
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-QSB

(Mark One)

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

For the quarterly period ended March 31, 2005

☐ **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: 1-16525

CVD EQUIPMENT CORPORATION

(Name of Small Business Issuer in Its Charter)

New York

11-2621692

*(State or Other Jurisdiction of
Incorporation or Organization)*

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

1860 Smithtown Avenue

Ronkonkoma, New York 11779

(Address including zip code of registrant's Principal Executive Offices)
(631) 981-7081

(Issuer's Telephone Number, Including Area Code)

Securities registered under Section 12(b) of the Act:
None

Securities registered under Section 12(g) of the Act:
Common Stock, Par value \$0.01
(Title of class)

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 ☐

Indicate by check mark whether issuer is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **3,119,800 shares of Common Stock, \$0.01 par value at May 12, 2005.**

CVD EQUIPMENT CORPORATION AND SUBSIDIARY

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PART 1 - FINANCIAL INFORMATION
Item 1 - Financial Statements

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
Consolidated Balance Sheets

	March 31, 2005 (Unaudited)	December 31, 2004
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 234,759	\$ 171,463
Accounts receivable, net	1,990,403	2,375,257
Cost in excess of billings on uncompleted contracts	378,096	1,110,362
Inventories	2,086,417	1,823,453
Other current assets	126,428	110,743
	<hr/>	<hr/>
Total current assets	4,816,103	5,591,278
Property, plant and equipment, net	5,084,688	5,153,017
Deferred income taxes	300,743	300,743
Other assets	449,658	398,587
Intangible assets, net	106,204	109,558
	<hr/>	<hr/>
	\$ 10,757,396	\$ 11,553,183
	<hr/>	<hr/>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current maturities of long-term debt	\$ 216,577	\$ 213,394
Short-term notes payable	575,000	850,000
Accounts payable	663,625	725,706
Accrued expenses	430,393	584,443
Accrued professional fees - related party	10,000	41,626
Customer deposits	-	298,152
Deferred revenue	76,200	-
	<hr/>	<hr/>
Total current liabilities	1,971,795	2,713,321
Long-term debt, net of current portion	3,085,274	3,140,628
	<hr/>	<hr/>
Total liabilities	5,057,069	5,853,949
	<hr/>	<hr/>
Commitments and contingencies	---	---
Stockholders' Equity		
Common stock, par value \$.01 per share, authorized 10,000,000 shares; issued and outstanding, 3,039,100 shares	30,391	30,391
Additional paid-in capital	2,902,149	2,902,149
Retained earnings	2,767,787	2,766,694
	<hr/>	<hr/>
	5,700,327	5,699,234
	<hr/>	<hr/>
	\$ 10,757,396	\$ 11,553,183
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See notes to the consolidated financial statements.

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended March 31,	
	2005	2004
Revenue:		
Revenue on completed contracts	\$ 1,746,500	\$ 1,835,934
Revenue on uncompleted contracts	651,570	356,001
	<u>2,398,070</u>	<u>2,191,935</u>
Costs of Revenue		
Cost on completed contracts	1,293,548	1,350,487
Cost on uncompleted contracts	333,179	251,578
	<u>1,626,727</u>	<u>1,602,065</u>
Gross profit	<u>771,343</u>	<u>589,870</u>
Operating expenses		
Selling and shipping	170,116	144,978
General and administrative	531,264	468,932
Related party - professional fees	10,000	12,500
Total operating expenses	<u>711,380</u>	<u>626,410</u>
Operating income (loss)	<u>59,963</u>	<u>(36,540)</u>
Other income (expense)		
Interest income	626	109
Interest expense	(62,543)	(56,867)
Other income	4,180	2,015
Total other (expense) income	<u>(57,737)</u>	<u>(54,743)</u>
Income (loss) before income taxes	2,226	(91,283)
Income tax provision	<u>(1,133)</u>	<u>(320)</u>
Net income (loss)	<u>\$ 1,093</u>	<u>\$ (91,603)</u>
Basic income (loss) per common share	<u>\$ -</u>	<u>\$ (0.03)</u>
Diluted income (loss) per common share	<u>\$ -</u>	<u>\$ (0.03)</u>
Weighted average common shares outstanding		
basic income (loss) per share	3,039,100	3,039,100
Effect of potential common share issuance:		
Stock options	<u>9,715</u>	<u>0</u>
Weighted average common shares outstanding		
diluted income (loss) per share	<u>3,048,815</u>	<u>3,039,100</u>

See notes to the consolidated financial statements

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
Consolidated Statements of Cash Flows
(Unaudited)

	Three Months Ended March 31,	
	2005	2004
Cash flows from operating activities		
Net income (loss)	\$ 1,093	\$ (91,603)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	88,759	84,216
Bad debt provision	(626)	3,711
Changes in operating assets and liabilities:		
Accounts receivable	385,480	302,029
Cost in excess of billings on uncompleted contracts	732,266	(181,933)
Inventory	(262,964)	(153,994)
Other current assets	(15,685)	(42,993)
Other assets	(63,544)	(970)
Accounts payable	(62,081)	119,173
Accrued expenses	(185,676)	(10,173)
Deferred revenue	76,200	-
Customer deposits	(298,152)	-
Billing in excess of costs on uncompleted contracts	-	(174,068)
Net cash provided by (used in) operating activities	<u>395,070</u>	<u>(146,605)</u>
Cash flows from investing activities:		
Capital expenditures	(4,604)	(11,344)
Net cash used in investing activities	<u>(4,604)</u>	<u>(11,344)</u>
Cash flows from financing activities:		
Proceeds from short-term borrowings	150,000	250,000
Payments of short-term borrowings	(425,000)	(175,000)
Payments of long-term debt	(52,170)	(46,033)
Net cash (used in) provided by financing activities	<u>(327,170)</u>	<u>28,967</u>
Net increase (decrease) in cash and cash equivalents	63,296	(128,982)
Cash and cash equivalents at beginning of period	<u>171,463</u>	<u>321,490</u>
Cash and cash equivalents at end of period	<u>\$ 234,759</u>	<u>\$ 192,508</u>
Supplemental disclosure of cash flow information:		
Income taxes paid	\$ 1,133	\$ 320
Interest paid	\$ 61,573	\$ 53,892

See notes to consolidated financial statements

**CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 1: BASIS OF PRESENTATION

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-QSB and Item 310(b) of Regulation S-B. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary in order to make the interim financials not misleading have been included and all such adjustments are of a normal recurring nature. The operating results for the three months ended March 31, 2005 are not necessarily indicative of the results that can be expected for the year ending December 31, 2005.

The balance sheet as of December 31, 2004 has been derived from the audited financial statements at such date, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

The accounting policies followed by the Company are set forth in Note 2 to the Company's consolidated financial statements in the December 31, 2004 Form 10-KSB.

For further information, please refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report of Form 10-KSB for the year ended December 31, 2004.

Intercompany transactions have been eliminated in consolidation.

Certain reclassifications have been made to prior period financial statements to conform to the current year presentation.

**CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue and Income Recognition

The Company recognizes revenues and income using the percentage-of-completion method for custom production-type contracts while revenues from other products are recorded when such products are accepted and shipped. Profits on custom production-type contracts are recorded on the basis of the Company's estimates of the percentage-of-completion of individual contracts, commencing when progress reaches a point where experience is sufficient to estimate final results with reasonable accuracy. Under this method, revenues are recognized based on costs incurred to date compared with total estimated costs.

The asset, "Costs and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed.

The liability, "Billings in excess of costs on uncompleted contracts" represents amounts billed in excess of revenues earned.

Cash and Cash Equivalents

The Company considers all highly liquid financial instruments purchased with an original maturity of three months or less at the date of purchase to be cash equivalents.

NOTE 3: UNCOMPLETED CONTRACTS

Costs, estimated earnings and billings on uncompleted contracts are summarized as follows:

	<u>March 31, 2005</u>	<u>December 31, 2004</u>
Costs incurred on uncompleted contracts	\$ 333,179	\$1,142,057
Estimated earnings	<u>318,391</u>	<u>1,084,166</u>
	651,570	2,226,223
Billings to date	<u>(273,474)</u>	<u>(1,115,861)</u>
	<u>\$ 378,096</u>	<u>\$1,110,362</u>
Included in accompanying balance sheets		
Under the following captions:		
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 378,096	\$ 1,110,362
Billings in excess of costs and estimate earnings on uncompleted contracts	<u>0</u>	<u>0</u>
	<u>\$ 378,096</u>	<u>\$ 1,110,362</u>

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4: INVENTORY

Inventories consist of the following:

	<u>March 31, 2005</u>	<u>December 31, 2004</u>
Raw materials	\$ 590,351	\$ 628,934
Work-in-process	987,872	686,325
Finished goods	<u>508,194</u>	<u>508,194</u>
	<u>\$2,086,417</u>	<u>\$ 1,823,453</u>

NOTE 5: BAD DEBTS

The Company records an allowance for uncollectible amounts based on a review of the collectibility of its accounts receivable. Management determines the adequacy of this allowance by analyzing historical bad debts, continually evaluating individual customer's receivables and considering the customer's financial condition and current economic conditions. If the financial condition of the customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances could be required.

NOTE 6: SHORT TERM BORROWINGS

<u>March 31, 2005</u>	<u>December 31, 2004</u>
\$575,000	\$850,000

The Company has a line of credit with a bank which allows the Company to borrow up to \$1,000,000 until June 1, 2005. Interest is payable on any unpaid principal balance at the bank's prime rate plus $\frac{3}{4}$ of 1%. The prime rate was 5.75% and 5.25% and the amount outstanding on the facility was \$575,000 and \$850,000 on March 31, 2005 and December 31, 2004 respectively. Borrowings are collateralized by the Company's assets

NOTE 7: STOCK OPTION PLANS

The Company accounts for the stock option plans under the recognition and measurement principles of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of FASB Statement No. 123, accounting for Stock-based Compensation, to stock-based employee compensation.

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 7: STOCK OPTION PLANS (continued)

	<u>Three months ended March 31</u>	
	<u>2005</u>	<u>2004</u>
Net income (loss), as reported	\$ 1,093	\$ (91,603)
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects	-	-
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	<u>(3,233)</u>	<u>(18,724)</u>
Pro forma net (loss)	<u>\$ (2,140)</u>	<u>\$ (110,327)</u>
Earnings (loss) per share:		
Basic-as reported	<u>\$ 0.0</u>	<u>\$ (0.03)</u>
Basic-pro forma	<u>\$ 0.0</u>	<u>\$ (0.04)</u>
Diluted-as reported	<u>\$ 0.0</u>	<u>\$ (0.03)</u>
Diluted-pro forma	<u>\$ 0.0</u>	<u>\$ (0.04)</u>

NOTE 8: SUBSEQUENT EVENTS

On May 13, 2005, the Company signed a contract with First Nano, Inc., of Carpinteria, Ca. to purchase certain assets of their Nanotechnology process development and equipment business. First Nano develops solutions for single and multiwall nanotube and nanowire synthesis and manufactures chemical vapor deposition process equipment suitable for the synthesis of a variety of carbon nonotubes, one-dimensional nanostructures and nanomaterials.

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

The following discussion and analysis should be read in conjunction with the consolidated financial statements and accompanying notes filed as part of this report.

Except for historical information contained herein, this "Management's Discussion and Analysis of Financial Condition and Results of Operations" contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, as amended. These 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. These forward-looking statements were based on various factors and were derived utilizing numerous important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements. Important assumptions and other factors that could cause actual results to differ materially from those in the forward-looking statements, include but are not limited to: competition in the Company's existing and potential future product lines of business; the Company's ability to obtain financing on acceptable terms if and when needed; uncertainty as to the Company's future profitability, uncertainty as to the future profitability of acquired businesses or product lines, uncertainty as to any future expansion of the Company. Other factors and assumptions not identified above were also involved in the derivation of these forward-looking statements and the failure of such assumptions to be realized as well as other factors may also cause actual results to differ materially from those projected. The Company assumes no obligation to update these forward looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements.

Results of Operations

Revenue for the period ended March 31, 2005 was \$2,398,070 compared to \$2,191,935 for the period ended March 31, 2004, an increase of 9.4%.

Even though revenues were 9.4% higher, there was only a marginal increase in the cost of revenue of 1.5% to \$1,626,727 during the three months ended March 31, 2005 as compared to \$1,602,065 during the three month period ended March 31, 2004. This resulted in a gross profit of approximately \$771,000 and a gross profit percentage of 32.2% during the current three month period compared to a gross profit of approximately \$590,000 and a gross profit percentage of 26.9% during the three month period ended March 31, 2004. This increase is attributed to two factors: the Company's ability to absorb the fixed costs incurred due to the increased revenues; and the higher margin orders that the Company filled during the current period.

Selling and shipping expenses increased by approximately \$25,000 or 17.3% in the quarter ended March 31, 2005 compared to the quarter ended March 31, 2004. This increase is a result of the increase in costs associated with trade shows.

The Company incurred approximately \$531,000 of general and administrative expenses during the quarter ended March 31, 2005, an increase of 13.3% or approximately \$62,000 compared to the \$469,000 of general and administrative expenses incurred in the quarter ended March 31, 2004. This is a result of increases in employee benefit costs, building and general insurance costs.

Interest expense increased to \$62,543 in the quarter ended March 31, 2005 from \$56,867 in the quarter ended March 31, 2004, an increase of 10.0% as a result of increased borrowing by the Company at higher interest rates on its short-term revolving credit line.

As a result of a 9.4% increase in revenues and 5.3% increase in gross profit percentage, the Company generated net income of \$1,093 for the current three month period compared to a net loss of \$91,603 for the same period a year ago.

Liquidity and Capital Resources

As of March 31, 2005, the Company had an aggregate working capital of approximately \$2,844,000 compared to \$2,878,000 at December 31, 2004 and had available cash and cash equivalents of \$234,759 compared to \$171,463 at December 31, 2004. The net cash provided by operations exceeded the funds used for investing and financing activities.

Accounts receivable as of March 31, 2005 was \$1,990,403 compared to \$2,375,257 as of December 31, 2004. This decrease is attributable to timing of customer payments and reduced billings.

As of March 31, 2005 the Company's backlog decreased to approximately \$2,023,000 from the approximately \$2,430,000 at December 31, 2004. The timing for completion of the backlog varies depending on the product mix, however, there is generally a one to six month lag in the completion and shipping of backlogged product.

The Company has a line of credit with a bank permitting it to borrow up to \$1,000,000 until June 1, 2005, at which time it will be subject to renewal. Interest is payable on any unpaid principal balance at the bank's prime rate plus $\frac{3}{4}$ of 1%. As of March 31, 2005, \$575,000 was outstanding on this facility. Borrowings are collateralized by the Company's assets.

The Company believes that its cash, cash equivalents and available credit facilities will be sufficient to meet its working capital and investment requirements for the next twelve months. However, future growth, including potential acquisitions, may require additional funding, and from time to time the Company may need to raise capital through additional equity or debt financing.

Item 3. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as required by Exchange Act Rule 13a-15, as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective to insure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Changes in Internal Controls

There were no significant changes in the Company's internal controls over financial reporting that occurred during the quarter ended March 31, 2005 that have materially affected, or are reasonably likely to materially affect, the internal controls over financial reporting.

Limitations on the Effectiveness of Controls

We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control systems are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

CVD EQUIPMENT CORPORATION

PART II

OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 2. Changes in Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities

None.

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

None.

Item 5. Other Information.

None.

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

(a) Exhibits filed with this report:

31.1 Certification of Chief Executive Officer

31.2 Certification of Chief Financial Officer

32.1 Certification of Chief Executive Officer pursuant to U.S.C. Section 1350

32.2 Certification of Chief Financial Officer pursuant to U.S.C. Section 1350

(b) Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, this 16th day of May 2005.

CVD EQUIPMENT CORPORATION

By: /s/ Leonard A. Rosenbaum
Leonard A. Rosenbaum
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Glen R. Charles
Glen R. Charles
Chief Financial Officer
(Principal Financial and
Accounting Officer)

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
31.1	Certification of Chief Executive Officer *
31.2	Certification of Chief Financial Officer *
32.1	Certification of Chief Executive Officer pursuant to U.S.C. Section 1350 *
32.2	Certification of Chief Financial Officer pursuant to U.S.C. Section 1350 *

* Filed herewith

**Certifications Pursuant to Rule 13A-14 or 15D-14 of the Securities Exchange
Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Leonard A. Rosenbaum, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of CVD Equipment Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrants' board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 16, 2005

/s/ Leonard A. Rosenbaum

President, Chief Executive Officer and Director

**Certifications Pursuant to Rule 13A-14 or 15D-14 of the Securities exchange
act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Glen R. Charles, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of CVD Equipment Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrants' board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: May 16, 2005

/s/ Glen R. Charles

Chief Financial Officer

Certification of Principal Executive Officer
Pursuant to U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of
2002

I, Leonard A. Rosenbaum, President and Chief Executive Officer of CVD Equipment Corporation, hereby certify, to my knowledge, that the quarterly report on Form 10-QSB for the period ending March 31, 2005 of CVD Equipment Corporation (the "Form 10-QSB") fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-QSB fairly presents, in all material respects, the financial condition and results of operations of CVD Equipment Corporation.

Dated: May 16, 2005 /s/ Leonard A. Rosenbaum
Leonard A. Rosenbaum
Chief Executive Officer
(Principal Executive Officer)

Certification of Principal Financial Officer
Pursuant to U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of
2002

I, Glen R. Charles, Chief Financial Officer of CVD Equipment Corporation, hereby certify, to my knowledge, that the quarterly report on Form 10-QSB for the period ending March 31, 2005 of CVD Equipment Corporation (the "Form 10-QSB") fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-QSB fairly presents, in all material respects, the financial condition and results of operations of CVD Equipment Corporation.

Dated: May 16, 2005 /s/ Glen R. Charles
Glen R. Charles
Chief Financial Officer
(Principal Financial Officer)