

Edgar Filing: COLONIAL COMMERCIAL CORP - Form SC 13D/A

COLONIAL COMMERCIAL CORP  
Form SC 13D/A  
April 27, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D  
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2 (a)  
(Amendment No. 2)\*

Colonial Commercial Corp.

-----  
(NAME OF ISSUER)

Common Stock, par value \$.05 per share

-----  
(TITLE OF CLASS OF SECURITIES)

COMMON STOCK: 195621 40 4

-----  
(CUSIP NUMBER)

Corporate Secretary  
275 WAGARAW ROAD  
HAWTHORNE, NJ 07506

-----  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO  
RECEIVE NOTICES AND COMMUNICATIONS)

April 17, 2006

-----  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ] \*

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\*

- Each of Goldman Associates of New York, Inc. ("Goldman Associates"), Michael Goldman, William Pagano and Rita Folger are referred to as a "Reporting Person" and collectively as the "Reporting Persons."
- On April 17, 2006, Goldman Associates, William Pagano and Rita Folger purchased in the aggregate 494,255 shares of common stock ("Shares") of Colonial Commercial Corp. ("Company"), representing approximately 9.38% of the Shares presently outstanding, in the

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transaction described in Item 4 below.

- The Reporting Persons may be deemed to have acted as a group in connection with their participation in the transaction described in Item 4 (the "Transaction") and are party to that certain Joint Filing Agreement described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D. The Reporting Persons expressly disclaim the existence of a group. To the extent that a group was deemed to exist to effect the Transaction, the Reporting Persons also hereby report the termination of the group effective immediately after the Transaction.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	Goldman Associates of New York, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (1) (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) or 2 (e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	New York
	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		1,044,255 shares of common stock (2)
	8	SHARED VOTING POWER
		N/A
	9	SOLE DISPOSITIVE POWER
		1,044,255 shares of common stock (2)
	10	SHARED DISPOSITIVE POWER
		N/A

(1) Reference is made to the footnote set forth on the Cover Page to this Schedule 13D.

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(2) Michael Goldman is the President and majority shareholder of Goldman Associates of New York, Inc. ("Goldman Associates"). Goldman Associates is the owner of 894,255 shares of Common Stock ("Goldman Shares") and a warrant ("Warrant") to purchase 150,000 shares of Common Stock at an exercise price of \$3.00 per share. The Warrant is exercisable at any time prior to its expiration on December 31, 2008. Mr. Goldman is the owner of 183,000 shares of Common Stock and the beneficial owner of the Warrant and the Goldman Shares.

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,044,255 shares of common stock (2)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(3)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

22.09%

14 TYPE OF REPORTING PERSON

CO

(3) Excludes 1,529,692 Shares of which 183,000 Shares are beneficially owned by Michael Goldman, 767,973 Shares are beneficially owned William Pagano and 578,719 Shares are beneficially owned by Rita Folger. The Reporting Person disclaims beneficial ownership of these shares.

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Michael Goldman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (1)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO(2)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  1,227,255 shares of common stock (3)
	8	SHARED VOTING POWER  N/A
	9	SOLE DISPOSITIVE POWER  1,227,255 shares of common stock (3)
	10	SHARED DISPOSITIVE POWER  N/A

(1) Reference is made to the footnote set forth on the Cover Page to this Schedule 13 D

(2) See footnote 3. Goldman Associates of New York, Inc. purchased 294,255 shares of common stock in the Transaction described in Item 4 below.

(3) Michael Goldman is the President and majority shareholder of Goldman Associates of New York, Inc. ("Goldman Associates"). Goldman Associates is the owner of 894,255 shares of Common Stock ("Goldman Shares") and a warrant ("Warrant") to purchase 150,000 shares of Common Stock at an exercise price of \$3.00 per share. The Warrant is exercisable at any time prior to its expiration on December 31, 2008. Mr. Goldman is the owner of 183,000 shares of Common Stock and the beneficial owner of the Warrant and the Goldman Shares.

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,227,255 shares of common stock (3)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  <input checked="" type="checkbox"/> (4)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 25.96%
14	TYPE OF REPORTING PERSON IN

(4) Excludes 20,000 shares of common stock owned by Mr. Goldman's spouse. Further excludes 1,346,692 Shares of which 767,973 Shares are beneficially owned by William Pagano and 578,719 Shares are beneficially owned by Rita Folger. The Reporting Person disclaims beneficial ownership of these shares.

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William Pagano

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (1)  
(b)  [ ]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS

PF

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2 (e)

[ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		767,973 shares of common stock (2)
	8	SHARED VOTING POWER
		N/A
	9	SOLE DISPOSITIVE POWER
		767,973 shares of common stock (2)
	10	SHARED DISPOSITIVE POWER
		N/A
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		767,973 shares of common stock (2)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(3)

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(1) Reference is made to the footnote set forth on the Cover Page to this Schedule 13 D.

(2) Consists of 734,640 Shares and 33,333 shares of Common Stock issuable at any time upon conversion of a \$100,000 Convertible Note at a conversion price of \$3 per share.

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-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 16.66% 2  
 -----

14 TYPE OF REPORTING PERSON  
 IN  
 -----

(3) Excludes 1,805,974 Shares of which 1,227,255 Shares are beneficially owned by Michael Goldman and 578,719 Shares are beneficially owned by Rita Folger. The Reporting Person disclaims beneficial ownership of these shares.

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 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 -----

Rita Folger  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (1)

(b)  [ ]  
 -----

3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS

PF  
 -----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEM 2(d) or 2 (e)

[ ]  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A  
 -----

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	578,719 shares of common stock (2)	-----

8 SHARED VOTING POWER

N/A  
 -----

9 SOLE DISPOSITIVE POWER

578,719 shares of common stock (2)  
 -----

10 SHARED DISPOSITIVE POWER

N/A

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-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

578,719 shares of common stock (2)

-----  
(1) Reference is made to the footnote set forth on the Cover Page to this Schedule 13 D.

(2) Consists of 545,386 Shares and 33,333 shares of Common Stock issuable at any time upon conversion of a \$100,000 Convertible Note at a conversion price of \$3 per share.

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-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[X] (3)

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

12.55% (2)

-----  
14 TYPE OF REPORTING PERSON

IN

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(3) Excludes an option to purchase 5,000 shares of Common Stock that is currently exercisable and owned by Mrs. Folger's spouse. Further excludes 2,045,228 Shares of which 1,277,255 Shares are beneficially owned by Michael Goldman and 767,973 Shares are beneficially owned by William Pagano. The Reporting Person disclaims beneficial ownership of these shares.

ITEM 1. SECURITY AND ISSUER.

The title of the class of equity securities to which this statement relates is common stock, par value \$.05 per share (the "Shares"), of Colonial Commercial Corp., a New York corporation (the "Company"). The address of the principal executive offices of the Company is 275 Wagaraw Road, Hawthorne, NJ 07506.

ITEM 2. IDENTITY AND BACKGROUND.

(a) This statement is filed by:

- a. Goldman Associates of New York, Inc. with respect to the Shares directly and beneficially owned by it;
- b. Michael Goldman with respect to the Shares directly and beneficially owned by him;
- c. William Pagano with respect to the Shares directly and beneficially owned by him; and
- d. Rita Folger with respect to the Shares directly and beneficially

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owned by her.

(b)

- Each of Goldman Associates of New York, Inc. ("Goldman Associates"), Michael Goldman, William Pagano and Rita Folger are referred to as a "Reporting Person" and collectively as the "Reporting Persons."
- On April 17, 2006, Goldman Associates, William Pagano and Rita Folger purchased in the aggregate 494,255 shares of common stock ("Shares") of Colonial Commercial Corp. ("Company"), representing approximately 9.38% of the Shares presently outstanding, in the transaction described in Item 4 below.
- The Reporting Persons may be deemed to have acted as a group in connection with their participation in the transaction described in Item 4 (the "Transaction") and are party to that certain Joint Filing Agreement described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D. The Reporting Persons expressly disclaim the existence of a group. To the extent that a group was deemed to exist to effect the Transaction, the Reporting Persons also hereby report the termination of the group effective immediately after the Transaction.

(c) Information with respect to each of the Reporting Persons is given solely by such Reporting Person and no Reporting Person shall have responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(d) Goldman Associates of New York, Inc.

- a. Name: Goldman Associates of NY, Inc. 11-1767996  
-----
- b. State of Organization: New York  
-----
- c. PrincipalBusiness Address: 2 Lambert Street, Roslyn Heights,  
-----  
NY 11577
- d. PresentBusiness: Kitchen appliance distributor  
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- e. Criminal Proceedings: None  
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- f. Applicable Civil, Judicial or Administrative Proceedings:  
-----  
None

(e) Michael Goldman:

- a. Name: Michael Goldman  
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- b. Business Address: 2 Lambert Street, Roslyn Heights, NY  
-----  
11577
- c. Present principal occupation or employment: President of  
-----  
Goldman Associates of New York, Inc.; Director and Chairman  
of the Board of the Company
- d. Criminal Proceedings: None  
-----
- e. Applicable Civil, Judicial or Administrative Proceedings:  
-----  
None
- f. Citizenship: U.S.A.  
-----

(f) William Pagano:

- a. Name: William Pagano  
-----
- b. Business Address: 275 Wagaraw Road, Hawthorne, NJ 07506  
-----
- c. Present principal occupation or employment: Chief Executive  
-----  
Officer of the Company and President of Universal Supply  
Group, Inc., a wholly owned subsidiary of the Company.
- d. Criminal Proceedings: None  
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- e. Applicable Civil, Judicial or Administrative Proceedings:  
-----  
None
- f. Citizenship: U.S.A.  
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(g) Rita Folger:

- a. Name: Rita Folger  
-----
- b. Business Address: c/o Oscar D. Folger, 521 Fifth Avenue,  
-----  
24th Floor, New York, New York 10175
- c. Present principal occupation or employment: N/A  
-----
- d. Criminal Proceedings: None  
-----
- e. Applicable Civil, Judicial or Administrative Proceedings:  
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None

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f. Citizenship: U.S.A.  
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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Goldman Associates used working capital and William Pagano and Rita Folger each used their personal funds to purchase 294,255 Shares, 100,000 Shares and 100,000 Shares for \$882,765, \$300,000 and \$300,000, respectively.

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ITEM 4. PURPOSE OF TRANSACTION.

Pursuant to purchase agreements dated April 17, 2006 (the "Transaction"), Bernard Korn, then the Company's Chief Executive Officer, director and Chairman of the Board, sold 100,000 shares of common stock of the Company ("Shares") to William Pagano, 100,000 Shares to Rita Folger, and 226,743 Shares to Goldman Associates. Jack Rose, then a director of the Company, sold a total of 17,512 shares to Goldman Associates and Jack Rose and his wife sold a total of 50,000 jointly owned shares to Goldman Associates. The Shares were sold at \$3.00 per share.

Michael Goldman is a principal of Goldman Associates and beneficially owns the shares purchased by Goldman Associates.

After giving effect to these sales and purchases, Michael Goldman beneficially owns 1,227,255 shares of common stock of the Company (25.96% of the total outstanding), William Pagano beneficially owns 767,973 shares of common stock (16.66% of the total outstanding), and Rita Folger beneficially owns 578,719 shares of common stock (12.55% of the total outstanding).

Goldman Associates, William Pagano and Rita Folger are each filing this joint Schedule 13D to report that they may be deemed to have acted as a group with their participation in the Transaction. The Reporting Persons expressly disclaim the existence of a group. To the extent that a group was deemed to exist to effect the Transaction, the Reporting Persons also hereby report the termination of the group effective immediately after the Transaction.

Goldman Associates, William Pagano and Rita Folger each acquired their interests in the Company described in this Schedule 13D for investment purposes.

(a) - (d)

In addition to the shares of common stock sold by Messrs. Korn and Rose to the Reporting Persons as described above, Messrs. Koon (together with members of his family), Miller, Sussman and Rose, each then a director of the Company, sold 41,413 Shares, 11,000 Shares, 50,000 Shares and 32,587 Shares, respectively, to private investors at \$3.00 per share.

Concurrently with these transactions, Messrs. Korn, Koon, Rose and Sussman resigned as directors of the Company, and Mr. Korn also resigned as Chief Executive Officer, director and Chairman of the Board. Michael Goldman, who continues as a director of the Company, was elected as Chairman of the Board, and William Pagano also continues as a director and was appointed CEO. Mr. Pagano had previously served as President. E. Bruce Fredrikson, Melissa Goldman-Williams, and Ronald Miller also continued as directors.

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Melissa Goldman-Williams is the daughter of Michael Goldman. Accordingly, Michael Goldman, Melissa Goldman-Williams and William Pagano constitute a majority of the board of directors.

By reason of their stock ownership and board positions and the family relationship between Michael Goldman and Melissa Goldman-Williams, Michael Goldman and William Pagano may be deemed to control the Company.

(e) - (i)

Not Applicable.

(j)

Other than as described above, the Reporting Persons currently have no plans or proposals which relate to, or may result in, any of the matters listed in Items 4(a)-(i) of Schedule 13D (although the Reporting Persons reserve the right to develop such plans).

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### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

#### 1. Goldman Associates of New York

(a) As of April 17, 2006, Goldman Associates of New York beneficially owned 1,044,255 Shares, representing 22.09% of the Shares presently outstanding.

(b)

i) Sole power to vote or direct vote: 1,044,255

ii) Shared power to vote or direct vote: 0

iii) Sole power to dispose or direct the disposition: 1,044,255

iv) Shared power to dispose or direct the disposition: 0

(c) N/A

(d) The shareholders of Goldman Associates of New York, Inc. ("Goldman Associates") have the right receive the proceeds from the sale of Common Stock held by Goldman Associates in accordance with such shareholder's percentage ownership interest in Goldman Associates. Michael Goldman is the President and majority shareholder of Goldman Associates.

(e) N/A

#### 2. Michael Goldman

(a) As of April 17, 2006, Michael Goldman beneficially owned 1,227,255 Shares, representing 25.96% of the Shares presently outstanding.

(b)

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- i) Sole power to vote or direct vote: 1,227,255
- ii) Shared power to vote or direct vote: 0
- iii) Sole power to dispose or direct the disposition: 1,227,255
- iv) Shared power to dispose or direct the disposition: 0

(c) N/A

(d) The shareholders of Goldman Associates of New York, Inc. ("Goldman Associates") have the right receive the proceeds from the sale of Common Stock held by Goldman Associates in accordance with such shareholder's percentage ownership interest in Goldman Associates. Michael Goldman is the President and majority shareholder of Goldman Associates.

(e) N/A

3. William Pagano

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(a) As of April 17, 2006, William Pagano beneficially owned 767,973 Shares, representing 16.66% of the Shares presently outstanding.

(b)

- i) Sole power to vote or direct vote: 767,973
- ii) Shared power to vote or direct vote: 0
- iii) Sole power to dispose or direct the disposition: 767,973
- iv) Shared power to dispose or direct the disposition: 0

(c) N/A

(d) N/A.

(e) N/A

4. Rita Folger

(a) As of April 17, 2006, Rita Folger beneficially owned 578,719 Shares, representing 12.55% of the Shares presently outstanding. Mrs. Folger's husband, Oscar Folger, owns an option to purchase 5,000 shares of Common Stock that is currently exercisable. Mrs. Folger disclaims beneficial ownership of these shares.

(b)

- i) Sole power to vote or direct vote: 578,719
- ii) Shared power to vote or direct vote: 0
- iii) Sole power to dispose or direct the disposition: 578,719
- iv) Shared power to dispose or direct the disposition: 0

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(c) N/A

(d) N/A

(e) N/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH THE ISSUER.

- (a) Pursuant to the purchase agreements described in Item 4, Goldman Associates and William Pagano and Rita Folger purchased in the aggregate from the Sellers, 494,255 shares of common stock ("Shares") of Colonial Commercial Corp. ("Company"), representing approximately 9.38% of the Shares presently outstanding.
- (b) In a July Private Placement Purchase Agreement, Goldman Associates of New York, Inc. ("Goldman Associates") agreed that it and its affiliates will not until May 31, 2008 without the prior written consent of the Board of Directors of the Company (i) acquire, agree to acquire or make any proposal to acquire any voting securities or assets of the Company or any of its

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affiliates, (ii) propose to enter into any merger, consolidation, recapitalization, business combination, or other similar transaction involving the Company or any of its affiliates, (iii) make, or in any way participate in any "solicitation" of "proxies" (as such terms are used in the proxy rules of the Securities and Exchange Commission) to vote or seek to advise or influence any person with respect to the voting of any voting securities of the Company or any of its affiliates or (iv) form, join or in any way participate in a "group" as defined in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with any of the foregoing or (v) advise, assist or encourage any other persons in connection with the foregoing. Mr. Goldman is an affiliate of Goldman Associates.

- (c) Each of Messrs. Goldman and Pagano and Mrs. Folger signed a standstill agreement under which he or she has agreed that until May 31, 2008 he or she will not purchase any stock of the Company without written consent from the Company and that he or she will not sell any stock to any person if the sale would create a new 5% shareholder within the meaning of Internal Revenue Code Section 382 unless the buyer first enters into a similar standstill agreement.
- (d) On April 27, 2006, the Reporting Persons entered into a Joint Filing Agreement (the "Joint Filing Agreement") in which the parties agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached as an exhibit hereto and is incorporated herein by reference.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- |     |   |  |
|-----|---|--|
| 4.1 | Form of Purchase Agreement dated April 17, 2006   | Incorporated herein by reference from Exhibit to the Company's Form 8-K filed on April 2               |
| 4.2 | Private Placement Purchase Agreement dated July 29, 2004 by and among Colonial Commercial Corp. and Goldman Associates of NY, Inc.                    | Incorporated herein by reference from Exhibit to the Company's Form 10-Q filed on June 30,             |
| 4.3 | Standstill Agreement, dated June 21, 2004 by and between Colonial Commercial Corp. and Michael Goldman  | Incorporated herein by reference from Exhibit Michael Goldman's Schedule 13D filed on August 16, 2005. |
| 4.4 | Standstill Agreement, dated June 21, 2004, by and between Colonial Commercial Corp. and Mr. Pagano  | Incorporated herein by reference from Exhibit to the Company's Form 8-K filed on November 2005         |
| 4.5 | Standstill Agreement, dated June 21, 2004 by and between Colonial Commercial Corp. and Rita Folger  | Filed herewith   |
| 4.6 | Joint Filing Agreement by and among Goldman Associates of New York, Inc., Michael Goldman, William Pagano and Rita Folger dated as of April 27, 2006. | Filed herewith   |

After reasonable inquiry and to the best of its, his or her knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of: April 27, 2006

Goldman Associates of New York, Inc.

By: /s/ Michael Goldman

-----  
Name : Michael Goldman  
Title: President

/s/ Michael Goldman

-----  
Michael Goldman

/s/ William Pagano

-----  
William Pagano

/s/ Rita Folger

-----  
Rita Folger