less:   |                                  |               |
| Valuation allowance   | (5,544,410)                      | (4,997,823)   |
|   | -----                            | -----         |
| Net deferred tax asset  | \$ -                             | \$ -          |
|   | =====                            | =====         |

The other temporary differences shown above relate primarily to impairment reserves for intangible assets, and accrued and deferred compensation. The difference between the income tax benefit in the accompanying statements of operations and the amount that would result if the U.S. Federal statutory rate

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of 34% were applied to pre-tax loss is as follows:

|  | December 31, 2004<br>(Unaudited) |                      | June 30, 2004 |   |
|--|----------------------------------|----------------------|---------------|---|
|  | Amount                           | % of<br>Pre-Tax Loss | Amount        | % |
| Benefit for income tax at federal statutory rate | \$ 1,746,757                     | 34.0%                | \$ 848,265    |   |
| Benefit for income tax at state statutory rate   | 102,401                          | 2.0 %                | 49,728        |   |
| Non-deductible expenses                          | (1,302,571)                      | (25.4)%              | (123,348)     |   |
| Increase in valuation allowance                  | (546,587)                        | (10.6)%              | (774,645)     |   |
|  | -----                            | -----                | -----         |   |
|  | \$ -                             | 0.0%                 | \$ -          |   |
|  | =====                            | =====                | =====         |   |

The non-deductible expenses shown above related primarily to the amortization of intangible assets and to the accrual of stock options for compensation using different valuation methods for financial and tax reporting purposes.

At December 31, 2004, for federal income tax and alternative minimum tax reporting purposes, the Company has approximately \$12.6 million of unused Federal net operating losses, \$2.3 million of capital losses and \$9.6 million of unused State net operating losses available for carryforward to future years. The benefit from carryforward of such losses will expire in various years between 2006 and 2025 and could be subject to limitations if significant ownership changes occur in the Company.

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### NOTE 5 - SEGMENTS OF BUSINESS

The Company operates principally in one segment of business: The Company licenses, manufactures and distributes air movement and purification devices utilizing the Kronos(TM) technology. For the six months ended December 31, 2004 and the fiscal year ended June 30, 2004, the Company operated only in the U.S.

### NOTE 6 - EARNINGS PER SHARE

Weighted average shares outstanding used in the earnings per share calculation were 65,673,210 and 55,459,617 for the six months ended December 31, 2004 and 2003, respectively.

As of December 31, 2004, there were outstanding options to purchase 12,813,812 shares of the Company's common stock and outstanding warrants to purchase 42,300,000 shares of the Company's common stock. These options and warrants have been excluded from the earnings per share calculation as their effect is anti-dilutive. As of December 31, 2003, there were outstanding options and warrants to purchase 11,040,260 and 15,792,342 shares, respectively, of the Company's common stock. These options have been excluded from the earnings per share calculation as their effect is anti-dilutive.

### NOTE 7 - NOTES PAYABLE

The Company had the following obligations as of December 31, 2004 and June 30,

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2004,

|   | December 31, 2004<br>(Unaudited) | June 30, 2004 |
|---|----------------------------------|---------------|
| Obligation to HoMedics (1)                            | \$ 2,400,000                     | \$ 2,400,000  |
| Discount on obligation to HoMedics                    | -                                | (589,261)     |
| Obligation to Cornell (2)                             | 2,000,000                        | -             |
| Obligation to current employees (3)                   | 1,063,266                        | 1,139,903     |
| Obligation for finance leases (4)                     | 39,358                           | 50,327        |
| Obligation to Fusion Capital (5)                      | -                                | 200,000       |
| Obligations to others (6)                             | 100,000                          | 55,000        |
|   | -----                            | -----         |
|   | 5,602,624                        | 3,255,971     |
| Less:   |                                  |               |
| Current portion                                       | 3,108,052                        | 798,926       |
|   | -----                            | -----         |
| Total long term obligations net of<br>current portion | \$ 2,494,572                     | \$ 2,457,044  |
|   | =====                            | =====         |

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- (1) This note has a 5 year term and bears interest at 6%. In October 2004, HoMedics agreed to extend repayment of this note. This note was issued along with warrants for the purchase of 13.6 million shares of the Company's common stock. As a result, the note was recorded with a discount of \$893,000 that was being amortized against earnings using the interest rate method of amortization. In October 2004, the note was amended to extend payment terms (refer to Note 10 - Commitments and Contingencies). As a result, the discount on the obligation was expensed in full during the quarter ended December 31, 2004.
- (2) This note has less than a one year term and bears interest at 12%. Payments on the note begin upon a Registration Statement decelerated effective by the SEC.
- (3) These notes bear interest at the rate of 12% and are due December 31, 2006. Under the terms of the notes, \$721,474 was due and payable at December 31, 2004.
- (4) See Note 8 below.
- (5) This is a non-interest bearing demand obligation and was only outstanding until Fusion Capital purchased enough stock from the Company to eliminate the advance position. In November 2004, Fusion Capital purchased two million shares of the Company's Common Stock to eliminate the advance position.
- (6) There was one other obligation at December 31, 2004 for \$100,000 at the rate of 12%. The note was currently due and payable at December 31, 2004.

NOTE 8 - CAPITAL LEASES

The Company entered into a capital lease for the purpose of purchasing equipment used in the research and product development center. Certain officers of the Company personally guaranteed the capital lease if the Company does not fulfill its terms of the lease obligations. The leases are for 36 months and contain bargain purchase provisions so that the Company can purchase the equipment at

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the end of each lease. The following sets forth the minimum future lease payments and present values of the net minimum lease payments under these capital leases:

### Minimum Future Lease Payments and Present Values of the Net Minimum Lease Payments

Period ended December 31,

|   |  |           |
|---|--|-----------|
| 2005  |  | \$ 31,418 |
| 2006  |  | 14,853    |
|   |  | -----     |
| Total minimum lease payments                |  | 46,271    |
| Less: Executory costs                       |  | -         |
|   |  | -----     |
| Net minimum lease payments                  |  | 46,271    |
| Less: Imputed interest                      |  | (6,913)   |
|   |  | -----     |
| Present value of net minimum lease payments |  | \$ 39,358 |
|   |  | =====     |

Of the equipment that was purchased using capital leases, \$10,650 was capitalized and the remaining \$65,782 was expensed through research and development and cost of sales. In the three and six months ended December 31, 2004, the Company paid \$11,292 and \$15,969 in principal and \$3,642 and \$4,999 in interest on capital leases, respectively. In the three and six months ended December 31, 2003, the Company paid \$5,000 and \$9,703 in principal and \$4,085 and \$8,466 in interest on capital leases, respectively.

#### NOTE 9 - CONSULTING AGREEMENTS

On October 31, 2003, the Company entered into a 10-month consulting agreement with Joshua B. Scheinfeld and Steven G. Martin, principals of Fusion Capital, for consulting services with respect to operations, executive employment issues, employee staffing, strategy, capital structure and other matters as specified from time to time. As consideration for their services, the Company issued 360,000 shares of its common stock. In accordance with EITF 96-18, the measurement date was established as the contract date of October 31, 2003 as the share grant was non-forfeitable and fully vested on that date. The stock was valued on that date at \$0.22 a share (the closing price for the Company's common stock on the measurement date). The stock issuance has been recorded as a prepaid consulting fee and was amortized to Professional Fee Expense ratably over the ten month term of the contract. Under this contract, expenses of \$0 and \$12,586 were recorded for the three and six months ended December 31, 2004, respectively.

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#### NOTE 10 - COMMITMENTS AND CONTINGENCIES

In October 2004, HoMedics agreed to extend repayment of Kronos debt and to provide an additional \$1 million in funding. HoMedics has agreed to provide Kronos with an additional \$1 million in financing - \$925,000 in secured debt financing and \$75,000 for the purchase of additional 26,507,628 ten year warrants exercisable at \$0.10 per share. HoMedics increased their potential equity position in Kronos to 30% of Kronos common stock on a fully diluted basis. The \$925,000 will be paid to Kronos upon Kronos achieving three milestones: (i) \$175,000 shall be funded upon delivery and successful testing of electronic boards and power supplies from Kronos' contract manufacturing partner, (ii) \$250,000 shall be funded upon obtaining tooling of the current prototype configuration and device testing and performing to HoMedics'

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specifications, and (iii) \$500,000 shall be funded upon the initial sale of Kronos-based air purifiers by HoMedics. In addition, quarterly debt payments and the maturity date for existing debt have been extended. Quarterly payments due on the outstanding \$2.4 million in secured debt financing, which had been scheduled to begin in August 2004, will be due the earlier of Kronos receipt of royalty payments from HoMedics sale of Kronos-based air purification products or two years. The maturity date of the \$2.4 million in debt has been extended from May 2008 to October of 2009; the maturity date on the \$925,000 will also be October 2009. The interest rate will remain at 6% for the \$2.4 million in debt; the rate will also be 6% on the additional debt. As a result of this debt restructuring, the Company recognized a loss of \$3,857,467 which represents the reacquisition price less the net carrying value of the debt restructuring. The reacquisition price is made up of \$2,400,000 which is the amount of the new debt and \$3,361,161 which represents the value of the warrants using the Black-Scholes method. The net carrying value is the \$2,400,000 which is the old debt less the unamortized debt discount of \$496,296.

In October 2004, Kronos entered into agreements for up to \$20.5 million in equity and equity backed debt financing from Cornell Capital Partners. In October 2004, Kronos sold 5 million unregistered shares of Kronos common stock for gross proceeds of \$500,000 to Cornell Capital Partners. Cornell Capital Partners committed to provide \$4 million pursuant to two Equity Backed Promissory Notes, which have or will be funded as follows: \$2 million was funded upon the filing of an SB-2 Registration Statement and \$2 million will be funded upon the SEC declaring the Registration Statement effective. Kronos executed a Standby Equity Distribution Agreement for \$20 million of funding which Kronos has the option to drawdown against in increments as large as \$1.5 million over the next twenty four months. Kronos received \$0.5 million in funding upon the amendment of the HoMedics debt financing and \$2 million upon filing of an SB-2 Registration Statement. Kronos expects to receive an additional \$2 million over the next 60 - 90 days under these agreements.

### Employment Agreements

The Company entered into an Employment Agreement with its President and Chief Executive Officer, Daniel Dwight, effective as of February 11, 2001. The initial term of the Employment Agreement was for two years and the agreement will automatically renew for successive one year terms unless written notice within six months of the end of the renewal term is received by either party. The Board of Directors renewed the Employment Agreement on August 13, 2003 and again on August 15, 2004. The Employment Agreement provides for base cash compensation of \$180,000 per year and eligibility for annual incentive bonus compensation in an amount equal to annual salary based on the achievement of certain bonus objectives.

The Company entered into an Employment Agreement with its Chief Operating Officer, Richard Tusing, effective as of January 1, 2003. The initial term of the Employment Agreement is for two years and will automatically renew for successive one year terms unless written notice within six months of the end of the initial term or any subsequent renewal term is received by either party. The Board of Directors renewed the Employment Agreement on October 1, 2004. The Employment Agreement provides for base cash compensation of \$160,000 per year.

### NOTE 11 - SUBSEQUENT EVENTS

In January 2005, Cornell Capital Partners returned 2,941,177 shares to the Company. These shares were acquired by Cornell in private placement transactions entered into in October 2004. As a result, Cornell became the beneficial owner of over 9.9% of Kronos' outstanding shares. Cornell and Kronos terminated one private placement and Cornell returned to Kronos 2,941,177 shares bringing Cornell's holdings to 5,000,000 shares under 9.9% of Kronos' outstanding shares. Pursuant to a new Standby Equity Distribution Agreement dated January 28, 2005

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Cornell has agreed to accept 1,470,587 shares in 6 months and 1,470,588 in 12 months.

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### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

#### INTRODUCTORY STATEMENTS

#### FORWARD LOOKING STATEMENTS AND ASSOCIATED RISKS

FORWARD-LOOKING STATEMENTS AND ASSOCIATED RISKS. THIS FILING CONTAINS FORWARD-LOOKING STATEMENTS, INCLUDING STATEMENTS REGARDING, AMONG OTHER THINGS: (A) OUR PROJECTED SALES AND PROFITABILITY, (B) OUR GROWTH STRATEGIES, (C) ANTICIPATED TRENDS IN OUR INDUSTRY, (D) OUR FUTURE FINANCING PLANS, (E) OUR ANTICIPATED NEEDS FOR WORKING CAPITAL, AND (F) THE BENEFITS RELATED TO OUR OWNERSHIP OF KRONOS AIR TECHNOLOGIES, INC. IN ADDITION, WHEN USED IN THIS FILING, THE WORDS "BELIEVES," "ANTICIPATES," "INTENDS," "IN ANTICIPATION OF," "EXPECTS," AND SIMILAR WORDS ARE INTENDED TO IDENTIFY CERTAIN FORWARD-LOOKING STATEMENTS. THESE FORWARD-LOOKING STATEMENTS ARE BASED LARGELY ON OUR EXPECTATIONS AND ARE SUBJECT TO A NUMBER OF RISKS AND UNCERTAINTIES, MANY OF WHICH ARE BEYOND OUR CONTROL. ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THESE FORWARD-LOOKING STATEMENTS AS A RESULT OF VARIOUS FACTORS, INCLUDING, WITHOUT LIMITATION, THE RISKS OUTLINED UNDER "FACTORS AFFECTING KRONOS' BUSINESS AND PROSPECTS" AND MATTERS DESCRIBED IN THIS FILING GENERALLY. IN LIGHT OF THESE RISKS AND UNCERTAINTIES, THERE CAN BE NO ASSURANCE THAT THE FORWARD-LOOKING STATEMENTS CONTAINED IN THIS FILING WILL IN FACT OCCUR. WE DO NOT UNDERTAKE ANY OBLIGATION TO PUBLICLY RELEASE THE RESULTS OF ANY REVISIONS TO THESE FORWARD-LOOKING STATEMENTS THAT MAY BE MADE TO REFLECT ANY FUTURE EVENTS OR CIRCUMSTANCES.

#### GENERAL

Kronos Advanced Technologies, Inc. is a high technology industrial company focused on developing, marketing and selling products using the Company's proprietary air movement and purification technology. Kronos is pursuing commercialization of its patented technology in a limited number of markets; and if we are successful, we intend to enter additional markets in the future. To date, our ability to execute our strategy has been restricted by our limited amount of capital.

#### Technology Description and Benefits

The Kronos(TM) technology combines high voltage electronics and electrodes. By combining these technologies, a Kronos(TM)-based device can both move and clean air without any moving parts. Kronos(TM) devices are versatile, energy- and cost-efficient and capable of multiple design forms. As a result, Kronos(TM) devices have the immediate potential to be used as a standalone product or to replace a range of heating, ventilation and air conditioning products for residential usage to high efficiency particulate air filtration systems for operating and manufacturing clean rooms.

The proprietary Kronos(TM) technology involves the application of high voltage management across paired electrical grids to create an ion exchange that moves and purifies air. Kronos(TM) technology has numerous valuable characteristics. It moves air and gases at high velocities while removing odors, smoke and particulates and killing pathogens, including bacteria, mold and spores. The technology is cost-effective and is more energy efficient than current alternative fan and filter (including HEPA filter and ultraviolet light based) technologies. Although no commercial products using the Kronos(TM) technology

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have been sold to date, in August 2004, the Company and its strategic consumer products partner, HoMedics, initiated the transition to mass production of the Kronos-based consumer standalone product line.

A number of the scientific claims of the Kronos(TM) technology have been tested by the U. S. government and a few multi-national companies, including the U. S. Department of Energy, the U. S. Department of Defense, General Dynamics, Underwriters Laboratory, and Intel. Independent laboratory testing has verified the purification capability of the Kronos(TM) technology. Tests conducted at MicroTest Laboratories, LMS Industries and New Hampshire Materials Laboratory demonstrated HEPA Clean Room Class 1000 quality particulate reduction, removal of over 99.97% of 0.1 micron and above size particles, and up to 95% reduction of hazardous gases, including numerous contaminants found in cigarette smoke. Intertek, one of the global leaders for testing electrical and electronic products, performed tobacco smoke elimination tests in accordance with ANSI/AHAM AC-1-1988 standard entitled "American National Standard Method for Measuring Performance of Portable Household Electric Cord-Connected Room Air Cleaners." The test demonstrated a Clean Air Delivery Rate (CADR) for the Kronos air purifier of over 300. These results place the Kronos(TM) device in one of the highest categories of particulate cleaning for standalone devices.

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### Market Segmentation

Kronos' business development strategy is to sell and license the Kronos(TM) technology to six distinct market segments: (1) air movement and purification (residential, health care, hospitality, and commercial facilities); (2) air purification for unique spaces (cleanrooms, airplanes, automotive, and cruise ships); (3) specialized military (naval vessels, closed vehicles and mobile facilities); (4) embedded cooling and cleaning (electronic devices and medical equipment); (5) industrial scrubbing (produce storage and diesel and other emissions); and (6) hazardous gas destruction (incineration and chemical facilities).

Kronos' focus is on the first four of these market segments which are described in more detail below. Kronos is currently developing products for the air movement and purification, air purification for unique spaces, and specialized military markets through specific customer contracts. Kronos is currently undertaking research and development in the embedded micro cooling market using Company funds and a third party grant. These contracts and grant are described in more detail in the Technology Application and Product Development section of this filing.

- o Air Movement and Purification. Indoor air pollution, including "sick building syndrome" and "building related illness," is primarily caused by inadequate ventilation, chemical contaminants from indoor and outdoor sources and biological contaminants. There is also a demand for smaller devices that move, heat and deodorize the indoor air stream. The addressable air movement and purification segment is made up of four principal applications: (1) residential, (2) health care, (3) hospitality and (4) commercial.
- o Air Purification for Unique Spaces. Electronics, semiconductor, pharmaceutical, aerospace, medical and many other producers depend on cleanroom technology. As products such as electronic devices become smaller, the chance of contamination in manufacturing becomes higher. For pharmaceutical companies, clean, safe and contaminant-free products are imperative to manufacturing and distributing a viable product. Other potential applications for the Kronos(TM) technology include closed environments such as aircraft, cruise ships and other

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transportation modes that require people to breathe contaminated, re-circulated air for extended periods. Kronos is building on its product development effort with its strategic partner in the business jet market and the U.S. military to serve other closed environment applications.

- o Specialized Military. Military personnel face the worst of all possible worlds: indoor air pollution, often in very confined spaces for extended periods, combined with the threat of biological warfare, nuclear fallout, and other foreign elements. We believe that the military market segment offers Kronos a unique opportunity to leverage the technical and funding resources of the U. S. military to expand Kronos' ability to develop and produce Kronos(TM)-based air movers and purifiers for applications that require these products to be embedded into ventilation systems to address the needs of military personnel.
- o Embedded Cooling. Heat generation is becoming a major bottleneck in high density electronics. We believe that the embedded cooling market segment offers Kronos a near term opportunity to develop an alternative to fans for air movement and cooling inside of personal computers , servers and medical diagnostic equipment and a long term opportunity to develop micro channel cooling solutions for next generation microchips.

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### Technology Application and Product Development

To best serve Kronos' targeted market segments, our Company is developing specific product applications across two distinct product application platforms. A Kronos(TM) device can be either used as a standalone product or can be embedded. Standalone products are self-contained and only require the user to plug the Kronos(TM) device into a wall outlet to obtain air filtration for their home, office or hotel room. Embedded applications of the Kronos(TM) technology require the technology be added into another system such as a building ventilation system for more efficient air movement and filtration or into an electrical device such as computer or medical equipment to replace the cooling fan.

#### Standalone Platform

- o Consumer Products. In October 2002, Kronos Air Technologies, Inc., and HoMedics USA, Inc. executed a Licensing Agreement granting HoMedics certain rights with respect to the distribution of the Kronos(TM) proprietary technology to the consumer. The agreement provides for exclusive North American, Australian and New Zealand retail distribution rights for next generation consumer air movement and purification products based on the patented Kronos(TM) technology. In August 2004, the Company and HoMedics initiated the transition to mass production of the Kronos-based consumer standalone product line. Preparing to meet these goals entails the use of Kronos' technical resources and HoMedics' product development and international production expertise. Select third party vendors, including experts in electronics, software and gas sensors, are integral resources in this process. While HoMedics is managing production of the finished product, Kronos is managing the production of our proprietary power supply and related circuitry.

We believe the Company has successfully completed the development of a Kronos-based consumer standalone air purifier that is an efficient, high quality product which is cost effective and easy to operate. In



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August 2004, the Company and HoMedics initiated the transition to mass production of the Kronos-based consumer standalone product line. In October 2004, Kronos received its first shipment of electronics from Flextronics International USA, Inc. In November, Kronos successfully tested the technical hardware and related power supplies manufactured by Flextronics, including the successful incorporation of gas sensors. The gas sensors were developed in conjunction with a leading gas sensing technology supplier for Kronos' unique operating requirements. Kronos is continuing to prepare for mass production of the electronics for each of the products in the air purification product line. Kronos expects begin to receive larger quantities of electronics and gas sensors during the coming months for installation and testing in prototype production devices.

The initial term of the agreement is three and one half years from the initial sale of consumer air purification products by HoMedics, which shall be no later than December 31, 2006, with the option to extend the Licensing Agreement for six additional years. Kronos was compensated through an initial royalty payment and will receive ongoing quarterly royalty payments based on a percentage of sales. HoMedics will pay minimum royalty payments of at least \$2 million during the initial three and a half year term and on-going royalty payments to extend the agreement. Kronos will retain the rights to all of its intellectual property.

HoMedics commitment includes funding a marketing and advertising campaign to promote the Kronos(TM)-based product line. The products will be distributed by HoMedics. HoMedics currently distributes their products through major domestic retailers, including Wal-Mart, Home Depot, Sears, Bed Bath & Beyond, and Linens 'N Things.

- o Commercial Products. Kronos is seeking to leverage its consumer product development work with HoMedics to market and sell our own commercial line of standalone air purifiers. This commercial line of Kronos(TM)-based air purifiers would attempt to address the specific air quality issues, including odors, bacteria and viruses, found in most nursing home and assisted living, healthcare and other commercial facilities. Kronos expects to secure production of its own commercial line of standalone air purifiers from HoMedics. By securing products from HoMedics, Kronos believes it will provide the Company with a higher quality and more cost effective commercial air purification product line.

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- o Other Standalone Products. In December 2004, Kronos completed the initial design, development and production of a series of small modular devices that can be used as space heaters, deodorizers and/or fans. Based on the proprietary Kronos technology, these devices are currently undergoing testing and evaluation. Kronos is assessing potential strategic partners for manufacturing, marketing, selling and distributing these Kronos-based products.

### Embedded Platform

- o Military Products. The U. S. Department of Defense and Department of Energy have provided Kronos with various grants and contracts to develop, test and evaluate the Kronos(TM) technology for embedded applications. Kronos has developed several commercial and industrial applications, including the retrofit of berthing fan systems and

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embedded air movement systems for U. S. Navy Aegis Class destroyers.

U.S. Navy SBIR Contracts. In November 2002, the U. S. Navy awarded Kronos a Small Business Innovation Research Phase II contract worth \$580,000, plus an option of \$145,000. The Phase II contract (commercialization phase) is an extension of the Phase I and the Phase I Option work that began in 2001. It is intended that the Kronos(TM) devices developed under this contract will be embedded in existing HVAC systems in order to move air more efficiently than traditional, fan-based technology. Kronos has completed production of an advanced distributive air management system and is completing testing and evaluation prior to delivering the product to Northrop Grumman.

During Phase II, Kronos developed and produced a fully controlled device that represents a "cell" of an advanced distributive air management system with medium capacity airflow in a U. S. Navy unique environment. The "cell" has been designed to be easily adjustable to a variety of parameters such as duct size, airflow requirements, and air quality. The goal of this development work is to significantly reduce or replace altogether the current HVAC air handling systems on naval ships. During the term of the contract, Kronos designed a new generation power supply, improved the efficiency of the core technology to allow for increased air movement and filtration, and initiated selection with the U. S. Navy of the specifications for the commercial products. As of January 31, 2004, the U. S. Navy had provided Kronos with \$580,000 in funding for this effort.

As part of its air management system, Kronos has developed and intends to test the air filtration mechanism capable of performing to HEPA quality standards. We believe that Kronos(TM) devices could replace current HEPA filters with a permanent, easily cleaned, low-cost solution. Among the technical advantages of the Kronos(TM) technology over HEPA filters is the ability of the Kronos-based devices to eliminate the energy burden on air handling systems, which must generate high levels of backpressure necessary to move air through HEPA-based systems. Kronos-based devices enhance the air flow while providing HEPA level filtration.

We believe that during the option portion of the contract, Kronos(TM) technology's ability to kill bacteria and other pathogens will be confirmed and expanded to a wide range of pathogens for space disinfection and bio-terrorist attacks. We believe the Kronos(TM) technology can kill all or most airborne pathogens regardless of their nature, genetic structure, robustness, or method of delivery.

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Kronos is pursuing Phase III (production phase) support for the Kronos(TM)-based advanced distributive air management system being developed under Phase II. Kronos is working with Northrop Grumman and others in this regard.

U.S. Army SBIR Contracts. In August 2003, Kronos was awarded the option on its U. S. Army Small Business Innovation Research Phase I contract bringing the value of the Phase I contract award to \$120,000. In October 2003, the U.S. Army awarded Kronos the Small Business Innovation Research Phase II contract. The contract is worth \$369,000. The contract is to develop Kronos' proprietary Electrostatic Dehumidification Technology ("EDT"). Kronos initiated work under the Phase II contract in December 2003. In December 2004, the U. S. Army

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extended the first year of the contract until February 2005. In February 2005, the Army agreed not to pursue the Phase II option. As of January 31, 2004, the U. S. Army had provided Kronos with \$275,000 in funding for this effort under the Phase II contract.

Kronos is seeking to leverage its military application development work with the U. S. Navy to develop and produce air handlers and purifiers for commercial and industrial facilities. A future potential commercial line of Kronos(TM)-based air handlers and purifiers would attempt to address the specific air quality issues, including bacteria and other germs, found in large enclosed spaces such as office buildings and multi-dwelling residential complexes, while providing more efficient air movement.

- o Transportation Products. In January 2003, Kronos extended its work into the transportation industry by signing a Development and Acquisition Agreement with a premier business jet manufacturer. The Agreement was the direct result of initial prototype development work performed by the Kronos Research Team with input from the customer in 2002. The Kronos(TM) devices being designed and manufactured under this contract will need to meet all FAA safety standards, including environmental, flammability and electromagnetic interference (EMI). The Company has completed product design and development based on the customer's specific product application requirements. We are currently testing and evaluating the prototype product.

Kronos is seeking to leverage its business jet application development work to develop and produce air handlers and purifiers for the commercial aviation and automotive markets. A future potential commercial line of Kronos(TM)-based air handlers and purifiers would attempt to address the specific air quality issues, including exhaust and viruses, found in enclosed spaces occupied by multiple people for extended periods of time, while providing more efficient air movement within unique space constraints.

- o Microelectronics Cooling Products. In December 2004, Kronos and the University of Washington were awarded funding for a research and technology development project entitled "Heat Transfer Technology for Microelectronics and MEMS" by the Washington Technology Center ("WTC"). The objective of the project is to develop a novel energy-efficient heat transfer technology for cooling microelectronics. Thermal management for microelectronics and MEMS systems is a challenge. Existing cooling devices aren't meeting increasing needs for energy consumption and heat dissipation. Kronos air handling technology is an emerging technology that uses an electric field to exert force on ionized gas. Kronos is attempting to develop an improved microchip air handling system that is smaller in size, has high speed airflow, allows more targeted delivery of cooling to areas of highest heat and is compatible with current processes. Kronos stated that the WTC will contribute \$40,000 to the project, with Kronos contributing \$8,000, plus \$32,000 in in-kind services, including use of the Kronos Research and Product Development Facility.

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### Patents and Intellectual Property

- o Six U.S. Patents Allowed for Issuance. Kronos has received notification that six of its patents have been allowed for issuance by the United States Patent and Trademark Office. These patents are considered

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utility patents which describe fundamental innovations in the generation, management and control of Electrostatic Fluids, including air movement, filtration and purification. Each of the patents contain multiple part claims for both general principles as well as specific designs for incorporating the Kronos technology into air movement, filtration and purification products. The patents provide protection for both specific product implementations of the Kronos technology, as well as more general processes for applying the unique attributes and performance characteristics of the technology.

- In December 2004, Kronos received a Notice of Allowance from the United States Patent and Trademark Office indicating that its application entitled "Spark Management Method and Device" has been examined and allowed for issuance as a U. S. patent. Kronos expects that the U. S. Patent will issue in due course. The patent provides protection for key aspects of Kronos' technology until late in 2021.
- In November 2004, Kronos received a Notice of Allowance from the United States Patent and Trademark Office indicating that its application entitled "Electrostatic Fluid Accelerator" - Electrode Design Geometries has been examined and allowed for issuance as a U. S. patent. Kronos expects that the U. S. Patent will issue in due course. The patent provides protection for key aspects of Kronos' technology until late in 2021.
- In October 2004, Kronos received a Notice of Allowance from the United States Patent and Trademark Office indicating that its application entitled "Electrostatic Fluid Accelerator" - Power Supply Management and Control has been examined and allowed for issuance as a U. S. patent. Kronos expects that the U. S. Patent will issue in due course. The patent provides protection for key aspects of Kronos' technology until late in 2021.
- In April 2004, Kronos received formal notification from the United States Patent and Trademark Office indicating that its application entitled "Electrostatic Fluid Accelerator for and a Method of Controlling Fluid" has been examined and allowed for issuance as a U. S. patent (#6,727,657). The patent provides protection for key aspects of Kronos' technology until late in 2021.

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- In December 2003, Kronos received formal notification from the United States Patent and Trademark Office indicating that its application entitled "Method of and Apparatus for Electrostatic Fluid Acceleration Control of a Fluid Flow" has been examined and allowed for issuance as a U. S. patent (#6,664,741). The patent provides protection for key aspects of Kronos' technology until late in 2020.
  - In January 2003, Kronos received formal notification from the United States Patent and Trademark Office indicating that its application entitled "Electrostatic Fluid Accelerator" has been examined and allowed for issuance as a U. S. patent (#6,504,308). The patent provides protection for key aspects of Kronos' technology until late in 2019.
- o First International Patent Allowed for Issuance. In November 2004,

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Kronos received formal notification from the Commonwealth of Australian Patent Office indicating that its application entitled "Electrostatic Fluid Accelerator" has been examined and allowed for issuance as an Australian patent (#773626). There are a number of other patent

applications corresponding to Kronos' six U.S. Patents that have been filed and are pending outside of the United States.

- o Additional Patent Applications. A number of additional patent applications have been filed for, among other things, the control and management of electrostatic fluid acceleration. These additional patent applications are either being examined or are awaiting examination by the Patent Office.

### CRITICAL ACCOUNTING POLICIES

**Use of Estimates.** The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures 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.

**Allowance for Doubtful Accounts.** We provide a reserve against our receivables for estimated losses that may result from our customers' inability to pay. These reserves are based on potential uncollectible accounts, aged receivables, historical losses and our customers' credit-worthiness. Should a customer's account become past due, we generally will place a hold on the account and discontinue further shipments and/or services provided to that customer, minimizing further risk of loss.

**Valuation of Goodwill, Intangible and Other Long Lived Assets.** We use assumptions in establishing the carrying value, fair value and estimated lives of our long-lived assets and goodwill. The criteria used for these evaluations include management's estimate of the asset's ability to generate positive income from operations and positive cash flow in future periods compared to the carrying value of the asset, the strategic significance of any identifiable intangible asset in our business objectives, as well as the market capitalization of Kronos. We have used certain key assumptions in building the cash flow projections required for evaluating the recoverability of our intangible assets. We have assumed revenues from the following applications of the Kronos technology: consumer stand-alone devices, assisted care/skilled nursing stand-alone devices, embedded devices in the hospitality industry and in specialized military applications. Expenses/cash out flows in our projections include sales and marketing, production, distribution, general and administrative expenses, research and development expenses and capital expenditures. These expenses are based on management estimates and have been compared with industry norms (relative to sales) to determine their reasonableness. We use the same key assumptions for our cash flow evaluation as we do for internal budgeting, lenders and other third parties; therefore, they are internally and externally consistent with financial statement and other public and private disclosures. We are not aware of any negative implications resulting from the projections used for purposes of evaluating the appropriateness of the carrying value of these assets. If assets are considered to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Useful lives and related amortization or depreciation expense are based on our estimate of the period that the assets will generate revenues or otherwise be used by Kronos. Factors that would influence the likelihood of a material change in our reported results include significant changes in the asset's ability to generate positive cash flow, loss of legal ownership or title to the asset, a significant decline

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in the economic and competitive environment on which the asset depends, significant changes in our strategic business objectives, and utilization of the asset.

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Valuation of Deferred Income Taxes. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The likelihood of a material change in our expected realization of these assets is dependent on our ability to generate future taxable income, our ability to deduct tax loss carryforwards against future taxable income, the effectiveness of our tax planning and strategies among the various tax jurisdictions that we operate in, and any significant changes in the tax treatment received on our business combinations.

Revenue Recognition. We recognize revenue in accordance with Securities and Exchange Commission Staff Bulletin 104 ("SAB 104"). Further, Kronos Air Technologies recognizes revenue on the sale of custom-designed contract sales under the percentage-of-completion method of accounting in the ratio that costs incurred to date bear to estimated total costs. For uncompleted contracts where costs and estimated profits exceed billings, the net amount is included as an asset in the consolidated balance sheet. For uncompleted contracts where billings exceed costs and estimated profits, the net amount is included as a liability in the consolidated balance sheet. Sales are reported net of applicable cash discounts and allowances for returns.

### RESULTS OF OPERATIONS

The Company's net loss for the six months ended December 31, 2004 was \$5,138,000, compared with a net loss of \$1,120,000 for the corresponding period of the prior year. The increase in the net loss was primarily the result of the restructuring of the HoMedics debt (refer to Note 10 - Commitments and Contingencies) which resulted in a non-cash charge to operations of \$3,857,000.

The Company's net operating loss for the six months ended December 31, 2004 increased by 17% to \$986,000, compared with a net operating loss of \$846,000 for the corresponding period of the prior year. The \$140,000 increase in the net operating loss was primarily the result of an increase in selling, general and administrative expenses (\$102,000) and a decrease in gross profit (\$38,000).

Revenue. Revenues are generated through sales of Kronos(TM) devices, and fees earned from licensing the Kronos(TM) technology and providing technical services to our customers at Kronos Air Technologies, Inc. Revenue for the six months ended December 31, 2004 was \$381,000. These revenues were primarily from our

U.S. Navy SBIR Phase II and U. S. Army SBIR Phase II contracts. Revenue of \$242,000 recorded during the corresponding period of the prior year was primarily from our HoMedics, U. S. Navy SBIR Phase II and U. S. Army SBIR Phase I and Phase I Option contracts.

Cost of sales. Cost of sales for the six months ended December 31, 2004 was \$334,000 compared to \$156,000 for the corresponding period of the prior year, respectively. Cost of sales in the current year was primarily development costs associated with our U. S. Navy SBIR and U. S. Army SBIR contracts. Prior year cost of sales related to revenue from our HoMedics, U. S. Navy SBIR and U. S. Army SBIR contracts.

Gross profit. Gross profit for the six months ended December 31, 2004 was \$48,000 compared to \$86,000 for the corresponding period of the prior year because of the increased cost to build products under contract for the U.S. Navy and U.S. Army, partially offset by the increase in revenue from these contracts.

Selling and other general administrative expenses. Selling, general and administrative expenses for the six months ended December 31, 2004 increased 11% to \$1,034,000 compared to \$932,000 for the corresponding period of the prior year. This \$102,000 increase was primarily the result of an increase in compensation and benefits (\$105,000) because of the expansion of the Company's research and product development team and an increase in the cost of health benefits, an increase in depreciation and amortization (\$57,000) because of the increase in amortization of expenditures for intellectual property development and for research and product development, an increase in insurance (\$18,000) because of the increase in directors and officers and product liability insurance, an increase in research and development (\$16,000) because the company expanded its development of new products, partially offset by a decrease in professional services (\$130,000) because of a decrease in legal and accounting expenses and the capitalization of patent counsel expenditures for the development of the Company's intellectual property.

Loss on Debt Restructuring. Loss on debt restructuring for the six months ended December 31, 2004 was \$3,857,000 and represented the non-cash charge to operations for the cost to restructure the HoMedics debt, including the cost to issue 26 million warrants (refer to Note 10 - Commitments and Contingencies).

Other income. Other income for the six months ended December 31, 2003 was \$22,000 and was consideration earned from the assignment of the Company's stock repurchase rights to Fusion Capital who made a partial repurchase of the Company's stock used in May 2003 to acquire the remaining license rights to the Kronos(TM) technology not included in the original acquisition of Kronos Air Technologies, Inc.

Interest expense. Interest expenses for the six months ended December 31, 2004 was \$294,000 compared to \$296,000 for the corresponding period of the prior year.

#### CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2004

Our total assets at December 31, 2004 and June 30, 2004 were \$4.2 and \$2.5 million, respectively. Total assets at December 31, 2004 were comprised primarily of \$2.1 million of patents/intellectual property and \$1.4 million of cash. Total assets at June 30, 2004 were comprised primarily of \$2.3 million of patents/intellectual property. Total current assets at December 31, 2004 and June 30, 2004 were \$2.1 million and \$0.2 million, respectively, while total current liabilities for those same periods were \$3.6 million and \$1.4 million, respectively, creating a working capital deficit of \$1.5 million and \$1.2 million at each respective period end. This 23% increase in the working capital deficit was primarily the result of increases in the current portion of notes payable (\$2.3 million) offset by an increase in cash (\$1.4 million). In the increase in the current portion of notes payable was the result of the Company incurring \$2.0 million in short term debt financing from Cornell Capital Partners and \$1.0 million in notes payable to directors and officers coming due in the next twelve months offset by the \$0.7 million of HoMedics debt being restructured from short term to long term debt.

Shareholders' deficit as of December 31, 2004 and June 30, 2004 was \$1.8 million and \$1.4 million, respectively. The increase in accumulated deficit (\$5.1 million) was partially offset by an increase in paid in capital (\$4.7 million) during the six months ended December 31, 2004.

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### LIQUIDITY AND CAPITAL RESOURCES

Historically, we have relied principally on the sale of common stock and secured debt and customer contracts for research and product development to finance our operations.

In October 2004, Kronos entered into agreements for up to \$20.5 million in equity and equity backed debt financing from Cornell Capital Partners. In October 2004, Kronos sold 5 million unregistered shares of Kronos common stock for gross proceeds of \$500,000 to Cornell Capital Partners. Cornell Capital Partners committed to provide \$4 million pursuant to two Equity Backed Promissory Notes, which have or will be funded as follows: \$2 million was funded upon the filing an SB-2 Registration Statement and \$2 million will be upon the SEC declaring the Registration Statement effective. Kronos executed a Standby Equity Distribution Agreement for \$20 million of funding which Kronos has the option to drawdown against in increments as large as \$1.5 million over the next twenty four months. Kronos received \$0.5 million in funding upon the amendment of the HoMedics debt financing and \$2 million upon filing of the Registration Statement. Kronos expects to receive an additional \$2 million over the next 60 - 90 days under these agreements.

In November 2004, Kronos sold 2.8 million unregistered shares for gross proceeds of \$280,000 to a group of accredited investors.

In October 2004, HoMedics agreed to extend repayment of Kronos debt and to provide an additional \$1 million in funding. HoMedics has agreed to provide Kronos with an additional \$1 million in financing - \$925,000 in secured debt

financing and \$75,000 for the purchase of additional warrants. The \$925,000 will be paid to Kronos upon Kronos achieving three milestones: (i) \$175,000 shall be funded upon delivery and successful testing of electronic boards and power supplies from Kronos' contract manufacturing partner, (ii) \$250,000 shall be funded upon obtaining tooling of the current prototype configuration and device testing and performing to HoMedics' specifications, and (iii) \$500,000 shall be funded upon the initial sale of Kronos-based air purifiers by HoMedics. In addition, quarterly debt payments and the maturity date for existing debt have been extended. Quarterly payments due on the outstanding \$2.4 million in secured debt financing, which had been scheduled to begin in August 2004, will be due the earlier of Kronos receipt of royalty payments from HoMedics sale of Kronos-based air purification products or two years. The maturity date of the \$2.4 million in debt has been extended from May 2008 to October of 2009; the maturity date on the \$925,000 will also be October 2009. The interest rate will remain at 6% for the \$2.4 million in debt; the rate will also be 6% on the additional debt. HoMedics increased their potential equity position in Kronos to 30% of Kronos common stock on a fully diluted basis. In connection with the October 2004 agreements, Kronos issued HoMedics a warrant to buy 26.5 million shares of Kronos common stock.

Kronos SBIR contracts with the U. S. Military, including the U. S. Army Phase I Option and Phase II and the U. S. Navy Phase II contracts, are potentially worth up to \$1.5 million in product development and testing support for Kronos Air Technologies. In November 2002, Kronos Air Technologies was awarded by the U. S. Navy for a Small Business Innovation Research Phase II contract worth \$580,000, plus an option of \$150,000. As of January 31, 2004, the U. S. Navy had provided Kronos with \$580,000 in funding for this effort under the Phase II contract. In October 2003, Kronos Air Technologies obtained award notice from the U. S. Army for a SBIR II contract. The contract is worth \$369,000. The contract is to develop Kronos' proprietary Electrostatic Dehumidification Technology ("EDT"). As of January 31, 2004, the U. S. Army had provided Kronos with \$275,000 in



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funding for this effort under the Phase II contract.

Net cash flow used in operating activities was \$1.1 million for the six months ended December 31, 2004. We were able to satisfy most of our cash requirements for this period from the proceeds of the sale of equity to Cornell Capital Partners and a group of accredited investors, the first \$2 million Equity Backed Promissory Note with Cornell Capital Partners and our U.S. Navy and U.S. Army Phase II contracts.

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In June 2001, we entered into a common stock purchase agreement with Fusion Capital. Pursuant to this agreement, we have sold approximately 6 million shares of our common stock and have received \$1.3 million. In August 2002, we terminated our common stock purchase agreement dated June 19, 2001 and entered into a new common stock purchase agreement with Fusion Capital. Pursuant to this second common stock purchase agreement, we sold approximately 12.1 million shares of our common stock and have received \$1.9 million. In November 2004, Kronos and Fusion Capital mutually agreed to terminate their existing common stock purchase agreement dated August 12, 2002.

We estimate that achievement of our business plan will require substantial additional funding. We anticipate that the source of funding will be obtained pursuant to senior debt funding from the HoMedics Secured Promissory Notes; equity funding from the Cornell Capital Equity Investment Agreement, Equity Backed Promissory Notes and the Standby Equity Distribution Agreement; and/or the sale of additional equity in our Company; cash flow generated from government grants and contracts, which includes funding from the Small Business Innovation Research contracts sponsored by the United States Navy and Army awarded to Kronos Air Technologies; and cash flow generated from customer revenue. There are no assurances that these sources of funding will be adequate to meet our cash flow needs.

### GOING CONCERN OPINION

Our Report of Independent Registered Public Accounting Firm includes an explanatory paragraph to their audit opinions issued in connection with our 2004 and 2003 consolidated financial statements that states that we do not have significant cash or other material assets to cover our operating costs. Our ability to obtain additional funding will largely determine our ability to continue in business. Accordingly, there is substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We can make no assurance that we will be able to successfully develop, manufacturer and sell commercial products on a broad basis. While attempting to make this transition, we will be subject to all the risks inherent in a growing venture, including, but not limited to, the need to develop and manufacture reliable and effective products, develop marketing expertise and expand our sales force.

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### FACTORS AFFECTING KRONOS' BUSINESS AND PROSPECTS

We are subject to various risks which may have a material adverse effect on our business, financial condition and results of operations, and may result in a decline in our stock price. Certain risks are discussed below:

We have a limited operating history with significant losses and expect losses to

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continue for the foreseeable future.

We have only recently begun implementing our plan to prioritize and concentrate our management and financial resources to fully capitalize on our investment in Kronos Air Technologies and have yet to establish any history of profitable operations. We incurred a net loss of \$5,137,000 for the six months ended December 31, 2004. We incurred a net loss of \$2.5 million for the fiscal year ended June 30, 2004. As a result, at December 31, 2004 and June 30, 2004, we had an accumulated deficit of \$25.2 million and \$20.0 million, respectively. Our revenues and cash flows from operations have not been sufficient to sustain our operations. We have sustained our operations through the issuance of our common stock and the incurrence of debt. We expect that our revenues and cash flows from operations may not be sufficient to sustain our operations for the foreseeable future. Our profitability will require the successful commercialization of our Kronos(TM) technologies. No assurances can be given that we will be able to successfully commercialize our Kronos(TM) technologies or that we will ever be profitable.

We will require significant additional financing to sustain our operations and without it we will not be able to continue operations.

At December 31, 2004 and June 30, 2004, we had a working capital deficit of \$1.5 million and \$1.2 million, respectively. The Report of Independent Registered Public Accounting Firm for the year ended June 30, 2004, includes an explanatory paragraph to their audit opinion stating that our recurring losses from operations and working capital deficiency raise substantial doubt about our ability to continue as a going concern. For the six months ended December 31, 2004 and December 31, 2003, we had an operating cash flow deficit of \$1.1 million and \$1.0 million, respectively. We currently do not have sufficient financial resources to fund our operations or pay certain existing obligations or those of our subsidiary. Therefore, we need substantial additional funds to continue these operations and pay certain existing obligations.

If obtaining sufficient financing from the U. S. Navy, U. S. Army, HoMedics and /or Cornell Capital Partners were to be unavailable and if we are unable to commercialize and sell our products or technologies, we will need to secure another source of funding in order to satisfy our working capital needs. Even if we are able to access the funds available under the, U. S. Navy and U.S. Army SBIR contracts, HoMedics senior debt agreement and / or the Cornell Capital Equity Investment Agreement, Equity Backed Promissory Notes and Standby Equity Distribution Agreement, we may still need additional capital to fully implement our business, operating and development plans. At December 31, 2004 and June 30, 2004, we had a cash balance of \$1,445,000 and \$69,000, respectively. Should the financing we require to sustain our working capital needs be unavailable, or prohibitively expensive when we require it, we would be forced to curtail our business operations.

Existing shareholders will experience significant dilution from our sale of shares under the Cornell Capital Equity Investment Agreement and Standby Equity Distribution Agreement and any other equity financing.

The sale of shares pursuant to our agreement with Cornell Capital Partners, the exercise of HoMedics stock warrants or any other future equity financing transaction will have a dilutive impact on our stockholders. As a result, our net income per share could decrease in future periods, and the market price of our common stock could decline. In addition, the lower our stock price is, the more shares of common stock we will have to issue under the Equity Investment Agreement and Standby Equity Distribution Agreement with Cornell Capital. If our stock price is lower, then our existing stockholders would experience greater dilution. We cannot predict the actual number of shares of common stock that will be issued pursuant to the Standby Equity Distribution Agreement with Cornell Capital or any other future equity financing transaction, in part,

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because the purchase price of the shares will fluctuate based on prevailing market conditions and we do not know the exact amount of funds we will need.

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Competition in the market for air movement and purification devices may result in the failure of the Kronos(TM) products to achieve market acceptance.

Kronos presently faces competition from other companies that are developing or that currently sell air movement and purification devices. Many of these competitors have substantially greater financial, research and development, manufacturing, and sales and marketing resources than we do. Many of the products sold by Kronos' competitors already have brand recognition and established positions in the markets that we have targeted for penetration. In the event that the Kronos(TM) products do not favorably compete with the products sold by our competitors, we would be forced to curtail our business operations.

Our failure to enforce protection of our intellectual property would have a material adverse effect on our business.

A significant part of our success depends in part on our ability to obtain and defend our intellectual property, including patent protection for our products and processes, preserve our trade secrets, defend and enforce our rights against infringement and operate without infringing the proprietary rights of third parties, both in the United States and in other countries. Our limited amount of capital impedes our current ability to protect and defend our intellectual property.

The validity and breadth of our intellectual property claims in ion wind generation and electrostatic fluid acceleration and control technology involve complex legal and factual questions and, therefore, may be highly uncertain. Despite our efforts to protect our intellectual proprietary rights, existing copyright, trademark and trade secret laws afford only limited protection.

Our industry is characterized by frequent intellectual property litigation based on allegations of infringement of intellectual property rights. Although we are not aware of any intellectual property claims against us, we may be a party to litigation in the future.

Possible future impairment of intangible assets would have a material adverse effect on our financial condition.

Our net intangible assets of approximately \$2.1 million as of December 31, 2004 consist principally of purchased patent technology and marketing intangibles, which relate to the acquisition of Kronos Air Technologies, Inc. in March 2000 and to the acquisition of license rights to fuel cell, computer and microprocessor applications of the Kronos(TM) technology not included in the original acquisition of Kronos Air Technologies, Inc. in May 2003. Intangible assets comprise 50% of our total assets as of December 31, 2004. Intangible assets are subject to periodic review and consideration for potential impairment of value. Among the factors that could give rise to impairment include a significant adverse change in legal factors or in the business climate, an adverse action or assessment by a regulator, unanticipated competition, a loss of key personnel, and projections or forecasts that demonstrate continuing losses associated with these assets. In the case of our intangible assets, specific factors that could give rise to impairment would be, but are not limited to, an inability to obtain patents, the untimely death or other loss of

Dr. Igor Krichtafovitch, the lead inventor of the Kronos(TM) technology and Kronos Air Technologies Chief Technology Officer, or the ability to create a

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customer base for the sale or licensing of the Kronos(TM) technology. Should an impairment occur, we would be required to recognize it in our financial statements. A write-down of these intangible assets could have a material adverse impact on our total assets, net worth and results of operations.

Our common stock is deemed to be "Penny Stock," subject to special requirement and conditions and may not be a suitable investment.

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Our common stock is deemed to be "penny stock" as that term is defined in Rule 3a51-1 promulgated under the Securities Exchange Act of 1934. Penny stocks are stocks:

- With a price of less than \$5.00 per share;
- That are not traded on a "recognized" national exchange;
- Whose prices are not quoted on the Nasdaq automated quotation system (Nasdaq listed stock must still have a price of not less than \$5.00 per share); or
- In issuers with net tangible assets less than \$2.0 million (if the issuer has been in continuous operation for at least three years) or \$5.0 million (if in continuous operation for less than three years), or with average revenues of less than \$6.0 million for the last three years.

Broker/dealers dealing in penny stocks are required to provide potential investors with a document disclosing the risks of penny stocks. Moreover, broker/dealers are required to determine whether an investment in a penny stock is a suitable investment for a prospective investor. These requirements may reduce the potential market for our common stock by reducing the number of potential investors. This may make it more difficult for investors in our common stock to resell shares to third parties or to otherwise dispose of them. This could cause our stock price to decline.

We rely on management and research personnel, the loss of whose services could have a material adverse effect upon our business.

We rely principally upon the services of our senior executive management, and certain key employees, including the Kronos research team, the loss of whose services could have a material adverse effect upon our business and prospects. Competition for appropriately qualified personnel is intense. Our ability to attract and retain highly qualified senior management and technical research and development personnel are believed to be an important element of our future success. Our failure to attract and retain such personnel may, among other things, limit the rate at which we can expand operations and achieve profitability. There can be no assurance that we will be able to attract and retain senior management and key employees having competency in those substantive areas deemed important to the successful implementation of our plans to fully capitalize on our investment in the Kronos(TM) technology, and the inability to do so or any difficulties encountered by management in establishing effective working relationships among them may adversely affect our business and prospects. Currently, we do not carry key person life insurance for any of our executive management, or key employees.

### ITEM 3. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. Within 90 days prior to the filing date of this report, our Company carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. This evaluation was done under the supervision and with the participation of our Company's President and Chief

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Financial Officer. Based upon that evaluation, they concluded that our Company's disclosure controls and procedures are effective in gathering, analyzing and disclosing information needed to satisfy our Company's disclosure obligations under the Exchange Act.

Changes in Internal Controls. There were no significant changes in our Company's internal controls or in other factors that could significantly affect those controls since the most recent evaluation of such controls.

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### PART II

#### ITEM 1. LEGAL PROCEEDINGS

None.

#### ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

In October 2004, we issued 5 million shares of our common stock, valued at \$0.10 per share at an aggregate value of \$500,000 to Cornell Capital Partners, LLC and 2.8 million shares of our common stock valued at \$0.10 per share at an aggregate value of \$280,000 to a group of accredited investors. The proceeds will be used for general working capital. In October 2004, we issued 2,941,177 shares to Cornell Capital Partners, LLC as a commitment fee upon Kronos executing the \$20 million Standby Equity Distribution Agreement. In the event this Agreement is terminated in accordance with the terms of this Agreement, or the Company does not forward any Advance Notices during the term of this Agreement, the Cornell shall return 2,500,000 shares of the commitment fee shares to the Company. In January 2005, Cornell Capital Partners returned 2,941,177 shares to Kronos to bring Cornell Capital Partners ownership below 9.9%. In November 2004, we issued 2 million shares of our common stock valued at \$0.10 per share at an aggregate value of \$200,000 to Fusion Capital Partners, LLC. The proceeds were used to eliminate Kronos' non-interest bearing demand obligation to Fusion Capital.

#### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

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#### ITEM 5. EXHIBITS

| EXHIBIT NO. | DESCRIPTION | LOCATION |
|-------------|-------------|----------|
|-------------|-------------|----------|

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|       |  |  |
|-------|--|--|
| 2.1   | Articles of Merger for Technology Selection, Inc. with the Nevada Secretary of State                         | Incorporated by reference to Exhibit 2.1 to the Registrant's Registration Statement on Form S-1 filed on August 7, 2001 (the "Registration Statement") |
| 3.1   | Articles of Incorporation  | Incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-1 filed on August 7, 2001   |
| 3.2   | Bylaws   | Incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1 filed on August 7, 2001   |
| 4.1   | 2001 Stock Option Plan   | Incorporated by reference to Exhibit 4.1 to Registrant's Form 10-Q for the quarterly period ended March 31, 2002 filed on May 15, 2002                 |
| 10.21 | Consulting Agreement, dated January 1, 2001, by and between TSET, Inc. and Dwight, Tusing & Associates       | Incorporated by reference to Exhibit 10.21 to the Registration Statement on Form S-1 filed on August 7, 2001   |
| 10.22 | Letter Agreement, dated April 12, 2001, by and between TSET, Inc. and Daniel R. Dwight and Richard F. Tusing | Incorporated by reference to Exhibit 10.35 to the Registration Statement on Form S-1 filed on August 7, 2001   |
| 28    |  |  |
| 10.23 | Indemnification Agreement, dated May 1, 2001, by and between TSET, Inc. and Jeffrey D. Wilson                | Incorporated by reference to Exhibit 10.37 to the Registration Statement on Form S-1 filed on August 7, 2001   |
| 10.24 | Indemnification Agreement, dated May 1, 2001, by and between TSET, Inc. and Daniel R. Dwight                 | Incorporated by reference to Exhibit 10.38 to the Registration Statement on Form S-1 filed on August 7, 2001   |
| 10.25 | Indemnification Agreement, dated May 1, 2001, by and between TSET, Inc. and Richard F. Tusing                | Incorporated by reference to Exhibit 10.39 to the Registration Statement on Form S-1 filed on August 7, 2001   |
| 10.26 | Indemnification Agreement, dated May 1, 2001, by and between TSET, Inc. and Charles D. Strang                | Incorporated by reference to Exhibit 10.40 to the Registration Statement on Form S-1 filed on August 7, 2001   |
| 10.27 | Indemnification Agreement, dated May 1, 2001, by and between TSET, Inc. and                                  | Incorporated by reference to Exhibit 10.41 to the  |

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|-------|--|--|
|       | Richard A. Papworth  | Registration Statement on Form S-1 filed on August 7, 2001   |
| 10.28 | Indemnification Agreement, dated May 1 2001, by and between TSET, Inc. and Erik W. Black   | Incorporated by reference to Exhibit 10.42 to the Registration Statement on Form S-1 filed on August 7, 2001                                 |
| 10.29 | Warrant Agreement, dated July 16, 2001, by and between TSET, Inc. and The Eagle Rock Group, LLC  | Incorporated by reference to Exhibit 10.49 to the Registration Statement on Form S-1 filed on August 7, 2001                                 |
| 10.30 | Agreement and Release, dated October 10, 2001, by and between TSET, Inc. and Jeffrey D. Wilson   | Incorporated by reference to Exhibit 10.50 to the Registrant's Form 10-K for the year ended June 30, 2001 filed on October 15, 2001          |
| 10.31 | Promissory Note dated October 10, 2001 payable to Mr. Jeffrey D. Wilson  | Incorporated by reference to Exhibit 10.51 to the Registrant's Form 10-K for the year ended June 30, 2001 filed on October 15, 2001          |
| 10.32 | Employment Agreement, effective February 11, 2001 by and between TSET, Inc. and Daniel R. Dwight   | Incorporated by reference to Exhibit 10.55 to the Registrant's Form 10-Q for the quarterly period ended March 31, 2002 filed on May 15, 2002 |
| 10.33 | Common Stock Purchase Agreement, dated August 12, 2002 by and between TSET, Inc. and Fusion Capital Fund II, LLC   | Incorporate by reference to Exhibit 10.57 to the Registrant's Form S-1 filed on August 13, 2002  |
| 10.34 | Registration Rights Agreement, dated August 12, 2002 by and between TSET, Inc. and Fusion Capital Fund II, LLC   | Incorporated by reference to Exhibit 10.58 to the Registrant's Form S-1 filed on August 13, 2002   |
| 10.35 | Termination Agreement, dated August 12, 2002 by and between TSET, Inc. and Fusion Capital Fund II, LLC   | Incorporated by reference to Exhibit 10.59 to the Registrant's Amendment No. 1 to Form S-1 filed on September 16, 2002                       |
|       |  |  |
|       |  |  |
| 10.36 | Master Loan and Investment Agreement, dated May 9, 2003, by and among Kronos Advanced Technologies, Inc., Kronos Air Technologies, Inc. and FKA Distributing Co. d/b/a HoMedics, Inc., a Michigan corporation ("HoMedics") | Incorporated by reference to the Registrant's 8-K filed on May 15, 2003  |
| 10.37 | Secured Promissory Note, dated May 9, 2003, in the principal amount of \$2,400,000 payable to HoMedics   | Incorporated by reference to Exhibit 99.2 to the Registrant's 8-K filed on May 15, 2003  |

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| 10.38 | Secured Promissory Note, dated May 9, 2003, in the principal amount of \$1,000,000 payable to HoMedics   | Incorporated by reference to Exhibit 99.4 to the Registrant's 8-K filed on May 15, 2003  |
| 10.39 | Security Agreement dated May 9, 2003, by and among Kronos Air Technologies, Inc. and HoMedics  | Incorporated by reference to Exhibit 99.4 to the Registrant's 8-K filed on May 15, 2003  |
| 10.40 | Registration Rights Agreement, dated May 9, 2003, by and between Kronos and HoMedics   | Incorporated by reference to Exhibit 99.5 to the Registrant's 8-K filed on May 15, 2003  |
| 10.41 | Warrant No. 1 dated May 9, 2003, issued to HoMedics<br>8-K filed on May 15, 2003   | Incorporated by reference to Exhibit 99.7 to the Registrant's 8-K filed on May 15, 2003  |
| 10.42 | Warrant No. 2 dated May 9, 2003, issued to HoMedics  | Incorporated by reference to Exhibit 99.7 to the Registrant's 8-K filed on May 15, 2003<br>2002  |
| 10.43 | Consulting Agreement effective October 31, 2003, by and among Kronos Advanced Technologies, Inc., Steven G. Martin and Joshua B. on Scheinfeld | Incorporated by reference to Exhibit 10.67 to the Registrant's Form 10-Q for the quarterly period ended December 31, 2003 filed on February 17, 2004 |
| 10.44 | Promissory Note by and among Kronos Advanced Technologies, Inc., and Richard A. Papworth   | Incorporated by reference to Exhibit 10.67 to the Registrant's Form 10-Q for the quarterly period ended December 31, 2004 filed on May 17, 2004      |
| 10.45 | Promissory Note by and among Kronos Advanced Technologies, Inc., and Daniel R. Dwight  | Incorporated by reference to Exhibit 10.67 to the Registrant's Form 10-Q for the quarterly period ended December 31, 2004 filed on May 17, 2004      |
| 10.46 | Promissory Note by and among Kronos Advanced Technologies, Inc., and Richard F. Tusing   | Incorporated by reference to Exhibit 10.67 to the Registrant's Form 10-Q for the quarterly period ended December 31, 2004 filed on May 17, 2004      |
| 10.47 | Promissory Note by and among Kronos Advanced Technologies, Inc., and Igor Krichtafovitch   | Incorporated by reference to Exhibit 10.67 to the Registrant's Form 10-Q for the quarterly period ended December 31, 2004 filed on May 17, 2004      |
| 10.48 | Promissory Note by and among Kronos Advanced Technologies, Inc., and J. Alexander Chriss   | Incorporated by reference to Exhibit 10.67 to the Registrant's Form 10-Q for the quarterly period ended December 31, 2004 filed on May 17, 2004      |



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| 10.49 | Standby Equity Distribution Agreement, dated October 15, 2004, by and between Kronos Advanced Technologies, Inc. and Cornell Capital Partners, LP   | Incorporated by reference to Exhibit 99.1 to the Registrant's Form 8-K filed on February 12, 2004  |
| 10.50 | Registration Rights Agreement, dated October 15, 2004, by and between Kronos Advanced Technologies, Inc. and Cornell Capital Partners, LP   | Incorporated by reference to Exhibit 99.2 to the Registrant's Form 8-K filed on February 12, 2004  |
| 10.51 | Escrow Agreement, dated October 15, 2004, by and between Kronos Advanced Technologies, Inc. and Cornell Capital Partners, LP  | Incorporated by reference to Exhibit 99.3 to the Registrant's Form 8-K filed on February 12, 2004  |
| 10.52 | Placement Agent Agreement, dated October 15, 2004, by and between Kronos Advanced Technologies, Inc. and Cornell Capital Partners, LP   | Incorporated by reference to Exhibit 99.4 to the Registrant's Form 8-K filed on February 12, 2004  |
| 10.53 | Securities Purchase Agreement, dated October 15, 2004, by and between Kronos Advanced Technologies, Inc. and Cornell Capital Partners, LP   | Incorporated by reference to Exhibit 99.5 to the Registrant's Form 8-K filed on February 12, 2004  |
| 10.54 | Investor Registration Rights Agreement, dated October 15, 2004, by and between Kronos Advanced Technologies, Inc. and Cornell Capital Partners, LP  | Incorporated by reference to Exhibit 99.6 to the Registrant's Form 8-K filed on February 12, 2004  |
| 10.55 | Escrow Agreement, dated October 15, 2004, by and between Kronos Advanced Technologies, Inc. and Cornell Capital Partners, LP  | Incorporated by reference to Exhibit 99.7 to the Registrant's Form 8-K filed on February 12, 2004  |
| 10.56 | Form of Equity-Back Promissory Note in the principal amount of \$2,000,000  | Incorporated by reference to Exhibit 99.8 to the Registrant's Form 8-K filed on February 12, 2004  |
| 10.57 | First Amendment to Master Loan and Investment Agreement, dated October 25, 2004, by and among Kronos Advanced Technologies, Inc., f/k/a TSET, Inc., a Nevada corporation, Kronos Air Technologies, Inc., a Nevada corporation and FKA Distributing Co. d/b/a HoMedics, Inc., a Michigan corporation | Incorporated by reference to Exhibit 99.9 to the Registrant's Form 8-K filed on February 12, 2004  |
| 10.58 | Secured Promissory Note, dated October 25, 2004, payable to FKA Distributing Co., d/b/a HoMedics, Inc., a Michigan corporation, in the principal amount of \$925,000  | Incorporated by reference to Exhibit 99.10 to the Registrant's Form 8-K filed on February 12, 2004 |
| 10.59 | Amended and Restated Warrant No. 1, dated October 25, 2004, issued to FKA Distributing Co. d/b/a HoMedics, Inc.   | Incorporated by reference to Exhibit 99.11 to the Registrant's Form 8-K filed on February 12, 2004 |
| 10.60 | Amended and Restated Warrant No. 2,   | Incorporated by reference to   |

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dated October 25, 2004, issued to FKA  
Distributing Co. d/b/a HoMedics, Inc.

Exhibit 99.12 to the Registrant's  
Form 8-K filed on February 12, 2004

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|-------|---|--|
| 10.61 | Warrant No. 3, dated October 25, 2004,<br>issued to FKA Distributing Co. d/b/a<br>HoMedics, Inc.  | Incorporated by reference to<br>Exhibit 99.13 to the Registrant's<br>Form 8-K filed on February 12, 2004 |
| 10.62 | Amended and Restated Registration Rights<br>Agreement, dated October 25, 2004, by<br>And between Kronos Advanced<br>Technologies Inc., a Nevada corporation<br>and FKA Distributing Co. d/b/a HoMedics,<br>a Michigan corporation | Incorporated by reference to<br>Exhibit 99.14 to the Registrant's<br>Form 8-K filed on February 12, 2004 |

| EXHIBIT NO. | DESCRIPTION  | LOCATION          |
|-------------|--|-------------------|
| 31.1        | Certification of Chief Executive<br>Officer pursuant to 15 U.S.C.<br>Section 7241, as adopted pursuant<br>to Section 302 of the Sarbanes-Oxley<br>Act of 2002                                  | Provided herewith |
| 31.2        | Certification of Principal Financial<br>Officer pursuant to U.S.C. Section<br>7241, as adopted pursuant to Section<br>302 of the Sarbanes-Oxley Act of 2002                                    | Provided herewith |
| 32.1        | Certification by Chief Executive Officer<br>and Principal Accounting Officer pursuant<br>to 18 U.S.C. Section 1350, as adopted<br>pursuant to Section 906 of the<br>Sarbanes-Oxley Act of 2002 | Provided herewith |

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.

DATED: February 14, 2004

KRONOS ADVANCED TECHNOLOGIES, INC.

By: /s/ DANIEL R. DWIGHT

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Daniel R. Dwight  
President and Chief Executive Officer

By: /s/ DANIEL R. DWIGHT

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Daniel R. Dwight  
Acting Chief Financial Officer