FLANDERS CORP
Form 10-Q
October 23, 2003

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2003

Commission File No. 0-27958

FLANDERS CORPORATION

(Exact name of registrant as specified in its charter)

North Carolina	13-3368271
(State or other jurisdiction of incorporation or organization.)	(IRS Employer ID Number)

2399 26th Avenue North, St. Petersburg, Florida

(Address of principal executive offices) 33713

(Zip Code)

Registrant's telephone number, including area code: (727) 822-4411

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

X

NO

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 the number of shares outstanding of each of the issuer's classes of common stock, as of October 23, 2003.

26,052,073 shares of common stock, par value $.001 per share

(Title of Class)

FLANDERS CORPORATION

FORM 10-Q

FOR QUARTER ENDED September 30, 2003

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PART I - FINANCIAL INFORMATION

Item 1.

Financial Statements

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED BALANCE SHEETS

(In thousands)

ASSETS	September 30, 2003 (unaudited)	December 31, 2002
Current assets		
Cash and cash equivalents	$ 1,084	$ 2,806
Receivables:		
Trade, less allowance:		
9/30/2003 $2,611; 12/31/2002 $2,240	38,249	34,031
Other	246	295
Inventories	33,404	27,128
Deferred taxes	1,793	1,793
Other current assets	1,298	1,290
Total current assets	76,074	67,343
Related party receivables	431	433
Property and equipment, less accumulated depreciation: 9/30/2003 $ 45,681; 12/31/2002 $40,264	68,515	70,407
Intangible assets, less accumulated amortization: 9/30/2003 $602; 12/31/2002 $484	919	1,013
Other assets	1,756	2,475
	$ 147,695	$ 141,671
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Current maturities of long-term debt and capital lease obligations	$ 2,525	$ 2,498
Accounts payable	11,426	13,797
Accrued expenses	18,297	9,659
Total current liabilities	32,248	25,954
Long-term capital lease obligations, less current maturities	2,923	3,134
Long-term debt, less current maturities	23,725	29,843
Long-term liabilities, other	2,027	2,157
Deferred taxes	7,707	7,655
Commitments and contingencies		

Stockholders' equity				
Preferred stock, no par value, 10,000 shares authorized; none issued		-		-
Common stock, $.001 par value; 50,000 shares authorized; issued and outstanding: 26,052 and 26,033 shares in September 2003 and December 2002, respectively		26		26
Additional paid-in capital		90,419		90,331
Notes receivable - secured by common shares		(8,943)		(8,695)
Accumulated other comprehensive loss		(1,216)		(1,294)
Retained deficit		(1,221)		(7,440)
		79,065		72,928
	$	147,695	$	141,671

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS

(In thousands, except per share data)

(unaudited)

	Three Months Ended September 30,				Nine Months Ended September 30,			
		2003		**2002**		**2003**		**2002**
Net sales	$	50,189	$	50,136	$	137,500	$	137,357
Cost of goods sold		38,302		39,248		105,315		106,517
Gross profit		11,887		10,888		32,185		30,840
Operating expenses		8,311		7,965		23,883		22,524
Operating income		3,576		2,923		8,302		8,316
Nonoperating income (expense):								
Other income, net		211		415		1,972		688
Interest expense		(525)		(1,364)		(1,498)		(4,059)
		(314)		(949)		474		(3,371)
Earnings before income taxes		3,262		1,974		8,776		4,945
Provision for income taxes		947		790		2,557		1,978
Net earnings	$	2,315	$	1,184	$	6,219		2,967
Net earnings per share								
Basic	$	0.09	$	0.05	$	0.24	$	0.11

Diluted	$ 0.09	$ 0.05	$ 0.24	$ 0.11
Weighted average common shares outstanding				
Basic	26,006	26,033	26,024	26,033
Diluted	10.0pt">26,433	26,033	26,190	26,034

FLANDERS CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS EQUITY
(In thousands)

	Common Stock	Additional Paid-In Capital	Notes Receivable	Accumulated Other Comprehensive (Loss)	Retained Earnings / (Deficit)	Total
Balance, January 1, 2002	$26	$ 90,331	$ (8,326)	$ (654)	$ 15,502	$ 96,879
Accrued interest on notes receivable secured by common shares			(369)	-	-	(369)
Comprehensive income (loss)						
Net loss	-	-	-	-	(22,942)	(22,942)
Loss on cash flow hedges	-	-	-	(640)	-	(640)
Total comprehensive loss	-	-	-	-	-	(23,582)
Balance, December 31, 2002	26	90,331	(8,695)	(1,294)	(7,440)	72,928
Accrued interest on notes receivable secured by common shares (unaudited)	-	-	(248)	-	-	(248)
Purchase & Retirement of Common Shares	(1)	(183)	-	-	-	(184)
Common Shares issued from exercise of stock options	1	271	-	-	-	272
Comprehensive income (loss)						
Net earnings (unaudited)	-	-	-	-	6,219	6,219
Loss on cash flow hedges (unaudited)	-	-	-	78	-	78
Total comprehensive income (unaudited)						6 ,297
Balance, September 30, 2003 (unaudited)	$ 26	$ 90,419	$ (8,943)	$ (1,216)	$ (1,221)	$ 79,065

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Three Months Ended September 30,				Nine Months Ended September 30,			
		2003		**2002**		**2003**		**2002**
CASH FLOWS FROM OPERATING ACTIVITIES								
Net cash provided by operating activities	$	2,666	$	4,098	$	7,968	$	6,896
CASH FLOWS FROM INVESTING ACTIVITIES								
Purchase of property and equipment		(980)		(393)		(3,578)		(2,887)
Proceeds from sale of property and equipment		18		1,606		88		1,638
Proceeds (Payments) from notes receivables		(3)		(83)		1		(16)
(Increase) Decrease in other assets		171		(33)		22		(39)
Net cash used in investing activities		(794)		1,097		(3,467)		(1,304)
CASH FLOWS FROM FINANCING ACTIVITIES								
Principal payments on long-term borrowings		(582)		(1,065)		(1,734)		(1,728)
Net payments from revolving credit agreement		(1,296)		(3,635)		(4,711)		(4,128)
Payment of debt issuance costs		(3)		-		(50)		-
Proceeds from exercise of stock options		272		-		272		-
Net cash used in financing activities		(1,609)		(4,700)		(6,223)		(5,856)
Net increase (decrease) in cash and cash equivalents		263		495		(1,722)		(264)
CASH AND CASH EQUIVALENTS								
Beginning of period		821		3,119		2,806		3,878
End of period	$	1,084	$	3,614	$	1,084	$	3,614
SUPPLEMENTAL DISCLOSURES OF								
CASH FLOW INFORMATION								
Cash paid during the period for:								
Income taxes	$	168	$	161	$	482	$	245
Interest	$	887	$	1,303	$	1,455	$	4,118
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING								
AND FINANCING ACTIVITIES								
Capital lease obligations incurred for property and equipment	$	-	$	-	$	215	$	-
Note receivable in lieu of accounts receivable trade	$	-	$	-	$	149	$	-

FLANDERS CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share amounts)

Note A.

Nature of Business and Interim Financial Statements

Nature of business:

The Company designs, manufactures and markets air filters and related products, and is focused on providing environmental filtration systems for end uses ranging from controlling contaminants in residences and commercial office buildings through specialized manufacturing environments for semiconductors and pharmaceuticals. The Company also designs and manufactures much of its own production equipment to automate processes to decrease labor costs associated with its standard products. The Company also produces various glass-based air filter media for many of its products. The vast majority of the Company s current revenues come from the sale of after-market replacement filters, since air filters are typically placed in equipment designed to last much longer than the filters.

The Company sells some products for end users outside of the United States through domestic specialty clean room contractors. These sales are accounted for as domestic sales. The Company also sells products through foreign distributors, primarily in Europe, and a wholly owned subsidiary, which sells to customers in the Far East. Sales through foreign distributors and its wholly owned foreign subsidiary total less than 5% of net sales. Assets held outside the United States are negligible.

Interim financial statements:

The interim consolidated condensed financial statements presented herein are unaudited and have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. These statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our annual report on Form 10-K for the year ended December 31, 2002. In the opinion of management the interim statements include all adjustments (consisting only of normal recurring adjustments) necessary to summarize fairly our financial position, results of operations, and cash flows. The results of operations and cash flows for the three, six and nine months ended September 30, 2003 may not be indicative of the results that may be expected for the year ending December 31, 2003.

Nature of Business and Interim Financial Statements - continued

Goodwill:

As of January 1, 2002, the Company adopted Statement of Financial Accounting Standard (SFAS) No. 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS 142 changes the accounting for goodwill from an amortization method to an impairment-only approach. Thus, effective January 1, 2002, the Company has ceased amortization of goodwill, including goodwill recorded in past business combinations. The Company does not have any intangible assets with indefinite lives other than goodwill.

During the fourth quarter of 2002, the Company completed its transitional impairment analysis and determined that an impairment charge, upon the adoption of SFAS 142 on January 1, 2002, was necessary. Accordingly the Company expensed all goodwill with an indefinite life for the year ended December 31, 2002.

Other comprehensive income (loss):

Other comprehensive income (loss) is defined as the change in equity during a period, from transactions and other events not included in net earnings, excluding changes resulting from investments by owners (e.g., supplemental stock offerings) and distributions to owners (e.g., dividends).

As of September 30, 2003, accumulated comprehensive loss consisted of the following:

Balance at December 31, 2002	$	(1,294)
Net change during the period related to cash flow hedges		78
Balance at September 30, 2003	$	(1,216)

Accounts receivable:

The majority of the Company's accounts receivable are due from large retail, wholesale, construction and other companies. Credit is extended based on evaluation of the customers' financial condition. Accounts receivable terms are within normal time frames for the respective industries. The Company maintains allowances for doubtful accounts for estimated losses, which are reviewed regularly by management. The estimated losses are based on the aging of accounts receivable balances and historical write-off experience, net of recoveries. If the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Principles of consolidation:

The consolidated financial statements include the accounts and operations of the Company and its subsidiaries, all of which are wholly owned except for Superior Diecutting, Inc. of which 50% is owned by two officers and directors and 50% is owned by other shareholders unrelated to the Company or any of its officers and directors. In accordance with FIN 46, Consolidation of Variable Interest Entities, the Company has consolidated Superior Diecutting, Inc., which has been determined to be a variable interest entity of which the Company is a primary beneficiary. Superior Diecutting, Inc. provides custom die cuts and inserts to the Company. Substantially all of the assets of Superior Diecutting, Inc. have been pledged as collateral in the financing agreements with Fleet Capital Corporation. Creditors of Superior Diecutting, Inc. have no recourse to the general assets of the Company.

Nature of Business and Interim Financial Statements - continued

Derivative financial instruments:

The Company has two interest rate swap agreements to hedge against the potential impact on earnings from increases in market interest rates of two variable rate bonds. Under the interest rate swap agreements, the Company receives or makes payments on a monthly basis, based on the differential between 5.14% and a tax exempt interest rate as determined by a remarketing agent. These interest rate swap agreements are accounted for as a cash flow hedge in accordance with SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS 133) as amended by SFAS 138, "Accounting for Certain Derivative Instruments and Hedging Activities -- an Amendment to FASB Statement No. 133." The tax affected fair market value of the interest rate swaps of $1,216 at September 30, 2003 is included in other comprehensive loss. The interest rate swap contracts expire in 2013 and 2015.

Advertising costs:

Advertising costs are charged to operations when incurred and are included in operating expenses. Advertising costs for the quarters ended September 30, 2003 and 2002 were, $449 and $473, respectively.

Note B.

Inventories

Inventories consist of the following at September 30, 2003 and December 31, 2002:

	9/30/2003	12/31/2002
Finished goods	$ 14,708	$ 13,579
Work in progress	3,429	1,954
Raw materials	16,735	12,710
	34,872	28,243
Less allowances	1,468	1,115
	$ 33,404	$ 27,128

Note C.

Stock Options and Warrants

The following table summarizes the activity related to all Company stock options and warrants for the nine months ended September 30, 2003 and the year ended December 31, 2002:

			Exercise Price per Share		Weighted Average Exercise Price per Share	
	Warrants	Stock Options	Warrants	Options	Warrants	Options
Outstanding at January 1, 2002	540	4,698	$8.40 - 14.73	$1.88 - 8.50	$ 10.04	$ 4.89
Granted	-	240	-	1.50 - 2.36	-	1.69
Exercised	-	-	-	-	-	-
Canceled or expired	(540)	(339)	8.40 - 14.73	1.88 - 8.50	10.04	4.26
Outstanding at December 31, 2002	-	4,599	-	1.50 - 7.50	-	4.76
Granted	-	165	-	1.65 - 4.37	-	2.96
Exercised	-	(71)	-	2.50 - 3.94	-	3.53
Canceled or expired	-	(160)	-	1.50 - 5.38	-	4.43
Outstanding at September 30, 2003	-	4,533	-	$1.50 - 7.50	$ -	$ 4.73
Exercisable at September 30, 2003	-	4,408	-	$1.65 - 7.50	$ -	$ 4.86

The warrants and options expire at various dates ranging from December 2003 through December 2008.

At September 30, 2003, the Company has three stock-based employee compensation plans, all of which have been approved by our shareholders. The Company accounts for those plans under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees and related Interpretations. No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of FASB Statement 123, Accounting for Stock-Based Compensation , to stock-based employee compensation.

In determining the pro forma amounts below, the value of each grant is estimated at the grant date using the Black-Scholes option model with the following weighted average assumptions for options granted in 2003 and 2002: Dividend rate of 0%; risk-free interest rate of 2.83% and 4.30%, respectively; expected lives of 5 years; and expected price volatility of 84% and 71%, respectively.

FLANDERS CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Dollars in thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	September 30, 2003	September 30, 2002	September 30, 2003	September 30, 2002
Net earnings (loss), as reported	$ 2,315	$ 1,184	$ 6,219	$ 2,967
Deduct: Total stock based employee compensation expense determined under fair value based methods for all awards, net of taxes	(151)	-	(324)	(247)
Pro forma net earnings (loss)	$ 2,164	$ 1,184	$ 5,895	$ 2,720
Weighted-average common shares outstanding used for calculation of basic earnings per share	26,006	26,033	26,024	26,033
Total shares used for calculation of diluted net earnings per share	26,433	26,033	26,190	26,034
Basic earnings per share:				
As reported	$ .09	$ .05	$ .24	$ .11
Pro forma	$ .08	$ .05	$ .23	$ .10
Diluted earnings per share:				
As reported	$ .09	$ .05	$ .24	$ .11
Pro forma	$ .08	$ .05	$ .23	$ .10

Note D.

Litigation

From time to time, we are a party to various legal proceedings incidental to our business. None of these proceedings are material to our business, operations or financial condition.

In the opinion of management, although the outcome of any legal proceeding cannot be predicted with certainty, the ultimate liability of the Company in connection with its legal proceedings will not have a material adverse effect on the Company s financial position, but could be material to the results of operations in any one future accounting period.

Item2. Management's Discusion and Analysis of Financial Condition and Results of Operations

The following discussions should be read in conjunction with our Consolidated Condensed Financial Statements and the notes thereto presented in "Item 1 Financial Statements" and our audited financial statements and the related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our report on Form 10-K for the year ended December 31, 2002. The information set forth in this "Management s Discussion and Analysis of Financial Condition and Results of Operations" includes forward-looking statements that involve risks and uncertainties. Many factors, including those discussed below under "Factors That May Affect Future Results" and Outlook could cause actual results to differ materially from those contained in the forward-looking statements below.

Overview

Flanders is a full-range air filtration product Company engaged in designing, manufacturing and marketing high performance, mid-range and standard-grade air filtration products and related products and services. Our focus has evolved from expansion through acquisition to increasing the quality and efficiency of our high-volume replacement filtration products, and using these benefits to compete more effectively in the marketplace. We also design and manufacture much of our own production equipment and produce glass-based air filter media for many of our air filtration products.

Critical Accounting Policies

The following discussion and analysis is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of our financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, and assets and liabilities during the periods reported. Estimates are used when accounting for certain items such as revenues, allowances for returns, early payment discounts, customer discounts, doubtful accounts, employee compensation programs, depreciation and amortization periods, taxes, inventory values, insurance programs, and valuations of investments, goodwill, other intangible assets and long-lived assets. We base our estimates on historical experience, where applicable, and other assumptions that we believe are reasonable under the circumstances. Actual results may differ from our estimates under different assumptions or conditions. We believe that the following critical accounting policies reflect our more significant judgments and estimates used in preparation of our consolidated financial statements.

We maintain allowances for estimated losses resulting from the inability of our customers to make required payments. We base our estimates on the aging of our accounts receivable balances and our historical write-off experience, net of recoveries. If the financial condition of our customers were to deteriorate, additional allowances may be required.

We value our inventories at the lower of cost or market. We write down inventory balances for estimated obsolescence or unmarketable inventory equal to the difference between the cost of the inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

Estimates of our insurance costs are developed by management s evaluation of the likelihood and probable amount of potential claims based on historical experience and evaluation of each claim. Changes in the key assumptions may occur in the future, which would result in changes to related insurance costs.

Poor operating performance of the business activities related to intangible assets or long-lived assets could result in future cash flows of these assets declining below carrying values, which could require a write-down of the carrying value of these assets, which would adversely affect operating results.

Generally, sales are recognized when shipments are made to customers. Rebates, allowances for damaged goods and other advertising and marketing program rebates are accrued pursuant to contractual provisions and included in accrued expenses. An insignificant amount of our revenues fall under the percentage-of-completion method of accounting used for long-term contracts. Under this method, sales and gross profit are recognized as work is performed based on the relationship between actual costs incurred and total estimated costs at completion. Sales and gross profit are adjusted prospectively for revisions in estimated total contract costs and contract values. Estimated losses are recorded when identified.

Results of Operations for Three Months Ended September 30, 2003 Compared to September 30, 2002

The following table summarizes our results of operations as a percentage of net sales for the three months ended September 30, 2003 and 2002.

	Three Months Ended September 30,			
	2003		2002	
Net sales	$ 50,189	100.0%	$ 50,136	100.0%
Gross profit	11,887	23.7	10,888	21.7
Operating expenses	8,311	16.6	7,965	15.9
Operating income	3,576	7.1	2,923	5.8
Nonoperating income (expense)	(314)	(0.6)	(949)	(1.9)
Provision for income taxes	947	1.9	790	1.6
Net earnings	2,315	4.6	1,184	2.4

Net sales: Net sales for the third quarter of 2003 increased by $53, or 0.1%, to $50,189 from $50,136 for the third quarter of 2002. Comparable sales, which exclude approximately $1,200 of revenues from the sale of our Tidewater subsidiary in December 2002, increased approximately $1,253, or 2.6%. The air filtration market continues to be weak, particularly in our industrial product lines; our primary customers for our industrial products are manufacturing companies, and the U.S. manufacturing sector continued its decline during the quarter, despite the general economic turnaround. We have been relatively successful in expanding our customer base for our industrial and wholesale products, and believe we have captured additional share during the current manufacturing downturn. These declines in industrial and commercial filter sales during the quarter were balanced by increases in sales through retailers.

Gross Profit: Gross profit for the third quarter of 2003 increased by $999, or 9.2%, to $11,887, which represented 23.7% of net sales, from $10,888, which represented 21.7% of net sales, for the third quarter of 2002. The increase in gross profit percentage was primarily due to the implementation of some of the Company s cost saving initiatives and benefits from its vertical integration.

Operating expenses: Operating expenses for the third quarter of 2003 increased by $346, or 4.3%, to $8,311, representing 16.6% of net sales, from $7,965, representing 15.9% of net sales, for the third quarter of 2002. The increase in operating expenses was due to higher than usual bad debt expense, which management believes is a symptom of the general downturn in the air filtration industry.

Nonoperating income (expense): Nonoperating expenses for the third quarter of 2003 decreased by $635, or 66.9%, to ($314), representing (.6%) of net sales, from $(949), representing (1.9%) of net sales, for the third quarter of 2002. This decrease was primarily attributable to a reduction in interest expenses and bank fees resulting from the Company s renegotiation of its revolving working capital facility, as well as decreased amounts outstanding on these facilities.

Provision for income taxes: Our income tax provision for the quarter ended September 30, 2003 included one-time tax credits and adjustments. Excluding these one-time credits and adjustments, our provision for the three months of 2003 was a blended state and federal rate of approximately 39% of pretax earnings compared to 40% for the three months of 2002.

Results of Operations for Nine Months Ended September 30, 2003 Compared to September 30, 2002

The following table summarizes our results of operations as a percentage of net sales for the nine months ended September 30, 2003 and 2002.

	Nine Months Ended September 30,			
	2003		2002	
Net sales	$ 137,500	100.0%	$ 137,357	100.0%
Gross profit	32,185	23.4	30,840	22.5
Operating expenses	23,883	17.4	22,524	16.4
Operating income	8,302	6.0	8,316	6.1
Nonoperating income (expense)	474	0.3	(3,371)	(2.5)
Provision for income taxes	2,557	1.9	1,978	1.4
Net earnings	6,219	4.5	2,967	2.2

Net sales: Net sales for the nine months of 2003 increased by $143, or 0.1%, to $137,500 from $137,357 for the first nine months of 2002. The loss of approximately $3,600 in sales from our Tidewater subsidiary, which was sold at the end of December 2002, and what appears to be a continued downturn in the air filter market, were offset by the capture of additional market share reflected in orders from new customers, and normal differences in the timing and receipt of orders and shipments.

Gross Profit: Gross profit for the nine months of 2003 increased by $1,345, or 4.4%, to $32,185, which represented 23.4% of net sales, from $30,840, which represented 22.5% of net sales, for the nine months of 2002. The increase in gross profit percentage was principally attributable to some of the Company s cost saving initiatives and benefits from its vertical integration.

Operating expenses: Operating expenses for the nine months of 2003 increased by $1,359, or 6.0%, to $23,883 representing 17.4% of net sales, from $22,524, representing 16.4% of net sales, for the nine months of 2002. The increase in operating expenses was due to higher than usual bad debt expense, which management believes is a symptom of the general downturn in the air filtration industry, and increased outbound freight expenses associated with higher fuel costs.

Nonoperating income (expense): Nonoperating income (expense) for the nine months of 2003 increased by $3,845 to income of $474, representing 0.3% of net sales, from an expense of $(3,371), representing (2.5)% of net sales, for the nine months of 2002. This increase was primarily attributable to (i) a reduction in interest expense and bank fees resulting from the Company s renegotiation of its revolving working capital facility, as well as decreased amounts outstanding on these facilities; and (ii) settlement of a lawsuit with a vendor during our second quarter.

Provision for income taxes: Our income tax provision for the nine months of 2003 included one-time tax credits and adjustments. Excluding these one-time credits and adjustments, our provision for the nine months of 2003 was a blended state and federal rate of approximately 39% of pre-tax earnings, compared to 40% for the nine months of 2002.

Liquidity and Capital Resources

Our working capital was approximately $43,826 at September 30, 2003, compared to approximately $41,389 at December 31, 2002. This includes cash and cash equivalents of $1,084, at September 30, 2003 and $2,806 at December 31, 2002.

Our trade receivables increased $4,218, or 12.4%, to $38,249 at September 30, 2003, from $34,031 at December 31, 2002. Days sales outstanding, the ratio of receivables to average daily sales during the prior three months was 72 days at September 30, 2003 and 63 days at December 31, 2002. These ratios for day s sales outstanding typically vary between 60 and 70 days, depending on timing differences in shipments and payments received.

Inventories increased $6,276, or 23.1%, to $33,404 at September 30, 2003 from $27,128 at December 31, 2002. During the third quarter we maintained a higher level of inventories to avoid product shortages. The Company was able to maintain its on-time delivery and in stock percentages during the busiest time of the year. Larger inventories also help smooth out labor requirements. Inventories are expected to decrease during the fourth quarter as our busy season eases.

Our continuing operations generated $2,666 and $4,098 of cash during the third quarters of 2003 and 2002, respectively. Historically, our business is seasonal, with our second and third quarters having higher sales than our first and fourth quarters. We attempt to moderate swings in labor requirements and product shortages due to this seasonal variance by increasing inventories in the first quarter and first part of the third quarter. Larger inventories reduce the likelihood of stock shortages during our busy season and help smooth out our labor requirements. In general, we expect operations to consume cash, or generate substantially less cash during our second and third quarters because of increases in inventory. Our financing activities used $1,609 of cash during the third quarter of 2003, primarily consisting of payments on debt. Our investing activities consumed $794 of cash during the third quarter of 2003, primarily used to purchase property and equipment.

We currently have a credit facility with Fleet Capital Corporation. The $40 million facility consists of a $7 million term loan and a $33 million revolving credit line, both of which expire on October 17, 2007. The term loan bears interest, at our option, at either (i) LIBOR plus between 2.5% and 3%, dependent on the Company's fixed charge coverage during the prior twelve months; or (ii) the greater of the Federal Funds Effective Rate plus 0.5% or Fleet's base rate, plus between 0.5% and 1%, dependent on the Company's fixed charge coverage during the prior twelve months. The Company qualified for a rate reduction to 0.5% during October 2003. The $33 million revolving credit facility bears interest at 0.25% less than the term loan. Up to $11 million of the revolving credit facility may be used to issue letters of credit. The facility is collateralized by substantially all of the Company's assets. The line of credit agreement requires maintenance of certain financial ratios, and restricts capital expenditures, dividends and share repurchases. There are no prepayment penalties on any of the credit facilities with Fleet Capital Corporation.

In connection with the working capital credit facility and notes payable to a regional development authority and bank, the Company has agreed to certain restrictive covenants which include, among other things, restricting capital expenditures to less than $5,250 per year, not paying dividends or repurchasing its stock without prior written consent, and maintenance of certain financial ratios at all times including: a minimum current ratio, minimum tangible net worth, a maximum ratio of total liabilities to tangible net worth and a minimum fixed charge coverage ratio.

We believe that our cash on hand, cash generated by operations, and cash available from our existing credit facilities is sufficient to meet the capital demands of our current operations during the 2003 fiscal year. Any major increases in sales, particularly in new products, may require substantial capital investment for the manufacture of filtration products. Failure to obtain sufficient capital could materially adversely impact our growth potential.

On September 22, 2000, the Board of Directors authorized the repurchase of up to two million shares of common stock through open market or negotiated transactions. Further repurchases under this program are restricted under our current line of credit agreement, and require prior consent of Fleet Capital Corporation. As of October 23, 2003, approximately 575,000 shares had been repurchased in the open market under this authorization.

Outlook

Unit shipments for the nine months of 2003 were up compared to the nine months of 2002, despite basically flat sales. This, along with other indications that we have successfully increased our market share during the past year, indicates there is a trend toward replacing higher-performance pleated filters with less expensive filters. This trend, which became noticeable during the first quarter of 2003, continued through the third quarter. While we believe this trend will reverse as the economy, and specifically the job market, recover, it continues to have a negative short-term impact on our revenues and operating margins, as higher-dollar and higher-margin sales are replaced by less expensive products.

The U.S. manufacturing sector, which are the major users for most of our wholesale and industrial air filtration products, continued to shrink through the third quarter of 2003, and may continue to do so. This has resulted in intensifying competition among companies supplying products to manufacturers. We believe wholesale and industrial filter companies are experiencing a wave of consolidation, as weaker companies try to compete in a shrinking market created by the current, difficult manufacturing climate. We anticipate that our financial stability, manufacturing capacity and delivery performance will enable us to acquire a leading market position in industrial and wholesale filter products as this process continues.

We are continuing to experience heightened interest in our nuclear and biological filtration systems for application in government and commercial settings. This is an underdeveloped market, and we currently have no reliable data as to the size of this niche. We are currently pursuing contracts for these types of applications.

During the past three years, we have captured additional market share among big box retailers like The Home Depot and WalMart, capitalizing on our ability to service national accounts from regional distribution centers and our improved on-time delivery performance. We anticipate additional market gains among these types of retailers during the next two years, and are introducing new products focused on their marketing and end-user requirements. Sales to these retail outlets, while seasonal, also tend to follow progress in the overall economy. Additional gains in market share may not have a significant impact on revenues without some recovery in the overall U.S. economy. Additionally, significant revenue enhancement to these customers is largely dependent upon the success of the new products we are introducing to this marketplace.

During the past three years, we introduced air filtration products which use the Arm &Hammer® brand name. We have recently completed the introduction of antimicrobial air filtration products using the Lysol™ brand name. These products are expected to contribute to our expansion in the retail marketplace, but the extent to which they will do so, and their impact on the bottom line, is currently indeterminable.

Sales of air filtration products for semiconductor facilities, historically a major market, are expected to be slow again during 2003, with most analysts pushing recovery for this sector out to at least 2004. The current weak economy is also expected to have a dampening effect on sales of air filtration products across all product lines and end-user categories. As long as the current weakness in the economy continues, in individual market segments or the marketplace as a whole, our results will be negatively affected.

We have collected data that indicates that residential filter users replace their filters, on average, approximately once per year. Manufacturers of residential furnace and air conditioning systems recommend that these filters be changed every month. A minor trend toward increased maintenance of these residential heating and cooling systems could have a positive impact on our business.

Our most common products, in terms of both unit and dollar volume, are residential throw-away spun-glass filters, which usually sell for prices under $1.00. Any increase in consumer concern regarding air pollution, airborne pollens, allergens, and other residential airborne contaminants could result in replacement of some of these products with higher value products. Our higher value products include our NaturalAire higher-efficiency filters for residential use, and our Lysol™ and Arm &Hammer® co-branded products, with associated sales prices typically over $5.00 each. Any such trend would have a beneficial effect on our business. If our residential air cleaners are successful, we believe replacement filter sales, and the increased awareness of indoor air quality engendered by the simple presence of the air cleaners, will help to create and/or accelerate this trend.

We believe there is currently a gradually increasing public awareness of the issues surrounding indoor air quality and that this trend will continue for the next several years. We also believe there is an increase in public concern regarding the effects of indoor air quality on employee productivity, as well as an increase in interest by standards-making bodies in creating specifications and techniques for detecting, defining and solving indoor air quality problems. We further believe there will be an increase in interest in our Absolute Isolation Barriers in the future because these products may be used in both semiconductor and pharmaceutical manufacturing plants to prevent cross-contamination between different lots and different processes being performed at the same facility. These products also increase production yields in many applications.

Currently, the largest domestic market for air filtration products is for mid-range ASHRAE-rated products and HVAC systems, typically used in commercial and industrial buildings. To date, our penetration of this market is increasing but our market share is relatively small. We believe our ability to offer a one stop supply of air filtration products to HVAC distributors and wholesalers may increase our share of this market. We also believe that our recently developed modular air handlers and environmental tobacco smoke systems will enable us to expand sales to these customers. We intend our new products to serve as high profile entrants with distributors and manufacturers representatives, who can then be motivated to carry our complete product line.

This Outlook section, and other portions of this document, include certain forward-looking statements within the meaning of that term in Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, including, among others, those statements preceded by, following or including the words believe, expect, intend, anticipate or similar expressions. These forward-looking statements are based largely on the current expectations of management and are subject to a number of assumptions, risks and uncertainties. Our actual results could differ materially from these forward-looking statements. Important factors to consider in evaluating such forward-looking statements include those discussed below under the heading Factors That May Affect Future Results as well as:

- the shortage of reliable market data regarding the air filtration market,
- changes in external competitive market factors or in our internal budgeting process which might impact trends in our results of operations,
- anticipated working capital or other cash requirements,
- changes in our business strategy or an inability to execute our strategy due to unanticipated changes in the market,
- product obsolescence due to the development of new technologies, and
- various competitive factors that may prevent us from competing successfully in the marketplace.

In light of these risks and uncertainties, there can be no assurance that the events contemplated by the forward-looking statements contained in this Form 10-Q will in fact occur.

Factors That May Affect Future Results

Failure to Manage Future Growth Could Adversely Impact Our Business Due to the Strain on Our Management, Financial and Other Resources

If our business expands in the future, the additional growth will place burdens on management to manage such growth while maintaining profitability. Our ability to compete effectively and manage future growth depends on our ability to:

- recruit, train and manage our work force, particularly in the areas of corporate management, accounting, research and development and operations,
- manage production and inventory levels to meet product demand,
- manage and improve production quality,
- expand both the range of customers and the geographic scope of our customer base, and
- improve financial and management controls, reporting systems and procedures.

Any failure to manage growth effectively could have a material adverse effect on our business, financial condition and results of operations.

Our Business May Suffer If Our Competitive Strategy is Not Successful

Our continued success depends on our ability to compete in an industry that is highly competitive. This competition may increase as new competitors enter the market. Several of our competitors may have longer operating histories and greater financial, marketing and other resources than we do. Additionally, our competitors may introduce new products or enhancements to products that could cause a decline in sales or loss of market acceptance of our existing products. Under our current competitive strategy, we endeavor to remain competitive by:

- increasing our market share,
- expanding our market through the introduction of new products which require periodic replacement, and
- improving operating efficiencies.

Although our executive management team continues to review and monitor our strategic plans, we have no assurance that we will be able to follow our current strategy or that this strategy will be successful.

Our Market Share May Not Continue to Increase if We are Unable to Acquire Additional Synergistic Businesses

In the past several years we have significantly increased our market share by acquiring synergistic businesses. Although we intend to continue to increase our market share in this manner, we have no assurance that future acquisition opportunities will be available, and do not anticipate that future acquisitions will be of a size that would result in immediate significant increases in the size of our business. Additionally, in the future we may not have access to the substantial debt or equity financing to finance potential acquisitions. Moreover, these types of transactions may result in potentially dilutive issuances of equity securities, the incurrence of additional debt and other acquisition-related expenses, all of which could adversely affect our profitability or cash flows. Our strategy of growth through acquisition also exposes us to the potential risks inherent in assessing the value, strengths, weaknesses, and potential profitability of acquisition candidates and in integrating the operations of acquired companies. We do not currently have any binding agreements with respect to future acquisitions.

Our Business May Suffer if Our Strategy to Increase the Size and Customer Base of the Air Filtration Market is Unsuccessful

We are developing new products as part of our strategy to increase the size and customer base of the air filtration market. We have no assurance that this strategy will be successful. We have no guarantee that any new products we develop will gain acceptance in the marketplace, or that these products will be successful. Additionally, we have no assurance we will be able to recoup the expenditures associated with the development of these products. To succeed in this area we must:

- increase public awareness of the issues surrounding indoor air quality,
- adequately address the unknown requirements of the potential customer base,
- develop new products that are competitive in terms of price, performance and quality, and
- avoid significant increases in current expenditure levels in development, marketing and consumer education.

We May Experience Critical Equipment Failure Which Could Have a Material Adverse Effect on Our Business

If we experience extended periods of downtime due to the malfunction or failure of our automated production equipment, our business, financial condition and operations may suffer. We design and manufacture much of the automated production equipment used in our facilities. We also use other technologically advanced equipment for which manufacturers may have limited production capability or service experience. If we are unable to quickly repair our equipment or quickly obtain new equipment or parts from outside manufacturers, we could experience extended periods of downtime in the event of malfunction or equipment failure.

Our Plan to Centralize Overhead Functions May Not Produce the Anticipated Benefits to Our Operating Results

We are currently completing the implementation of plans to centralize overhead functions and eliminate duplication of efforts between our subsidiaries in the following areas:

- purchasing,
- production planning,
- shipping coordination,
- marketing,
- accounting,
- personnel management,
- risk management, and
- benefit plan administration.

We have no assurance that cutting overhead in this fashion will have the anticipated benefits to our operating results. Additionally, we have no assurance that these reorganizations will not significantly disrupt the operations of the affected subsidiaries.

Our Success Depends on Our Ability to Retain and Attract Key Personnel

Our success and future operating results depend in part upon our ability to retain our executives and key personnel, many of who would be difficult to replace. Our success also depends on our ability to attract highly qualified engineering, manufacturing, technical, sales and support personnel for our operations. Competition for such personnel, particularly qualified engineers, is intense, and there can be no assurance that we will be successful in attracting or retaining such personnel. Our failure to attract or retain such persons could have a material adverse effect on our business, financial condition and results of operations.

Our Current Distribution Channels May be Unavailable if Our Manufacturers Representatives Decide to Work Primarily With One of Our Competitors

We provide our manufacturers representatives with the ability to offer a full product line of air filtration products to existing and new customers. Some of our competitors offer similar arrangements. We do not have exclusive relationships with most of our representatives. Consequently, if our representatives decide to work primarily with one of our competitors, our current distribution channels, and hence, our sales, could be significantly reduced.

Management Controls a Significant Percentage of Our Stock

As of October 23, 2003, our directors and executive officers beneficially held approximately 42.9% of our outstanding common stock. As a result, such shareholders effectively control or significantly influence all matters requiring shareholder approval. These matters include the election of directors and approval of significant corporate transactions. Such concentration of ownership may also have the effect of delaying or preventing a change in control.

We May be Required to Issue Stock in the Future That Will Dilute the Value of Our Existing Stock

We have granted options to purchase a total of 4,533,000 shares of common stock to various parties with exercise prices ranging from $1.50 to $7.50 per share. The majority of these options are currently exercisable. The exercise of these options may result in the issuance of stock at prices lower than we might otherwise be able to obtain. Additionally, if the option holders exercise their options, the interests of current shareholders may be diluted.

Our Shareholders May Not Realize Certain Opportunities Because of Our Charter Provisions and North Carolina Law

Our Articles of Incorporation and Bylaws contain provisions that are designed to provide our Board of Directors with time to consider whether a hostile takeover offer is in our best interest and the best interests of our shareholders. These provisions may discourage potential acquisition proposals and could delay or prevent a change of control in our business. Additionally, we are subject to the Control Shares Acquisition Act of the State of North Carolina. This act provides that any person who acquires control shares of a publicly held North Carolina corporation will not have voting rights with respect to the acquired shares unless a majority of the disinterested shareholders of the corporation vote to grant such rights. This could deprive shareholders of opportunities to realize takeover premiums for their shares or other advantages that large accumulations of stock would typically provide.

Our Business Can be Significantly Affected by Environmental Laws

The constantly changing body of environmental laws and regulations may significantly influence our business and products. These laws and regulations require that various environmental standards be met and impose liability for the failure to comply with such standards. While we endeavor at each of our facilities to assure compliance with environmental laws and regulations, and are currently not aware of any ongoing issues of this nature, we cannot be certain that our operations or activities, or historical operations by others at our locations, will not result in civil or criminal enforcement actions or private actions that could have a materially adverse effect on our business. We have, in the past, and may, in the future, purchase or lease properties with unresolved potential violations of federal or state environmental regulations. In these transactions, we have been successful in obtaining sufficient indemnification and mitigating the impact of the issues without recognizing significant expenses associated with litigation and cleanup. However, purchasing or leasing these properties requires us to weigh the cost of resolving these issues and the likelihood of litigation against the potential economic and business benefits of the transaction. If we fail to correctly identify, resolve and obtain indemnification against these risks, they could have a material adverse impact on our financial position.

Because of the foregoing factors, as well as other variables affecting our operating results, past financial performance should not be considered a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods.

The preceding discussion should be read in conjunction with our annual report on Form 10-K, which also includes additional "Factors That May Affect Future Results" which are still applicable during the current period.

Item 3.

Quantitative and Qualitative Disclosures About Market Risk

We are exposed to various market risks, primarily changes in interest rates. Market risk is the potential loss arising from adverse change in market rates and prices, such as foreign currency exchange and interest rates. For Flanders, these exposures are primarily related to changes in interest rates. We do not hold any derivatives or other financial instruments for trading or speculative purposes.

The fair value of the Company's total long-term debt, including capital leases and current maturities of long-term debt, at September 30, 2003 was approximately $29,173. Market risk was estimated as the potential decrease (increase) in future earnings and cash flows resulting from a hypothetical 10% increase (decrease) in the Company's estimated weighted average borrowing rate at September 30, 2003. Although most of the interest on the Company's debt is indexed to a market rate, there would be no material effect on the future earnings or cash flows related to the Company's total debt for such a hypothetical change.

The Company has only a limited involvement with derivative financial instruments. The Company has two interest rate swap agreements to hedge against the potential impact on earnings from increases in market interest rates of two variable rate bonds. Under the interest rate swap agreements, the Company receives or make payments on a monthly basis, based on the differential between 5.14% and a tax exempt interest rate as determined by a remarketing agent. These agreements are accounted for as a cash flow hedge in accordance with SFAS 133 and SFAS 138. The tax effected fair market value of the interest rate swap of $1,216 is included in Accumulated other comprehensive loss on the balance sheet. The interest rate swap contracts expire in 2013 and 2015.

The Company's financial position is not materially affected by fluctuations in currencies against the U.S. dollar, since assets held outside the United States are negligible. Risks due to changes in foreign currency exchange rates are negligible, as the preponderance of our foreign sales occur over short periods of time or are demarcated in U.S. dollars.

Item 4.

Controls and Procedures

(a) Under the supervision and with the participation of the Company's management, including the Company's principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of the design and operations of its disclosure controls and procedures, as such term is defined in Rules 13a-1(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this report. Based on their evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective such that the material information required to be included in our Securities and Exchange Commission (SEC) reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to Flanders Corporation, including our consolidated subsidiaries, and was made known to them by others within those entities, particularly during the period when this report was being prepared.

(b) In addition, there were no significant changes in our internal control over financial reporting that could significantly affect these controls during the quarter. We have not identified any significant deficiency or material weaknesses in our internal controls, and therefore, there were no corrective actions taken.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we are a party to various legal proceedings incidental to our business. None of the current proceedings in which we are involved are material to our business, operations or financial condition.

Item 2. Changes in Securities and the Use of Proceeds - None

Item 3. Defaults Upon Senior Securities - None.

Item 4. Submission of Matters to a Vote of Security Holders - None.

Item 5. Other Information - None

Item 6. Exhibits and Reports on Form 8-K

(a)

Exhibits

<u>Exhibit No.</u>

<u>Description</u>

31 Certification of Chief Executive Officer pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.

31 Certification of Chief Financial Officer pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

July 24, 2003 Report on 8-K Item 5. Other Event Earnings Release for the quarter ended June 30, 2003.

August 21, 2003	Report 8-K	Item 5. Other Event	Reported appointment of Board member.

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.

Dated this 23rd day of October, 2003.

FLANDERS CORPORATION

By: /s/ Robert R. Amerson

Robert R. Amerson

President, Chief Executive Officer and Director

By: /s/ Steven K. Clark

Steven K. Clark

Chief Operating Officer, Vice President/Chief Financial Officer,

Principal Accounting Officer and Director

Exhibit 31

CERTIFICATION PURSUANT TO RULE 13A-14

OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,

AS ADOPTED PURSUANT TO

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert R. Amerson, certify that:

1.

I have reviewed this quarterly report on Form 10-Q of Flanders Corporation;

2.

Based on my knowledge, this quarterly 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 quarterly report;

3.

Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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)) for the registrant and we 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 subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b)

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;

(c)

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 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 function):

(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 controls over financial reporting.

Date: October 23, 2003.

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Robert R. Amerson

President and Chief Executive Officer

CERTIFICATION PURSUANT TO RULE 13A-14

OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,

AS ADOPTED PURSUANT TO

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven K. Clark, certify that:

1.

I have reviewed this quarterly report on Form 10-Q of Flanders Corporation;

2.

Based on my knowledge, this quarterly 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 quarterly report;

3.

Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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)) for the registrant and we 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 subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b)

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;

(c)

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 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 function):

(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 controls over financial reporting.

Date: October 23, 2003.

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Steven K. Clark

Chief Financial Officer

Exhibit 32

CERTIFICATION 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 of Flanders Corporation (the "Company"), on Form 10-Q for the quarter ended September 30, 2003, we hereby certify, solely for the purpose of complying with 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 quarterly 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 quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 23, 2003.

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Robert R. Amerson

President and Chief Executive Officer

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Steven K. Clark

Chief Financial Officer