COLONIAL COMMERCIAL CORP
Form 10-Q
February 25, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTER ENDED JUNE 30, 2003 COMMISSION FILE NO. 1-6663

COLONIAL COMMERCIAL CORP.
(Exact Name of Company as Specified in its Charter)

NEW YORK	11-2037182
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
120 NEW SOUTH ROAD, HICKSVILLE, NEW YORK	11801
(Address of Principal Executive Offices)	(Zip Code)

Company's Telephone Number, Including Area Code: 516-681-4647

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes ____ No X ____

Indicate by check mark whether the Company (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 Company was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ___ No X ____

Indicate the number of shares outstanding of the Company's Common Stock and Convertible Preferred Stock as of January 21,2004.

Common Stock, par value $.05 per share - 2,405,794 shares
Convertible Preferred Stock, par
value $.05 per share - 1,464,252 shares

COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets

June 30, 2003 and December 31, 2002

Assets	2003 (Unaudited)
Current assets:	
Cash and cash equivalents	$ 591,346
Accounts receivable, net of allowance for doubtful accounts of $283,400 in 2003 and $265,000 in 2002, respectively	5,378,426
Inventory	6,353,074
Prepaid expenses and other current assets	566,907
Total current assets	12,889,753
Property and equipment, net	637,976
Goodwill	1,416,929
Other intangibles	65,000
	$ 15,009,658
Liabilities and Stockholders' Equity (Deficit)	
Current liabilities:	
Accounts payable	$ 3,491,732
Accrued liabilities	1,439,163
Income taxes payable	-
Borrowings under credit facility	10,545,064
Notes payable - current portion	30,888
Total current liabilities	15,506,847
Notes payable, excluding current portion	72,961
Total liabilities	15,579,808
Commitments and contingencies	
Stockholders' equity (deficit):	
Redeemable convertible preferred stock, $.05 par value, liquidation preference of $7,321,260 at June 30, 2003 and December 31, 2002, 2,468,860 shares authorized, 1,464,252 shares issued and outstanding at June 30, 2003 and December 31, 2002	73,213
Common stock, $.05 par value, 20,000,000 shares authorized, 1,603,794 shares issued and outstanding at June 30, 2003 and December 31, 2002	80,190
Additional paid-in capital	8,966,513
Accumulated deficit	(9,690,066)
Total stockholders' deficit	(570,150)
	$ 15,009,658

See accompanying notes to unaudited condensed consolidated financial statements.

COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
Three Months Ended June 30, 2003 and 2002
(Unaudited)

	2003	20
Net sales	$ 10,689,646	9,173
Cost of sales	7,691,595	6,528
Gross profit	2,998,051	2,645
Selling, general and administrative expenses, net	2,704,544	2,600
Operating income	293,507	44
Interest income	171	
Other income	55,802	55
Interest expense	(147,883)	(147
Income (loss) before income taxes	201,597	(46
Income taxes	20,778	1
Net income (loss)	$ 180,819	(48
Income (loss) per common share:		
Basic	$ 0.11	(
Diluted	0.06	(
Weighted average shares outstanding:		
Basic	1,603,794	1,603
Diluted	3,068,046	1,603

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See accompanying notes to unaudited condensedconsolidated financial statements.

COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
Six Months Ended June 30, 2003 and 2002
(Unaudited)

	2003	2002
Net sales	$ 19,047,329	16,404
Cost of sales	13,583,834	11,548
Gross profit	5,463,495	4,856
Selling, general and administrative expenses, net	5,255,431	4,903
Operating Income (loss)	208,064	(47
Interest income	324	1
Other income	139,807	93
Interest expense	(298,424)	(283
Income (loss) before income taxes	49,771	(235
Income taxes (recovery)	(61,964)	1
Net income (loss)	$ 111,735	(237
Income (loss) per common share:		
Basic:	$ 0.07	(
Diluted	0.04	(
Weighted average shares outstanding:		
Basic	1,603,794	1,603
Diluted	3,068,046	1,603

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See accompanying notes to unaudited condensed consolidated financial statements.

COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
Six Months Ended June 30, 2003 and 2002
(Unaudited)

		2003	2002
Cash flows from operating activities:			
Net income (loss)	$	111,735	(237,395)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Provision for doubtful accounts		89,425	49,467
Depreciation		94,495	77,277
Amortization of intangibles		20,833	22,034
Changes in assets and liabilities:			
Accounts receivable		(280,958)	(458,248)
Inventory		(622,850)	206,228
Prepaid expenses and other current assets		(228,656)	(120,002)
Accounts payable		1,044,846	1,081,552
Investment securities - trading		-	122,506
Accrued liabilities		4,105	(64,474)
Income taxes payable		(40,230)	(4,037)
Deferred compensation		-	(122,506)
Net cash provided by operating activities		192,745	552,402
Cash flows from investing activities:			
Payment for acquisition of Goldman Associates		-	(100,000)
Additions to property and equipment		(100,523)	(41,356)
Net cash used in investing activities		(100,523)	(141,356)
Cash flows from financing activities:			
Payments on notes payable		(16,286)	(80,126)
Issuance of notes payable		24,471	
Net repayments under credit facility		194,175	(209,387)

Net cash provided by (used in) financing activities	202,360	(289,513)
Increase in cash and cash equivalents	294,582	121,533
Cash and cash equivalents - beginning of period	296,764	576,514
Cash and cash equivalents - end of period	$ 591,346	698,047

See accompanying notes to unaudited condensed consolidated financial statements.

COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES

Notes To Consolidated Financial Statements

June 30, 2003
(Unaudited)

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

The consolidated financial statements of Colonial Commercial Corp. and subsidiaries (the "Company") included herein have been prepared by the Company and are unaudited; however, such information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations, and cash flows for the interim periods to which the report relates. The results of operations for the period ended March 31, 2003 are not necessarily indicative of the operating results that may be achieved for the full year.

On January 28, 2002, Atlantic Hardware & Supply Corporation ("Atlantic"), a wholly-owned subsidiary of the Company, filed a voluntary petition with the U. S. Bankruptcy Court for the Eastern District of New York to reorganize under Chapter 11 of the U. S. Bankruptcy Code. This immediately put the Company in default of its loan and security agreement (the "agreement") related to its credit facility with its secured lender (the "Bank"). Atlantic simultaneously obtained a debtor-in-possession ("DIP") credit facility with its pre-petition lender, the Bank. The Company is not part of the Chapter 11 filing. As of December 31, 2001, Atlantic was deconsolidated and the Company's 100% investment in Atlantic's common stock was written off.

Certain information and footnote disclosures, normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted. It is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Form 10-K for the year ended December 31, 2002.

The Company has one continuing industry segment - wholesale distribution of heating, ventilation and air conditioning.

Inventory is comprised of finished goods.

(2) SUBSEQUENT EVENT

(a) Private Placement

On July 16, 2003, the Company completed a private placement, pursuant to Regulation D of the Securities Exchange Act of 1933. The Company raised $240,600 through the issuance of 802,000 shares of common stock at $0.30 per share. Bernard Korn (Chairman and President of the Company) purchased 167,000 shares, James W. Stewart, (Executive Vice President and Director of the Company) purchased 100,000 shares, William Pagano (Director of the Company and President of the Company's wholly owned subsidiary, Universal Supply Group, Inc. ("Universal")), purchased 335,000 shares, Jack Rose (Director of the Company), purchased 50,000 shares and Rita Folger (a private investor, who owns 6.86% of the Company) purchased 150,000 shares.

The proceeds were used for general working capital purposes.

On February 12, 2004, the Company completed a private placement, pursuant to Regulation D of the Securities Exchange Act of 1933. The Company raised $360,000 through the issuance of 600,000 shares of common stock at $0.60 per share. Bernard Korn (Chairman and President of the Company) purchased 165,000 shares, William Pagano (Director of the Company and President of the Company's wholly owned subsidiary, Universal Supply Group, Inc.), purchased 165,000 shares, and Rita Folger (a private investor who owns 9.42% of the Company) purchased 100,000 shares.The remaining 170,000 shares were purchased by a private investor who owns less than 5% of the Company.

The Company has used substantially all of the proceeds from the private placement to purchase 592,730 shares of escheated convertible preferred stock at $0.60 per share from the State of Ohio. The Company has retired these convertible preferred shares.

The stock from the private placements cannot be sold, transferred or otherwise disposed of, unless subsequently registered under the Securities Act of 1933 and applicable state or Blue Sky laws, or pursuant to an exemption from such registration, which is available at the time of desired sale, and bear a legend to that effect.

(b) RAL Acquisition

On September 30, 2003, RAL Purchasing, Inc., a newly formed, wholly owned subsidiary of the Company, purchased substantially all of the assets and assumed certain liabilities of RAL Supply Group, Inc. ("RAL") for a price of $2,447,061. The purchase was financed as follows:

Borrowings on the Company's credit facility	$	2,147,061
5-Year unsecured notes issued by RAL Purchasing, Inc. to third parties, at annual rate of 9%		300,000
Total outlay	$	2,447,061

In connection with this acquisition, the Company's limit on its credit facility was increased by $1,500,000 to $13,500,000. All borrowings under the credit facility are collateralized by substantially all of the assets of the Company. In addition, the 5-year notes are guaranteed by the Company.

RAL is a distributor of heating and cooling equipment and high-end plumbing fixtures with six locations, servicing Orange, Rockland, Ulster and Sullivan counties in New York. Four locations have showrooms. RAL's products are marketed primarily to contractors, consumers, builders and the commercial sector. As a result of the acquisition, the Company is expecting to be one of the leading distributors of heating and cooling equipment and high-end plumbing fixtures in the market. The results of operations of RAL will be included in the consolidated results of operations from September 30, 2003.

(3) GOODWILL AND INTANGIBLES

Costs in excess of the fair value of tangible and identifiable intangible assets acquired and liabilities assumed in a purchase business combination are recorded as goodwill. SFAS No. 142, "Goodwill and Other Intangible Assets," requires that companies no longer amortize goodwill, but instead test for impairment at least annually using a two-step approach. The Company adopted SFAS No. 142 in the first quarter of fiscal 2002 and no longer amortizes goodwill. The Company evaluates goodwill, at a minimum, on an annual basis and whenever events and changes in circumstances suggest that the carrying amount may not be recoverable. Impairment of goodwill is tested at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to the fair value of the reporting unit. The fair values of the reporting units are estimated using a combination of the income or discounted cash flows, approach and the market approach, which utilizes comparable companies' data. If the carrying amount of the reporting unit exceeds its fair value, goodwill is considered impaired and a second step is performed to measure the amount of impairment loss, if any.

The Company has determined that Universal is a reporting unit.

The Company has certain identifiable intangible assets that are subject to amortization. Intangible assets are included in "Other Intangibles" in the condensed consolidated balance sheet. The components of intangible assets are as follows:

Acquired Intangible Assets

	JUNE 30, 2003	
	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION
Amortized intangible assets		
Covenants not to compete	$ 231,667	(166,667)

(4) SUPPLEMENTAL CASH FLOW INFORMATION

The following is supplemental information relating to the consolidated statements of cash flows:

	SIX MONTHS ENDED	
	JUNE 30, 2003	JUNE 30, 2002
Cash paid during the period for:		
Interest	$ 261,290	$ 246,439
Income taxes	$ -	$ 8,744

(5) COMPREHENSIVE INCOME (LOSS)

The Company has no items of other comprehensive income (loss); therefore, there is no difference between the Company's comprehensive income (loss) and net income (loss) for the periods presented.

(6) NET INCOME (LOSS) PER COMMON SHARE

A reconciliation between the numerators and denominators of the basic and diluted income (loss) per common share is as follows:

	Six Months Ended June 30, 2003	Six Months Ended June 30, 2002	Three Mo June 2003
Net income (loss) numerator	$111,735	$ (237,395)	$180,819
Weighted average common shares (denominator for basic income per share)	1,603,794	1,603,760	1,603,794
Effect of dilutive securities:			
Convertible preferred stock	1,464,252	-	1,464,252
Weighted average common and potential common shares outstanding (denominator for diluted Income per share)	3,068,046	1,603,760	3,068,046
Basic income(loss) per share	$0.07	$ (0.15)	$0.11
Diluted income (loss) per share	$0.04	$ (0.15)	$0.06

Employee stock options totaling 229,300 for the three and six months ended June 30, 2003, and 281,400 and 281,000 for the three and six months ended June 30, 2002, respectively, were not included in the income per share calculation because their effect would have been anti-dilutive.

(7) STOCK OPTIONS

The Company uses the intrinsic-value method of accounting for stock-based awards granted to employees. No stock-based compensation cost is included in net income, as all options granted during periods presented had an exercise price equal to the market value of the stock on the date of grant. In accordance with SFAS No. 148, "Accounting for Stock Based Compensation - Transition and Disclosure," the following table presents the effect on net loss and net loss per share had compensation cost for the Company's stock plans been determined consistent with SFAS No. 123. The fair value of each option grant is estimated on the date of grant by use of the Black-Scholes option pricing model.

	For the Six Months Ended June 30, 2003	For the Six Months Ended June 30, 2002	For the Three Months Ended June 30, 2003
Net income (loss), as reported	$ 111,735	(237,395)	180,819
Less stock-based compensation expense determined under fair value method for all stock options, net of related income tax benefit	(26,000)	(22,164)	
Pro forma net income (loss)	85,735	(259,559)	180,819
Basic income (loss) per share, as reported	.07	(.15)	.11
Basic income (loss) per share, pro forma	.05	(.16)	.11
Diluted income (loss) per share, as reported	.04	(.15)	.06
Diluted income (loss) per share, pro forma	.03	(.16)	.06

In February 2003, the Company granted 104,000 options to six of the Board of Directors. The options, which are immediately exercisable, were issued at $.25 per share (which was not less than the fair market value on the date of the grant) and expire in ten years. No expense was recorded as a result.

(8) NEW ACCOUNTING PRONOUNCEMENTS

In November 2002, the FASB issued FASB interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" ("FIN 45"). FIN 45 requires that upon issuance of guarantee, a guarantor must recognize a liability for the fair value of an obligation assumed under a guarantee. FIN 45 also requires additional disclosures by a guarantor in its interim and annual financial statements about the obligations associated with guarantees issued. The recognition provisions of FIN 45 will be effective for any guarantees that are issued or modified after December 31, 2002. The adoption of FIN 45 did not have an impact on the Company's consolidated financial statements.

In January 2003, the FASB issued Interpretation No. 46 (FIN 46), "Consolidation of Variable Interest Entities, an interpretation of ARB No. 51". FIN 46 addresses the consolidation by business enterprises of variable interest entities, as defined in the Interpretation. FIN 46 is effective for all new variable interest entities created or acquired after December 15, 2003. The Company does not believe that the adoption of FIN 46 will have any impact on the Company's consolidated financial statements.

In May 2003, the FASB issued Statement No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." Statement No. 150 changes the accounting guidance for certain financial instruments that, under previous guidance, could be classified as equity or

"mezzanine" equity by now requiring those instruments to be classified as liabilities (or assets in some circumstances) in the statement of financial position. Further, Statement No. 150 requires disclosure regarding the terms of those instruments and settlement alternatives. Statement No. 150 is generally effective for all financial instruments entered into or modified after May 31, 2003 and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of this pronouncement will not have any impact on the Company's financial position and results of operations.

In January 2003, the Company adopted the FASB's Emerging Issue Task Force (EITF) Issue No. 02-16 "Accounting by a Reseller for Cash Consideration Received from a Vendor" ("EITF 02-16"). The consensus reached by the EITF addressed the accounting for "Cash Consideration" (which includes slotting fees, cooperative advertising payments, etc.). The consensus of the EITF establishes an overall presumption that the cash received from vendors is a reduction in the price of vendor's products and should be recognized accordingly as a reduction in the cost of sales at the time the related inventory is sold. Some consideration could be characterized as a reduction of expense if the cash received represents a reimbursement of specific, incremental, identifiable costs incurred by the retailer to sell the vendor's products.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

This report on Form 10-Q contains forward-looking statements relating to such matters as anticipated financial performance and business prospects. When used in this report, the words, "anticipates," "expects," "believes," "may," "intends," and similar expressions are intended to be among the statements that identify forward-looking statements. From time to time, the Company may also publish forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Forward-looking statements involve risks and uncertainties, including, but not limited to, the consummation of certain events referred to in this report, technological changes, competitive factors, maintaining customer and vendor relationships, inventory obsolescence and availability, and other risks detailed in the Company's periodic filings with the Securities and Exchange Commission, which could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements.

Results of Operations - Three Months Ended June 30, 2003 and 2002

The Company reported net income of $180,819 for the three months ended June 30, 2003, as compared to a net loss of $48,131 in the 2002 quarter.

Net sales increased $1,516,172. This increase primarily reflects an increase in sales to other wholesale distributors, favorable winter weather conditions and increased market penetration. Gross margins on sales during the same period decreased by 0.8% to 28.0%, due to sales increases to other wholesale distributors on selected products at lower gross margins, as well as overall product mix. Selling, general and administrative expenses increased $104,211 primarily due to new hires relating to the overall increase in sales, offset by the fact that the second quarter of 2002 had $157,272 of non-recurring professional and other fees relating to the Company's secured credit line and its guarantee of the credit line obligations of Atlantic.

Interest expense remained unchanged due to the fact that, while prime rates decreased and Universal's borrowing rate on its revolving line of credit decreased, Universal's total borrowings have increased due primarily to the $2.5 million term loan assumed by Universal on November 21, 2002 (see Liquidity and Capital Resources, below for further details).

During the second quarter of 2003, the Company recorded a state tax provision of $20,778, as compared to the second quarter of 2002, when the Company recorded a state tax provision of $1,707.

Results of Operations - Six Months Ended June 30, 2003 and 2002

The Company reported net income of $111,735 for the first half of 2003, as compared to a net loss of $237,395 in the prior year.

Net sales increased $2,642,929, as a result of an increase in sales to other wholesale distributors, favorable winter weather conditions and increased market penetration. Gross margins decreased 0.9% to 28.7% due to sales increases to other wholesale distributors on selected products at lower gross margins, as well as overall product mix. Selling, general and administrative expense increased $351,663, primarily due to new hires relating to the overall increase in sales, offset by the fact that the second quarter of 2002 had $157,272 of non-recurring professional and other fees relating to the Company's secured credit line and its guarantee of the credit line obligations of Atlantic.

Interest expense increased $15,296 mainly due primarily to the $2.5 million term loan assumed by Universal on November 21, 2002 (see Liquidity and Capital Resources below for further details), offset by the fact that prime rates decreased and Universal's borrowing rate on its revolving line of credit decreased.

The Company recorded a state tax provision of $29,407 and a federal tax benefit of $91,371 for the six months ended June 30, 2003, as compared to the first half of 2002, when the Company recorded a state tax provision of $1,707.

Liquidity and Capital Resources

As of June 30, 2003, the Company had $591,346 in cash and cash equivalents compared with $296,764 at December 31, 2002.

Between December 31, 2002 and June 2003, there were no material changes in obligations associated with operating agreements, obligations to financial institutions and other long-term debt obligations.

Cash flows provided by operations were $192,745 during the six months ended June 30, 2003. Accounts payable increased due primarily to increased inventory purchases resulting from an overall increase in sales. The increase in accounts payable was offset by the corresponding increase in inventory, as well as an increase in accounts receivable. Accounts receivable increased due to an increase in sales in the second quarter of 2003 and timing of customer payments.

Cash flows used in investing activities of $100,523 during the six months ended June 30, 2003 were due to the purchase of property and equipment.

The cash flows provided by financing activities of $202,360 were for net borrowings on the credit facility of $194,175, as well as net borrowings on notes payable of $8,185.

On January 28, 2002, Atlantic, a wholly owned subsidiary of the Company, filed a voluntary petition with the U. S. Bankruptcy Court for the Eastern District of New York to reorganize under Chapter 11 of the U. S. Bankruptcy Code. The Company is not part of the Chapter 11 filing. The business of Atlantic is conducted by one employee whose sole function is to collect on accounts receivables for the benefit of Atlantic's creditors, and the company does not believe that Atlantic will emerge from the reorganization with any value for the Company.

On November 21, 2002, the Company was released from its guarantees of the indebtedness (approximately $5.8 million) by Atlantic to the Company's and Atlantic's lending bank, in return for the agreement by the Company and Universal to pay to the bank $2.5 million as a five-year term loan under the Company's line of credit with the bank, or, if earlier, on demand by the bank.

At June 30, 2003, amounts outstanding under the credit facility were $10,545,064, of which, (i) $205,000 represents a term loan payable in 10 remaining equal monthly installments of approximately $21,000 and (ii) $2,380,000 represents a separate term loan payable in 53 remaining monthly installments of agreed amounts under an amortization schedule. Although the term loans are payable over specified periods, 10 and 53 months, respectively, the Bank can demand payment at any time.

The Company believes that the credit facility is sufficient to finance its current operating needs.

On September 30, 2003, the Company, through its newly formed, wholly owned subsidiary, RAL Purchasing, Inc., purchased substantially all of the assets and certain liabilities of RAL Supply Group, Inc. ("RAL"). The purchase price was $2,447,061, funded by $2,147,061 of borrowings on the Company's credit facility and

5-year, 9% notes issued by RAL Purchasing, Inc. to third parties in the amount of $300,000. The 5-year notes are guaranteed by the Company. The Company's limit on its credit facility was increased by $1,500,000 to $13,500,000, as a result of the acquisition.

The Company expects to meet its liquidity needs going forward through a combination of cash from operations, amounts available under its credit facility and the issuance of stock through a private placement. On July 16, 2003, The Company completed a private placement pursuant to Regulation D of the Securities Act of 1933. The Company raised $240,600 through the issuance of 802,000 shares of Common Stock at $0.30 per share. The stock was sold to officers and directors of the Company and one private investor. The proceeds of the private placement were used for general working capital purposes.

RECENT ACCOUNTING PRONOUNCEMENTS

In November 2002, the FASB issued FASB interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, including Indirect Guarantees of Indebtedness of Others" ("FIN 45"). FIN 45 requires that upon issuance of guarantee, a guarantor must recognize a liability for the fair value of an obligation assumed under a guarantee. FIN 45 also requires additional disclosures by a guarantor in its interim and annual financial statements about the obligations associated with guarantees issued. The recognition provisions of FIN 45 will be effective for any guarantees that are issued or modified after December 31, 2002. The adoption of FIN 45 did not have an impact on the Company's consolidated financial statements.

In January 2003 the FASB issued Interpretation No. 46 (FIN 46), "Consolidation of Variable Interest Entities, an interpretation of ARB No. 51" FIN 46 addresses the consolidation by business enterprises of variable interest entities, as defined in the interpretation. FIN 46 is effective for all new variable interest entities created or acquired after December 15, 2003. The Company does not believe that the adoption of FIN 46 will have any impact on the Company's consolidated financial statements.

In May 2003, the FASB issued Statement No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." Statement No. 150 changes the accounting guidance for certain financial instruments that, under previous guidance, could be classified as equity or "mezzanine" equity by now requiring those instruments to be classified as liabilities (or assets in some circumstances) in the statement of financial position. Further, Statement No. 150 requires disclosure regarding the terms of those instruments and settlement alternatives. Statement No. 150 is generally effective for all financial instruments entered into or modified after May 31, 2003 and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of this pronouncement will not have any impact on the Company's financial position and results of operations.

In January 2003, the Company adopted the FASB's Emerging Issue Task Force (EITF) Issue No. 02-16 "Accounting by a Reseller for Cash Consideration Received from a Vendor" ("EITF 02-16"). The consensus reached by the EITF addressed the accounting for "Cash Consideration" (which includes slotting fees, cooperative advertising payments, etc.). The consensus of the EITF establishes an overall presumption that the cash received from vendors is a reduction in the price of vendor's products and should be recognized accordingly as a reduction in the cost of sales at the time the related inventory is sold. Some consideration could be characterized as a reduction of expense if the cash received represents a reimbursement of specific, incremental, identifiable costs incurred by the retailer to sell the vendor's products.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's pre-tax earnings and cash flows are exposed to changes in interest rates, as all borrowings under its credit facility bear interest based on that prime rate plus 0.5%, except for the $2.5 million term loan, which bears interest at a rate of prime plus 2.5%. A hypothetical 10% adverse change in such rates would reduce the pre-tax earnings and cash flow by approximately $52,000 over a one-year period, assuming the borrowing level remains consistent with the outstanding borrowings as of June 30, 2003. The fair value of the borrowings under the credit facility is not affected by changes in market interest rates.

The Company's remaining interest-bearing obligations are at fixed rates of interest and as such do not expose pre-tax earnings and cash flows to changes in market interest rates. The change in fair value of the Company's fixed rate obligations resulting from a hypothetical 10% adverse change in interest rates would not be material.

ITEM 4. CONTROLS AND PROCEDURES

(a) EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The Company's senior management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-14 and 15d-14 under the Securities Exchange Act of 1934 (the "Exchange

Act")) designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported as specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow them to make informed decisions regarding required disclosure.

The Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures under the supervision of and with the participation of management, including the Chief Executive Officer and Chief Financial Officer within 90 days prior to the filing date of this report. Based on that evaluation our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective in alerting them to material information required to be included in our periodic Securities and Exchange Commission filings.

(b) CHANGES IN INTERNAL CONTROLS

Subsequent to that evaluation, there have been no significant changes in our internal controls or other factors that could significantly affect these controls after such evaluation.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

On January 28, 2002, Atlantic, a wholly-owned subsidiary of the Company, filed a voluntary petition with the U. S. Bankruptcy Court for the Eastern District of New York to reorganize under Chapter 11 of the U. S. Bankruptcy Code. The Company and its other operations are not part of the Chapter 11 filing. The business of Atlantic is today conducted by one employee, whose sole function is to collect on accounts receivables for the benefit of Atlantic's creditors, and the Company does not believe that Atlantic will emerge from the reorganization with any value for the Company.

Item 6. Exhibits and Reports on Form 8-K

a. Exhibits:

31.1 Certification of Chief Executive Officer Pursuant to Rule 15d-14 of the Securities and Exchange Act of 1934, as amended, as Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial officer Pursuant to Rule 15d-14 of the Securities and Exchange Act of

1934, as amended, as Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1	Certification of Chief 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 Chief Financial Officer pursuant to18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.

b. Reports on Form 8-K:

None

SIGNATURES

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

Dated: February 19, 2004

COLONIAL COMMERCIAL CORP.

/S/ BERNARD KORN

Bernard Korn,
Chairman of the Board and President

/S/ JAMES W. STEWART

James W. Stewart,
Executive Vice President and Treasurer