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

FORM 10-QSB

(Mark One)

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

For the quarterly period ended
September 30, 2007

or

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

For the transition period from to

Commission file number 333-_____

CEREPLAST, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other Jurisdiction of Incorporation or Organization)

91-2154289
(IRS Employer Identification No.)

3411-3421 West El Segundo Boulevard
Hawthorne, California 90250
(Address of principal executive offices (zip code))

310-676-5000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the last 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

On October 26, 2007, there were 258,542,852 shares of common stock, \$0.001 par value per share, issued and outstanding.

Transitional small business disclosure format (Check one) YES NO

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PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The accompanying notes are an integral part of these financial statements

CEREPLAST, INC.
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2007

1. ORGANIZATION AND LINE OF BUSINESS

Organization

Cereplast, Inc. (the "Company") was incorporated in the state of Nevada on September 29, 2001. The Company, based in Hawthorne California, began commercial operations on January 1, 2002 to provide products and services for biodegradable packaging and organic waste systems in the food service and beverage industries. In 2005, the Company started to re-direct its operations toward bio-based resin manufacturing. During the 4th Quarter of 2006, the Company began the commercial sale of its patented bio-based resins and expanded its production capacity.

The accompanying interim unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month period ended June 30, 2007 are not necessarily indicative of the results that may be expected for the year ending December 31, 2007. For further information, refer to the financial statements for the year ended December 31, 2006 and the notes thereto included in the Company's Annual Report.

Line of Business

The Company has developed a technology to produce proprietary bio-based resins, which are used as substitutes for conventional petroleum-based plastics in a variety of converting applications, including thermoforming, injection molding, blow molding, extrusion coating, profile extrusion and blown film. The Company initially sold finished products to demonstrate the applications for its bio-resins and since mid-2005, the Company started its transition to become a bio-based resin manufacturer. During 2006, the Company tested its bio-based resins as well as products manufactured by its converting customers and launched into commercial production in the 4th Quarter. Today, the Company manufactures two distinct families of bio-resins: Cereplast Compostables™ and Cereplast Hybrids Resins™.

Cereplast Compostables™ resins are annually renewable, ecologically sound substitutes for petroleum-based plastic products, replacing nearly 100% of the petroleum-based additives used in traditional plastics. Cereplast Compostables™ resins are plant-based, using annually renewable resources such as corn, wheat, tapioca and potato starches that primarily come from the Midwest. All Cereplast Compostables™ resins are certified as biodegradable and compostable in the United States and Europe, meeting BPI (Biodegradable Products Institute) standards for compostability (ASTM 6400 D99 and ASTM 6868), and European Bioplastics standards (EN 13432). Cereplast Compostables™ resins are primarily targeted at applications in the foodservice ware and packaging industries. Products made from Cereplast Compostables™ resins will biodegrade in commercial compost sites along with food waste in less than 180 days.

Cereplast Hybrid Resins™ are bio-based, replacing 50% or more of the petroleum content in traditional plastic products with materials from annually renewable sources such as starches from corn, tapioca, wheat and potatoes and other plants. Cereplast Hybrid Resins™ are cost-competitive with traditional petroleum-based plastic resins. With significantly more of the resin content derived from plants, the pricing of Cereplast Hybrid Resins™ is not as influenced by the volatile prices of oil. Cereplast Hybrid Resins™ are primarily targeted at applications in the durable consumer goods industry, including automotive parts, electronics, toys, cosmetics, and more.

As of September 30th, 2007, the Company has been successful in introducing, along with its converting partners, a total of [xxx] products to the market. So far, sales and marketing efforts have primarily been directed in educating converters on using Cereplast's proprietary bio-based resins. This strategy has been helpful in developing the technological know-how necessary to ensure that manufacturers would be in a position to use Cereplast's resin on their traditional converting equipment. It also helped in positioning Cereplast as a solution provider to the converter industry as it relates to bio-based materials. In addition, the Company is now starting to focus on developing relationships with brand owners and is actively seeking opportunities outside of the foodservice ware industry to validate the breath of applications for its bio-based resins.

2. CAPITAL STOCK

During the nine months ended September 30, 2007, the Company issued shares of common stock as follows:

- Through an initial private placement completed on March 10, 2007, which was made in reliance upon an exemption from registration under rule 506 of Regulation D promulgated under Section 4(2) of the Securities Act of 1933, the Company issued 7,484,999 restricted shares of common stock for gross cash proceeds of \$2,245,500.
- Through an initial private placement completed on July 2, 2007, which was made in reliance upon an exemption from registration under rule 506 of Regulation D promulgated under Section 4(2) of the Securities Act of 1933, the Company issued 38,341,053 restricted shares of common stock for gross cash proceeds of \$14,569,600. The subscribers to the private placement were primarily

comprised of institutions focused on the renewable and clean technology sectors, including UBS, Fortis Investments, Clariden Leu, Credit Suisse and Swisscanto. The shares acquired through this private placement were subsequently registered with the SEC through an SB-2 filing, which was declared effective on July 11, 2007.

- The Company received funds of \$1,830,000 under its Equity Line of Financing for 5,168,645 common stock shares issued.
- The Company issued 4,282,054 shares of common stock valued at \$2,321,583 to various employees and consultants for services rendered.

3. EQUITY LINE OF FINANCING

On February 13, 2006, the Company entered into a \$10,000,000 private equity line of financing agreement with Cumorah Capital, Inc., with a commitment period of twenty-four months. Based on the amount of the advance, Cumorah Capital can purchase shares of common stock at an exchange rate equal to 90% of the market price during the pricing period. A 5,000,000 shares commitment fee was paid by the Company at time of closing. As of September 30, 2007, over the life of the Equity Line of Financing, the Company has received \$2,755,000 in exchange for 6,586,493 shares on the equity line.

4. RELATED PARTY

As of September 30, 2007, the Company did not have any related party transactions as the following obligations have been satisfied:

- A loan from a shareholder in the amount of \$162,705, which bears a PIK interest at the rate of 6% per year. The principal was due in June 2007. On April 4, 2007 the Company repaid all fully outstanding principal and interest under this loan.
- A loan from an affiliate in the amount of \$200,000, which bears PIK interest at the rate of 7.00% per annum, and matures in October 2008. On June 27, 2007 the Company repaid all fully outstanding principal and interest under this loan.
- A loan from an affiliate in the amount of \$250,000, which bears PIK interest at the rate of 6.00% per annum, and matures in 2007. As of March 31, 2007 the Company had repaid all fully outstanding principal and interest under this loan.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Cautionary Statements

This Form 10-QSB may contain "forward-looking statements," as that term is used in federal securities laws, about Cereplast, Inc.'s financial condition, results of operations and business. These statements include, among others:

- statements concerning the potential benefits that Cereplast, Inc. (the "Company," "we," or "Cereplast") may experience from its business activities and certain transactions it contemplates or has completed; and
- statements of Cereplast's expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts. These statements may be made expressly in this Form 10-QSB. You can find many of these statements by looking for words such as "believes," "expects," "anticipates," "estimates," "opines," or similar expressions used in this Form 10-QSB. These forward-looking statements are subject to numerous assumptions, risks and uncertainties that may cause Cereplast's actual results to be materially different from any future results expressed or implied by Cereplast in those statements. The most important facts that could prevent Cereplast from achieving its stated goals include, but are not limited to, the following:
 - (a) volatility or decline of Cereplast's stock price;
 - (b) potential fluctuation in quarterly results;
 - (c) failure of Cereplast to earn revenues or profits;
 - (d) inadequate capital to continue or expand its business, inability to raise additional capital or financing to implement its business plans;
 - (e) changes in demand for Cereplast's products and services;
 - (f) rapid and significant changes in markets;
 - (g) litigation with or legal claims and allegations by outside parties;
 - (h) insufficient revenues to cover operating costs.

There is no assurance that Cereplast will be profitable, Cereplast may not be able to successfully develop, manage or market its products and services, Cereplast may not be able to attract or retain qualified executives and technology personnel, Cereplast may not be able to obtain customers for its products or services, Cereplast's products and services may become obsolete, government regulation may hinder Cereplast's business, additional dilution in outstanding stock ownership may be incurred due to the issuance of more shares, warrants and stock options, or the exercise of outstanding warrants and stock options, and other risks inherent in Cereplast's businesses.

Because the statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by the forward-looking statements. Cereplast cautions you not to place undue reliance on the statements, which speak only as of the date of this Form 10-QSB. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that Cereplast or persons acting on its behalf may issue. Cereplast does not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this Form 10-QSB, or to reflect the occurrence of unanticipated events.

Current Overview

We are engaged in the development, manufacture and sale of sustainable plastic resins which are used as substitutes for conventional, petroleum based plastics in a variety of converting applications, including thermoforming, injection molding, blow molding, extrusion coating, profile extrusion and blown film. We commercially offer two families of resins: Cereplast Compostables™ and Cereplast Hybrid Resins™. Our resins are plant-based and incorporate agricultural annually renewable resources such as corn, wheat, tapioca and potato starches.

We were successful in creating two new families of bio-based resins that can be applied to conventional converting equipment, at prices competitive with traditional plastic. After we completed the test-market stage of our Cereplast Compostable™ resins through the manufacturing of disposable food service ware, we began to commercialize the sale of our Cereplast Compostable™ bio-based resin in the 4th Quarter of 2006. Similarly, we introduced the first of the Cereplast Hybrid Resins™, Biopropylene™, at the end of the 3rd Quarter of 2007. We spent several years on testing not only the physical and thermal properties of resins, but also their process ability on conventional plastic

equipment. Management believes that it is a key element for the resin to be useable on conventional plastic equipment, and believes that it will be easier for traditional converters to substitute petroleum based resins with our bio-based resins.

Products made of Cereplast Compostable™ resins have been tested for their compostability with specific reference to US standards set by the American Society for Testing and Materials ("ASTM") such as ASTM 6400 D99 or ASTM 6868. Several of Cereplast Compostable™ resins, including our resins for injection molding, thermoforming, extrusion coating and blow molding, have passed successfully such standards requirements allowing our company to introduce on the market products, which were the first of their class. The ASTM standards are significant in so far as they identify plastic products that will compost satisfactorily in a wide array of municipal or commercial composting facilities leaving no harmful chemical residues, part of such ASTM specifications encompass a series of toxicity tests that verify that the resins are safe for human health.. Further, the ASTM standards allow consumers to educate themselves on the appropriate uses and recovery avenues for the compostable plastic products.

In addition, we had all of our commercial resins tested by the world largest professional radiocarbon dating service for their bio-based content as per ASTM 6866 standard. This is an important aspect of the resins, especially now that several State and Federal initiatives are pushing energy independence and use of alternative energy and products. Finally, all of our resins are certified GMO free and FDA compliant. All tests on our products our performed by third party independent laboratories.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We monitor our estimates on an on-going basis for changes in facts and circumstances, and material changes in these estimates could occur in the future. Changes in estimates are recorded in the period in which they become known. We base our estimates on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from our estimates if past experience or other assumptions do not turn out to be substantially accurate.

We have identified the policies below as critical to our business operations and the understanding of our results of operations.

Revenue Recognition. Our revenue recognition polices are in compliance with Staff accounting bulletin (SAB) 101. Sales revenue is recognized at the date of shipment to customers when a formal arrangement exists, the price is fixed or determinable, the delivery is completed, no other significant obligations by us exist and collectibility is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as unearned revenue.

Results of Operations for the Three Months and Nine Months Ended September 30, 2007 compared to the Three Months and Nine Months Ended September 30, 2006. - Update

Sales

Gross sales increased by \$492,681 or 291.4% to \$661,742 for the three months ended September 30, 2007 compared to the three months ended September 30, 2006 and by \$1,160,110 or 258.4% for the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006. Net sales increased by \$463,182 or 273.9% for the three months ended September 30, 2007 compared to the three months ended September 30, 2006 and by \$994,258 or 221.5% for the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006. The increase in sales can be directly attributed to the commercial launch of the Company's proprietary bio-based resins. The difference between gross sales and net sales is a result of discounts on bio-based resins given to contractual customers on initial volumes to build sample products and to assist in introducing products to the market.

Cost of Sales

Cost of sales increased by \$421,223 or 450.6%, to \$514,697 for the three months ended September 30, 2007 compared to the three months ended September 30, 2006 and by \$1,052,346 or 380.1% to \$1,329,176 for the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006. As a percentage of net sales, cost of sales was 81.41% for the three months ended September 30, 2007 compared to 55.29% for the three months ended September 30, 2006 and 82.6% for the nine months ended September 30, 2007 compared to the 61.7% for the nine months ended September 30, 2006. The increase in cost of sales is a result of the strategic shift in the Company's business model to focus on resin manufacturing and reflects the additional overhead associated with manufacturing the Company's patented bio-based resins.

Gross Profit

Gross profit increased by \$41,959 or 55.5% from \$75,587 to \$117,546 for the three months ended September 30, 2007 compared to the three months ended September 30, 2006 and decreased by \$58,088 or 33.8% from \$172,080 to \$113,992 for the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006. As a percentage of net sales, gross profit margin also decreased from 44.7% for the three months ended September 30, 2006 to 18.6 % for the three months ended September 30, 2007 and from 38.3% for the nine months ended September 30, 2006 to 7.1% compared to the nine months ended September 30, 2007. The decrease in gross profit margin can be

directly attributed to a change in business model from distribution to manufacturing, an increase in direct labor as the Company increased its production staff and the plant currently operating below full capacity.

Operating Expenses

Operating expenses increased by \$646,830 or by 54.0%, to \$1,845,262 for the three months ended September 30, 2007 compared to the three months ended September 30, 2006 and by \$2,874,257 or 126.9% for the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006. This increase in operating expenses can be attributed to an increase in both cash and non-cash compensation as a result of head count increases to manage the commercial launch of its bio-based resins.

Net Loss

Net loss increased by \$466,068 or 41.0%, to \$1,602,055 for the three months ended September 30, 2007 compared to the three months ended September 30, 2006 and by \$2,778,118 or 130.6% to \$4,904,617 for the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006. This increase in net loss was a result of increased operating expenses associated with the growth of the Company's resin operations. Currently operating costs exceed revenue because the Company only recently entered the commercial sale of its bio-resin and the plant is not running at full capacity or efficiencies. We cannot assure when or if revenue will exceed operating costs.

Liquidity and Capital Resources

The Company had net cash of \$10,972,838 at September 30, 2007.

The Company had positive working capital (i.e. the difference between current assets and current liabilities) of \$12,267,254 at September 30, 2007.

During the nine months ended September 30, 2007, the Company used \$4,020,563 of cash for operating activities, an increase of \$1,717,245 or 74.6% compared to the nine months ended September 30, 2006. The increase in the use of cash for operating activities was a result of increased manufacturing operating expenses, increases in receivables and significant acquisition of raw material inventory.

Cash used in investing activities to purchase manufacturing equipment during the nine months ended September 30, 2007 was \$1,286,827 an increase of \$721,492 or 127.6% compared to the nine months ended September 30, 2006.

Cash provided by financing activities during the nine months ended September 30, 2007 was \$16,075,206, an increase of \$13,558,302 or 538.7% compared to the nine months ended September 30, 2006. During the nine months ended September 30, 2007 the Company raised \$16,738,915 through private placements and draws on its Equity Line of Financing.

Item 3. Controls and Procedures

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. There was no change in our internal controls or in other factors that could affect these controls during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART 2 — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, the Company may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm the Company's business. The Company is currently not aware of nor has any knowledge of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse affect on our business, financial condition or operating results.

ITEM 2. ISSUANCE OF UNREGISTERED SECURITIES AND USE OF PROCEEDS

We have issued the following unregistered securities during the nine months ended September 30, 2007.

- The Company sold 7,484,990 restricted shares of common stock to accredited investors for aggregate consideration of \$2,245,500 during the first quarter.

All of the above offerings and sales were deemed to be exempt under rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, business associates of our company or executive officers of the Company, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933. In addition to representations by the above-referenced persons, we have made independent determinations that all of the above-referenced persons were accredited or sophisticated investors, and that they were capable of analyzing the merits and risks of their investment, and that they understood the speculative nature of their investment. Furthermore, all of the above-referenced persons were provided with access to the Company's Securities and Exchange Commission filings.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES:

Not Applicable

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not Applicable

ITEM 5. OTHER INFORMATION

Not Applicable

ITEM 6. EXHIBITS

- 31.1 Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification by the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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

CEREPLAST, INC.

By: /s/ Frederic Scheer
Frederic Scheer
President, Chief Executive Officer,
and Chairman

Dated: October, 2007

By: /s/Stephan O. Garden

Senior Vice President Finance and Business Development

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

I, Frederic Scheer, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Cereplast, 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 small business issuer as of, and for, the periods presented in this report;
4. The small business issuer'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 small business issuer 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 small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer's ability to record, process, summarize and report financial information and have identified for the small business issuer's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal controls over financial reporting.

Date: October, 2007

By: /s/ Frederic Scheer
Frederic Scheer
President, Chief Executive Officer, and Chairman

**CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO**

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-QSB of Cereplast, Inc. (the "Company") for the period ended June 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Frederic Scheer, Chief Executive Officer and Principal Accounting/Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

- (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 financial condition and results of operations of the Company.

Date: October , 2007

By: /s/ Frederic Scheer
Frederic Scheer
President, Chief Executive Officer, and Chairman