

WASTECH, INC.  
Form 10QSB  
November 29, 2006

U. S. SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

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**FORM 10-QSB**

(Mark One)

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

For the quarterly period ended June 30, 2006

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

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

Commission File Number 0-18824

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**WASTECH, INC.**

(Exact name of small business issuer as specified in its charter)

Oklahoma

56-2451079

(State or other jurisdiction of incorporation or  
organization)

(IRS Employer Identification No.)

3 Broad Street, Suite 3A

Charleston, South Carolina 29401

(Address of Principal Executive Offices)

(843) 805-6620

(Issuer's telephone number)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

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

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 117,217,407 shares of its Common Stock, \$0.01 par value, as of November 27, 2006.

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**WASTECH, INC.**

**FORM 10-QSB REPORT INDEX**

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## WASTECH, INC.

## CONSOLIDATED BALANCE SHEETS

June 30, 2006 and December 31, 2005

	<u>June 30, 2006</u> <u>(Unaudited)</u>	<u>December 31,</u> <u>2005 (audited)</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ -	\$ 1,000
Prepaid expenses	37,500	-
Management fees receivable-Related party	6,000	-
Rents receivable-Related party	6,000	6,000
<b>TOTAL CURRENT ASSETS</b>	49,500	7,000
<b>PROPERTY AND EQUIPMENT</b>		
Office equipment	6,868	6,868
<b>TOTAL PROPERTY AND EQUIPMENT</b>	6,868	6,868
Less accumulated depreciation	(1,420)	(730)
<b>NET PROPERTY AND EQUIPMENT</b>	5,448	6,138
<b>OTHER ASSETS</b>		
Mineral rights	5,552,828	-
Investment in private companies, at cost	230,000	230,000
Investment in limited liability company, at cost	71,172	71,172
<b>TOTAL OTHER ASSETS</b>	5,854,000	301,172
<b>TOTAL ASSETS</b>	\$ 5,908,948	\$ 314,310

*Accompanying notes are an integral part of the consolidated financial statements.*

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**WASTECH, INC.**

**CONSOLIDATED BALANCE SHEETS**

**June 30, 2006 and December 31, 2005**

**(continued)**

	<u><b>June 30, 2006</b></u> <u><b>(Unaudited)</b></u>	<u><b>December 31,</b></u> <u><b>2005 (Audited)</b></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities	\$ 262,491	\$ 96,229
Cash drawn in excess of available balance	9,448	-
Notes payable	1,030,000	50,000
Prepaid management fees-Related party	-	7,000
Note payable - related party	250,000	250,000
<b>TOTAL CURRENT LIABILITIES</b>	1,551,939	403,229
 Long term debt, less current portion	 3,175,328	 -
<b>TOTAL LIABILITIES</b>	4,727,267	403,229
 <b>STOCKHOLDERS' EQUITY</b>		
Common stock, \$0.01 par value, 200,000,000 shares authorized; 115,701,456 and 83,606,789 shares issued and outstanding at June 30, 2006 and December 31, 2005, respectively	 1,157,014	 836,068
Additional paid-in capital	17,336,149	16,218,095
Retained earnings (deficit)	(17,311,482)	(17,143,082)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	1,181,681	(88,919)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	\$ 5,908,948	\$ 314,310

*Accompanying notes are an integral part of the consolidated financial statements.*

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**WASTECH, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**For the Three Months Ended June 30, 2006 and 2005**  
**(Unaudited)**

	<u><b>2006</b></u>	<u><b>2005</b></u>
Revenues: Management fees related party	\$ 9,000	\$ -
Operating Expenses	75,034	78,265
Net Operating Income (Loss)	(66,034)	(78,265)
Other Income (Expense)		
Interest expense	(56,543)	(5,000)
Rents	-	3,000
Total Other Income (Expense)	(56,543)	(2,000)
Income (Loss) before income taxes	(122,577)	(80,265)
Provision for income taxes	-	-
Net Income (Loss)	(\$ 122,577)	(\$ 80,265)
Basic and Diluted Earnings (Loss) Per Share of Common Stock	(\$0.001)	(\$0.001)
Weighted Average Common Shares Outstanding	102,317,789	85,596,146

*Accompanying notes are an integral part of the consolidated financial statements.*



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**WASTECH, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Six Months Ended June 30, 2006 and 2005**  
**(Unaudited)**

	<u><b>2006</b></u>	<u><b>2005</b></u>
Revenues: Management fees related party	\$ 18,000	\$ -
Operating Expenses	124,858	195,806
Net Operating Income (Loss)	(106,858)	(195,806)
Other Income (Expense)		
Interest expense	(61,542)	(10,000)
Rents	-	6,000
Total Other Income (Expense)	(61,542)	(4,000)
Income (Loss) before income taxes	(168,400)	(199,806)
Provision for income taxes	-	-
Net Income (Loss)	(\$ 168,400)	(\$ 199,806)
Basic and Diluted Earnings (Loss) Per Share of Common Stock	(\$0.002)	(\$0.002)
Weighted Average Common Shares Outstanding	95,517,289	85,262,813

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

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**WASTECH, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Six Months Ended June 30, 2006 and 2005**  
**(Unaudited)**

	<u><b>2006</b></u>	<u><b>2005</b></u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	(\$ 168,400)	(\$ 199,806)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	689	128
Common Stock issued for services	50,000	-
Increase (decrease) in cash due to changes in:		
Other current assets	(37,500)	-
Related party receivable	(6,000)	(6,000)
Prepaid management fees related party	(7,000)	-
Accounts payable and accrued expenses	166,263	(7,234)
Total Adjustments	166,452	(13,106)
<b>NET CASH (USED) BY OPERATING ACTIVITIES</b>	<b>(1,948)</b>	<b>(212,912)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of mineral rights	(5,552,828)	-
Proceeds from sale of royalty	-	43,500
<b>NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES</b>	<b>(5,552,828)</b>	<b>43,500</b>

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

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**WASTECH, INC.**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

**For the Six months Ended June 30, 2006 and 2005**

**(Unaudited)**

**(continued)**

**CASH FLOWS FROM FINANCING ACTIVITIES:**

Proceeds from issuance of common stock for cash	801,500	120,000
Common stock issued for mineral rights	587,500	-
Proceeds (payments) of short-term and long-term debt	4,155,328	-

NET CASH PROVIDED BY FINANCING ACTIVITIES	5,554,328	120,000
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NET INCREASE (DECREASE) IN CASH	\$ (10,448)	\$ (49,412)
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CASH AT BEGINNING OF PERIOD	\$ 1,000	\$ 50,049
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CASH AT END OF PERIOD	\$ (9,448)	\$ 637
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SUPPLEMENTAL DISCLOSURES:	<u>2006</u>	<u>2005</u>
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Cash paid for interest	\$ -	\$ -
Common stock issued for services	50,000	-
Common stock issued for mineral rights	587,500	-

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

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**WASTECH, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**June 30, 2006 (Unaudited)**

**NOTE 1 - COMPANY BACKGROUND**

Wastech, Inc. (the "Wastech") was incorporated under the laws of the State of Oklahoma in March 2004 as a holding company formed from Corporate Vision, Inc., an Oklahoma corporation ("CVI"). Effective March 18, 2004, Wastech and CVI completed a holding company reorganization under which CVI merged with and into CV Merger, Inc. ("CVM"). Prior to the merger, Wastech was a wholly-owned subsidiary of CVI, and CVM was a wholly owned subsidiary of Wastech. Pursuant to the holding company reorganization, each share of capital stock of CVI was automatically converted into one share of capital stock of Wastech with same rights and preferences. Prior to the holding company reorganization, CVI's common stock was registered under Section 12(g) of the Securities Exchange Act of 1934, and as such it was subject to the report requirements of Sections 13 and 15 of the Securities Exchange Act of 1934. Wastech is a successor to CVI for purposes of reporting under pursuant to Rule 12g-3(a) under the Securities Exchange Act of 1934. When used herein, the "Company" shall refer to either CVI or Wastech, as appropriate.

CVI was incorporated under the laws of the State of Oklahoma in November 1990. The Company went through a variety of business ventures, mostly associated with the technology industry, from the date of inception through 1996. In 1997, the Company discontinued its primary operations and liquidated the majority of its assets.

In 1998, the Company reentered the development stage after the remaining board members reactivated the Company and changed its primary business focus to providing investment and merchant banking services to privately held companies interested in making an initial public offering.

In 2001, a new board of directors and new officers were appointed. Under the direction of the new management team, the Company acquired Southeastern Research & Recovery, Inc. ("SRR"), a waste disposal company in the business of solidifying non-hazardous liquid waste, operating in the Southeastern United States.

In March 2002, the Company acquired Stony's Trucking Company and Subsidiaries ("Stony's"). Stony's was a non-asset based common and contract carrier with operations spanning throughout the continental United States. Additionally, the Company commenced operations at a new subsidiary, CV Transportation, Inc. ("CVT"), which is set up to employ new technologies designed to provide efficiencies in backhauling freight.

In December 2002, the Company sold SRR to GulfTex Energy Corporation. In August 2003, the Company sold substantially all of the assets of Stony's to a third party. In February 2004, the Company conveyed its interest in CVT to CV Logistics, LLC, a company in which it owns a non-controlling 50% ownership interest.

In April 2006, the Company purchased the rights to approximately 44,000 acres of subsurface coal, coal bed methane and all other mineral rights in various counties in West Virginia, as well as 5,898.49 acres of oil and gas reserves in Fayette County, West Virginia.

In August and September 2006, the Company entered into a series of agreements to finance and acquire 695.18 acres of land in Christian County, Illinois, and related personal property, for the purpose of entering the business of



developing a project to gasify tires into energy.

## **NOTE 2 - BASIS OF PRESENTATION**

### **Interim Financial Statements**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The condensed consolidated financial statements include the actions and results of operations of the Company for the three month period ended June 30, 2006, and for its wholly-owned subsidiary, Wastech of West Virginia, Inc., for the date of its formation in April 2006 to June 30, 2006. In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included. All material intercompany transactions and balances have been eliminated in consolidation. Operating results for the three-month period ended June 30, 2006 are not necessarily indicative of the results that may be expected for the year ended December 31, 2006.

The balance sheet at December 31, 2005 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Registrant Company and Subsidiaries' annual report on Form 10-KSB for the year ended December 31, 2005.

The financial statements of the Company have been prepared on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. However, because of the Company's discontinuance of certain historical operations and new strategic direction, such realization of assets and liquidation of liabilities is subject to uncertainty. Further, the Company's ability to continue as going concern is highly dependent on the success of its ability to continue to raise sufficient operating capital and/or debt financing and its ability to achieve profitable operations.

### **Policies and Procedures**

#### *Revenue and Expense Recognition*

The Company recognizes management fee revenue as earned during the period in which the services were rendered.

#### *Consolidated Statements*

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries as well as affiliated companies in which the Company has a controlling financial interest and exercises control over their operations ( majority controlled affiliates ). All material inter-company transactions and balances have been eliminated in consolidation. Investments in affiliated companies that are 50% or less owned and where the Company exercises significant influence over operations are accounted for using the equity method.

#### *Cash and Cash Equivalents*

Cash and cash equivalents include only highly liquid, short-term investments with a maturity of 3 months or less, when acquired by the Company.

#### *Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles 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 date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

#### *Change in Accounting Principles*

In July 2001, the FASB issued Statements of Financial Accounting Standards ("Statement") No. 141, "Business Combinations" and No. 142, "Goodwill and Other Intangible Assets" ("FAS 142"). These standards change the accounting for business combinations by, among other things, prohibiting the prospective use of pooling-of-interests accounting and requiring companies to stop amortizing goodwill and certain intangible assets with an indefinite useful life. Instead, goodwill and intangible assets deemed to have an indefinite useful life will be subject to an annual review for impairment. Under FAS 142, goodwill impairment is deemed to exist if the net book value of a reporting unit exceeds its estimated fair value. Such charge is non-operational in nature and is reflected as a cumulative effect of an accounting change in the accompanying condensed consolidated statement of operations.

#### *Derivatives and Hedging Activities*

The Financial Accounting Standards Board issued Statement No. 133, Accounting for Derivative Instruments and Hedging Activities. The Statement requires the Company to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against the earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value will be immediately recognized in earnings. The Company does not own derivatives or enter into hedging transactions.

### **NOTE 3 - SHORT AND LONG-TERM DEBT**

The Company had the following short-term loans outstanding as of June 30, 2006:

	<b>June 30, 2006</b>	<b>December 31, 2005</b>
<u>Short-Term Debt - Non-Related Party</u>		
Patricia Potts	\$ 50,000	\$ 50,000
H.M. Flood Trust	980,000	
	1,030,000	50,000
<u>Short-Term Debt - Related Party</u>		
Bruce Blaser	\$ 50,000	\$ 50,000
NewWaste, Inc.	200,000	200,000
	250,000	250,000

At June 30, 2006, long-term debt consisted of a promissory note payable to H.M. Flood Trust in the principal amount of \$4,000,000 that is due and payable in full without interest on April 13, 2009. The Company imputes interest on the note at 8% per annum, which is included in accrued expenses. The present value of the note on the date of issuance was \$3,175,328.

### **NOTE 4 - EARNINGS PER SHARE**

	<b>Three months Ended June 30,</b>	
	<b><u>2006</u></b>	<b><u>2005</u></b>
Net income (loss) attributable to common shares	(\$ 122,577)	(\$ 80,265)
Weighted average common shares outstanding	102,317,789	85,596,146
Basic and dilutive income (loss) per common share	(\$ 0.001)	(\$ 0.001)

## **NOTE 5 - COMMITMENTS AND CONTINGENCIES**

### **Legal Proceedings**

The Company was not a party to any legal proceedings at June 30, 2006.

### **Stock Issuance**

In the 1990's, the Company issued its Series A non-cumulative convertible preferred stock. Subsequent to the issuance of the Series A preferred stock, the Company declared three forward stock splits, but adjusted the number of shares of Series A preferred stock with respect to one of such stock splits. The terms of the Series A preferred stock required two 20% share dividends on August 15, 2003 if certain conditions failed to occur, and the automatic conversion of each share of Series A preferred stock into ten (10) shares of common stock on September 30, 2003. On September 30, 2003, the Company issued 2,201,679 shares of common stock in conversion of the Series A preferred stock. If the number of shares of preferred stock were adjusted proportionately for all three stock splits, the Company would be obligated to issue an additional 6,604,805 shares of common stock to the holders of the Series A preferred stock. The Company does not believe that the holders of preferred stock are entitled to the issuance of additional preferred stock in connection with the stock splits.

While it is not possible to predict the ultimate outcome of the matters discussed above, the Company believes that any losses associated with any such matters in excess of what has already been accrued will not have a material effect on the Company's business, financial condition or results of operation.

## **NOTE 6 ISSUANCES OF COMMON STOCK**

During the six months ended June 30, 2006, the Company issued 666,667 shares to Environmental Energy Services, Inc. ( EES ), pursuant to a Stock Purchase Agreement dated September 17, 2002 (the 2002 EES Agreement ), as amended in April 2003 and November 2003, for \$60,000, or \$0.09 per share.

During the six months ended June 30, 2006, the Company issued CLX & Associates, Inc. 5,000,000 shares of common stock in consideration for public relations services.

On April 12, 2006 the Company entered into a Stock Purchase Agreement with EES (the 2006 EES Agreement ), under which EES agreed to purchase 37,430,000 shares of the Company's common stock for \$0.05 per share, for a total purchase price of \$1,871,500, of which \$741,500 was due and payable on April 12, 2006 and \$1,130,000 is due and payable on August 25, 2006. EES and the Company also agreed to amend the EES Agreement to increase the amount purchasable thereunder by \$15,000 per quarter, to \$75,000 per quarter. The Company agreed that EES would have the right to appoint one additional member of the board of directors upon full payment of the amount due on August 25, 2006 under the Stock Purchase Agreement. EES already had the right to appoint a member of the board of

directors under the EES Agreement. In addition, the Company agreed to enter into a consulting agreement with Richard D. Tuorto, Sr., the Company's current chairman and chief executive officer, under which Mr. Tuorto would be entitled to compensation of \$150,000 per year for five years, provided that Mr. Tuorto shall be entitled to compensation of \$250,000 per year for five years if for any reason he does not receive the compensation of \$150,000 per year or does not remain on the board of directors. To date, the consulting agreement with Mr. Tuorto has not been executed. EES completed the purchase of the initial tranche on April 12, 2006 by purchasing 14,830,000 shares for \$741,500.

On June 26, 2006, the Company and EES amended the 2006 EES Agreement to increase the amount of common stock to be sold to EES thereunder by 5,000,000 shares, which will result in additional proceeds to the Company of \$250,000. The Company simultaneously announced that it would use the proceeds to repurchase shares of its common stock on the open market. The amendment does not contain any timetable for the purchase of the additional 5,000,000 shares.

On April 13, 2006, the Company issued 11,750,000 shares of common stock to H.M. Flood Trust in connection with the acquisition of certain mineral rights in West Virginia from H.M. Flood Trust. (See Note 7 Acquisition of West Virginia Mineral Rights)

#### **NOTE 7 ACQUISITION OF WEST VIRGINIA MINERAL RIGHTS**

On March 26, 2006, the Company, through a wholly-owned subsidiary, Wastech of West Virginia, Inc., a West Virginia corporation ( Wastech WV ), entered into an Assignment Agreement with H.M. Flood Business Trust Ltd (the "Flood Trust"), under which Wastech WV agreed to purchase the rights of the Flood Trust to acquire approximately 44,000 acres of subsurface coal, coal bed methane and all other mineral rights in various counties in West Virginia, as well as 5,898.49 acres of oil and gas reserves in Fayette County, West Virginia (the Mineral Rights ). The Flood Trust held the right to acquire the Mineral Rights under contracts with H3, LLC ("H3") dated February 26, 2006. On April 13, 2006, Wastech WV and the Flood Trust amended the Assignment Agreement. On April 14, 2006, a simultaneous closing was held under the contracts between H3 and the Flood Trust, and the Assignment Agreement between the Flood Trust and Wastech WV. Under the contracts between H3 and the Flood Trust, the Flood Trust agreed to pay a total of \$520,000 for the Mineral Rights. Under the Assignment Agreement, as amended, Wastech WV agreed to pay the following amounts for the Mineral Rights:

- 

\$525,000 paid on April 14, 2006 to H3, consisting of the Flood Trust's purchase price for the Mineral Rights, plus an additional \$5,000 for attorney's fees for H3's attorney's fees;

- 

\$181,500 paid on April 14, 2006 to the Flood Trust;

- 

\$980,000 cash payable to the Flood Trust on August 25, 2006;

- 

11,750,000 shares of common stock of the Company issuable to the Flood Trust; and

-

A promissory note in the amount of \$4,000,000 due and payable in full on April 13, 2009 without interest, provided that, in consideration for the payment of \$175,000 by the Company to the Flood Trust by August 25, 2006, Wastech WV has the right to convert \$2,000,000 of the note into common stock of the Company at any time prior to the maturity of the note at the average ask price of the Company's common stock for seven (7) days prior to the date the Company exercise the option.

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In addition, Wastech WV agreed to execute an employment agreement with John F. Hale, Jr. on such terms that the parties mutually agree.

Wastech WV was not able to make the payment of \$980,000 that was due to the Flood Trust on August 25, 2006 because of the failure of EES to purchase an installment of common stock in the Company due on that same date. As a result, Wastech WV negotiated an extension of the date of this payment to October 7, 2006. Wastech WV did not make the payment on October 7, 2006, and it remains in default under the Assignment Agreement. On October 10, 2006, the Flood Trust filed a lawsuit against Wastech WV in Kanawha County, West Virginia, to recover the payment of \$980,000 due on October 7, 2006, as well as the amount due on the \$4,000,000 note due on April 13, 2009.

#### **NOTE 8 RELATED PARTY TRANSACTIONS**

Effective January 1, 2006, the Company agreed to perform management services for an affiliate of the Company's chairman and chief executive officer for \$3,000 per month, which includes use office space leased by the Company.

On April 12, 2006, EES exercised its right to appoint a nominee to the board of directors under the EES Agreement by appointing Douglas C. Holsted to the board under the 2002 EES Agreement.

The Company paid Richard D. Tuorto, Sr., the Company's chairman and chief executive officer, a fee of \$93,500 in connection with the purchase of the Mineral Rights.

The agreements, with, and issuances of common stock to, EES that are described in Note 6 Issuances of Common Stock constitute related party transactions.

#### **NOTE 9 - SUBSEQUENT EVENTS**

On August 31, 2006, the Company entered into a Commercial Purchase Agreement and Deposit Receipt (the CoalGas Agreement) with USA CoalGas, L.P. (CoalGas), an Illinois limited partnership, under which the Company agreed to purchase 695.18 acres of land in Christian County, Illinois (the Land), and certain personal property located on the Land, for \$1,200,000. In addition, the Company agreed to assume, and purchase the Land and personal property subject to, a Lease and Easement Agreements between CoalGas and Libra National Resources, pls, and a Coal Fines Supply Agreement between CoalGas and LNR Kincaid, LLC (collectively, the CoalGas Assets). Of the purchase price, \$600,000 is payable at closing and the remaining \$600,000 is payable twelve months after closing with interest at 6% per annum. Closing is conditioned upon the Company completing the transfer to it of a permit from the Illinois Department of Natural Resources (Permit No. IL0026913), which requires environmental surety bonding in the amount of \$4,379,608, among other conditions. The CoalGas Agreement provides that closing will occur 120 days after the date of the Agreement, but that the deadline for closing may be extended for 30 days.

On September 25, 2006, the Company entered into an Agreement (the IHI Agreement) with Internal Hydro International, Inc. (IHI), under which the Company assigned all of its right, title and interest in the CoalGas Agreement to Springfield Energy Project, LLC (SEP), a Florida limited liability company. SEP is a newly created limited liability company that was created to be the assignee of the CoalGas Agreement, and to acquire and own the CoalGas Assets. The Company owns 49% of SEP by virtue of owning 4,900 Class A Units, and IHI owns 47% of

SEP by virtue of owning 4,700 Class A Units. The remaining 4% of SEP is owned by Private Capital Group, Inc. by virtue of owning 400 Class C Units. A principle purpose of IHI and the Company in purchasing the CoalGas Assets is to use the land for renewable energy operating involving coal reclamation, fly ash disposal and proprietary tire gasification (the Gasification Project ). The IHI Agreement provides that IHI is to obtain initial financing for SEP in the amount of \$4,000,000 (the Initial Financing ), and an additional \$4,000,000 of financing no later than approval of the Gasification Projection by the State of Illinois (the Additional Financing ). The IHI Agreement provides that if IHI does not procure either the Initial Financing or the Additional Financing, that IHI and Private Capital Group, Inc. are required to tender all of the ownership interests in SEP to the Company. The IHI Agreement provides that if IHI procures the Initial Financing but not the Additional Financing, then IHI is required to tender one-half of its ownership interests in SEP to the Company.

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

Certain statements in this Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2006 on Form 10-QSB, may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Reform Act"). Such forward-looking statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements, expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed herein.

The words "believe", "expect", "anticipate", "seek" and similar expressions identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made.

### **Results of Operation**

#### *Revenues*

Revenues in the three and six months ended June 30, 2006 were \$9,000 and \$18,000, respectively, as compared to revenues of \$0 and \$0 in the three and six months ended June 30, 2005, respectively. The increase in revenues is attributable to management fee income of \$3,000 per month that the Company receives from an entity affiliated with Richard D. Tuorto, Sr., the Company's chairman and chief executive officer.

#### *Costs and Expenses*

Operating expenses in the three and six months ended June 30, 2006 were \$75,034 and \$124,858, respectively, as compared to \$78,265 and \$195,806 in the three and six months ended June 30, 2005, respectively. Operating expenses primarily consist of salaries of officers and other costs incurred to explore various business opportunities.

#### *Operating Loss*

The Company generated net operating losses of (\$66,034) and (\$106,858) in the three and six months ended June 30, 2006, respectively, as compared to net operating losses of (\$78,265) and (\$195,806) in the three and six months ended June 30, 2005, respectively.

#### *Other Income (Expense)*

In the three and six months ended June 30, 2006, the Company generated net other income (expense) of (\$56,543) and (\$61,542), respectively, as compared to other income (expense) of (\$2,000) and (\$4,000) in the three and six months ended June 30, 2005, respectively. The substantial increase in net other expense was attributable to increased interest

expense resulting from a non-interest bearing note in the principal amount of \$4,000,000 which is due and payable on April 12, 2009 issued by the Company's wholly-owned subsidiary, Wastech WV, in consideration for the Mineral Rights. The Company imputes interest on the note at 8% per annum. Also, in 2005 the Company received rental income of \$1,000 per month from an affiliated entity, but not in 2006. In 2006, the agreement to receive \$1,000 per month in rental income was replaced with an agreement to receive \$3,000 per month in management fees from a different affiliated entity. The management fees are reported in revenues.

#### *Net Income*

In the three and six months ended June 30, 2006, the Company generated a net loss of (\$122,577) and (\$168,400), as compared to a net loss of (\$80,265) and (\$199,806) in the three and six months ended June 30, 2005.

The Company believes that its results from operations in the six months ended June 30, 2006 are not indicative of the Company's results of operations in future periods. For a substantial part of the period, the Company's operations during this period primarily consisted of the investigation of various business opportunities. In the period ended June 30, 2006, the Company acquired the Mineral Rights (See Part I, Item 1, Note 7 Acquisition of West Virginia Mineral Rights). Subsequent to June 30, 2006, the Company contracted to purchase the CoalGas Assets (See Part I, Item 1, Note 9 Subsequent Events). Since purchasing the Mineral Rights, the Company has been evaluating whether to develop the Mineral Rights itself, lease the Mineral Rights to mining or energy companies in return for an overriding royalty, or sell parcels of the Mineral Rights to third parties. The principle constraint on development of the Mineral Rights is the capital cost to develop the infrastructure and facilities to extract and market the minerals. Since the Company does not currently have a ready source of capital to fund the development of the Mineral Rights itself, the Company is currently in the process of marketing the Mineral Rights to third parties. In addition, as explained in Liquidity and Capital Resources, the Company has not met a material obligation incurred in the purchase of the Mineral Rights, which may jeopardize the Company's interest in the Mineral Rights and the Company's ability to exploit the Mineral Rights.

#### **Liquidity and Capital Resources**

As of June 30, 2006, the Company had cash and cash equivalents of \$0, and a working capital deficiency of (\$1,551,939).

A substantial part of the Company's working capital deficiency is attributable to an obligation of \$980,000 to the Flood Trust that was incurred by a subsidiary of the Company, Wastech WV, in connection with its acquisition of the Mineral Rights. The obligation was originally due on August 25, 2006, and was extended to October 7, 2006. At the same time that Wastech WV closed on the purchase of the Mineral Rights, the Company entered into the 2006 EES Agreement, under which EES agreed to make a \$1,150,000 investment in the Company on August 25, 2006, which would have enabled Wastech WV to make the payment to the Flood Trust due on that date. However, EES was unable to perform under the agreement, and it is not clear at this time when or if EES will ever be able to meet its obligation to the Company under the 2006 EES Agreement. At this time, the Company does not have any alternative source of capital to enable Wastech WV to make the payment to the Flood Trust. On October 10, 2006, the Flood Trust sued Wastech WV to recover a judgment for \$980,000, plus \$4,000,000 due by Wastech WV under a promissory note that is not due and payable until April 13, 2009. Wastech WV's inability to meet its obligations to the Flood Trust may jeopardize its interest in the Mineral Rights, and hinder its ability to exploit the Mineral Rights. However, the Company has not guaranteed the obligations of Wastech WV to the Flood Trust, and therefore, Wastech WV's inability to meet its obligations will not jeopardize any other assets or operations of the Company.

The Company has been dependent on the sale of shares of its common stock to EES under the 2002 EES Agreement on a quarterly basis to generate funds to pay general and administrative expenses. The 2002 EES Agreement provides for the sale of up to \$75,000 shares to EES per quarter at the greater of \$0.09 per share or the market price of the Company's common stock at the time of the sale. The quarterly payment is only payable to the extent there are excess

proceeds from a technology royalty owned by EES after the satisfaction of prior liens on a royalty payment. The last payment on the technology royalty is due in February 2008. In May 2006, the Company did not receive its quarterly payment under the EES Agreement from the technology royalty because the amount of the payment was insufficient to satisfy senior liens against the payment. The technology license pertains to binding technology licensed to a production facility that qualifies for tax credits under Section 29 of the Internal Revenue Code. The amount of the royalty is determined from the amount of tax credits generated by the facility, among other factors. In May, August and November 2006, EES's share of the technology royalty was \$33,597, \$59,632 and \$59,355, respectively, which was far below the amount it historically received. The decline in the amount of the royalty was due, in large part, to the fact that the amount of tax credits which are payable under the IRS program decline as the price of oil rises, and are eliminated if the price of oil rises above a certain level. If the price of oil stays at current levels, it is likely that the amount of royalty payments will be far below historical amounts, and may actually be eliminated entirely. As a result, the Company may not receive any further payments under the 2002 EES Agreement. However, after June 30, 2006, EES partially made the quarterly payment that was payable in May 2006, notwithstanding the shortfall in the royalty payment received in that quarter. In addition, the Company believes EES will make additional payments under the 2002 EES Agreement, notwithstanding the fact that it may not receive sufficient royalty proceeds, although at this time the Company has no legally binding agreement from EES to make those payments if the royalty payments are not actually received. The Company may be unable to pay its general and administrative expenses if the quarterly royalty payments continue to be insufficient to enable to EES to make the contracted quarterly payments to the Company and EES is otherwise unable to make the payments.

### **Going Concern**

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements, the Company incurred a loss from operations of (\$106,858) in the six months ended June 30, 2006, and had significant unpaid accounts payable and accrued liabilities. In addition, the Company has been dependent on the proceeds of sales its common stock to pay ongoing general and administrative costs, and there is substantial doubt as to whether the Company will receive any more payments from EES. These factors create an uncertainty about the Company's ability to continue as a going concern. The Company's new management has provided operating capital to the Company and has developed a plan to raise additional capital and acquire companies with operations that generate cash flow. The ability of the Company to continue as a going concern is dependent on the success of this plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

### **Item 3. Controls and Procedures.**

The Company believes that its internal controls and procedures were sufficient, at June 30, 2006, for a Company which was not engaged in active operations.

## **PART II. OTHER INFORMATION.**

### **Item 1. Legal Proceedings.**

On October 10, 2006, the H.M. Flood Trust filed a lawsuit against Wastech of West Virginia, Inc. to recover the sum of \$980,000 that was due on October 7, 2006, and \$4,000,000 due under a promissory note dated April 13, 2006 that is due and payable on April 13, 2009.

### **Item 2. Changes in Securities.**

During the quarter ended June 30, 2006, the Company issued 11,750,000 shares to common stock to H.M. Flood Trust as partial consideration for the acquisition of certain mineral rights in West Virginia by a subsidiary of the Company.



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During the quarter ended June 30, 2006, the Company issued CLX & Associates, Inc. 5,000,000 shares of common stock in consideration for public relations services.

During the quarter ended June 30, 2006, the Company issued 14,830,000 shares of common stock to Environmental Energy Services, Inc. for \$741,500, or \$0.05 per share.

The securities were issued in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended.

### **Item 3. Defaults Upon Senior Securities.**

At June 30, 2006, the Company was obligated to Patricia Potts in the amount of \$50,000 pursuant to promissory note that was due and payable on June 1, 2003. The Company has not paid the note, and the note remains in default.

At June 30, 2006, the Company was obligated to Bruce Blaser in the amount of \$50,000 pursuant to a promissory note that was due and payable on August 15, 2003. The Company has not paid the note, and the note remains in default.

Subsequent to June 30, 2006, the Company defaulted on a promissory note in the original principal amount of \$200,000 payable to NewWaste, Inc. The note matured on October 1, 2006 and was not paid.

Subsequent to June 30, 2006, the Company defaulted on an obligation to pay \$980,000 to the H.M. Flood Trust due originally on August 25, 2006 under an Assignment Agreement dated March 26, 2006. The Company negotiated an extension of the payment date to October 7, 2006, but was unable to make the payment on October 7, 2006.

### **Item 4. Submission of Matters to a Vote of Security Holders.**

Not Applicable.

### **Item 5. Other Information.**

Not Applicable.

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

(a) Exhibits.

Exhibit Number	Description and Incorporation by Reference
24	Power of Attorney
31	Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer and Chief Financial Officer
32	Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K.

None.

SIGNATURES

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In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 28, 2006

WASTECH, INC.

/s/ Douglas Holsted\*

By: Douglas Holsted, Chief Financial Officer

\*By Robert J. Mottern pursuant to Power of Attorney dated November 28, 2006.

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