
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-QSB

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2001

OR

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-12694

SOLIGEN TECHNOLOGIES, INC.

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

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

95-4440838
**(I.R.S. Employer
Identification No.)**

19408 Londelius Street
Northridge, California 91324
(Address of principal executive offices, including zip code)

(818) 718-1221
(Issuer's telephone number, including area code)

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 issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Number of shares of issuer's Common Stock outstanding as of November 9, 2001: 37,111,680

Transitional Small Business Disclosure Format: Yes No

SOLIGEN TECHNOLOGIES, INC.
FORM 10-QSB

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PART I: FINANCIAL INFORMATION

Item 1: Consolidated Financial Statements

SOLIGEN TECHNOLOGIES, INC.
Consolidated Balance Sheets

	<u>September 30,</u> <u>2001</u> <u>(unaudited)</u>	<u>March 31,</u> <u>2001</u>
ASSETS		
Current assets		
Cash.....	\$ 345,000	\$ 795,000
Accounts receivable, net.....	751,000	1,129,000
Inventories	63,000	57,000
Prepaid expenses and other current assets.....	<u>82,000</u>	<u>40,000</u>
Total current assets.....	1,241,000	2,021,000
Property, plant and equipment	2,771,000	2,759,000
Less: allowance for depreciation and amortization.....	<u>2,472,000</u>	<u>2,369,000</u>
Net property, plant and equipment.....	299,000	390,000
Other assets	<u>44,000</u>	<u>42,000</u>
Total assets	<u>\$ 1,584,000</u>	<u>\$ 2,453,000</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Current portion of notes payable and revolving line of credit.....	\$ 443,000	\$ 615,000
Trade accounts payable	234,000	221,000
Accrued payroll and related expenses	215,000	191,000
Accrued expenses.....	262,000	303,000
Deferred revenue.....	<u>162,000</u>	<u>72,000</u>
Total current liabilities	1,316,000	1,402,000
Notes payable and revolving line of credit, less current portion	<u>8,000</u>	<u>12,000</u>
Total liabilities	<u>1,325,000</u>	<u>1,414,000</u>
Series B, redeemable preferred stock, no par value 8,425,000 shares authorized; 8,200,000, issued and outstanding	1,497,000	1,497,000
Series C, redeemable preferred stock, no par value 943,500 shares authorized, 933,500 and 943,500 issued and outstanding at September 30, 2001 and March 31, 2001, respectively	<u>828,000</u>	<u>837,000</u>
Total redeemable preferred stock	2,325,000	2,334,000
Stockholders' deficit		
Common stock, no par value 90,000,000 shares authorized 37,111,680 and 37,011,680 shares issued and outstanding at September 30, 2001 and March 31, 2001, respectively	12,449,000	12,440,000
Accumulated deficit	<u>(14,514,000)</u>	<u>(13,735,000)</u>
Total stockholders' deficit.....	<u>(2,065,000)</u>	<u>(1,295,000)</u>
Total liabilities and stockholders' deficit	<u>\$ 1,584,000</u>	<u>\$ 2,453,000</u>

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

SOLIGEN TECHNOLOGIES, INC.
Consolidated Statements of Operations (unaudited)

	Three Months Ended		Six Months Ended	
	September 30,		September 30,	
	2001	2000	2001	2000
Revenues	\$ 1,212,000	\$ 1,851,000	\$ 2,325,000	\$ 3,443,000
Cost of revenues	<u>854,000</u>	<u>1,308,000</u>	<u>1,784,000</u>	<u>2,515,000</u>
Gross profit	<u>358,000</u>	<u>543,000</u>	<u>541,000</u>	<u>928,000</u>
Operating expenses				
Research and development	296,000	371,000	615,000	760,000
Selling	140,000	194,000	304,000	361,000
General and administrative	<u>195,000</u>	<u>242,000</u>	<u>382,000</u>	<u>484,000</u>
Total operating expenses	<u>631,000</u>	<u>807,000</u>	<u>1,301,000</u>	<u>1,605,000</u>
Loss from operations	<u>(273,000)</u>	<u>(264,000)</u>	<u>(760,000)</u>	<u>(677,000)</u>
Other income (expense)				
Interest income	1,000	2,000	3,000	6,000
Interest expense	(8,000)	(20,000)	(22,000)	(35,000)
Other	<u>--</u>	<u>--</u>	<u>2,000</u>	<u>10,000</u>
Total other expense	<u>(7,000)</u>	<u>(18,000)</u>	<u>(17,000)</u>	<u>(19,000)</u>
Loss before provision for				
income taxes	(280,000)	(282,000)	(777,000)	(696,000)
Provision for income taxes	<u>--</u>	<u>--</u>	<u>2,000</u>	<u>2,000</u>
Net loss	<u>\$ (280,000)</u>	<u>\$ (282,000)</u>	<u>\$ (779,000)</u>	<u>\$ (698,000)</u>
Basic and diluted				
net loss per share	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>	<u>\$ (0.02)</u>

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

SOLIGEN TECHNOLOGIES, INC.
Consolidated Statements of Cash Flows (unaudited)

	Six Months Ended	
	September 30,	
	2001	2000
Cash flows from operating activities:		
Net loss	\$ (779,000)	\$ (698,000)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization.....	103,000	88,000
Provision for doubtful accounts.....	(5,000)	(18,000)
(Increase) decrease in		
Accounts receivable.....	383,000	255,000
Inventories	(6,000)	(28,000)
Prepaid expenses	(42,000)	(20,000)
Other current assets.....	(2,000)	(1,000)
Increase (decrease) in		
Accounts payable.....	13,000	(16,000)
Accrued payroll and related expenses	24,000	3,000
Accrued expenses	(41,000)	24,000
Deferred revenue	90,000	5,000
	<u>(262,000)</u>	<u>(406,000)</u>
Cash flows from investing activities:		
Purchase of property, plant, and equipment	(12,000)	(16,000)
	<u>(12,000)</u>	<u>(16,000)</u>
Cash flows from financing activities:		
Payments on notes payable	(23,000)	(9,000)
Net (repayments) borrowings under revolving line of credit.....	(224,000)	206,000
Proceeds from the issuance of notes payable	71,000	--
Proceeds from issuance of common stock	--	17,000
	<u>(176,000)</u>	<u>214,000</u>
Net cash (used in) provided by financing activities	<u>(176,000)</u>	<u>214,000</u>
Net decrease in cash	(450,000)	(208,000)
Cash, beginning of period	<u>795,000</u>	<u>515,000</u>
Cash, end of period	<u>\$ 345,000</u>	<u>\$ 307,000</u>

The accompanying notes are an integral part of these financial statements

SOLIGEN TECHNOLOGIES, INC.
Notes to Consolidated Financial Statements

Basis of Presentation

The financial information included herein for the six month periods ended September 30, 2001 and 2000 is unaudited; however, such information reflects all adjustments consisting only of normal recurring adjustments which are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods. The financial information as of March 31, 2001, is derived from Soligen Technologies, Inc.'s Annual Report on Form 10-KSB for the fiscal year ended March 31, 2001. The interim consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's 2001 Form 10-KSB. See Part 1, Item 2, Management's Discussion and Analysis or Plan of Operation – Results of Operations and Cash and Sources of Liquidity."

The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

Accounting Policies

Reference is made to Note 1 of Notes to Financial Statements in the Company's Annual Report on Form 10-KSB for the fiscal year ended March 31, 2001 for the summary of significant accounting policies.

Recently Issued Accounting Pronouncements

In July 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations." This statement applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development, and/or the normal operations of long-lived assets, except for certain obligations of lessees. This statement is not applicable to the Company at this time.

In August 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." This statement addresses financial accounting and reporting for the impairment or disposal of long-lived assets. This statement replaces SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of," the accounting and reporting provisions of APB No. 30, "Reporting the Results of Operations - Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual, and Infrequently Occurring Events and Transactions," for the disposal of a segment of a business, and amends Accounting Research Bulletin No. 51, "Consolidated Financial Statements," to eliminate the exception to consolidation for a subsidiary for which control is likely to be temporary. The Company does not expect adoption of SFAS No. 144 to have a material impact, if any, on its financial position or results of operations.

Inventories

Inventories are stated at the lower of cost or market on a first-in, first-out basis. Inventories consist of the following:

	<u>September 30,</u> <u>2001</u>
Raw materials and parts	\$ 58,000
Work in process	3,000
Finished goods	<u>2,000</u>
Total inventories	<u>\$ 63,000</u>

Deferred Revenue

Deferred revenue relates to the DSPC technology product line. The deferred revenue related to machine revenue results mainly from the Company's issuance of licenses for the use of the machines, or to support the machines in the form of maintenance, rather than the outright sale of machines. Maintenance and license revenues are recognized using the straight-line method over the term of the agreement, which is generally over a period of 12 months.

Debt

Notes payable and revolving line of credit at September 30, 2001 consisted of the following:

Revolving line of credit, secured by certain assets, bearing interest at the bank's prime rate (6.00% at September 30, 2001), plus 3%	\$ 379,000
Note to finance company, bearing interest at 6.5%, due December 2001	63,000
Note to finance company, bearing interest at 9.05%, due July 2004.....	<u>9,000</u>
	451,000
Less current portion	<u>443,000</u>
Long-term portion	<u>\$ 8,000</u>

Preferred Stock

Series B Redeemable Convertible Preferred Stock

On November 24, 1999, the Company entered into a Series B Redeemable Convertible Preferred Stock Purchase Agreement providing for the private placement of 8,425,000 shares of a newly authorized series of preferred stock ("Series B Preferred"). The Company received net proceeds of \$1,538,000 from the sale of 8,425,000 shares of Series B Preferred to thirty-three (33) private investors (all of whom were accredited investors as defined in Regulation D) pursuant to the Stock Purchase Agreement. The purchasers of Series B Preferred also received Common Stock purchase warrants exercisable for a cumulative total of 3,622,750 shares of the Company's Common Stock at an exercise price of \$0.20 per share. These warrants were initially exercisable for a period of one year, commencing November 24, 1999. The financing was completed in accordance with the exemption provided by Rule 506 of Regulation D.

In connection with the Series B financing, the Company paid a cash finder's fee in the approximate amount of \$100,000. In addition, the finders received warrants exercisable for 498,750 shares of Common Stock at a price of \$0.20 per share. These warrants were initially exercisable for a period of one year, commencing November 24, 1999.

At a special stockholders meeting held on April 20, 1998, the Company's stockholders approved an amendment to the Company's Articles of Incorporation authorizing the issuance of up to 10,000,000 shares of preferred stock. This amendment authorizes the Company's Board of Directors to issue preferred stock in one or more series on terms approved by the Board of Directors without the necessity of further action or approval by the stockholders. Pursuant to this authority, the Company's Board of Directors authorized the issuance of up to 8,425,000 shares of Series B Preferred Stock having rights and preferences as set forth in a Statement of Rights and Preferences filed with the Secretary of State of Wyoming on November 23, 1999 (the "Series B Statement"). The following is a summary of certain terms of the Series B Preferred, and reference is made to the Series B Statement for a complete description of the rights and preferences of the Series B Preferred.

The Series B Preferred is not entitled to any fixed or guaranteed dividend. Upon a liquidation of the Company, the Series B Preferred is entitled to receive a distribution of \$0.20 per share in preference to any distribution to holders of Common Stock or junior preferred stock. The approval of the holders of at least two-thirds of the outstanding shares of Series B Preferred is required for certain significant corporate actions, including mergers and sales of substantially all of the Company's assets.

Each share of Series B Preferred was initially convertible into one share of the Company's Common Stock, subject to adjustment for recapitalizations, stock splits and similar events. Subject to certain exceptions, the Series B conversion ratio is subject to adjustment in the event the Company issues shares of Common Stock for no consideration or for a consideration less than the fair market value of the Common Stock as of the date of such issuance. The Series B Preferred automatically converts into Common Stock in the event the average trading price of the Company's Common Stock over 60 consecutive trading days is greater than \$1.00 per share and the cumulative trading volume during such 60 day period is at least 1,000,000 shares, if traded on a national securities exchange, or 1,500,000 shares if traded on NASDAQ or over-the-counter. The Series B Preferred also automatically converts into Common Stock in the event the Company completes an underwritten public offering in which the Company receives gross proceeds of at least \$10,000,000 and at a per share price of at least \$1.00 per share (subject to adjustment for stock splits, recapitalizations, etc.).

The holders of Series B Preferred may tender their shares for redemption at a per share price equal to 150% of the liquidation preference in the event of a Change of Control (as defined in the Series B Statement). In addition, the Company may, at its option, redeem the Series B Preferred at a per share price equal to 150% of the liquidation preference in the event that, from and after November 24, 2000, the Common Stock trades above \$0.75 per share for sixty (60) consecutive trading days.

Purchasers of Series B Preferred are also parties to an Investor Rights Agreement which grants certain demand and "piggyback" registration rights. The holders of Series B Preferred, voting as a separate class, are entitled to elect one member of the Company's Board of Directors.

During fiscal 2001, three investors converted 225,000 shares of Series B Preferred into 235,459 shares of the Company's Common Stock.

On February 22, 2001, the Company sold and issued shares of Series C Preferred Stock pursuant to the terms of a Series C Convertible Preferred Stock Purchase Agreement. As a result of the sale and issuance of Series C Preferred, the Company was required by its Articles of Incorporation to make an adjustment to the Series B Preferred conversion price. The Series B Preferred conversion price was changed to \$0.1846 from \$0.20 as a result of the Series C Preferred financing. Thus, the holders of Series B Preferred will receive 1.08367 shares of the Company's Common Stock upon conversion of each share of Series B Preferred. In addition, a corresponding change to the exercise price for each share of the Company's Common Stock issuable to the Series B purchasers upon exercise of each Common Stock purchase warrant was required. Therefore, the per share exercise price under the Series B warrants was changed from \$0.20 to \$0.1846.

On November 17, 2000 and February 9, 2001, the Company's Board of Directors extended the expiration date for each outstanding Series B warrant to February 21, 2001 and March 31, 2001, respectively. In connection with the Board of Director's latest extension to March 31, 2001, the Board authorized the Company to propose to each holder of outstanding warrants an extension of each warrant's expiration date to February 15, 2003 in exchange for the waiver of the warrant holder's demand registration rights under the Investors Rights Agreement for the Common Stock issuable under the exercise of the warrants. On March 23, 2001, the majority of the registrable securities, as defined in the Investors Rights Agreement, approved the Company's terms and conditions and the Series B warrants were extended to expire on February 15, 2003.

Series C Redeemable Convertible Preferred Stock

On February 22, 2001, the Company entered into a Series C Convertible Preferred Stock Purchase Agreement providing for the private placement of 943,500 shares of a newly authorized series of the Company's preferred stock ("Series C Preferred"). The Company received net proceeds of \$837,000 from the sale of 943,500 Series C Preferred to twenty-five (25) private investors pursuant to the Series C Preferred Stock Purchase Agreement. The financing was completed in accordance with the exemption provided by Rule 506 of Regulation D.

In connection with the financing, the Company paid total costs of \$106,500 in cash which included a finders fee of \$58,975. In addition, 393,167 shares of the Company's Common Stock were issued as a finders fee and the charge for this share issue is included within the beneficial feature of \$592,000 booked in connection to the preferred issue in the year.

On February 9, 2001, the Company's Board of Directors authorized the issuance of up to 1,000,000 shares of Series C Preferred having rights and preferences as set forth in a Statement of Rights and Preferences filed with the Secretary of State of Wyoming on February 16, 2001 (the "Series C Statement"). The following is a summary of certain terms of the Series C Preferred, and reference is made to the Series C Statement for a complete description of the rights and preferences of the Series C Preferred.

The Series C Preferred is not entitled to any fixed or guaranteed dividend. Upon a liquidation of the Company, the Series C Preferred is entitled to receive a distribution of \$1.00 per share in preference to any distribution to holders of Common Stock or junior preferred stock. The approval of the holders of at least two-thirds of the outstanding shares of Series C Preferred is required for certain significant corporate actions, including mergers and sales of substantially all of the Company's assets.

Each share of Series C Preferred is convertible into ten shares of the Company's Common Stock, subject to adjustment for recapitalizations, stock splits and similar events. Subject to certain exceptions, the Series C conversion ratio is subject to adjustment in the event the Company issues shares of Common Stock without consideration or for a consideration per share less than the Series C conversion price as of the date of such issuance. The Series C Preferred automatically converts into Common Stock if after February 22, 2002, the average trading price of the Company's Common Stock over 60 consecutive trading days is greater than \$1.00 per share and the cumulative trading volume during such 60 day period is at least 3,500,000 shares, if traded on a national securities exchange, or 5,000,000 shares if traded on NASDAQ or over-the-counter. The Series C Preferred also automatically converts into Common Stock in the event the Company completes an underwritten public offering in which the Company receives gross proceeds of at least \$10,000,000 and at a per share price of at least \$1.00 per share (subject to adjustment for stock splits, recapitalizations, etc.).

The holders of Series C Preferred may tender their shares for redemption at a per share price equal to 150% of the liquidation preference in the event of a Change of Control as defined in the Series C Statement. In addition, the Company may, at its option, redeem the Series C Preferred at a per share price equal to 150% of the liquidation preference in the event that, from and after February 22, 2003, the Common Stock trades above \$0.50 per share for sixty (60) consecutive trading days.

Purchasers of Series C Preferred are also parties to an Investor Rights Agreement, which grants certain "piggyback" registration rights. The Series C Preferred holders, voting as a separate class, are entitled to elect one member of the Company's Board of Directors if the Series B holders no longer have a right to elect the Series B Director, or if Series B holders do not exercise such right.

As a result of the Series C Preferred financing, Series B Preferred conversion price was changed to \$0.1846 from \$0.20.

During the quarter ended June 30, 2001, two investors converted 10,000 shares of Series C Preferred into 100,000 shares of the Company's Common Stock.

Item 2: Management's Discussion and Analysis or Plan of Operation

Forward-Looking Statements and Associated Risks

This Quarterly Report on Form 10-QSB contains certain forward-looking statements. Except for the historical information contained herein, the matters discussed in this report contain forward-looking statements that are based on management's beliefs and assumptions, current expectations, estimates and projections. Statements that are not historical facts, including, without limitation, statements which are preceded by, followed by or include the words, "believes," "anticipates," "plans," "expects," "may," "should" or other similar expressions are forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties, including, among others (i) customer acceptance of the Company's "one stop shop" Parts Now program; (ii) the possible emergence of competing technologies; and (iii) the Company's ability to obtain additional financing required to support its projected revenue growth. Actual results could differ materially from these forward-looking statements. In view of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this Quarterly Report on Form 10-QSB will in fact transpire. The Company disclaims any obligation to update forward-looking statements whether as a result of new information, future events or otherwise.

The following discussion should be read in conjunction with the accompanying Financial Statements of Soligen Technologies, Inc. and its wholly-owned subsidiary Soligen, Inc. ("Soligen") (collectively referred to herein as the "Company") including the notes thereto, included elsewhere in this Quarterly Report.

Overview

The Company holds an exclusive world-wide license from M.I.T. until October 1, 2006 to develop, manufacture, market and sell products utilizing certain patented technology and processes for the production of ceramic casting molds for casting metal parts. The license continues on a non-exclusive basis thereafter until the expiration of the last patent relating to the licensed technology. The exclusive period may be extended by mutual agreement of both parties.

Based upon the M.I.T. patent, the Company developed a proprietary technology known as Direct Shell Production Casting ("DSPC[®]"), a process that is distinguished from typical rapid prototype systems that are characterized by the ability to rapidly produce non functional three dimensional representations of parts from Computer Aided Design ("CAD") files. The DSPC technology is dedicated to metal casting; this technology enables the Company to produce functional cast metal parts thereby providing a substantial competitive advantage over existing producers by eliminating the need of time and labor spent on patterns and core boxes.

The Company uses CAD files obtained from customers to produce ceramic casting molds. Metal is then cast into the ceramic molds at a foundry to yield metal parts identical to the customer's CAD files. The parts are cast either at the Company's aluminum foundry, or at other foundries. Since the casting molds are made directly from the customer's CAD files, the customer is free to concurrently experiment with different designs or alloys. To better and more quickly service its customers, the Company has established a Parts Now on-line service on the Company's interactive Web site (www.partsnow.com) on the Internet. The Company also joined the automotive Intranet ANX which enables Soligen direct access to CAD data at the Big Three automotive companies in the USA and some of their Tier 1 suppliers. Customer's CAD files can also be transmitted by modem, Internet FTP protocols or delivery of a standard data disk or tape.

DSPC also provides for a paradigm shift by enabling customer's engineers to postpone the design and/or the fabrication of a production casting tooling that is normally used for manufacturing a limited number of metal

parts. Functional metal parts provided by DSPC accomplish not only cost savings for the customer's engineer but will also allow him to functionally test a metal part in the shortest time possible before going into production. This testing and proof of design of production tooling with very little chance of error provides significant time savings which accomplishes a prime goal of the manufacturer, i.e., the reduction in "Time to Market."

In addition to capitalizing on the advantages of DSPC prototypes and rapidly produced bridging production, the DSPC system can also produce high volume production tooling. Future plans for the Company include establishment of rapid response production facilities either owned by the Company or licensed third parties for small to medium sized runs as well as a network of alliances or joint ventures with mass production foundries operating licensed DSPC centers. These DSPC centers will enable mass manufacturers to better participate in concurrent engineering programs with their customers together with their ability to cast near net shape production tooling for efficient manufacturing of production tooling. By establishing these networks of DSPC centers, the Company will provide manufacturers a seamless transition from CAD file to finished production parts. This network will operate under the trade name Parts Now[®]. The Company's first rapid response production facility consists of its aluminum foundry and machine shop located in Santa Ana, California and a DSPC production center located at the Company's headquarters in Northridge, California.

The Company's revenues are classified as four major revenue-generating product lines:

1. **Parts Now Service:** This product line includes the "one stop shop" production services from receipt of the customer's CAD file through production. Parts Now programs include any contract which may consist of a combination of DSPC, conventional casting and CNC machining expertise. Each Parts Now program is handled by a program / project engineer who oversees the transition from CAD to first article, to tooling, to conventional casting, finish machining and later, when applicable, to mass production.
2. **DSPC Production Service:** Revenues for this product line result from using the DSPC process in the production and sale of first article prototypes and short run quantities of cast metal parts made exclusively by DSPC directly from the customer's CAD file.
3. **Conventional Production Parts Service:** Revenues for this product line are limited to conventional casting and machining of aluminum parts at the Company's aluminum foundry and machine shop in Santa Ana, CA. Conventional production parts service line does not utilize DSPC or DSPC made tooling, and does not involve program management. In this category the Company is able to apply lower overhead margins and therefore capture additional business.
4. **DSPC Technology Service:** Revenues for this product line result from the sale, lease, license or maintenance of DSPC machines and from participation in research and development projects wherein the Company provides technological expertise.

Results of Operations

Revenues for the three and six months ended September 30, 2001 and 2000 were as follows:

	<u>Three Months Ended</u> <u>September 30,</u>		<u>Six Months Ended</u> <u>September 30,</u>	
	<u>2001</u>	<u>2000</u>	<u>2001</u>	<u>2000</u>
Parts Now [®]	\$ 680,000	\$ 1,313,000	\$ 1,104,000	\$ 2,414,000
DSPC [®] Production	414,000	355,000	959,000	594,000
Conventional production parts	118,000	181,000	262,000	433,000
DSPC [®] technology	--	2,000	--	2,000
Total revenues	<u>\$ 1,212,000</u>	<u>\$ 1,851,000</u>	<u>\$ 2,325,000</u>	<u>\$ 3,443,000</u>

Revenues decreased 35% or \$639,000 to \$1,212,000 for the quarter ended September 30, 2001 from \$1,851,000 for the similar quarter last year and decreased 32% or \$1,118,000 to \$2,325,000 for the six months ended September 30, 2001 from \$3,443,000 for the similar six months last year. Combined revenues for Parts Now and DSPC production decreased 34% or \$574,000 to \$1,094,000 for the three months ended September 30, 2001 from \$1,668,000 for the similar three months ended September 30, 2000. Compared to the comparable six-month period a year ago, combined revenues for Parts Now and DSPC production decreased 31% or \$945,000 to \$2,063,000 from \$3,008,000 for the similar period last year. The decrease in Parts Now and DSPC production was the result of the slowdown in the automobile industry that caused orders to be either delayed or cancelled. The decrease in customer's orders began in the last quarter of the prior fiscal year, declined sharply in the first quarter ended June 30, 2001 and continued through the quarter ended September 30, 2001.

The DSPC production product line increased 17% or \$59,000 to \$414,000 in the quarter ended September 30, 2001 from \$355,000 in the similar quarter last year and increased 61% or \$365,000 to \$959,000 for the six-month period ended September 30, 2001 from \$594,000 compared to the six months ended September 30, 2000. Parts Now revenues decreased 48% or \$633,000 to \$680,000 in the quarter ended September 30, 2001 from \$1,313,000 and decreased 54% or \$1,310,000 to \$1,104,000 for the six-month-period ended September 30, 2001 from \$2,414,000 for the similar six-month period last year. This decrease in Parts Now revenues was the result of the slowdown in the automotive industry causing customers programs to be either delayed or cancelled. Customers continued to order DSPC production prototype parts in low volume; however, these customers did not follow through with production orders for bridging/short run volume parts.

For the quarter ended September 30, 2001, conventional production parts revenues (Santa Ana division) decreased 35% or \$63,000 to \$118,000 from \$181,000 for the similar quarter last year and for the six-month period ended September 30, 2001 decreased 39% or \$171,000 to \$262,000 from \$433,000 for the similar period last year. The decline is primarily the result of a slowdown in the Southern California market segment for cast parts.

Gross profit for the quarter ended September 30, 2001 was \$358,000 or 30% gross margin as compared to \$543,000 gross profit or 29% gross margin for the similar quarter last year. The Company was able to achieve a comparable gross margin, despite a 35% reduction in revenues for the quarter ended September 30, 2001, through planned reductions in labor, curtailed purchases of supplies, reduced scrap and reduction of outside services. Gross profit for the six months ended September 30, 2001 was \$541,000 or 23% gross margin as compared to \$928,000 or 27% gross margin for the six months ended September 30, 2000.

Research and development expenses decreased 20% or \$75,000 to \$296,000 for the quarter ended September 30, 2001 from \$371,000 for the quarter ended September 30, 2000 and decreased 19% or \$145,000 to \$615,000 for the six months ended September 30, 2001 from \$760,000 for the six months ended September 30, 2000. The decrease was the result of planned reductions in personnel and personnel related expenses.

Selling expenses decreased 28% or \$54,000 to \$140,000 for the quarter ended September 30, 2001 from \$194,000 for the similar quarter last year and decreased 16% or \$57,000 to \$304,000 for the six months ended September 30, 2001 from \$361,000 for the similar six-month period last year. The decrease in selling expenses for the quarter ended September 30, 2001 compared to the similar period last year was the result of planned reductions in sales personnel, sales related expenses and reduced advertising and promotion expenses. A third party sales representative agreement was initiated to compensate for the sales personnel reduction.

General and administrative expenses decreased 19% or \$47,000 to \$195,000 for the quarter ended September 30, 2001 from \$242,000 for the quarter ended September 30, 2000 and decreased 21% or \$102,000 to \$382,000 for the six-month period ended September 30, 2001 from \$484,000 for the similar period last year. The expense decrease in the quarter and year to date ended September 30, 2001 compared to the similar quarter and year to date last year was the result of planned reductions in personnel and personnel related expenses, lower office expenses and professional fees.

Interest expenses were \$8,000 and \$20,000 for the quarters ended September 30, 2001 and 2000, respectively and \$22,000 and \$35,000 for the for the six months ended September 30, 2001 and 2000, respectively. The reduction in borrowing costs was primarily the result of a decrease in the prime-lending rate.

The net loss after taxes for the quarter ended September 30, 2001 was \$280,000 compared to a net loss after taxes of \$282,000 for the similar quarter last year and the net loss after taxes for the six-month period ended September 30, 2001 was \$779,000 compared to a net loss after taxes of \$698,000 for the similar six month period a year ago.

Cash and Sources of Liquidity

At September 30, 2001, the Company had \$1,096,000 in cash and accounts receivable, a decrease of \$88,000 compared to \$1,184,000 in cash and accounts receivable at June 30, 2001 and a decrease of \$828,000 compared to \$1,924,000 in cash and accounts receivable at March 31, 2001. Working capital decreased to (\$75,000) at September 30, 2001 from \$170,000 at June 30, 3001 and from \$619,000 at March 31, 2001. The costs reduction measures implemented by the Company in the quarter ended September 30, 2001 resulted in a net decrease in cash of \$2,000 compared to a net decrease in cash of \$448,000 in the quarter ended June 30, 2001. In May 2001, the Company renewed its \$1 million revolving line of credit with its commercial lender for a period of one year collateralized by accounts receivable, inventory and fixed assets. The credit facility provides for an advance rate of 80% of eligible accounts receivable.

The Company requires significant funds to continue and expand operations. Although the Company's results of operations in the quarter ended September 30, 2001 were cash neutral, it believes that if revenues remain at the current levels and the Company continues its cost and cash reduction measures, the current cash on hand and its revolving line of credit should be sufficient to meet its ongoing working capital requirements. Management has taken significant steps to address the liquidity and cash flow issue through the deferment of salaries, reduction of hourly wages, personnel reductions and implementation of controls directed at purchasing of only essential supplies. The Company's Board of Directors formed a special committee to consider strategic alliances or merger alternatives available to the Company and is also seeking additional financing although at this time no funding sources or strategic alliances have been established. There can be no assurance that such additional financing, strategic alliance or merger alternatives will be available on terms acceptable to the Company or at all. The failure to raise the necessary funds or to accomplish the actions required to finance its future cash requirements could materially adversely affect the continuing operations of the Company's business in future periods

PART II: OTHER INFORMATION

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

On August 24, 2001, the Company held its 2001 Annual Meeting of Shareholders, at which the following actions were taken:

1. The Common and Preferred Shareholders elected four nominees to the Board of Directors of the Company. The three Directors elected by the Common and Preferred Shareholders voting together were Yehoram Uziel, Mark E. Dowley and Patrick J. Lavelle (41,121,015, 41,154,516 and 41,156,015 shares were voted in favor and 165,141, 131,640 and 310,141 shares abstained from voting for each of the nominees named, respectively). No shares were voted against the nominees. With respect to the one director elected by the Series B Preferred Stock, one nominee, David F. Hadley was elected with 5,337,075 shares voted in favor and no shares abstained from voting or voted against the nominee.
2. The Shareholders approved an amendment to the Company's 1993 Stock Option Plan to increase the

aggregate number of shares of Common Stock that may be issued thereunder from 6,500,000 to 8,000,000 (39,918,194 voted in favor, 658,795 shares voted against and 709,167 shares abstained from voting on this proposal).

3. The Shareholders ratified the selection of Singer Lewak Greenbaum & Goldstein LLP as independent public accountants for the Company for the fiscal year ended March 31, 2001 (40,991,631 shares voted in favor, 160,901 shares voted against and 133,624 shares abstained from voting on this proposal).

Item 6. Exhibits and Reports on Form 8-K

- (a) **Exhibits:** The following exhibits are filed as part of this report:

<u>Exhibit Number</u>	<u>Description</u>
11.1	Computation of Net Loss Per Share

- (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 by the undersigned thereunto duly authorized.

SOLIGEN TECHNOLOGIES, INC.

Date: November 9, 2001

By: /s/ Yehoram Uziel
Yehoram Uziel
President, CEO and Chairman of the Board
(Principal executive officer)

Date: November 9, 2001

By: /s/ Robert Kassel
Robert Kassel
Chief Financial Officer
(Principal financial officer)

SOLIGEN TECHNOLOGIES, INC.
Computation of Net Loss per Share

	Three Months Ended		Six Months Ended	
	September 30,		September 30,	
	2001	2000	2001	2000
Weighted average number of shares outstanding	37,112,000	36,389,000	37,106,000	36,386,000
Net loss	\$ (280,000)	\$ (282,000)	\$ (779,000)	\$ (698,000)
Net loss per share - basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)