CECO ENVIRONMENTAL CORP
Form 10-Q/A
April 15, 2005
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q/A

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE

ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2004

Commission File No. 0-7099

CECO ENVIRONMENTAL CORP.

(Exact name of registrant as specified in its charter)

Delaware	**13-2566064**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

3120 Forrer Street, Cincinnati, Ohio 45209

(Address of principal executive offices) (Zip Code)

513-458-2600

(Registrant s telephone number, including area code)

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 and (2) has been subject to such filing requirements for the past 90 days. x Yes ¨ No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). ¨ Yes x No

Indicate the number of shares outstanding of each of the issuer s classes of common stock as of latest practical date.

Class: Common, par value $.01 per share outstanding at May 5, 2004 - 9,984,974

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Explanatory Note

This Form 10-Q/A amends our Quarterly Report on Form 10-Q, filed on May 17, 2004 (the Original Form 10-Q) to reflect the restatement of our consolidated financial statements for the period ended March 31, 2004 and 2003.

On February 8, 2005, the Company filed a Form 8-K with the Securities and Exchange Commission disclosing that the Company s management determined that a spreadsheet error existed affecting the manner in which revenue was calculated and subsequently recognized on small projects. While revenue recognized under the percentage of completion calculation on individual large projects was accurate, due to this spreadsheet error, the accumulation of revenue for small projects was incorrect. This error occurred from 2000 to 2003 and during the three quarters of 2004 and therefore, these periods have been restated to reflect the correction of this error.

This restatement affected the following previously reported amounts: costs and estimated earnings in excess of billings on uncompleted contracts, deferred income tax liability, and retained earnings in our consolidated balance sheets, and net sales, income tax (benefit) provision, and net loss in our consolidated statements of operations.

In addition, the Company detected an error in the classification of amortization of deferred financing costs as depreciation and amortization expense rather than interest expense. This error is also being corrected in connection with this filing.

Except as stated above, this Report speaks only as of the date of the Original Form 10-Q. Except as specified above, this filing does not reflect any events occurring after May 17, 2004.

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QUARTERLY REPORT UNDER SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

MARCH 31, 2004

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CECO ENVIRONMENTAL CORP.

CONDENSED CONSOLIDATED BALANCE SHEETS

Dollars in thousands, except per share data

	MARCH 31, 2004	DECEMBER 31, 2003
	As restated (unaudited)	see note 8
ASSETS		
Current assets:		
Cash and cash equivalents	$ 265	$ 136
Accounts receivable, net	10,299	11,398
Costs and estimated earnings in excess of billings on uncompleted contracts	2,926	3,340
Inventories	1,556	1,575
Prepaid expenses and other current assets	2,208	1,983
Total current assets	17,254	18,432
Property and equipment, net	9,785	9,987
Goodwill, net	9,527	9,527
Intangibles finite life, net	796	816
Intangibles indefinite life	1,395	1,395
Deferred charges and other assets	798	997
	$ 39,555	$ 41,154
LIABILITIES AND SHAREHOLDERS EQUITY		
Current liabilities:		
Current portion of debt	$ 10,463	$ 2,094
Accounts payable and accrued expenses	9,636	11,309
Billings in excess of costs and estimated earnings on uncompleted contracts	1,215	1,320
Total current liabilities	21,314	14,723
Other liabilities	2,645	2,591
Debt, less current portion	0	7,863
Deferred income tax liability	2,390	2,422
Subordinated notes (related party - $5,157 and $5,093, respectively)	5,597	5,525
Total liabilities	31,946	33,124
Shareholders equity:		
Common stock, $0.01 par value; 100,000,000 shares authorized, 10,786,194 shares issued in 2004 and 2003	108	108
Capital in excess of par value	16,329	16,329
Accumulated deficit	(6,130)	(5,709)
Accumulated other comprehensive loss	(894)	(894)

	9,413	9,834
Less treasury stock, at cost, 801,220 shares in 2004 and 2003	(1,804)	(1,804)
Total shareholders equity	7,609	8,030
	$ 39,555	$ 41,154

The notes to condensed consolidated financial statements

are an integral part of the above statements.

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CECO ENVIRONMENTAL CORP.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

Dollars in thousands, except per share data

	THREE MONTHS ENDED MARCH 31,	
	2004	**2003**
	As restated	**see note 8**
Net sales	$ 14,074	$ 14,615
Costs and expenses:		
Cost of sales, exclusive of items shown separately below	11,341	12,132
Selling and administrative	2,575	2,542
Depreciation and amortization	327	319
	14,243	14,993
Income (loss) from operations before interest expense	(169)	(378)
Interest expense (including related party interest of $217 and $197, respectively)	(596)	(677)
Income (loss) from operations before income taxes	(765)	(1,055)
Income tax benefit	(344)	(374)
Net income (loss)	$ (421)	$ (681)
Per share data:		
Basic and diluted net income (loss)	$ (.04)	$ (.07)
Weighted average number of common shares outstanding:		
Basic and diluted	9,984,974	9,589,736

The notes to condensed consolidated financial statements are

an integral part of the above statements.

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CECO ENVIRONMENTAL CORP.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

Dollars in thousands

	THREE MONTHS ENDED MARCH 31,	
	2004	2003
	As restated	see note 8
Cash flows from operating activities:		
Net loss	$ (421)	$ (681)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	327	319
Changes in operating assets and liabilities:		
Accounts receivable	1,099	1,121
Inventories	19	52
Costs and estimated earnings in excess of billings on uncompleted contracts	414	1,122
Prepaid expenses and other current assets	(256)	(202)
Accounts payable and accrued expenses	(1,705)	(2,418)
Billings in excess of costs and estimated earnings on uncompleted contracts	(105)	(256)
Other	322	(18)
Net cash used in operating activities	(306)	(961)
Net cash used in investing activities	(71)	(36)
Net cash provided by financing activities - Long-term debt borrowings	506	906
Net increase (decrease) in cash	129	(91)
Cash and cash equivalents at beginning of the period	136	194
Cash and cash equivalents at end of the period	$ 265	$ 103

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid (refunded) during the period for:

Interest	$ 390	$ 501

Income taxes	$ (24)	$ 41

The notes to condensed consolidated financial statements are

an integral part of the above statements.

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CECO ENVIRONMENTAL CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

(Dollars in thousands)

1. Basis of reporting for condensed consolidated financial statements and significant accounting policies.

The accompanying unaudited condensed consolidated financial statements of CECO Environmental Corp. and subsidiaries (the Company , we , us , or our) have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, the accompanying unaudited condensed consolidated financial statements of the Company contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the financial position as of March 31, 2004 and December 31, 2003 and the results of operations for the three-month periods ended March 31, 2004 and 2003 and of cash flows for the three-month periods ended March 31, 2004 and 2003. The results of operations for the three-month period ended March 31, 2004 are not necessarily indicative of the results to be expected for the full year.

These financial statements should be read in conjunction with the audited financial statements and notes thereto in our 2003 Annual Report on Form 10-K/A filed with the Securities and Exchange Commission.

Stock Based Compensation We apply Accounting Principles Board Opinion No. 25 and related interpretations in the accounting for stock option plans. Under such method, compensation is measured by the quoted market price of the stock at the measurement date less the amount, if any, that the employee is required to pay. The measurement date is the first date on which the number of shares that an individual employee is entitled to receive and the option or purchase price, if any, are known. We did not incur any compensation expense in 2004 or 2003 related to our stock option plans. We adopted the disclosure-only provisions of SFAS No. 123, Accounting for Stock-Based Compensation and related pronouncements.

The following table compares 2004 and 2003 as reported to the pro forma results, considering both options and warrants discussed in Note 11 in our 2003 Annual Report filed on Form 10-K/A, had we adopted the expense recognition provision of SFAS No. 123:

	Three Months Ended March 31,	
	2004	**2003**
Net loss as reported	$ (421)	$ (681)
Deduct: compensation cost based on fair value recognition, net of tax	(24)	(82)
Pro forma net loss under SFAS No. 123	$ (445)	$ (763)

Basic and diluted loss per share:		
As reported	$ (0.04)	$ (0.07)
Pro forma under SFAS No. 123	$ (0.05)	$ (0.08)

2. New Accounting Standards

In December 2002, the FASB issued Statement No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure which we adopted in 2003. The Statement provides alternative methods of transition for a voluntary change to the fair value method of accounting for stock options. At this time, we do not anticipate making any voluntary change.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

On April 30, 2003, the FASB issued SFAS No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities. This statement amends and clarifies accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS No. 133. This statement is effective for contracts entered into or modified after June 30, 2003, for hedging relationships designated after June 30, 2003, and to certain pre-existing contracts. We adopted SFAS No. 149 on a prospective basis at its effective date on July 1, 2003. The adoption of this statement did not have a material impact on our financial condition or results of operations.

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity. This statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. This statement was effective for financial instruments entered into or modified after May 31, 2003 and pre-existing instruments as of the beginning of the first interim period that commences after June 15, 2003, except for mandatorily redeemable financial instruments. Mandatorily redeemable financial instruments are subject to the provisions of this statement beginning on January 1, 2004. We have not entered into or modified any financial instruments subsequent to May 31, 2003 affected by this statement nor do we have any mandatorily redeemable financial instruments. The adoption of this statement did not have a material impact on our financial condition or results of operations.

In November 2002, the FASB issued Interpretation No. 45 (FIN 45) Guarantor s Accounting and Disclosure requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. FIN 45 elaborates on the existing disclosure requirements for most guarantees, including loan guarantees. It also clarifies that at the time a company issues a guarantee, the company must recognize an initial liability for the fair value, or market value, of the obligations it assumes under that guarantee. However, the provisions related to recognizing a liability at inception of the guarantee for the fair value of the guarantor s obligations does not apply to product warranties or to guarantees accounted for as derivatives. The initial recognition and initial measurement provisions apply on a prospective basis to guarantees issued or modified after December 31, 2002. The disclosure requirements of FIN 45 are effective for financial statements of interim or annual periods ending after December 15, 2002 and had no effect on our financial statement disclosures.

In December 2003, the FASB issued a revised FASB Interpretation No. 46, entitled Consolidation of Variable Interest Entities. As revised, the new interpretation requires that the Company consolidate all variable interest entities in its financial statements under certain circumstances. We adopted the revised interpretation as of March 31, 2004 as required; however, the adoption of this interpretation did not affect our financial condition or results of operations, as we do not have any interests in variable interest entities.

In November 2002, the FASB s Emerging Issues Task Force (EITF) reached a consensus on EITF Issue No. 00-21, Revenue Arrangements with Multiple Deliverables. EITF No. 00-21 provided guidance for revenue arrangements that involve the delivery or performance of multiple products or services where performance may occur at different points or over different periods of time. EITF No. 00-21 is effective for revenue arrangements entered into in fiscal periods beginning after June 15, 2003 (i.e., our fiscal 2004). The adoption of this interpretation on January 1, 2004 did not have a material affect on our financial condition or results of operations.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

In December 2003, the FASB issued FASB Statement No. 132 (Revised 2003), Employers Disclosures about Pensions and Other Postretirement Benefits. The statement increases the existing disclosure requirements by requiring more details about pension plan assets, benefit obligations, cash flows, benefit costs and related information. We are required to segregate plan assets by category, such as debt, equity and real estate, and to provide certain expected rates of return and other informational disclosures. We have adopted the disclosure requirement of SFAS No. 132-R for our December 31, 2003 financial statements, as well as disclosure requirements for various elements of pension and postretirement benefit costs in interim period financial statements for quarters beginning with our first quarter ended March 31, 2004.

3. Inventories

Inventories consist of the following:

	March 31, 2004	December 31, 2003
Raw materials and subassemblies	$ 632	$ 816
Finished goods	317	213
Parts for resale	607	546
	$ 1,556	$ 1,575

4. Business Segment Information

Our structure and operational integration results in one segment that focuses on engineering, designing, building and installing systems that remove airborne contaminants from industrial facilities, as well as equipment that controls emissions from such facilities. Accordingly, the condensed consolidated financial statements herein reflect the operating results of the segment.

5. Earnings Per Share

For the three months ended March 31, 2004 and 2003, both basic weighted average common shares outstanding and diluted average common shares outstanding were 9,984,974 and 9,589,736, respectively. We consider outstanding options and warrants in computing diluted net loss per share only when they are dilutive. Options and warrants to purchase 3,453,700 and 3,451,700 shares for the three months ended March 31, 2004 and 2003, respectively, were not included in the computation of diluted earnings per share due to their having an anti-dilutive effect. There were no adjustments to net loss for the basic or diluted earnings per share computations.

6. Debt

Total bank and related debt as of March 31, 2004 was $10,463 and $9,957 at December 31, 2003. Unused credit availability under our $8 million revolving line of credit at March 31, 2004 was $2,667. Availability is limited as determined by a borrowing base formula contained in the credit agreement.

CECO ENVIRONMENTAL CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

The bank term loan and revolving line of credit are reported as current portion of debt in the balance sheet at March 31, 2004 since the loans mature in January 2005. The bank credit facility was amended in November 2003 by extending the maturities of the revolving line of credit and the final payment due under the term loan to January 2005. No extinguishment loss was recognized as a result of this amendment. The amendment also reduced minimum coverage requirements under several financial covenants through December 31, 2004.

We are currently evaluating, in light of the current market conditions and company performance, our options and seeking alternative financing. Our refinancing strategy for the existing revolving credit agreement and term loan is to obtain new financings that will extend the maturities and increase our cash flow by lengthening the scheduled principal amortization on term debt for our machinery, equipment and real estate, and reducing interest costs.

In November 2003, we accepted an offer to sell our Cincinnati property with a contemplated closing date of May 1, 2004 subject to various contingencies. The agreement was terminated due to the purchaser failing to close in accordance with the terms of the agreement. However, we are continuing discussions with a potential purchaser for the sale of the property.

7. Employee Benefit Plans

We sponsor a non-contributory defined benefit pension plan for certain union employees. The plan is funded in accordance with the funding requirements of the Employee Retirement Income Security Act of 1974.

We also sponsor a post-retirement health care plan for office employees retiring before January 1, 1990. The plan allows retirees who have attained the age of 65 to elect the type of coverage desired.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Retirement and health care plan expense is based on valuations performed by plan actuaries as of the beginning of each fiscal year. The components of the expense consisted of the following:

	Three Months Ended March 31,	
	2004	**2003**
Retirement plan:		
Service cost	$ 30	$ 25
Interest cost	71	70
Expected return on plan assets	(63)	(53)
Amortization of prior service cost	2	2
Amortization of net actuarial (gain)/loss	26	26
Net periodic benefit cost	$ 66	$ 70
Health care plan:		
Interest cost	$ 7	$ 8

We did not make any contributions to our defined benefit plans in the first quarter of 2004. We anticipate contributing $854 to fund the pension plan and $86 for the retiree health care plan during the remainder of fiscal of 2004.

8. Restatement

Subsequent to the issuance of the financial statements for the fiscal year ended December 31, 2003, the Company s management determined that a spreadsheet error existed affecting the manner in which revenue was calculated and subsequently recognized on small projects. As such, the financial statements for the three years ended December 31, 2003 and for the quarters in the period ended December 31, 2004 have been restated. While revenue recognized under the percentage of completion calculation on individual large projects was accurate, due to this spreadsheet error, the accumulation of revenue for small projects was incorrect. This error occurred from 2000 to 2003 and the three quarters reported during 2004.

This error affected the following previously reported amounts: costs and estimated earnings in excess of billings on uncompleted contracts, deferred income tax liability, and retained earnings in our consolidated balance sheets, and net sales, income tax (benefit) provision, and net loss in our consolidated statements of operations.

In addition, the Company detected an error in the classification of amortization of deferred financing costs as depreciation and amortization expense rather than interest expense. This error is also being corrected with this filing.

The following chart summarizes these restatements:

	Three Months ended March 31,	
	2004	**2003**
Consolidated Statement of Operations:		
Net Sales - as originally reported	$ 14,146	$ 15,201
Adjustment	(72)	(586)
Net Sales - as restated	$ 14,074	$ 14,615
Depreciation and amortization expense - as originally reported	$ 419	$ 403
Adjustment	(92)	(84)
Depreciation and amortization expense - as restated	$ 327	$ 319
Income from operations - as originally reported	$ (189)	$ 124
Adjustment	20	(502)
Income from operations - as restated	$ (169)	$ (378)
Interest expense - as originally reported	$ (504)	$ (593)
Adjustment	(92)	(84)
Interest expense - as restated	$ (596)	$ (677)
Loss before tax - as originally reported	$ (693)	$ (469)
Adjustment	(72)	(586)
Loss before tax - as restated	$ (765)	$ (1,055)
Income tax (benefit) provision - as originally reported	$ (312)	$ 220
Adjustment	(32)	(594)
Income tax (benefit) provision - as restated	$ (344)	$ (374)
Net loss - as originally reported	$ (381)	$ (249)
Adjustment	(40)	(432)
Net loss - as restated	$ (421)	$ (681)
Net loss per share - as originally reported	$ (0.04)	$ (0.03)
Adjustment	$ (0.00)	$ (0.04)
Net loss per share - as restated	$ (0.04)	$ (0.07)

	March 31, 2004
Consolidated Balance Sheets:	
Costs and earnings in excess of billings - as originally reported	$ 4,967
Adjustment - cumulative	(2,041)
Costs and earnings in excess of billings - as restated	$ 2,926
Total assets - as originally reported	$ 41,596
Adjustment - cumulative	(2,041)
Total assets - as restated	$ 39,555
Deferred Income tax liability - as originally reported	$ 3,185
Adjustment - cumulative	(795)
Deferred Income tax liability - as restated	$ 2,390
Total liabilities - as originally reported	$ 32,741
Adjustment - cumulative	(795)
Total liabilities - as restated	$ 31,946
Accumulated deficit - as originally reported	$ (4,884)
Adjustment - cumulative	(1,246)
Accumulated deficit - as restated	$ (6,130)

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CECO ENVIRONMENTAL CORP.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

(unaudited)

The following MD&A gives affect to the restatement discussed in Note 8 to the Condensed Consolidated Financial Statements. Our Critical Accounting Policies are discussed in Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations to our Annual Report on Form 10-K/A for the year ended December 31, 2003.

Results of Operations

The Company s condensed consolidated statements of operations for the three-month period ended March 31, 2004 reflect the operations of the Company consolidated with the operations of its subsidiaries.

	For the three months ended March 31,	
($ s in millions)	**2004**	**2003**
Sales	$ 14.1	$ 14.6
Cost of sales	11.4	12.1
Gross profit (excluding depreciation)	$ 2.7	$ 2.5
Percent of sales	19.4%	17.0%
Selling and administrative expenses	$ 2.6	$ 2.5
Percent of sales	18.3%	17.4%
Operating (loss) income	$ (0.2)	$ (0.4)
Percent of sales	(1.2)%	(2.6)%

Consolidated net sales for the first quarter were $14,074,000, a decrease of $541,000, compared to the same quarter in 2003. Lower construction revenues partially offset by increased sales from our component parts and duct products lines accounted for most of the fluctuation in sales. Lower backlog was the driving factor for the reduction in our construction revenues. Sales of our component parts and duct product lines, which are sold to contractors and end-users throughout North America, experienced increased sales volume during the quarter.

In total, orders booked in 2004 increased by $650,000 to $15,000,000 compared to $14,350,000 during the first quarter of 2003. Bookings increased by 29.3% in the first quarter of 2004 compared to the first quarter of 2003, excluding a large contract booked in January 2003 for $2,800,000.

First quarter 2004 gross profit was $2,733,000 (19.4%) compared to gross profit of $2,483,000 (17.0%) during the same period in 2003. We maintained a relatively consistent gross margin during 2004 compared with the first quarter 2003 gross margin in a difficult economic environment on lower sales resulting from increased construction margins and favorable mix, along with reduced overhead spending.

Selling and administrative expenses increased slightly by $33,000 or 1.3% to $2,575,000 during the first quarter of 2004 from $2,542,000 in the same period of 2003. Cost reduction initiatives in 2003 were offset by increased healthcare and compensation costs in the first quarter of 2004. Further cost reductions are being evaluated for implementation in the second quarter of 2004 in light of the current level of revenue.

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AND RESULTS OF OPERATIONS

(unaudited)

Depreciation and amortization increased by $8,000 to $327,000 during the three months ended March 31, 2004 as compared to the same period of 2003.

Operating loss was $169,000 in the first quarter of 2004 compared to operating loss of $378,000 during the same quarter of 2003. The impact on operating income from lower sales along with slight increases in selling and administrative expenses and depreciation and amortization only partially offset by reduced factory overhead spending were the primary factors for the decrease in operating income.

Interest expense decreased by $81,000 to $596,000 from $677,000 during the first quarter of 2004. The decrease was due to lower debt during the quarter that was partially offset by higher interest rates.

Federal and state income tax benefit was $344,000 during the first quarter of 2004 and $374,000 during the first quarter of 2003. The federal and state income tax benefit in the first quarter of 2004 was 45%, which reflects the estimated effective tax rate for 2004. Our statutory income tax rate is affected by certain permanent differences including non-deductible interest expense.

Net loss for the quarter ended March 31, 2004 was $421,000 compared with a net loss of $681,000 for the same period in 2003.

Backlog

Our backlog consists of orders we have received for products and services we expect to ship and deliver within the next 12 months. Our backlog, as of March 31, 2004 was $8.1 million compared to $7.3 million as of December 31, 2003. There can be no assurances that backlog will be replicated or increased or translated into higher revenues in the future. The success of our business depends on a multitude of factors that are out of our control. Our operating results can be affected by the introduction of new products, new manufacturing technologies, rapid change of the demand for its products, decrease in average selling prices over the life of the product as competition increases and our dependence to some degree on efforts of intermediaries to sell a portion of our product.

Financial Condition, Liquidity and Capital Resources

The Company s principal sources of liquidity are cash flow from operations and available borrowings under its revolving credit facility. The Company s principal uses of cash are operating costs, debt service, payment of interest on the Company s outstanding senior debt, working capital and other general corporate requirements.

At March 31, 2004 and December 31, 2003, cash and cash equivalents totaled $265,000 and $136,000, respectively. Generally, we do not carry significant cash and cash equivalent balances because excess amounts are used to pay down our revolving line of credit.

Total bank and related debt as of March 31, 2004 was $10,463,000 and $9,957,000 at December 31, 2003. Unused credit availability under our $8 million revolving line of credit at March 31, 2004 was $2,667,000. Availability is limited as determined by a borrowing base formula contained in the credit agreement.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

(unaudited)

The bank term loan and revolving line of credit are reported as current portion of debt in the balance sheet at March 31, 2004 since the loans mature in January 2005. The bank credit facility was amended in November 2003 by extending the maturities of the revolving line of credit and the final payment due under the term loan to January 2005. No extinguishment loss was recognized as a result of this amendment. The amendment also reduced minimum coverage requirements under several financial covenants through December 31, 2004.

We are currently evaluating, in light of the current market conditions and company performance, our options and seeking alternative financing. Our refinancing strategy for the existing revolving credit agreement and term loan is to obtain new financings that will extend the maturities and increase our cash flow by lengthening the scheduled principal amortization on term debt for our machinery, equipment and real estate, and reducing interest costs. In addition to pursuing opportunities where we have been historically successful, we are evaluating new markets and exploring opportunities internationally. In addition, the Company has been identifying and implementing various cost containment and reduction initiatives. We are currently evaluating additional operating cost cutting opportunities throughout the company for implementation in the second quarter of 2004 by better utilization of our manufacturing capacity, utilizing lower labor costs and making more efficient use of our central services and design/drafting staff. The Company expects to be able to achieve these initiatives without disrupting services to current customers. Management believes that the successful achievement of the refinancing and cost reduction initiatives should provide the Company with sufficient resources to meet its near term cash requirements.

Overview of Cash Flows and Liquidity

	For the three months ended March 31,	
($ s in thousands)	2004	2003
Net cash used in operations	($ 306)	($ 961)
Net cash used in investing activities	(71)	(36)
Net cash provided by financing activities	506	906
Net increase (decrease)	$ 129	($ 91)

Cash used in operating activities lessened in 2004 compared to 2003. Cash used in operating activities for the first three months of 2004 was the result of reductions to accounts payable and accrued expenses of $1,705,000, and increases to prepaid and other current assets of $256,000 and billings in excess of costs and estimated earnings on uncompleted contracts of $105,000. Cash was provided by reductions to accounts receivable of $1,099,000, and increases in costs and estimated earnings in excess of billings on uncompleted contracts of $414,000. Other changes in working capital items provided cash of $341,000. Our net investment in working capital (excluding cash and cash equivalents and current portion of debt) at March 31, 2004 and December 31, 2003 was $6,138,000 and $5,667,000, respectively.

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AND RESULTS OF OPERATIONS

(unaudited)

Net cash used in investing activities related to the acquisition of capital expenditures for property and equipment was $71,000 for the first three months of 2004 compared with $36,000 for the same period in 2003. We are managing our capital expenditure spending in light of the current level of sales. Should sales increase in 2004, we would anticipate increased capital spending. Additionally, capital expenditures may be incurred depending on the ultimate disposition of our Cincinnati property. However, we are continuing discussions with a potential purchaser for the sale of the property.

Financing activities provided cash of $506,000 during the first three months of 2004 compared with cash provided of $906,000 during the same period of 2003. Current year and 2003 financing activities included net borrowings under the bank credit facility.

In November 2003, we accepted an offer to sell our Cincinnati property with a contemplated closing date of May 1, 2004 subject to various contingencies. The agreement was terminated due to the purchaser failing to close in accordance with the terms of the agreement. However, we are continuing discussions with a potential purchaser for the sale of the property.

Forward-Looking Statements

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are making this cautionary statement in connection with such safe harbor legislation. This Form 10-Q/A, the Annual Report to Shareholders, Form 10-K/A or Form 8-K of the Company or any other written or oral statements made by or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance. The words believe, expect, anticipate, intends, estimate, forecast, project, and similar expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All forecasts and projections in this Form 10-Q/A are forward-looking statements, and are based on management s current expectations of our near-term results, based on current information available pertaining to us.

We wish to caution investors that any forward-looking statements made by or on our behalf are subject to uncertainties and other factors that could cause actual results to differ materially from such statements. These uncertainties and other risk factors include, but are not limited to: changing economic and political conditions in the United States and in other countries, war, changes in governmental spending and budgetary policies, governmental laws and regulations surrounding various matters such as environmental remediation, contract pricing, and international trading restrictions, customer product acceptance, continued access to capital markets, and foreign currency risks.

We wish to caution investors that other factors might, in the future, prove to be important in affecting our results of operations. New factors emerge from time to time and it is not possible for management to predict all such factors, nor can it assess the impact of each such factor on the business or the extent to which any factor, or a combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Investors are further cautioned not to place undue reliance on such forward-looking statements as they speak only to our views as of the date the statement is made. We undertake no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events or otherwise.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Risk Management Activities

In the normal course of business, we are exposed to market risk including changes in interest and raw material commodity prices. We may use derivative instruments to manage our interest rate exposures. We do not use derivative instruments for speculative or trading purposes. Generally, we enter into hedging relationships such that changes in the fair values of cash flows of items and transactions being hedged are expected to be offset by corresponding changes in the values of the derivatives.

Interest Rate Management

We may use interest rate swap contracts to adjust the proportion of our total debt that is subject to variable interest rates. Our interest rate swap contract matured in 2002 and was not renewed.

The remaining amount of loans outstanding under the Credit Agreement bear interest at the floating rates as described in Note 9 to the consolidated statements contained in the Company s 2003 Annual Report on Form 10-K/A filed with the Securities and Exchange Commission.

Credit Risk

As part of our ongoing control procedures, we monitor concentrations of credit risk associated with financial institutions with which we conduct business. Credit risk is minimal as credit exposure is limited with any single high quality financial institution to avoid concentration. We also monitor the creditworthiness of our customers to which we grant credit terms in the normal course of business. Concentrations of credit associated with these trade receivables are considered minimal due to our geographically diverse customer base. Bad debts have not been significant. We do not normally require collateral or other security to support credit sales.

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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company s management, with the participation of the Company s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of March 31, 2004.

The Company s disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported on a timely basis and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were not effective as of March 31, 2004 for the reasons described below.

On February, 8, 2005, the Company, in consultation with its Audit Committee, concluded that it must correct its previously issued financial statements to properly account for revenue recognized under the percentage of completion method of accounting. The Company s management determined that a spreadsheet error existed affecting the manner in which revenue was calculated and recognized on small projects. While revenue recognized under the percentage of completion calculation on individual large projects was accurate, due to this spreadsheet error, the accumulation of revenue for small projects was incorrect. This error was material and occurred from 2000 to 2003 and the three quarters reported during 2004. This correction resulted in the restatement of the Company s consolidated financial statements for the fiscal years 2001 through 2003, which is reflected in the Annual Report on Form 10-K/A for the year ended December 31, 2003, and for the three quarters of 2004, which are reflected in Quarterly Reports on Form 10-Q/A for the relevant periods.

After evaluating the nature of the deficiency and the resulting restatement, the Company s Chief Executive Officer and Chief Financial Officer concluded that a material weakness existed in the Company s internal control over financial reporting at March 31, 2004.

Changes in Internal Control over Financial Reporting

During the first quarter of fiscal 2004, there were no significant changes in the Company s internal control over financial reporting that materially affected or were reasonably likely to materially affect internal control over financial reporting.

Management detected the error noted above as a result of additional monitoring processes and procedures that were implemented during the fourth quarter of 2004 to review revenue recognized under the percentage of completion method of accounting. The additional procedures were implemented by an individual hired by the Company in its efforts to expand the internal control structure in connection with its planning and execution under the internal control standards of Section 404 of the Sarbanes-Oxley Act of 2002. This person was hired in August 2004 to initiate the Company s documentation and testing of its internal controls. This individual s responsibilities included performing certain monitoring activities which detected the material misstatement.

Management has evaluated this matter relative to its current and prior internal control environment and disclosure controls and procedures. It has concluded that the material weakness that led to this error not being detected timely has been mitigated as of December 31, 2004 as a result of the additional monitoring controls that were in place as of that date, which enabled the Company to detect this error.

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PART II -OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits

   Exhibit 31.1 Rule 13(a)/15d-14(a) Certification by Chief Executive Officer

   Exhibit 31.2 Rule 13(a)/15d-14(a) Certification by Chief Financial Officer

   Exhibit 32.1 Certification of Chief Executive Officer (18 U.S. Section 1350)

   Exhibit 32.2 Certification of Chief Financial Officer (18 U.S. Section 1350)

b. Reports on Form 8-K

   The Company did not file any Form 8-K during the first quarter of 2004.

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SIGNATURE

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.

CECO ENVIRONMENTAL CORP.

/s/ Dennis W. Blazer

Dennis W. Blazer
V.P. - Finance and Administration
and Chief Financial Officer

Date: April 14, 2005

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