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

FORM 10 - Q

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

For the quarterly period ended June 30, 2015

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___________________________

000-54987
(Commission File Number)

Strategic Environmental & Energy Resources, Inc.
(Exact name of registrant as specified in its charter)

Nevada	**02-0565834**
(State or other jurisdiction of incorporation)	*(IRS Employer Identification Number)*

751 Pine Ridge Road, Golden, CO 80403
(Address of principal executive offices including zip code)

720-460-3522
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

As of July 31, 2015 the Registrant had **52,362,015** shares outstanding of its $.001 par value common stock.

Strategic Environmental & Energy Resources, Inc.

Quarterly Report on FORM 10-Q For The Period Ended

June 30, 2015

TABLE OF CONTENTS

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2015 Unaudited	December 31, 2014 *
ASSETS		
Current assets:		
Cash	$ 304,100	$ 229,200
Cash – restricted	147,800	213,800
Accounts receivable, net of allowance for doubtful accounts of $246,500 and $263,600, respectively	1,599,500	3,017,800
Costs and estimated earnings in excess of billings on uncompleted contracts	185,400	61,100
Prepaid expenses and other current assets	298,900	202,500
Total current assets	2,535,700	3,724,400
Property and equipment, net	5,160,800	4,848,800
Intangible assets, net	357,600	371,400
Other assets	53,600	52,500
TOTAL ASSETS	$ 8,107,700	$ 8,997,100
LIABILITIES & STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,549,700	$ 1,675,900
Accrued liabilities	688,400	925,700
Billings in excess of costs and estimated earnings on uncompleted contracts	466,400	308,500
Deferred revenue	833,100	456,600
Payroll taxes payable	959,100	947,700
Customer deposits	380,000	380,000
Current portion of notes payable and capital lease obligations	286,800	363,000
Notes payable - related parties, including accrued interest	48,300	73,800
Total current liabilities	5,211,800	5,131,200
Notes payable and capital lease obligations, net of current portion	157,600	60,900
Total liabilities	5,369,400	5,192,100
Commitments and contingencies		
Stockholders' Equity:		
Preferred stock; $.001 par value; 5,000,000 shares authorized; -0- shares issued	—	—
Common stock; $.001 par value; 70,000,000 shares authorized; 52,362,015 and 51,726,316 shares issued and outstanding 2015 and 2014, respectively	52,400	51,700
Common stock subscribed	50,000	50,000
Additional paid-in capital	17,513,400	17,108,100
Stock subscription receivable	(25,000)	(25,000)
Accumulated deficit	(13,699,700)	(12,499,800)
Total stockholders' equity	3,891,100	4,685,000
Non-controlling interest	(1,152,800)	(880,000)
Total equity	2,738,300	3,805,000
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 8,107,700	$ 8,997,100

**These numbers were derived from the audited financial statements for the year ended December 31, 2014. See accompanying notes*

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended June 30,		For The Six Months Ended June 30,	
Revenue:	2015	2014	2015	2014
Products	$ 941,500	$ 1,061,400	$ 1,830,500	$ 1,581,500
Services	1,993,800	3,135,600	4,570,500	5,398,500
Solid waste	43,900	78,700	71,900	78,700
Total revenue	2,979,200	4,275,700	6,472,900	7,058,700
Operating expenses:				
Products costs	588,800	747,400	1,254,700	1,127,600
Services costs	1,740,700	1,988,900	3,607,100	3,570,200
Solid waste costs	167,200	123,500	295,500	123,500
Selling, general and administrative expenses	1,358,800	1,062,800	2,751,700	2,971,600
Total operating expenses	3,855,500	3,922,600	7,909,000	7,792,900
Income (loss) from operations	(876,300)	353,100	(1,436,100)	(734,200)
Other income (expense):				
Interest expense	(22,000)	(19,100)	(39,500)	(42,700)
Gain on debt settlements	—	—	—	24,400
Other	2,900	32,800	2,900	16,000
Total non-operating expense, net	(19,100)	13,700	(36,600)	(2,300)
Net income (loss)	(895,400)	366,800	(1,472,700)	(736,500)
Less: Net loss attributable to non-controlling interest	(151,400)	(97,800)	(272,800)	(165,900)
Net income (loss) attributable to SEER common stockholders	$ (744,000)	$ 464,600	$ (1,199,900)	$ (570,600)
Net income (loss) per share, basic and diluted	$ (.01)	$ .01	$ (.02)	$ (.01)
Weighted average shares outstanding – basic and diluted	52,362,000	51,196,100	52,275,400	50,277,400

See accompanying notes.

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30, 2015	2014
Cash flows from operating activities:		
Net loss	$ (1,472,700)	$ (736,500)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Provision for doubtful accounts receivable	(17,200)	(1,000)
Depreciation and amortization	293,300	216,700
Stock-based compensation expense	148,600	685,400
Gain on extinguishment of debt	—	(24,400)
Changes in operating assets and liabilities:		
Cash – restricted	66,000	—
Accounts receivable	1,435,500	(1,343,100)
Costs in excess of billings on uncompleted contracts	(124,300)	(94,700)
Prepaid expenses and other assets	176,400	(75,300)
Accounts payable and accrued liabilities	(331,100)	615,600
Billings in excess of revenue on uncompleted contracts	157,900	179,000
Deferred revenue	376,500	419,500
Customer deposits	—	212,000
Payroll taxes payable	11,400	(28,200)
Net cash provided by operating activities	720,300	25,000
Cash flows from investing activities:		
Purchase of property and equipment	(350,800)	(2,305,000)
Purchase of intangibles	(26,300)	(53,900)
Net cash used in investing activities	(377,100)	(2,358,900)
Cash flows from financing activities:		
Payments of notes payments and capital lease obligations	(242,800)	(153,000)
Payments of related party notes payable and accrued interest	(25,500)	(10,000)
Proceeds from exercise of warrants	—	662,000
Proceeds from the sale of common stock and warrants, net of expenses	—	776,000
Net cash provided by (used in) financing activities	(268,300)	1,275,000
Net increase (decrease) in cash	74,900	(1,058,900)
Cash at the beginning of period	229,200	2,419,100
Cash at the end of period	$ 304,100	$ 1,360,200
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 46,600	$ 74,400
Conversion of debt and accrued interest to equity	$ 257,400	$ —
Financing of prepaid insurance premiums	$ 273,900	$ —
Capital lease additions	$ 214,400	$ —

See accompanying notes.

NOTE 1 - ORGANIZATION AND FINANCIAL CONDITION

Organization

Strategic Environmental & Energy Resources, Inc. ("SEER," "we," or the "Company"), a Nevada corporation, is a provider of next-generation clean-technologies, waste management innovations and related services. SEER has three wholly-owned operating subsidiaries and two majority-owned subsidiaries; all of which together provide technology solutions and services to companies in the oil and gas, refining, landfill, food, beverage & agriculture and renewable fuel industries. The three wholly-owned subsidiaries include: 1) REGS, LLC (d/b/a Resource Environmental Group Services ("REGS")) provides industrial and cleaning services to refineries, oil fields and other private and governmental entities; 2) Tactical Cleaning Company, LLC ("Tactical"), provides cleaning services related to railcar tankers, tank trucks and frac tanks to customers from its sites in Colorado and Kansas; 3)MV, LLC (d/b/a MV Technologies) ("MV"), designs and builds biogas conditioning solutions for the production of renewable natural gas, odor control systems and natural gas vapor capture for landfill operations, waste-water treatment facilities, oil and gas fields, refineries, municipalities and food, beverage & agriculture operations throughout the U.S.

The two majority-owned subsidiaries include; 1) Paragon Waste Solutions, LLC ("PWS") and 2) ReaCH4Biogas ("Reach"). PWS is currently owned 54% by SEER (see Note 7) and Reach is owned 85% by SEER.

PWS is developing specific opportunities to deploy and commercialize patented technologies for a non-thermal plasma-assisted oxidation process that makes possible the clean and efficient destruction of solid hazardous chemical and biological waste (*i.e*., regulated medical waste, chemicals, pharmaceuticals and refinery tank waste, *etc*.) without harmful emissions and as an alternative to more traditional methods of incineration. Additionally, PWS' technology "cleans" and conditions emissions and gaseous waste streams (*i.e*., volatile organic compounds and other greenhouse gases) generated from diverse sources such as refineries, oil fields, and many others.

Reach (the trade name for BeneFuels, LLC), is currently owned 85% by SEER and focuses specifically on treating biogas for conversion to pipeline quality gas and/or renewable compressed natural gas ("R-CNG") for fleet vehicle fuel. Reach had minimal operations for the three months and six month ended June 30, 2015 and 2014.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of SEER, its wholly-owned subsidiaries, REGS, TCC and MV and its majority-owned subsidiaries PWS and Reach, since their respective acquisition or formation dates. All material intercompany accounts, transactions, and profits have been eliminated in consolidation.

Basis of presentation Unaudited Interim Financial Information

The accompanying interim condensed consolidated financial statements are unaudited. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all of the normal recurring adjustments necessary to present fairly the financial position and results of operations as of and for the periods presented. The interim results are not necessarily indicative of the results to be expected for the full year or any future period.

Certain information and footnote disclosures normally included in the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Company believes that the disclosures are adequate to make the interim information presented not misleading. These consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto included in the Company's Report on Form 10-K filed on April 14, 2015 for the years ended December 31, 2014 and 2013.

NOTE 1 - ORGANIZATION AND FINANCIAL CONDITION, continued

Financial Condition

From inception or acquisition of the various operating entities, the Company has experienced recurring losses, and has accumulated a deficit of approximately $13.7 million as of June 30, 2015. For the three months ended June 30, 2015 we incurred a net loss, before non-controlling interest, of $895,400 and for the six months ended June 30, 2015 we incurred a net loss, before non-controlling interest, of $1,472,700. As of June 30, 2015 our current liabilities exceed our current assets by approximately $2.7 million and our total assets exceeded our total liabilities by approximately $2.7 million. As of December 31, 2014, our current liabilities exceeded our current assets by approximately $1.4 and our total assets exceeded our total liabilities by $3.8 million.

Realization of a major portion of our assets as of June 30, 2015, is dependent upon our continued operations. The Company is dependent on obtaining adequate capital to fund operating losses until it becomes profitable. In addition, we have undertaken a number of specific steps to continue to operate as a going concern. We continue to focus on developing organic growth in our operating companies and improving gross and net margins through increased attention to pricing, aggressive cost management and overhead reductions. We've increased our business development efforts to address opportunities identified in expanding markets attributable to increased interest in energy conservation and emission control regulations. In addition, the Company is evaluating various forms of financing which may be available to it. There can be no assurance that the Company will secure additional financing for working capital, achieve the desired result of net income and positive cash flow from operations in future years. These financial statements do not give any effect to any adjustments that would be necessary should the Company be unable to report on a going concern basis.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make a number of estimates and assumptions related to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the carrying amount of intangible assets; valuation allowances and reserves for receivables and inventory and deferred income taxes; revenue recognition related to contracts accounted for under the percentage of completion method; share-based compensation; and loss contingencies, including those related to litigation. Actual results could differ from those estimates.

Reclassifications

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported consolidated net income (loss).

Research and Development

Research and development ("R&D") costs are charged to expense as incurred. R&D expenses consist primarily of salaries, project materials, contract labor and other costs associated with ongoing product development and enhancement efforts. R&D expenses were $125,000 and $94,600 for the three months ended June 30, 2015 and 2014, respectively and were $198,700 and $152,100 for the six months ended June 30, 2015 and 2014, respectively.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Income Taxes

The Company accounts for income taxes pursuant to *Accounting Standards Codification* ("ASC") 740, *Income Taxes,* which utilizes the asset and liability method of computing deferred income taxes. The objective of this method is to establish deferred tax assets and liabilities for any temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled.

ASC 740 also provides detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the financial statements. Tax positions must meet a "more-likely-than-not" recognition threshold at the effective date to be recognized. During the three months and six months ended June 30, 2014 and 2013 the Company recognized no adjustments for uncertain tax positions.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. No interest and penalties related to uncertain tax positions were recognized at June 30, 2014 and December 31, 2013. The Company expects no material changes to unrecognized tax positions within the next twelve months.

The Company has filed federal and state tax returns through December 31, 2013. The tax periods for the years ending December 31, 2008 through 2013 are open to examination by federal and state authorities.

Recently issued accounting pronouncements

Changes to accounting principles generally accepted in the United States of America (U.S. GAAP) are established by the Financial Accounting Standards Board (FASB) in the form of accounting standards updates (ASU's) to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all new or revised ASU's.

In May 2014, the Financial Accounting Standards Board (FASB) issued guidance creating Accounting Standards Codification ("ASC") Section 606, "Revenue from Contracts with Customers". The new section will replace Section 605, "Revenue Recognition" and creates modifications to various other revenue accounting standards for specialized transactions and industries. The section is intended to conform revenue accounting principles with a concurrently issued International Financial Reporting Standards with previously differing treatment between United States practice and those of much of the rest of the world, as well as, to enhance disclosures related to disaggregated revenue information. The updated guidance was effective for annual reporting periods beginning on or after December 15, 2016, and interim periods within those annual periods. On July 9, 2015, the FASB approved a one year delay of the effective date. The Company will now adopt the new provisions of this accounting standard at the beginning of fiscal year 2018, given that early adoption is not an option. The Company will further study the implications of this statement in order to evaluate the expected impact on the consolidated financial statements.

In June 2014, the FASB issued Accounting Standards Update No. 2014-12, "Compensation - Stock Compensation (Topic 718): Accounting for Share-Based Payments when the terms of an award provide that a performance target could be achieved after the requisite service period," ("ASU 2014-12"). Current U.S. GAAP does not contain explicit guidance on whether to treat a performance target that could be achieved after the requisite service period as a performance condition that affects vesting or as a nonvesting condition that affects the grant-date fair value of an award. The new guidance requires that a performance target that affects vesting and that could be achieved after the requisite service period is treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. The updated guidance will be effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period. Early adoption is permitted. The Company is in the process of evaluating this guidance; however, it is not expected to have a material effect on the consolidated financial statements upon adoption.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs," ("ASU 2015-03"). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. ASU 2015-03 is effective for the first interim period for fiscal years beginning after December 15, 2015. The adoption of this ASU will not have any impact on the Company's consolidated financial position, liquidity, or results of operations.

In July 2015, the FASB issued ASU 2015-11, "Simplifying the Measurement of Inventory." Under this ASU, inventory will be measured at the "lower of cost and net realizable value" and options that currently exist for "market value" will be eliminated. The ASU defines net realizable value as the "estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation." No other changes were made to the current guidance on inventory measurement. ASU 2015-11 is effective for interim and annual periods beginning after December 15, 2016. Early application is permitted and should be applied prospectively. Management is evaluating the provisions of this statement, including which period to adopt, and has not determined what impact the adoption of ASU 2015-11 will have on the Company's financial position or results of operations.

NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment was comprised of the following:

	June 30, 2015	December 31, 2014
Field and shop equipment	$ 2,042,100	$ 1,690,900
Vehicles	750,800	672,300
Waste destruction equipment, leased	1,213,000	1,145,600
Waste destruction equipment, not placed in service	2,376,800	2,325,900
Furniture and office equipment	308,500	291,300
Leasehold improvements	65,400	65,400
	6,756,600	6,191,400
Less: accumulated depreciation and amortization	(1,595,800)	(1,342,600)
Property and equipment, net	$ 5,160,800	$ 4,848,800

	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Cost of Goods Sold	$ 106,900	$ 93,100	$ 213,900	$ 159,100
General & Administrative	19,600	8,400	39,300	13,900
Total Depreciation Expense	$ 126,500	$ 101,500	$ 253,200	$ 173,000

Accumulated depreciation on leased waste destruction equipment included in accumulated depreciation and amortization above is $4 and $48,400 as of June 30, 2015 and December 31, 2014.

Property and equipment included the following amounts for leases that have been capitalized at:

	June 30, 2015	December 31, 2014
Vehicles, field and shop equipment	$ 462,700	$ 229,400
Less: accumulated amortization	(98,700)	(36,800)
	$ 364,000	$ 192.600

NOTE 4 - INTANGIBLE ASSETS

Intangible assets were comprised of the following:

	June 30, 2015		
	Gross carrying amount	Accumulated amortization	Net carrying value
Customer list	$ 42,500	$ (42,500)	$ —
Technology	832,000	(474,400)	357,600
Trade name	54,600	(54,600)	—
	$ 929,100	$ (571,500)	$ 357,600

	December 31, 2014		
	Gross carrying amount	Accumulated amortization	Net carrying value
Customer list	$ 42,500	$ (40,000)	$ 2,500
Technology	805,700	(440,000)	365,700
Trade name	54,600	(51,400)	3,200
	$ 902,800	$ (531,400)	$ 371,400

The estimated useful lives of the intangible assets range from seven to ten years. Amortization expense was $20,000 and $22,000 for the three months ended June 30, 2015 and 2014, respectively and was $40,100 and $43,200 for the six months ended June 30, 2015 and 2014, respectively.

NOTE 5 - ACCRUED LIABILITIES

Accrued liabilities were comprised of the following:

	June 30, 2015	December 31, 2014
Accrued compensation and related taxes	$ 472,400	$ 616,600
Accrued interest	27,600	56,600
Other	188,400	252,500
Total Accrued Liabilities	$ 688,400	$ 925,700

NOTE 6 - UNCOMPLETED CONTRACTS

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

	June 30, 2015	December 31, 2014
Revenue Recognized	$ 384,500	$ 168,700
Less: Billings to date	(199,100)	(107,600)
Costs and estimated earnings in excess of billings on uncompleted contracts	$ 185,400	$ 61,100
Billings to date	$ 3,790,800	$ 1,250,900
Revenue recognized	(3,324,400)	(942,400)
Billings in excess of costs and estimated earnings on uncompleted contracts	$ 466,400	$ 308,500

NOTE 7 - INVESTMENT IN PARAGON WASTE SOLUTIONS LLC

In February 2015, PWS entered into a License Agreement with Xinhua Energy Environmental Technology Co., Ltd, a large multi-national environmental company based in China (“Xinhua”). The agreement provides for the exclusive rights to distribute PWS’s patented technology in China, Hong Kong, Macau and the Taiwan territories (“Territory”). The grant was for both the medical waste, as well as the refinery vertical markets within the Territory. The Agreement calls for, among other things, the formation of a U.S. joint venture company, (“P&P Company”), to be owned 50/50 by PWS and Xinhua or its designee (“JV Entity”) and an obligation by Xinhua to fund all necessary and reasonable capital requirements to permit and roll out the PWS technology in the Territory as well as staff and manage the JV Entity’s operations. The Agreement also calls for the payment of a $430,000 placement fee for the first PWS CoronaLux™ unit to be commissioned in China of which $322,500 was paid March 31, 2015 and the remaining $107,500 will be paid upon shipment of the unit to China which has not yet shipped as of June 30, 2015.

Upon the occurrence of certain events and timely performance by Xinhua, a second placement fee of $350,000 is required to be paid and, upon that second payment, it will then be granted exclusive manufacturing rights to produce the units to be deployed in the Territory.

Payments received for licensing and placement fees have been recorded as deferred revenue in the accompanying condensed consolidated balance sheets at June 30, 2015 and December 31, 2014 and are recognized as revenue ratably over the term of their respective contracts.

NOTE 8 - PAYROLL TAXES PAYABLE

In 2009 and 2010, REGS, a subsidiary of the Company, became delinquent for unpaid federal employer and employee payroll taxes and accrued interest and penalties related to the unpaid payroll taxes.

The IRS has filed a notice of federal tax lien against certain of our assets to satisfy the obligation. The IRS is to release this lien if and when we pay the full amount due.

Two of the officers of REGS also have liability exposure for a portion of the taxes if REGS does not pay them.

In May 2013, REGS filed an Offer in Compromise with the IRS. While the Offer in Compromise was under review by the IRS, the requirement to pay $25,000 a month under the Installment Plan was suspended. REGS received a letter from the IRS, dated March 27, 2014, rejecting our Offer in Compromise and in accordance with the rejection letter the Company has submitted a written appeal. As a result of the IRS rejection of the Offer in Compromise, the Installment Plan, mentioned above, is terminated. In June 2014, the Company received notices of intent to levy property or rights to property from the IRS for the amounts owed for the past due payroll taxes, penalty and interest. Currently our appeal is pending and as such the IRS cannot levy our property while the appeal process is still pending.

As of June 30, 2015 and December 31, 2014, the outstanding balance due to the IRS was $959,100, and $947,700, respectively.

NOTE 9 - DEBT

The Company entered into a loan agreement evidenced by a convertible secured promissory note with Advanced Technology Materials, Inc. ("ATMI") on February 14, 2012. The amount of the convertible secured promissory note was $225,000. The entire loan and/or unpaid balance of the loan and accrued interest can be converted into the Company's common stock at $0.50 per share at any time at the option of the holder. In December 2014, the promissory note and accrued interest was purchased by two shareholders of the Company from ATMI. In January 2015 the convertible promissory note and accrued interest totaling $257,400 was converted into 514,750 shares on common stock in accordance with the terms on the original convertible note.

Debt as of June 30, 2015 and December 31, 2014, was comprised of the following:

	2015	2014
June 2011 Note - In Default	$ 68,000	$ 68,000
Note payable dated February 2012, interest at 5% per annum, $112,500 is due December 31, 2014, convertible in whole or in part to common stock at $.50 per share. (see Note 11)	—	225,000
Note payable insurance premium financing, interest at 4.25% per annum, payable in 10 installments of $27,927, due November 1, 2015	110,700	—
Capital lease obligations, secured by certain assets, maturing through March 2019	265,700	130,900
Total notes payable and capital lease obligations	444,400	423,900
Less: current portion, including debt discount	(286,800)	(363,000)
Notes payable and capital lease obligations, long-term	$ 157,600	$ 60,900

NOTE 10 - RELATED PARTY TRANSACTIONS

Notes payable, related parties

Notes payable, related parties and accrued interest due to certain related parties as of June 30, 2015 and December 31, 2014 are as follows:

	2015	2014
Unsecured note payable dated February 2004, bearing interest at 8% per annum, originally due January 2008; assigned to CEO by a third party in 2010; due June 1, 2016	$ 22,000	$ 37,000
Accrued interest	26,300	36,800
	$ 48,300	$ 73,800

We believe the stated interest rates on the related party notes payable represent reasonable market rates based on the note payable arrangements we have executed with third parties.

NOTE 10 - RELATED PARTY TRANSACTIONS, continued

In March 2012, the Company entered into an Irrevocable License & Royalty Agreement with PWS that grants PWS an irrevocable world-wide license to the IP in exchange for a 5% royalty on all revenues from PWS and its affiliates. The term shall commence as of the date of this Agreement and shall continue for a period not to exceed the life of the patent or patents filed by the Company. PWS may sub license the IP and any revenue derived from sub licensing shall be included in the calculation of Gross Revenue for purposes of determining royalty payments due the Company. Royalty payments are due 30 days after the end of each calendar quarter. PWS generated revenues of approximately $58,800 and $38,700 for the six months ended June 30, 2015 and 2014, as such, royalties of $2,900 and $1,900 are due June 30, 2015 and 2014.

In August 2014, the Company entered into a second Exchange and Acquisition Agreement (“New Technologies Agreement”) with Black Stone for the acquisition of additional intellectual property (“IP”) from Black Stone in exchange for 1,000,000 shares of common stock valued at $1,050,000. In March 2015 the Company and Black Stone executed a rescission agreement of the New Technologies Agreement noted above that was effective December 31, 2014. The shares issued by the Company in accordance with the agreement were returned to the Company and were cancelled and all acquired IP returned to Black Stone.

In September 2014, the Company entered into an Equity Purchase Agreement (“Equity Agreement”) with a third party (“Seller”) whereby the Company issued 1,200,000 shares of the Company’s common stock, valued at $1,212,000, in exchange for 22.5 membership interest units, representing 15% ownership interest in Sterall, LLC, a Delaware corporation. In March 2015 the Company and the Seller entered into a revised agreement whereby the 1,200,000 shares issued by the Company would be held by the Seller until the completion of an independent third party valuation. Based on the fair market value of the Purchased Units from the valuation obtained by the Company, an amount of Consideration Shares will be returned to the Company to the extent that the fair market value of the Consideration Shares issued (see below) are greater than the fair market value of the Purchased Units. In no event shall the Company be obligated to issue additional shares as consideration for the Purchased Units. For purposes of this amendment, the fair market value of each Consideration Share will be $0.83333. In the event the parties are unwilling to accept the fair market value of the Purchased Units, as determined by the independent valuation specialist, on or before the Closing Date this Agreement, (December 31, 2015), the transaction covered by this Agreement (the “Contemplated Transaction”) may be rescinded by either Party in writing. Due to the ability of the Company to rescind the shares issued at the commencement of the transaction the shares held by the Seller are considered contingently issuable shares and as such the 1,200,000 share not considered issued and outstanding at December 31, 2014.

In December 2014, PWS, Sterall, Inc and Sterall LLC entered into a Successor-In-Interest Agreement. The Successor-In-Interest Agreement states that Sterall Inc and Sterall LLC are in the process of consolidating their business under Sterall LLC and all agreements between PWS and Sterall Inc shall be binding in all regards Sterall LLC.

NOTE 11 - EQUITY TRANSACTIONS

During the six months ended June 30, 2014 we sold a total of 4.125 Units (consisting of 1,155,000 shares of common stock and 577,500 warrants) for gross proceeds of $825,000 less $49,000 in offering costs for net proceeds of $776,000.

During the six months ended June 30, 2015, the Company issued 120,949 shares of $.001 par value common stock upon the cashless exercise of 200,000 warrants. During the six months ended June 30, 2014 the Company issued 396,934 shares of common stock in connection with the cashless exercise of 669,600 common stock options.

NOTE 11 - EQUITY TRANSACTIONS, continued

During the six months ended June 30, 2014 the Company issued 610,000 shares of common stock in connection with the exercise of warrants at $.50 per share, resulting in proceeds of $305,000.

During the six months ended June 30, 2014, we issued 500,000 shares of common stock for consulting services valued at $550,000. The consulting services are related to financial advisory services, potential strategic acquisition evaluations, strategic planning and market evaluations.

As noted in Note 9, in January 2015 a convertible promissory note and accrued interest totaling $257,400 was converted into 514,750 shares on common stock in accordance with the terms on the original convertible note.

Non-controlling Interest

The non-controlling interest presented in our condensed consolidated financial statements reflects a 46% non-controlling equity interest in PWS (see Note 7) and a 15% non-controlling interest in Reach. Net loss attributable to non-controlling interest, as reported on our condensed consolidated statements of operations, represents the net loss of PWS and Reach attributable to the non-controlling equity interest. The non-controlling interest is reflected within stockholders' equity on the condensed consolidated balance sheet.

NOTE 12 - NET LOSS PER SHARE

Basic net loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding. Diluted net loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding plus the number of common shares that would be issued assuming exercise or conversion of all potentially dilutive common shares. Potentially dilutive securities are excluded from the calculation when their effect would be anti-dilutive. For all years presented in the consolidated financial statements, all potentially dilutive securities have been excluded from the diluted share calculations as they were anti-dilutive as a result of the net losses incurred for the respective years. Accordingly, basic shares equal diluted shares for all years presented.

Potentially dilutive securities were comprised of the following:

	Six Months Ended June 30,	
	2015	2014
Warrants	9,489,430	9,678,750
Options	1,997,400	2,062,500
Convertible notes payable	—	225,000
Contingently issuable shares upon equity purchase	1,200,000	—
	12,686,830	11,966,250

NOTE 13 - CUSTOMER CONCENTRATIONS

The Company had sales from operations to two customers for the three months and six months ended June 30, 2015 that represented approximately 59% and 51%, respectively, of our total sales. The Company had sales from operations to three customers for the three months and six months ended June 30, 2014 that represented approximately 65% and 68%, respectively, of our total sales. The concentration of the Company's business with a relatively small number of customers may expose us to a material adverse effect if one or more of these large customers were to experience financial difficulty or were to cease being a customer for non-financial related issues.

NOTE 14 - ENVIRONMENTAL MATTERS AND REGULATION

Significant federal environmental laws affecting us are the Resource Conservation and Recovery Act ("RCRA"), the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), also known as the "Superfund Act", the Clean Air Act, the Clean Water Act, and the Toxic Substances Control Act ("TSCA").

Pursuant to the EPA's authorization of their RCRA equivalent programs, a number of states have regulatory programs governing the operations and permitting of hazardous waste facilities. Our facilities are regulated pursuant to state statutes, including those addressing clean water and clean air. Our facilities are also subject to local siting, zoning and land use restrictions. Although our facilities occasionally have been cited for regulatory violations, we believe we are in substantial compliance with all federal, state and local laws regulating our business.

NOTE 15 - SEGMENT INFORMATION

The Company currently has identified four segments as follows:

REGS	Industrial Cleaning
Tactical	Rail Car Cleaning
MV and Reach	Environmental Solutions
PWS	Solid Waste

Reach has had minimal operations through June 30, 2015.

The composition of our reportable segments is consistent with that used by our Chief Operating Decision Maker ("CODM") to evaluate performance and allocate resources. All of our operations are located in the U.S. We have not allocated corporate selling, general and administrative expenses, and stock-based compensation to the segments. All intercompany transactions have been eliminated.

Segment information for the three months ended June 30, 2015 and 2014 is as follows:

2015	Industrial Cleaning	Railcar Cleaning	Environmental Solutions	Solid Waste	Corporate	**Total**
Revenue	$1,285,600	$708,200	$ 941,500	$ 43,900	$ —	$2,979,200
Depreciation and amortization (1)	65,700	6,400	30,300	25,500	18,700	146,600
Interest expense	12,400	6,700	100	—	2,800	22,000
Stock-based compensation	—	—	—	—	50,400	50,400
Net income (loss)	(42,300)	(53,400)	13,100	(327,500)	(485,300)	(895,400)
Capital expenditures (cash and noncash)	21,100	25,200	30,300	102,600	1,800	181,000
Total assets	$1,804,500	$629,200	$ 1,453,300	$3,546,300	$ 674,400	$8,107,700

2014	Industrial Cleaning	Railcar Cleaning	Environmental Solutions	Solid Waste	Corporate	**Total**
Revenue	$2,546,000	$589,600	$ 1,061,400	$ 78,700	$ —	$4,275,700
Depreciation and amortization (1)	59,200	5,300	34,400	16,900	7,700	123,500
Interest expense	9,700	3,900	1,000	200	4,300	19,100
Stock-based compensation	—	—	—	—	36,700	36,700
Net income (loss)	897,600	(20,200)	70,300	(208,900)	(372,000)	366,800
Capital expenditures (cash and noncash)	8,900	4,000	24,000	1,492,600	4,400	1,533,900
Total assets	$2,004,800	$580,000	$ 1,760,500	$2,879,800	$1,744,600	$8,969,700

(1) Includes depreciation of property, equipment and leasehold improvement and amortization of intangibles

NOTE 15 - SEGMENT INFORMATION, continued

Segment information for the six months ended June 30, 2015 and 2014 is as follows:

2015	Industrial Cleaning	Railcar Cleaning	Environmental Solutions	Solid Waste	Corporate	**Total**
Revenue	$3,149,200	$1,421,300	$ 1,830,500	$ 71,900	$ —	$ 6,472,900
Depreciation and amortization (1)	131,400	12,800	60,700	50,900	37,400	293,200
Interest expense	22,600	10,200	500	—	6,200	39,500
Stock-based compensation	—	—	—	—	148,500	148,500
Net income (loss)	270,500	28,400	(16,900)	(590,400)	(1,164,300)	(1,472,700)
Capital expenditures (cash and noncash)	302,600	29,500	32,200	119,300	81,600	565,200
Total assets	$1,804,500	$ 629,200	$ 1,453,300	$3,546,300	$ 674,400	$ 8,107,700

2014	Industrial Cleaning	Railcar Cleaning	Environmental Solutions	Solid Waste	Corporate	**Total**
Revenue	$4,203,600	$1,195,000	$ 1,581,400	$ 78,700	$ —	$7,058,700
Depreciation and amortization (1)	107,900	10,400	67,800	17,200	13,300	216,600
Interest expense	20,300	11,800	2,700	400	7,500	42,700
Stock-based compensation	—	—	—	—	135,000	135,000
Net income (loss)	1,115,300	11,500	(48,300)	(356,700)	(1,458,300)	(736,500)
Capital expenditures (cash and noncash)	36,000	4,000	79,700	2,132,500	66,600	2,318,800
Total assets	$2,004,800	$ 580,000	$ 1,760,500	$2,879,800	$ 1,744,600	$8,969,700

(1) Includes depreciation of property, equipment and leasehold improvement and amortization of intangibles

NOTE 16 - SUBSEQUENT EVENTS

Management has evaluated the impact of events occurring after June 30, 2015 up to the date of the filing of these interim unaudited condensed consolidated financial statements. These statements contain all necessary adjustments and disclosures resulting from that evaluation.

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

The following discussion is intended to assist you in understanding our business and the results of our operations. It should be read in conjunction with the Condensed Consolidated Financial Statements and the related notes that appear elsewhere in this report as well as our Report on Form 10K filed with the Securities and Exchange Commission on April 14, 2015. Certain statements made in our discussion may be forward looking. Forward-looking statements involve risks and uncertainties and a number of factors could cause actual results or outcomes to differ materially from our expectations. These risks, uncertainties, and other factors include, among others, the risks described in our Annual Report on Form 10K filed with the Securities and Exchange Commission, as well as other risks described in this Quarterly Report. Unless the context requires otherwise, when we refer to "we," "us" and "our," we are describing Strategic Environmental & Energy Resources, Inc. and its consolidated subsidiaries on a consolidated basis.

SEER BUSINESS OVERVIEW

Strategic Environmental & Energy Resources, Inc. ("the Company" or "SEER") was originally organized under the laws of the State of Nevada on February 13, 2002 for the purpose of acquiring one or more businesses, under the name of Satellite Organizing Solutions, Inc ("SOZG"). In January 2008, SOZG changed its name to Strategic Environmental & Energy Resources, Inc., reduced its number of outstanding shares through a reverse stock split and consummated the acquisition of both, REGS, LLC and Tactical Cleaning Company, LLC. SEER is dedicated to assembling complementary service and environmental, clean-technology businesses that provide safe, innovative, cost effective, and profitable solutions in the oil & gas, environmental, waste management and renewable energy industries. SEER currently operates five companies with three offices in the western and mid-western U.S. Through these operating companies, SEER provides products and services throughout the U.S. and has licensed and owned technologies with many customer installations throughout the U.S. Each of the five operating companies is discussed in more detail below.

The Company's domestic strategy is to grow organically through SEER's subsidiaries while establishing long-term alliances with and/or acquire complementary domestic businesses in rapidly growing markets for environmental, water treatment and oil & gas services. The focus of the SEER family of companies, however is to increase margins by securing or developing new and patent-pending technologies and then leveraging its 20-year service experience to place these innovations and solutions into the growing markets of emission capture and control, capture and sale of renewable "green gas", compressed natural gas ("CNG") fuel generation for fleet use, as well as general solid waste and medical/pharmaceutical waste destruction. Many of SEER's current operating companies share customer bases and each provides truly synergistic services, technologies and products.

The company now owns and manages four operating entities and one newly formed entity that has no significant operations to date.

Subsidiaries

REGS, LLC d/b/a Resource Environmental Group Services ("REGS"): **(operating since 1994)** provides general industrial cleaning services and waste management to many industry sectors focusing on oil & gas production (upstream) and refineries (downstream), as well as other sectors including hospitals, universities and state/federal agencies.

Tactical Cleaning Company, LLC ("Tactical"): (operating since 2005) provides cleaning services to the tanker rail car industry with offices in two states and a focus on both food-grade and petroleum based products, *i.e*., fuel oil and asphalt.

MV, LLC (d/b/a MV Technologies), ("MV") : **(operating since 2003)** MV is an engineered product company that designs and sells patented and/or proprietary, engineered, dry scrubber system solutions for management of Hydrogen Sulfide (H_2S) in biogas, landfill gas, and petroleum processing operations. These system solutions are marketed under the product names H2SPlus™ and OdorFilter™. The markets for these products include waste land fill sites, agricultural and food product processors, and petroleum product refiners. MV also develops and designs proprietary technologies and systems used to condition biogas for use as renewable fuel for a number of markets, such as fleet vehicle fuel to replace diesel or gasoline. The target markets for these solutions are primarily conversion in agricultural, food and beverage and agriculture digesters and landfill operations.

Paragon Waste Solutions, LLC ("PWS"): (formed late 2010) PWS is an operating company that has developed a patented waste destruction technology using pyrolytic heating process combined with "non-thermal plasma" assisted oxidation. This technique involves gasification of solid waste by heating the waste in a low-oxygen environment, followed by complete oxidation at higher temperatures in the presence of plasma. The term "non-thermal plasma" refers to a low energy ionized gas that is generated by electrical discharges between two electrodes. This technology, commercially referred to as CoronaLux™, is designed and intended for the "clean" destruction of hazardous chemical and biological waste *(i.e*., hospital "red bag" waste) thereby eliminating the need for costly segregation, transportation, incineration or landfill (with their associated legacy liabilities). PWS is a 54% owned subsidiary.

MV RCM Joint Venture: In April 2013, MV Technologies, Inc ("MV") and RCM International, LLC ("RCM") entered into an Agreement to develop hybrid scrubber systems that employ elements of RCM Technology and MV Technology (the "Joint Venture"). RCM and MV Technologies will independently market the hybrid scrubber systems. The contractual Joint Venture has an initial term of five years and will automatically renew for successive one-year periods unless either Party gives the other Party one hundred and eighty (180) days' notice prior to the applicable renewal date. Operations to date of the Joint Venture have been limited to formation activities.

ReaCH4BioGas ("Reach") (trade name for Benefuels, LLC): (formed February 2013) owned 85% by SEER is a newly formed entity created to focus specifically on treating biogas for conversion to pipeline quality gas and/or CNG for fleet vehicles. Reach has had minimal operations as of June 30, 2015.

SEER's Financial Condition

From inception or acquisition of the various operating entities, the Company has experienced recurring losses, and has accumulated a deficit of approximately $13.7 million as of June 30, 2015. For the three months ended June 30, 2015 we incurred a net loss, before non-controlling interest, of $895,400 and for the six months ended June 30, 2015 we incurred a net loss, before non-controlling interest, of $1,472,700. As of June 30, 2015 our current liabilities exceed our current assets by approximately $2.7 million and our total assets exceeded our total liabilities by approximately $2.7 million. As of December 31, 2014, our current liabilities exceeded our current assets by approximately $1.4 and our total assets exceeded our total liabilities by $3.8 million.

Realization of a major portion of our assets as of June 30, 2015, is dependent upon our continued operations. The Company is dependent on obtaining adequate capital to fund operating losses until it becomes profitable. In addition, we have undertaken a number of specific steps to continue to operate as a going concern. We continue to focus on developing organic growth in our operating companies and improving gross and net margins through increased attention to pricing, aggressive cost management and overhead reductions. We've increased our business development efforts to address opportunities identified in expanding markets attributable to increased interest in energy conservation and emission control regulations. In addition, the Company is evaluating various forms of financing which may be available to it. There can be no assurance that the Company will secure additional financing for working capital, achieve the desired result of net income and positive cash flow from operations in future years. These financial statements do not give any effect to any adjustments that would be necessary should the Company be unable to report on a going concern basis.

Results of Operations for the Three Months Ended June 30, 2015 and 2014

Total revenues were approximately $3 million and $4.3 million for the three months ended June 30, 2015 and 2014, respectively. The decrease of approximately $1.3 or 30% in revenues comparing the quarter ended June 30, 2015 to the quarter ended June 30, 2014 is primarily attributable to 1) a decrease of $1.2 million in revenues from our industrial cleaning segment from $2.5 million for 2014 compared to $1.3 million for 2015, primarily attributable to a single customer, 2) an increase in our railcar cleaning segment revenues which were $708,200 for 2015 and $589,600 for 2014 and 3) a decrease in revenues from our environmental solutions segment which were $941,600 for 2015 compared to $1,061,400 for 2014. Our industrial cleaning segment, which is highly dependent upon servicing the oil & gas industry, has seen a 48% decline in revenues primarily attributable to one customer as previously noted. In addition, slightly lower billing rates for labor and equipment went into effect on June 1, 2015 with this significant customer. We do not foresee a recovery of revenues from our industrial services segment to the 2014 levels in the next six months and longer depending on the price of oil, which has seen significant declines since 2014. Our railcar cleaning segment revenues increased $118,600 or 20% over 2014 as a result of additional railcars available for cleaning. Our environmental solutions segment revenue decreased by approximately $119,800 comparing the quarter ended June 30, 2015 to the quarter ended June 30, 2014 as a result of the start date on certain projects being deferred and lower media replacement revenues. We generated licensing and placement fees of $30,800 and other fees of $13,100 from our solid waste disposal segment as a result of the delivery of three CoronaLux™ units in 2014. The solid waste disposal segment has received approximately $435,000 in non-refundable fees in 2015 and $526,000 in non-refundable fees in 2014 which are being recognized as revenue ratably over the initial term of the agreements of between 5-7 years.

Operating expenses, which include cost of products, cost of services, cost of solid waste and selling, general and administrative (SG&A) expenses, were approximately $3.86 million for the quarter ended June 30, 2015 compared to approximately $3.92 million for the quarter ended June 30, 2014. The slight decrease of approximately $67,000 in operating costs is primarily the result of a decrease in revenues, as noted above, offset by an increase in SG&A of approximately $288,600. The 30% decrease in revenues from the quarter ended June 30, 2014 to the quarter ended June 30, 2015 resulted in an 11% decrease in product, service and solid waste costs. Service costs as a percentage of service revenues were 87% for the quarter ended June 30, 2015 and 63% for the quarter ended June 30, 2014. The increase in service costs is the result of lower manpower and equipment efficiency. In the fourth quarter 2014 the revenues were substantially higher and we had maximum manpower efficiency but as service revenues declined we are not able to utilize our staff and our equipment at the same efficiency rate. In June 2015 we commenced site preparation for a new service site in Montana incurring labor and other costs. Revenues at this new site did not commence until the end of June 2015 and were not significant. Product costs as a percentage of product revenues were 67% for the quarter ended June 30, 2015 and 70% for the quarter ended June 30, 2014. The slight decrease in margin costs for the product sales is due to product mix. The product segment had lower recurring product sales that have lower margins than the project based revenue that have higher margins. In 2015 the percentage of project based revenue as a percentage of product revenue was higher than in 2014. Solid waste costs increased from $123,500 in 2014 to $167,200 in 2015 as a result of an increase in service costs for CoronaLux™ units placed with customers and assisting those customers in getting the units ready for use. One of the CoronaLux™ units placed in California commenced operations in May 2015 in accordance with a temporary permit issued by regulatory authorities and a VOC unit commenced testing by a customer in Louisiana in June 2015. SG&A expense increased from approximately $1.06 million for the quarter ended June 30, 2014, to approximately $1.35 million for the quarter ended June 30, 2015. The increase in SG&A in primarily attributable to 1) professional services, which includes contract labor, increased approximately $106,000 from $131,000 in 2014 to $237,000 in 2015, 2) travel cost increase by approximately $62,000 from $69,000 in 2014 to $92,000 in 2015, 3) payroll and payroll related expenses increased $211,000 from $498,000 in 2014 to $709,000 in 2015.

Total non-operating other income (expense), net was $(19,100) for the quarter ended June 30, 2015 compared to $13,700 for the quarter ended June 30, 2014. For the quarter ended June 30, 2015 non-operating expenses were primarily interest expense. For the quarter ended June 30, 2014 non-operating expenses were only $13,700 and it was comprised of interest expense of $19,100, offset by other income $32,800. The slight increase in interest expense is because of an increase in capital lease obligations in 2015 compared to 2014.

There is no provision for income taxes for both the quarter ended June 30, 2015 and 2014, due to our net loss after loss carryforward.

Net loss, before non-controlling interest, for the quarter ended June 30, 2015 was $(895,400) compared to net income, before non-controlling interest, of $366,800 for the quarter ended June 30, 2014. The net loss attributable to SEER after deducting $151,400 for the non-controlling interest loss was $(744,000) for the quarter ended June 30, 2015 as compared to net income attributable to SEER of $464,600, after deducting $97,800 in non-controlling interest loss for the quarter ended June 30, 2014. The primary reason for the decrease in net income from 2014 to a net loss in 2015 was a 30% reduction in revenue, an increase in service cost as a % of revenue from a reductions in staff and equipment utilization rates and an increase SG&A costs.

Results of Operations for the Six Months Ended June 30, 2015 and 2014

Total revenues were $6.5 million and $7.1 million for the six months ended June 30, 2015 and 2014, respectively. The decrease of approximately $600,000 or 8% in revenues comparing the six months ended June 30, 2015 to the six months ended June 30, 2014 is primarily attributable to 1) a decreases in revenues from our industrial cleaning segment which were $3.1 million for 2015 compared to $4.2 million for 2014, primarily attributable to a single customer and a 19%increase in our railcar cleaning segment revenues which were approximately $1.4 million for 2015 and $1.2 million for 2014 and 3) an increase in revenues from our environmental solutions segment which were $1.8 million for 2015 compared to $1.6 million for 2014. Our industrial cleaning segment, which is highly dependent upon servicing the oil & gas industry, has seen a 19% decline in revenues primarily attributable to one customer as previously noted. In addition, slightly lower billing rates for labor and equipment went into effect on June 1, 2015 with this significant customer. We do not foresee a recovery of revenues from our industrial services segment to the 2014 levels in the next six months and longer depending on the price of oil, which has seen significant declines since 2014. The slight increase in our railcar cleaning segment revenues of approximately $226,000 was due to our ability to process more railcars rather than any increase in rates. Our environmental solutions segment revenue increased by approximately $249,000 comparing 2015 to 2014 as a result of more project based revenue and recurring media replacement revenues. We generated licensing and placement fees of $58,800 and other fees of $13,100 from our solid waste disposal segment as a result of the delivery of three CoronaLux™ units for service in 2014 and 2015. The solid waste disposal segment has received approximately $435,000 in non-refundable fees in 2015 and $526,000 in non-refundable fees in 2014 which are being recognized as revenue ratably over the initial term of the agreements of between 5-7 years.

Operating expenses, which include cost of products, cost of services, cost of solid waste and selling, general and administrative (SG&A) expenses, were $7.91 million for the six months ended June 30, 2015 compared to $7.79 million for the six months ended June 30, 20134. The increase of approximately $116,000 in operating costs is primarily the result of increases in product, service and solid waste costs despite an 8% decrease in revenues, as noted above, offset by a decrease in SG&A of approximately $220,000. Service costs were $3.61 million for the six months ended June 30, 2015 compared to $3.57 million for the six months ended June 30, 2014 despite the 15% decrease in service revenues. Service costs as a percentage of service revenues were 79% for the six months ended June 30, 2015 and 66% for the six months ended June 30, 2014. The increase in service costs is the result of lower labor and equipment utilization efficiency. In the fourth quarter 2014 the revenues were substantially higher and we had maximum manpower and equipment efficiency but as service revenues decline we are not able to utilize our staff and equipment at the same efficiency rate. In June 2015 we commenced site preparation for a new service site in Montana incurring labor and other costs. Revenues at this new site did not commence until the end of June 2015 and were not significant. Product costs as a percentage of product revenues were 69% for the six months ended June 30, 2015 and 71% for the six months ended June 30, 2014. The revenue product mix for the products segment between one time and recurring media sales and long term project sales that have higher margins were approximately the same for 2015 and 2014. Solid waste costs increased from $123,500 in 2014 to $295,500 in 2015 as a result of an increase in service costs for CoronaLux™ units placed with customers and assisting those customers in getting the units ready for use. One of the units placed in California commenced operations in May 2015 in accordance with a temporary permit issued by regulatory authorities and a VOC unit commenced testing by a customer in Louisiana in June 2015. SG&A expense decreased from $2.97 million for the six months ended June 30, 2014 to approximately $2.75 million for the six months ended June 30, 2015. The primary reason for the decrease in SG&A was an expense for common stock issued for services in 2014 ($550,000) for which there was none in 2015. The decreases in stock issued for services is offset by 1) an increase in professional services of $147,000 in 2015 and 2) an increase in payroll and payroll related costs of $65,000 in 2015 and 3) a decrease in travel costs of $22,000 in 2015. All other SG&A costs remained fairly constant from 2014 to 2015.

Total non-operating other income (expense), net was $(36,600) for the six months ended June 30, 2015 compared to $(2,300) for the six months ended June 30, 2014. For the six months ended June 30, 2015 non-operating expenses were primarily interest expense. For the six months ended June 30, 2014 non-operating expenses were comprised of interest expense of $42,700, offset by gain on debt settlement of $24,400 and other income of $16,000.

There is no provision for income taxes for both the six months ended June 30, 2015 and 2014, due to our net losses for both periods.

Net loss, before non-controlling interest, for the six months ended June 30, 2015 was $1,472,700 compared to a net loss, before non-controlling interest, of $736,500 for the six months ended June 30, 2014. The net loss attributable to SEER after deducting $272,800 for the non-controlling interest loss was $1,199,900 for the six months ended June 30, 2015 as compared to $570,300, after deducting $165,900 in non-controlling interest loss for the six months ended June 30, 2014. As noted above, the 8% decrease in revenue, or approximately $600,000, in 2015 over 2014 without a corresponding decrease in product and service operating cost comparing 2014 to 2015 was the primary reason for the increase in the net loss comparing 2014 to 2015.

Changes in Cash Flow

Operating Activities

The Company had net cash provided by operating activities for the six months ended June 30, 2015 of $720,300 compared to net cash provided by operating activities for the six months ended June 30, 2014 of $25,000, a positive change of nearly $695,000 despite that the net loss for the six months ended June 30, 2015 was $1.5 million compared to a net loss of $736,500 for the six months ended June 30, 2014. Cash provided by or used in operating activities is driven by our net loss and adjusted by non-cash items as well as changes in operating assets and liabilities. Non-cash adjustments primarily include depreciation, amortization of intangible assets, stock based compensation expense and gain on extinguishment of debt. Stock based compensation decreased significantly comparing June 30, 2014 to June 30, 2015 as a result of no issuance of stock for services in 2015 compared to $550,000 in stock for services in 2014. There was a substantial decrease in accounts receivable, $1.4 million, during the six months ended June 30, 2015 primarily because revenues were lower for the six months ended June 30, 2015. For the six months ended June 30, 2015 we had a net increase in deferred revenue of $376,500 which represents payments from PWS licensees in the amount of $435,000, less the amount recognized as revenue. (See Note 7) In addition, we had billings in excess of revenue recognized on uncompleted contracts of $157,900 which represents funds received from customers during 2015 but that was essentially offset by costs in excess of billings on uncompleted contracts of $124,300. Accounts payable and accrued expenses decreased during the six months ended June 30, 2015 by $331,100 which was a use of cash during 2015.

Investing activities

The decrease in net cash used in investing activities in 2015 compared to 2014 is primarily attributable to construction of several CoronaLux™ units by PWS in 2014 for placement of these units with licensees to allow them to commence waste destruction operations. Capital expenditures in 2015 for CoronaLux™ units approximately $108,000 compared to nearly $1.9 million in 2014. Other capital expenditures for the six months ended June 30, 2015 and 2014 were primarily investing in field equipment for our services segments.

Financing Activities

Net cash used in financing activities was $268,300 for the six months ended June 30, 2015 compared to net cash provided by financing activities of $1.3 million for six months ended June 30, 2014. In 2014 we had proceeds from the sale of common stock and warrants of $776,000 and the exercise of warrants that resulted in proceeds of $662,000. For 2015 there were no proceeds from the sale of common stock or the exercise of warrants. The Company had increases in capital leases in Q4 2014 and Q1 2015 and as such we had an increase in payments of capital lease obligations comparing 2014 to 2015.

Critical Accounting Policies, Judgments and Estimates

Fair Value of Financial Instruments

The carrying amounts of our financial instruments, including accounts receivable and accounts payable, are carried at cost, which approximates their fair value due to their short-term maturities. We believe that the carrying value of notes payable with third parties, including their current portion, approximate their fair value, as those instruments carry market interest rates based on our current financial condition and liquidity. We believe the amounts due to related parties also approximate their fair value, as their carried interest rates are consistent with those of our notes payable with third parties.

Revenue Recognition

We recognize revenue related to contract projects and services when all of the following criteria are met: (i) persuasive evidence of an agreement exists, (ii) delivery has occurred or services have been rendered, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. Our revenue is primarily comprised of services related to industrial cleaning and railcar cleaning, which we recognize as services are rendered.

Product revenue generated from projects, which include the manufacturing of products, for removal and treatment of hazardous vapor and gasses is accounted for under the percentage-of-completion method for projects with durations in excess of three months and the completed-contract method for all other projects. Total estimated revenue includes all of the following: (1) the basic contract price (2) contract options and (3) change orders. Once contract performance is underway, we may experience changes in conditions, client requirements, specifications, designs, materials and expectations regarding the period of performance. Such changes are "change orders" and may be initiated by us or by our clients. In many cases, agreement with the client as to the terms of change orders is reached prior to work commencing; however, sometimes circumstances require that work progress without obtaining client agreement. Revenue related to change orders is recognized as costs are incurred if it is probable that costs will be recovered by changing the contract price. The Company does not incur pre-contract costs. Under the percentage-of-completion method, we recognize revenue primarily based on the ratio of costs incurred to date to total estimated contract costs. Provisions for estimated losses on uncompleted contracts are recorded in the period in which the losses are identified and included as additional loss. Provisions for estimated losses on contracts are shown separately as liabilities on the balance sheet, if significant, except in circumstances in which related costs are accumulated on the balance sheet, in which case the provisions are deducted from the accumulated costs. A provision as a liability is reported as a current liability.

For contracts accounted for under the percentage-of-completion method, we include in current assets and current liabilities amounts related to construction contracts realizable and payable. Costs and estimated earnings in excess of billings on uncompleted contracts represent the excess of contract costs and profits recognized to date over billings to date, and are recognized as a current asset. Billings in excess of costs and estimated earnings on uncompleted contracts represents the excess of billings to date over the amount of contract costs and profits recognized to date, and are recognized as a current liability.

The Company's revenues from waste destruction licensing agreements are recognized as a single accounting unit over the term of the license. In accordance with Accounting Standards Codification ("ASC") 605, for revenues which contain multiple deliverables, the Company separates the deliverables into separate accounting units if they meet the following criteria: (i) the delivered items have a stand-alone value to the customer; (ii) the fair value of any undelivered items can be reliably determined; and (iii) if the arrangement includes a general right of return, delivery of the undelivered items is probable and substantially controlled by the seller. Deliverables that do not meet these criteria are combined with one or more other deliverables into one accounting unit. Revenue from each accounting unit is recognized based on the applicable accounting literature, primarily ASC 605.

Stock-based Compensation

We account for stock-based awards at fair value on the date of grant, and recognize compensation over the service period that they are expected to vest. We estimate the fair value of stock options and stock purchase warrants using the Black-Scholes option pricing model. The estimated value of the portion of a stock-based award that is ultimately expected to vest, taking into consideration estimated forfeitures, is recognized as expense over the requisite service periods. The estimate of stock awards that will ultimately vest requires judgment, and to the extent that actual forfeitures differ from estimated forfeitures, such differences are accounted for as a cumulative adjustment to compensation expenses and recorded in the period that estimates are revised.

Recently issued accounting pronouncements

Changes to accounting principles generally accepted in the United States of America (U.S. GAAP) are established by the Financial Accounting Standards Board (FASB) in the form of accounting standards updates (ASU's) to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all new or revised ASU's.

New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued guidance creating Accounting Standards Codification ("ASC") Section 606, "Revenue from Contracts with Customers". The new section will replace Section 605, "Revenue Recognition" and creates modifications to various other revenue accounting standards for specialized transactions and industries. The section is intended to conform revenue accounting principles with a concurrently issued International Financial Reporting Standards with previously differing treatment between United States practice and those of much of the rest of the world, as well as, to enhance disclosures related to disaggregated revenue information. The updated guidance was effective for annual reporting periods beginning on or after December 15, 2016, and interim periods within those annual periods. On July 9, 2015, the FASB approved a one year delay of the effective date. The Company will now adopt the new provisions of this accounting standard at the beginning of fiscal year 2018, given that early adoption is not an option. The Company will further study the implications of this statement in order to evaluate the expected impact on the consolidated financial statements.

In June 2014, the FASB issued Accounting Standards Update No. 2014-12, "Compensation - Stock Compensation (Topic 718): Accounting for Share-Based Payments when the terms of an award provide that a performance target could be achieved after the requisite service period," ("ASU 2014-12"). Current U.S. GAAP does not contain explicit guidance on whether to treat a performance target that could be achieved after the requisite service period as a performance condition that affects vesting or as a non-vesting condition that affects the grant-date fair value of an award. The new guidance requires that a performance target that affects vesting and that could be achieved after the requisite service period is treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. The updated guidance will be effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period. Early adoption is permitted. The Company is in the process of evaluating this guidance; however, it is not expected to have a material effect on the consolidated financial statements upon adoption.

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs," ("ASU 2015-03"). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. ASU 2015-03 is effective for the first interim period for fiscal years beginning after December 15, 2015. The adoption of this ASU will not have any impact on the Company's consolidated financial position, liquidity, or results of operations.

In July 2015, the FASB issued ASU 2015-11, "Simplifying the Measurement of Inventory." Under this ASU, inventory will be measured at the "lower of cost and net realizable value" and options that currently exist for "market value" will be eliminated. The ASU defines net realizable value as the "estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation." No other changes were made to the current guidance on inventory measurement. ASU 2015-11 is effective for interim and annual periods beginning after December 15, 2016. Early application is permitted and should be applied prospectively. Management is evaluating the provisions of this statement, including which period to adopt, and has not determined what impact the adoption of ASU 2015-11 will have on the Company's financial position or results of operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not Applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our filings with the Securities and Exchange Commission (SEC) are recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our chief executive officer and chief financial officer, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure based on the definition of "disclosure controls and procedures" as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

As of the end of the period covered by this report, and under the supervision and with the participation of our management, including our Chief Executive Officer and the person performing the similar function as Chief Financial Officer, we evaluated the effectiveness of the design and operation of these disclosure controls and procedures. Based on this evaluation and subject to the foregoing, our Chief Executive Officer and Acting Chief Financial Officer concluded that our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15 (f) under the Exchange Act) during the six months ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

From time to time, the Company may become a party to legal actions or proceedings in the ordinary course of its business. As of June 30, 2015, there were no other such actions or proceedings, either individually or in the aggregate, that, if decided adversely to the Company's interests, the Company believes would be material to its business.

ITEM 1A. Risk Factors

Please review our report on Form 10K Part 1, Item 1A for a complete statement of "Risk Factors" that pertain to our business.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the period January 1, 2015 through June 30, 2015 the Company (i) issued 514,750 shares of $.001 par value common stock in connection with the conversion of convertible debt and accrued interest totaling $257,400 and (ii) issued 120,949 shares of $.001 par value common stock in connection with the cashless exercise of 200,000 warrants.

The issuance of the shares of our common stock described above was pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended and related state private offering exemptions. All of the investors were Accredited Investors as defined in the Securities Act who took their shares for investment purposes without a view to distribution and had access to information concerning the company and its business prospects, as required by the Securities Act.

In addition, there was no general solicitation or advertising for the purchase of these shares. All certificates for these shares issued pursuant to Section 4(2) contain a restrictive legend. Finally, our stock transfer agent has been instructed not to transfer any of such shares unless such shares are registered for resale or there is an exemption with respect to their transfer.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not Applicable.

ITEM 5. Other Information

None

ITEM 6. Exhibits

EXHIBIT INDEX

3.1	Articles of Incorporation, dated February 13, 2002 (1)
3.2	Amendment to the Articles of Incorporation, dated December 19, 2007, changing the name and effecting a reverse (1)
3.3	Bylaws of the corporation, effective February 13, 2002 (1)
4.1	$225,000 Convertible Note and Note Agreement of the Corporation, issued February 14, 2012 (2)
4.2	Form of Warrant, having a 3-year life with $0.50 exercise price (1)
4.3	Form of Warrant, having a 5-year life with $0.50 exercise price (1)
10.1	Agreement for acquisition of MV, dated June 13, 2008 (1)
10.2	Agreement for acquisition of intellectual property from Black Stone Management Services, LLC, dated August 10, 2011 (1)
10.3	Agreement for Merger with Satellite Organizing Solutions, Inc. (1)
10.4	Consulting Agreement between the Company and Monty R. Lamirato, dated October 8, 2013 (3)
10.5	Irrevocable License and Royalty Agreement between the Company and Paragon Waste Solutions, LLC, dated March 21, 2012 (3)
10.6	SEER 2013 Equity Incentive Plan (4)
10.7	Form of Option Grant SEER 2013 Equity Incentive Plan (4)
10.8	Equity Purchase Agreement – Sterall LLC
14.1	Code of Ethics (1)
21.1	Subsidiaries of Registrant (1)
31.1*	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32.1**	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS***	XBRL Instance Document
101.SCH***	XBRL Taxonomy Extension Schema Document
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to the Company's Report on Form 10 filed May 21, 2013.

(2) Incorporated by reference to the Company's Report on Form 10 Amendment No. 1 filed July 23, 2013.

(3) Incorporated by reference to the Company's Report on Form 10-Q filed November 14, 2013

(4) Incorporated by reference to the Company's Report on Form 10-K filed March 27, 2014

* Filed herewith

** This certification is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act.

*** Pursuant to applicable securities laws and regulations, these interactive data files will not be deemed "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to the liability of that section, nor will they be deemed filed or made a part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, or otherwise subject to liability under those sections.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 14, 2015

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.

By *<u>/s/ J. John Combs III</u>*

J. John Combs III
Chief Executive Officer with
Responsibility to sign on behalf of Registrant as a
Duly authorized officer and principal executive officer

By /s/ *Monty Lamirato*

Monty Lamirato
Chief Financial Officer with
responsibility to sign on behalf of Registrant as a
duly authorized officer and principal financial officer

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, J. John Combs III, certify that:

1. I have reviewed this Form 10-Q for the period ended June 30, 2015, of Strategic Environmental & Energy Resources, Inc.;

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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) 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 Subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) 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

(d) 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(s) 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 Registrant's 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: August 14, 2015

/s/ *J. John Combs III*
J. John Combs III
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Monty Lamirato, certify that:

1. I have reviewed this Form 10-Q for the period ended June 30, 2015, of Strategic Environmental & Energy Resources, Inc.;

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(s) 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) 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 Subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) 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

(d) 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(s) 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 Registrant's 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: August 14, 2015

/s/ *Monty Lamirato*
Monty Lamirato
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Strategic Environmental & Energy Resources, Inc. (the "Company") Quarterly Report on Form 10-Q for the period ended June 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, J. John Combs III, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition and results of operations of the Company.

Dated: August 14, 2015

/s/ *J. John Combs III*
J. John Combs III
President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Strategic Environmental & Energy Resources, Inc. (the "Company") on Report on Form 10-Q for the period ended June 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Monty Lamirato, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition and results of operations of the Company.

Dated: August 14, 2015

/s/ Monty Lamirato
Monty Lamirato
Chief Financial Officer