

FLANDERS CORP
Form 10-Q/A
July 22, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-Q/A
AMENDMENT NO. 1**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2004

Commission File No. 0-27958

FLANDERS CORPORATION

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction of incorporation or organization.)

13-3368271

(IRS Employer ID Number)

2399 26th Avenue North, St. Petersburg, Florida

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(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

NO

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

YES

NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of April 23, 2004.

26,151,846 shares of common stock, par value \$.001 per share

(Title of Class)

Explanatory Note:

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This amendment No. 1 to Form 10-Q on behalf of Flanders Corporation for the period ended March 31, 2004, is filed to indicate that the signatures to the Sarbanes-Oxley Act of 2002 Section 302 and Section 906 certifications include a typed name of the signor after "/s/" filed as Exhibits 31 and 32 to the filing. All parties signed this form 10-Q as originally indicated but their names were not typed out next to the "/s/" in the original filing. No other changes are made to this filing.

FLANDERS CORPORATION

FORM 10-Q

FOR QUARTER ENDED March 31, 2004

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ended March 31, 2004 (unaudited) and the year ended December 31, 2003

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PART I - FINANCIAL INFORMATION

Item 1.

Financial Statements

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED BALANCE SHEETS

(In thousands)

ASSETS	March 31, 2004 (unaudited)	December 31, 2003
Current assets		
Cash and cash equivalents	\$ 1,913	\$ 1,098
Receivables:		

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Trade, less allowance:			
	3/31/2004 \$2,825; 12/31/2003 \$2,949	38,345	35,908
Other		312	265
Inventories		33,534	33,066
Deferred taxes		2,889	2,889
Other current assets		1,735	1,461
	Total current assets	78,728	74,687
Related party receivables		364	362
Property and equipment , less accumulated depreciation: 3/31/2004 \$49,307; 12/31/2003 \$47,414		67,978	67,855
Intangible assets , less accumulated amortization: 3/31/2004 \$680; 12/31/2003 \$641		841	880
Other assets		1,483	1,631
		\$ 149,394	\$ 145,415
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities			
Current maturities of long-term debt and capital lease obligations		\$ 2,554	\$ 2,542
Accounts payable		11,008	11,501
Accrued expenses		14,546	15,097
	Total current liabilities	28,108	29,140
Long-term capital lease obligations , less current maturities		2,696	2,805
Long-term debt , less current maturities		24,573	20,943
Long-term liabilities, other		2,056	1,850
Deferred taxes		9,886	9,968
Commitments and contingencies			
Stockholders' equity			
Preferred stock, \$.001 par value, 10,000 shares authorized; none issued		-	-
Common stock, \$.001 par value; 50,000 shares authorized; issued and outstanding: 26,152 and 26,084 shares in March 2004 and December 2003, respectively		26	26
Additional paid-in capital		90,649	90,527
Notes receivable - secured by common shares		(9,115)	(9,028)
Accumulated other comprehensive loss		(1,233)	(1,110)
Retained earnings		1,748	294
		82,075	80,709
		\$ 149,394	\$ 145,415

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS

(In thousands, except per share data)

(unaudited)

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		Three Months Ended	
		March 31,	
		2004	2003
Net sales		\$ 45,354	\$ 43,049
Cost of goods sold		35,391	33,589
	Gross profit	9,963	9,460
Operating expenses		7,942	7,349
	Operating income	2,021	2,111
Nonoperating income (expense):			
Other income, net		376	235
Interest expense		(415)	(503)
		(39)	(268)
	Earnings before income taxes	1,982	1,843
Provision for income taxes		528	199
	Net earnings	\$ 1,454	\$ 1,644
Net earnings per share			
Basic		\$ 0.06	\$ 0.06
Diluted		\$ 0.05	\$ 0.06
Weighted average common shares outstanding			
Basic		26,118	26,033
Diluted		26,995	26,036

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS EQUITY

(In thousands)

	Common	Additional Paid-In Capital	Notes Receivable	Accumulated Other Comprehensive (Loss)	Retained Earnings / (Deficit)	Total
	\$	\$	\$	\$	\$	\$
Balance, January 1, 2003	26	90,331	(8,695)	(1,294)	(7,440)	72,928
Accrued interest on notes receivable secured by common shares			(333)			(333)
Purchase & Retirement of	(1)	(188)			(12)	(201)

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Common Shares						
Common Shares issued from						
exercise of stock options	1	384				385
Net earnings					7,746	7,746
Gain on cash flow hedges				184		184
Total comprehensive earnings						7,930
Balance, December 31, 2003	26	90,527	(9,028)	(1,110)	294	80,709
Accrued interest on notes receivable secured by common shares (unaudited)						
			(87)			(87)
Common Shares issued from						
exercise of stock options		122				122
Comprehensive income (loss)						
Net earnings (unaudited)					1,454	1,454
Loss on cash flow hedges (unaudited)				(123)		(123)
Total comprehensive earnings (unaudited)						1,331
	\$	\$	\$	\$	\$	\$
Balance, March 31, 2004 (unaudited)	26	90,649	(9,115)	(1,233)	1,748	82,075

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Three Months Ended	
	March 31,	
	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES		
Net cash provided by (used in) operating activities	\$ (898)	\$ 2,941
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(2,057)	(1,696)
Proceeds from sale of property and equipment	23	70
Proceeds (Payments) from notes receivables	(3)	-
(Increase) Decrease in other assets	95	(153)
Net cash used in investing activities	(1,942)	(1,779)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on long-term borrowings	(596)	(679)
Net proceeds from (payments on) revolving credit agreement	4,130	(1,842)
Payment of debt issuance costs	(1)	(34)
Proceeds from exercise of stock options	122	-
Net cash provided by (used in) financing activities	3,655	(2,555)

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	Net increase (decrease) in cash and cash equivalents	815	(1,393)
CASH AND CASH EQUIVALENTS			
	Beginning of period	1,098	2,806
	End of period	\$ 1,913	\$ 1,413
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Cash paid during the period for:			
	Income taxes	\$ 2,506	\$ 105
	Interest	\$ 334	\$ 501
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

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, the Pacific Rim and 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

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financial statements and notes thereto included in our annual report on Form 10-K for the year ended December 31, 2003. 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 months ended March 31, 2004 may not be indicative of the results that may be expected for the year ending December 31, 2004.

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 March 31, 2004, accumulated comprehensive loss consisted of the following:

Balance at December 31, 2003	\$	(1,110)
Net change during the period related to cash flow hedges		(123)
Balance at March 31, 2004	\$	(1,233)

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.

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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 \$1,233 at March 31, 2004 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 March 31, 2004 and 2003 were, \$807 and \$491, respectively.

Stock Options and Warrants:

The following table summarizes the activity related to all Company stock options and warrants for the three months ended March 31, 2004 and the year ended December 31, 2003:

	Warrants	Options	Warrants	Options	Warrants	Options
Outstanding at January 1, 2003	-	4,599	-	\$1.50 - 7.50	-	\$ 4.76
Granted	-	225	-	1.65 - 5.00	-	3.51
Exercised	-	(106)	-	1.65 - 3.94	-	3.45
Canceled or expired	-	(183)	-	1.50 - 5.38	-	4.44
Outstanding at December 31, 2003	-	4,535	-	1.50 - 7.50	-	4.75
Granted	-	85	-	5.21 - 6.49	-	5.16
Exercised	-	(68)	-	1.65 - 4.75	-	1.86
Canceled or expired	-	-	-	-	-	-
Outstanding at March 31, 2004	-	4,552	-	\$1.50 - 7.50	-	\$ 4.80
Exercisable at March 31, 2004	-	4,292	-	\$1.65 - 7.50	-	\$ 4.86

The options expire at various dates ranging from April 2004 through March 2009.

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At March 31, 2004, 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 2004 and 2003: Dividend rate of 0%; risk-free interest rate of 3.25% and 3.00%, respectively; expected lives of 5 years; and expected price volatility of 96% and 92%, respectively.

	Three Months Ended	
	March 31, 2004	March 31, 2003
Net earnings, as reported	\$	\$
	1,454	1,644
Deduct: Total stock based employee compensation expense determined under fair value based methods for all awards, net of taxes	(27)	(32)
Pro forma net earnings	<u>\$</u>	<u>\$</u>
	<u>1,427</u>	<u>1,622</u>
Weighted-average common shares outstanding used for calculation of basic earnings per share	<u>26,118</u>	<u>26,033</u>
Total shares used for calculation of diluted net earnings per share	<u>26,995</u>	<u>26,036</u>
Basic earnings per share:		
As reported	\$	\$
	.06	.06
Pro forma	\$	\$
	.05	.06
Diluted earnings per share:		
As reported	\$	\$
	.05	.06
Pro forma	\$	\$
	.05	.06

Note B.

Inventories

Inventories consist of the following at March 31, 2004 and December 31, 2003:

	3/31/2004	12/31/2003
Finished goods	\$ 16,396	\$ 14,625
Work in progress	2,924	3,403
Raw materials	15,287	16,361
	34,607	34,389
Less allowances	1,073	1,323
	\$ 33,534	\$ 33,066

Note C.

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.

Item 2.

Management's Discussion 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, 2003. 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

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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 March 31, 2004 Compared to March 31, 2003

The following table summarizes our results of operations as a percentage of net sales for the three months ended March 31, 2004 and 2003.

	Three Months Ended			
	2004		March 31, 2003	
Net sales	\$ 45,354	100.0%	\$ 43,049	100.0%
Gross profit	9,963	22.0	9,460	22.0
Operating expenses	7,942	17.5	7,349	17.1
Operating income	2,021	4.5	2,111	4.9
Nonoperating expense	(39)	(0.1)	(268)	(0.6)
Provision for income taxes	528	1.2	199	0.5
Net earnings	1,454	3.2	1,644	3.8

Net sales: Net sales for the first quarter of 2004 increased by \$2,305, or 5.3%, to \$45,354 from \$43,049 for the first quarter of 2003. 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 successful in expanding our customer base for our industrial and wholesale products, and we have continued to capture additional market share during the current manufacturing downturn.

Gross Profit: Gross profit for the first quarter of 2004 increased by \$503, or 5.3%, to \$9,963, which represented 22.0% of net sales, from \$9,460, which represented 22.0% of net sales, for the first quarter of 2003. The increase in gross profit was due to the increased net sales.

Operating expenses: Operating expenses for the first quarter of 2004 increased by \$593, or 8.1%, to \$7,942, representing 17.5% of net sales, from \$7,349, representing 17.1% of net sales, for the first quarter of 2003. The increase in operating expenses was due to increased marketing and advertising expenses related to one time resets at a major retailer and increased freight costs. Freight costs were up during the first quarter of 2004 over 2003 due to increased fuel costs.

Nonoperating expense: Nonoperating expenses for the first quarter of 2004 decreased by \$229, or 85.4%, to \$(39), representing (.1%) of net sales, from \$(268), representing (.6%) of net sales, for the first quarter of 2003. This decrease was primarily attributable to a reduction in interest expenses and bank fees resulting from carrying less average debt at the end of the 2004 quarter as compared with the prior year.

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Provision for income taxes: Our income tax provision for the quarters ended March 31, 2004 and March 31, 2003 included one-time tax credits and adjustments. Excluding these one-time credits and adjustments, our provision for the three months of 2004 and 2003 were a blended state and federal rate of approximately 38% of pretax earnings.

Liquidity and Capital Resources

Our working capital was approximately \$50,620 at March 31, 2004, compared to approximately \$45,547 at December 31, 2003. This includes cash and cash equivalents of \$1,913, at March 31, 2004 and \$1,098 at December 31, 2003.

Our trade receivables increased \$2,437, or 6.8%, to \$38,345 at March 31, 2004, from \$35,908 at December 31, 2003. Days sales outstanding, the ratio of receivables to average daily sales during the prior three months was 73 days at March 31, 2004 and 70 days at December 31, 2003. These ratios for days sales outstanding typically vary between 60 and 70 days, depending on timing differences in shipments and payments received.

Inventories increased \$468, or 1.4%, to \$33,534 at March 31, 2004 from \$33,066 at December 31, 2003. During the first 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 increase during the first and second quarters and decrease during the fourth quarter.

Our continuing operations consumed \$898 of cash during the first quarter of 2004 and provided \$2,941 of cash during the first quarter of 2003. 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 and second quarters. 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 first and second quarters because of increases in inventory. Our financing activities provided \$3,655 of cash during the first quarter of 2004, primarily consisting of borrowings on the line of credit. Our investing activities consumed \$1,942 of cash during the first quarter of 2004, 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 \$3,250 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.

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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 2004 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 April 23, 2004, approximately 575,000 shares had been repurchased in the open market under this authorization.

Outlook

Unit shipments for the three months of 2004 were up compared to the three months of 2003, 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, continues to date.

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 first quarter of 2004, 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 Wal Mart, 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 beginning to show some signs of improvement. The current economy is 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 may be negatively affected.

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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:

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- 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:

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- 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

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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,

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- 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 April 23, 2004, our directors and executive officers beneficially held approximately 43.2% 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 4,552,000 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.

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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 March 31, 2004 was approximately \$29,823. Market risk was estimated as the potential decrease (increase) in future earnings and cash flows resulting from a

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hypothetical 10% increase (decrease) in the Company's estimated weighted average borrowing rate at March 31, 2004. 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 \$1,233 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

Exhibit No.

Description

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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

February 18, 2004 Report on 8-K Item 5. Other Event Earnings Release for the year ended December 31, 2003.

March 3, 2004 Report 8-K Item 5. Other Event Reported company did not have predecessor auditor opinion included in December 31, 2003 Form 10-K.

March 31, 2004 Report 8-K Item 5. Other Event Predecessor auditor withdrawals opinion.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

Dated this 23rd day of April, 2004.

FLANDERS CORPORATION

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By: /s/ Robert R. Amerson

Robert R. Amerson

President and Chief Executive Officer

By: /s/ Steven K. Clark

Steven K. Clark

Chief Operating Officer, Vice President/Chief Financial Officer,

Principal Accounting Officer and Director