GENERAL KINETICS INC
Form 10-Q
October 15, 2004
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

For Quarter Ended August 31, 2004

Commission File Number 0-1738

GENERAL KINETICS INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Virginia	**54-0594435**
(State or Other Jurisdiction of	**(I.R.S. Employer Identification No.)**
Incorporation or Organization)	
10688-D Crestwood Drive, Manassas, VA	**20109**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant s Telephone Number, including Area Code 703-331-8033

Indicate by checkmark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No ¨

Indicate by checkmark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No x

The number of shares of Registrant s Common Stock outstanding as of October 11, 2004 7,118,925 Shares

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CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this Quarterly Report on Form 10-Q constitute forward-looking statements . In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as may, will, estimate, intend, continue, believe, expect o anticipate or the negatives thereof, variations thereon or similar terminology. The forward-looking statements contained in this Quarterly Report are generally located in the material set forth under the headings Business and Management s Discussion and Analysis of Financial Condition and Results of Operations, but may be found in other locations as well. These forward-looking statements generally relate to plans and objectives for future operations and are based upon management s reasonable estimates of future results or trends. Although the Company believes that the plans and objectives reflected in or suggested by such forward-looking statements are reasonable, such plans or objectives may not be achieved. Actual results may differ from projected results due, but not limited, to unforeseen developments, including developments relating to the following:

- the risk that the Company may not be able to obtain and complete sufficient new orders to maintain positive cash flow;
- the risk that the Company may not maintain its present financing facility or obtain additional financing, if necessary;
- the risk that it will not be able to repay, restructure or refinance in full the approximately $8.8 million principal amount of its outstanding convertible debentures which matured on August 14, 2004;
- the risk that the Company may not be able to continue the necessary development of its operations, including maintaining or increasing sales and production levels, on a profitable basis;
- the risk the Company may in the future have to comply with more stringent environmental laws or regulations or more vigorous enforcement policies of regulatory agencies, and that such compliance could require substantial expenditures by the Company;
- the risk that U.S. defense spending may be substantially reduced; and
- the risk that the Company s Common Stock will not continue to be quoted on the NASD Over The Counter Bulletin Board.

You should read this Quarterly Report completely and with the understanding that actual future results may be materially different from what the Company expects. All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on the Company s behalf are expressly qualified in their entirety by the foregoing factors. These forward-looking statements

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speak only as of the date of the document in which they are made. The Company disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in the Company s expectations or any change in events, conditions or circumstances in which the forward-looking statement is based.

PART I FINANCIAL INFORMATION

Item 1 Financial Statements

The unaudited financial statements of General Kinetics Incorporated (GKI or the Company) set forth below have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in the annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations. Revenues, expenses, assets and liabilities vary during the year and generally accepted accounting principles require the Company to make estimates and assumptions in preparing the interim financial statements. The Company has made its best effort in establishing good faith estimates and assumptions. However, actual results may differ. The Company believes that the disclosures made are adequate to make the information presented not misleading.

In the opinion of management of the Company, the accompanying financial statements reflect all adjustments (consisting only of normal recurring adjustments) that are necessary for a fair presentation of results for the periods presented. These financial statements should be read in conjunction with the audited financial statements for the fiscal years ended May 31, 2004 and 2003 set forth in the Company s annual report on Form 10-K, as amended, for the fiscal year ended May 31, 2004.

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General Kinetics Incorporated

Balance Sheets

August 31, 2004 and

May 31, 2004

	August 31, 2004	May 31, 2004
	(Unaudited)	(Audited)
Assets		
Current Assets:		
Cash and cash equivalents	$ 68,000	$ 670,000
Marketable securities	50,100	48,100
Accounts receivable, net of allowance of $22,900	913,100	764,800
Inventories, net	867,700	677,600
Prepaid expenses and other	40,200	31,600
Total Current Assets	1,939,100	2,192,100
Property, plant and equipment	2,251,000	2,066,000
Less: Accumulated depreciation	(1,925,300)	(1,903,700)
	325,700	162,300
Other Assets	22,200	50,500
Total Assets	$ 2,287,000	$ 2,404,900
Liabilities and Stockholders Deficit		
Current Liabilities:		
Advances from Factor	$	$ 214,200
Current maturities of long-term debt	8,835,000	8,819,900
Current maturities of capital leases	48,100	22,200
Accounts payable, trade	515,600	572,400
Accrued expenses and other payables	665,300	568,700
Deferred gain on sale of building	104,100	104,100
Total Current Liabilities	10,168,100	10,301,500
Long-Term Liabilities:		
Capital leases - less current maturities	166,000	38,700
Other long-term liabilities	231,100	240,700
Deferred gain on sale of building	390,300	416,300
Total Long-Term Liabilities	787,400	695,700
Total Liabilities	10,955,500	10,997,200
Stockholders Deficit:		

Common Stock, $0.25 par value, 50,000,000 shares authorized, 7,645,557 shares issued, 7,118,925 shares outstanding	1,911,500	1,911,500
Additional contributed capital	7,337,300	7,337,300
Accumulated deficit	(17,467,100)	(17,390,900)
	(8,218,300)	(8,142,100)
Less: Treasury Stock, at cost (526,632 shares)	(450,200)	(450,200)
Total Stockholders Deficit	(8,668,500)	(8,592,300)
Total Liabilities and Stockholders Deficit	$ 2,287,000	$ 2,404,900

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

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General Kinetics Incorporated

Statements of Operations

(Unaudited)

	Three Months Ended	
	August 31, 2004	August 31, 2003
Net Sales	$ 1,721,700	$ 1,622,700
Cost of Sales	1,412,700	1,297,900
Gross Profit	309,000	324,800
Selling, General & Administrative	337,500	308,600
Total Operating Expenses	337,500	308,600
Operating (Loss) Income	(28,500)	16,200
Interest Expense	(47,700)	(49,700)
Net Loss	(76,200)	(33,500)
Basic and Diluted Loss per Share:		
Basic Loss per Share	($0.01)	($0.00)
Weighted Average Number of Common Shares Outstanding	7,118,925	7,118,925

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

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General Kinetics Incorporated

Statements of Cash Flows

(Unaudited)

	Three Months Ended	
	August 31, 2004	**August 31, 2003**
Cash Flows from Operating Activities:		
Net loss	$ (76,200)	$ (33,500)
Adjustments to reconcile net (loss) to net cash (used in) provided by operating activities:		
Deferred (gain) on sale of building	(26,000)	
Unrealized (gain) on marketable securities	(2,000)	(3,100)
Depreciation and amortization	21,600	28,200
Amortization of bond discount	15,100	15,100
(Increase) Decrease in Assets:		
Accounts receivable	(148,300)	(49,800)
Inventories	(190,100)	217,000
Prepaid expenses and other	(8,600)	18,600
Other assets	28,300	(9,500)
Increase (Decrease) in Liabilities:		
Accounts payable, trade	(56,800)	59,700
Accrued expenses and other payables	96,600	42,200
Other long-term liabilities	(9,600)	(9,600)
Net cash (used in) provided by Operating Activities	(356,000)	275,300
Cash Flows from Investing Activities:		
Acquisition of property, plant and equipment	(22,000)	
Net cash used in Investing Activities	(22,000)	
Cash Flows from Financing Activities:		
Advances from Factor	292,200	338,600
Repayments of advances from Factor	(506,400)	(286,300)
Principal payments under capital leases	(9,800)	(4,900)
Repayments on long term debt		(23,600)
Net cash (used in) provided by Financing Activities	(224,000)	23,800
Net (decrease) increase in cash and cash equivalents	(602,000)	299,100
Cash and Cash Equivalents: Beginning of Period	670,000	114,000
Cash and Cash Equivalents: End of Period	$ 68,000	$ 413,100
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for:		
Interest	$ 9,800	$ 42,100
Noncash investing and financing activity:		

Purchase of property, plant and equipment via capital lease	$ 163,000	$

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

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GENERAL KINETICS INCORPORATED AND SUBSIDIARIES

Notes to Condensed Financial Statements

(Unaudited)

Note 1 - Basis of Presentation

The unaudited condensed financial statements at August 31, 2004, and for the three months ended August 31, 2004 and August 31, 2003, respectively, include the accounts of General Kinetics Incorporated (GKI).

The financial information included herein is unaudited. In addition, the financial information does not include all disclosures required under generally accepted accounting principles in that certain note information included in the Company s Annual Report has been omitted; however, such information reflects all adjustments (consisting solely of normal recurring adjustments) which are, in the opinion of management, necessary to a fair presentation of the results of the interim periods.

The results of operations for the three-month period ended August 31, 2004 are not necessarily indicative of the results to be expected for the full year.

Note 2 - Earnings Per Share

Earnings per share is based on the weighted average number of shares of common stock and dilutive common stock equivalents outstanding. Basic earnings per share includes no dilution and is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings. Due to the net loss in the quarters ended August 31, 2004 and August 31, 2003, diluted earnings per share is the same as basic earnings per share for those periods. Outstanding options of 545,277 shares at August 31, 2004 and 503,277 shares at August 31, 2003 have been excluded from the earnings per share calculation due to the net loss in those periods.

Note 3 - Notes Payable

At August 31, 2004, convertible debentures initially issued to clients of Gutzwiller & Partner, AG, now known as Rabo Investment Management Ltd., were outstanding in an aggregate principal amount of approximately $8.8 million. Such debentures matured on August 14, 2004, are convertible into common stock at a conversion price of $0.50 per share, and bear interest at 1% per annum, which is payable annually. Shares issuable upon conversion are also subject to certain rights to registration under the Securities Act of 1933, as amended.

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On March 12, 2003, Manassas Partners LLC, a Delaware limited liability company of which Larry Heimendinger, Chairman of the Board of Directors of the Company, is the managing member, purchased from third parties, at a significant discount, a portion of the outstanding convertible debentures in an aggregate principal amount of $5,800,000.

The Company s cash flow, capital resources, and overall financial condition will not be sufficient to repay or refinance in full the approximately $8.8 million principal amount of outstanding convertible debentures which matured on August 14, 2004. The Company has reached agreement in principle with holders of approximately $1.7 million principal amount of such debentures for the purchase of these debentures at a total price (including interest) equal to 3% of the principal amount. At present, the Company is in discussion with certain other debenture holders, but has decided on no specific plans with respect to the repayment or refinancing of the debentures. The Company is continuing to review the situation and consider its potential alternatives. There can be no assurances, however, that the Company will be able to come to agreement with the other debenture holders with respect to repayment or refinancing of the debentures.

Note 4 - Income Taxes

The Company s estimated effective tax rate for fiscal 2005 is 0%. This estimated effective tax rate is lower than the statutory rate due to the existence of net operating loss carryforwards.

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

Three Months Ended August 31, 2004, Compared to Three Months Ended August 31, 2003

Net sales for the quarter ended August 31, 2004 were approximately $1.7 million compared to net sales of approximately $1.6 million for the quarter ended August 31, 2003. Net sales increased due to an increase in demand in the first quarter of fiscal 2005 as compared to the first quarter of the prior fiscal year.

The gross margin percentage decreased from 20.0% for the quarter ended August 31, 2003 to 17.9% for the quarter ended August 31, 2004. The primary reasons for the decrease in the gross profit percentage were the mix of jobs for the quarter ended August 31, 2004 as compared to the corresponding quarter of the prior fiscal year. The Company operates as a job shop, making a mix of build-to-print cabinets and parts, standard cabinets, and special orders, all with variable quantities depending on the current contracts. Therefore, the mix of orders and margins associated with those orders can vary significantly between quarters. The Company continues to address production planning through plant supervision and regular updating of scheduling and planning procedures. The Company is trying to stabilize the level of shipments at a profitable level through these changes. During the first quarter of fiscal 2005, the Company acquired a new vertical machining center under a capital lease which the Company expects to use to increase the production of parts made in house in the machine shop.

Selling, general & administrative costs were approximately $337,500 for the quarter ended August 31, 2004 as compared to approximately $308,600 for the quarter ended August 31, 2003. The lower cost in the prior year was principally due to cost reduction measures during the first quarter of that year, including salary decreases that were put into place by management in response to the reduced backlog and shipping levels.

For the quarter ended August 31, 2004, the Company had an operating loss of $28,500 compared to operating income of $16,200 for the corresponding quarter of the prior year. The decrease in operating income was due principally to the decrease in gross margins and increase in selling, general & administrative costs discussed above.

Interest expense decreased from $49,700 in the first quarter of fiscal 2004 to $47,700 in the first quarter of fiscal 2005. The decrease was due to a decrease in mortgage interest expense compared to the corresponding quarter of the prior fiscal year because of the sale of the Company s building in Johnstown, Pennsylvania.

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The Company s estimated effective tax rate for fiscal 2005 is 0%. This estimated effective tax rate is lower than the statutory rate due to the existence of net operating loss carryforwards.

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Liquidity and Capital Resources

The Company relies upon internally generated funds and accounts receivable factoring to finance its operations. During the quarter ended August 31, 2004 and fiscal years 2004 and 2003, the Company incurred net losses of approximately $76,200, $527,300 and $131,400, respectively. In order to generate the working capital required for operations, the Company must continue to generate orders, increase its gross margins, and effectively manage operating expenses during the remainder of fiscal 2005.

The Company must continue to market electronic enclosure products to government and commercial markets, enter into contracts which the Company can complete with favorable profit margins, ship the orders in a timely manner, and control operating costs in order to recover from the Company s liquidity problems and seek to operate profitably for the remainder of fiscal 2005.

The Company has received significant new orders during the first quarter of fiscal 2005 and the last few months of fiscal 2004, and the shippable backlog at August 31, 2004 is $3.6 million as compared to $1.5 million at August 31, 2003. The Company must produce and ship this backlog of orders on schedule and on budget to generate positive cash flow and operate profitably in fiscal 2005. The Company must also maintain or increase the current level of backlog to provide positive cash flow over the next twelve month period. However, there is no assurance the Company will be successful in its efforts to obtain an adequate level of new contracts to maintain positive cash flow or profitable operations.

As of August 31, 2004, the Company had cash and marketable securities totaling $118,100. The Company has taken and is continuing to take steps to address production planning through changes and additions to plant supervision, regularly updating scheduling and planning procedures, and adding new production machinery. The Company is trying to stabilize the level of shipments at a profitable level through these changes. During the first half of fiscal 2004, management implemented cost reductions, including salary reductions, in response to reduced sales and order backlog. The salary reductions ended during the quarter ended February 29, 2004 in response to the increase in backlog and production requirements.

Management believes that the Company can meet its operating cash requirements, excluding the repayment of the debentures referred to below, through the current fiscal year with cash on hand and borrowings from the factoring of accounts receivable if they can maintain or increase the current level of backlog, and ship the scheduled backlog on time and within budget. However, there is no assurance the Company will be successful in pursuing its plans or in obtaining additional financing to meet those cash requirements. The Company must maintain or increase its current level of sales, consistently make timely shipments and produce its

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products at adequate profit margins, or the Company will continue to face liquidity problems and may be left without sufficient cash to meet its ongoing requirements.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has sustained operating losses in the last three fiscal years, and the Company has significant short-term cash commitments, the funding of which is limited to cash flow from operations and the factoring of certain accounts receivable, if available. The Company is attempting to restructure or repurchase at a discount $8.8 million in convertible debentures (discussed below) which matured on August 14, 2004. These losses and commitments raise significant doubt about the Company s ability to continue as a going concern. The financial statements do not contain any adjustment that might result from the outcome of these uncertainties.

During the quarter ended August 31, 2003, the Company entered into a factoring agreement with Key Capital Factoring (Key) that provides for advances of up to 85% of specified accounts receivable. The Company expects to draw on the Key facility during fiscal 2005 as necessary to help alleviate liquidity problems, although, as discussed above, the Company will also need to control expenses, maintain the sales backlog at appropriate levels, and keep shipment levels in line with booked orders in order to meet these requirements. The Company factored accounts receivable during the quarter, but there were no outstanding advances due to Key at August 31, 2004. Key may cancel the agreement at any time with 20 days prior notice to the Company.

The Company had significant amounts payable to trade creditors at August 31, 2004.

The Company has outstanding debentures originally issued to clients of Gutzwiller & Partner, AG, now known as Rabo Investment Management Ltd. (the Manager), totaling approximately $8.8 million. The debentures matured on August 14, 2004, are convertible into common stock at a conversion price of $0.50 per share, and bear interest at 1% per annum payable annually. In a filing with the Securities and Exchange Commission dated November 9, 2001, the Manager indicated that it may be deemed to be the beneficial owner of debentures having an aggregate principal amount of $7,885,000, including debentures in the principal amount of $585,000 which were purchased by the Manager as to which the Manager was the economic beneficial owner and held sole voting and dispositive power, and debentures in a principal amount of $7,300,000 held in client accounts managed by the Manager on behalf of various clients who held beneficial economic ownership thereof for which the Manager held voting and dispositive power.

On March 12, 2003, Manassas Partners LLC, a Delaware limited liability company of which Larry Heimendinger, Chairman of the Board of Directors of the Company, is the managing member, purchased from third parties, at a significant discount, a portion of the Company s $8.8 million outstanding convertible debentures in an aggregate principal amount of $5.8 million.

The Company s cash flow, capital resources, and overall financial condition will not be sufficient to repay or refinance in full the approximately $8.8 million principal amount of outstanding convertible debentures which matured on August 14, 2004. The Company has reached agreement in principle with holders of approximately $1.7 million principal amount of such debentures for the purchase of these debentures at a total price (including interest) equal to 3% of the principal amount. At present, the Company is in discussion with certain other debenture holders, but has decided on no specific plans with respect to the repayment or refinancing of the debentures. The Company is continuing to review the situation and consider its potential alternatives. There can be no assurances, however, that the Company will be able to come to agreement with the other debenture holders with respect to repayment or refinancing of the debentures. No payment has otherwise been made in respect of interest on the outstanding debentures for the periods ending August 14, 2003 and 2004.

Analysis of Cash Flows

Operating activities used $356,000 in cash in the first quarter of fiscal 2005. This reflects the net loss of $76,200 and $288,500 in cash used from changes in working capital items offset by $8,700 in net non-cash expenses. The cash used from changes in working capital items in the first quarter of fiscal 2005 includes an increase in inventories of $190,100 and an increase in accounts receivable of $148,300.

Investing activities used $22,000 in the first quarter of fiscal 2005, which consists primarily of the acquisition of property, plant and equipment.

Financing activities used $224,000 in the first quarter of fiscal 2005. These activities consisted primarily of the repayment of advances from the factoring of accounts receivable.

Noncash investing and financing activities consisted of the acquisition of a new vertical milling machine via a capital lease

Inflation

Management believes that inflation did not have a material effect on the operations, financial position or cash flows of the Company during the first quarter of fiscal 2005.

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Contractual Obligations and Commercial Commitments

The Company s commitments through August 31, 2009 are comprised of the following at August 31, 2004 (in thousands):

	Through August 31,					
	2005	**2006**	**2007**	**2008**	**2009**	**Total**
Convertible debentures	$ 8,795	$ 0	$ 0	$ 0	$ 0	$ 8,795
Other notes payable	40	0	0	0	0	40
Capital leases	60	60	45	34	15	214
Operating leases	198	183	183	181	135	880
Total	$ 9,093	$ 243	$ 228	$ 215	$ 150	$ 9,929

Critical Accounting Policies

The Company s significant accounting policies are more fully described in Note 2 to the financial statements in our 2004 Annual Report on Form 10-K, as amended. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying financial statements and related notes. In preparing these financial statements, management has made its best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. The Company does not believe there is a great likelihood that materially different amounts would be reported related to the accounting policies described below; however, application of these accounting policies involves the exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates.

Work in process inventory represents actual production costs, including manufacturing overhead incurred to date, reduced by amounts identified with revenue recognized on units delivered as well as reserves for amounts in excess of estimated net realizable value. The costs attributable to units delivered are based on the estimated average costs of all units expected to be produced under multi-unit orders. Estimated costs to complete are based on historical experience and knowledge of building similar products. On an on-going basis, the Company evaluates the estimates of total costs to complete a multi-unit order. Work in process is reduced by charging any amounts in excess of estimated net realizable value to cost of sales as soon as they become known. Interim inventories are determined by application of estimated gross profit margins to sales.

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The Company provides an allowance for uncollectible receivables based on experience with customers and individual review of any past due accounts. Although it is reasonably possible that management s estimate could change in the near future, management is not aware of any events that would result in a change to its estimate which would be material to the Company s financial position or its results of operations. At August 31, 2004, the Company had an allowance for doubtful accounts of $22,900.

Item 3 - Quantitative and Qualitative Disclosures About Market Risk

Market Risk - The Company is exposed to market risk from adverse changes in interest rates.

Interest Rate Risks - The Company is exposed to risk from changes in interest rates as a result of its borrowing activities. At August 31, 2004, the Company had total debt of $9.9 million, all of which has a fixed rate of interest.

Item 4 - Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company s reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms and that such information is accumulated and communicated to the Company s management, including the Company s Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the Company s first quarter of fiscal 2005, the Company conducted an evaluation of the effectiveness of the design and operation of the Company s disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of the Company s management, including the Company s Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, the Company s Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were effective as of the end of the Company s first quarter of fiscal 2005. There has been no change in the Company s internal control over financial reporting that has occurred during the Company s first quarter of fiscal 2005 that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

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PART II OTHER INFORMATION

Item 3 - Defaults Upon Senior Securities

Information is incorporated by reference to Item 2, Management s Discussion and Analysis of Financial Condition and Results of Operations under the heading Liquidity and Capital Resources.

Item 6 - Exhibits

31.1 Certification of the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of the Chief Executive Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of the Chief Financial Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

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

GENERAL KINETICS INCORPORATED

Date: October 15, 2004	/s/ Larry M. Heimendinger Chairman of the Board (Principal Executive Officer)
Date: October 15, 2004	/s/ Sandy B. Sewitch Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer)