FLANDERS CORP
Form 10-Q/A
August 28, 2006
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

AMENDMENT NO. 1

[X]

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2006

Commission File No. 0-27958

FLANDERS CORPORATION

(Exact name of registrant as specified in its charter)

North Carolina

13-3368271

(State or other jurisdiction of incorporation or organization.)

(IRS Employer ID Number)

2399 26th Avenue North, St. Petersburg, Florida

33713

(Address of principal executive offices)

(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 by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

YES ___

NO √

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of July 28, 2006.

26,340,408 shares of common stock, par value $.001 per share

(Title of Class)

Explanatory Note:

This amendment No.1 to Form 10-Q on behalf of Flanders Corporation for the period ended June 30, 2006, is filed to indicate that insurance proceeds received due to fire are being reclassed to investing activities on the Consolidated Condensed Statements of Cash Flow. No other changes are made to this filing.

FLANDERS CORPORATION

FORM 10-Q

FOR QUARTER ENDED June 30, 2006

PART I - FINANCIAL INFORMATION

Page

Consolidated Condensed Statements of Stockholders Equity for the six months

ended June 30, 2006 (unaudited) and the year ended December 31, 2005

Consolidated Condensed Statements of Cash Flows (unaudited) for the three and six

months ended June 30, 2006 and 2005

Notes to Consolidated Condensed Financial Statements

Item 2 -

Management s Discussion and Analysis of Financial Condition and

Results of Operations

Item 3 -

Quantitative and Qualitative Disclosures About Market Risk

Item 4 -

Controls and Procedures

PART II - OTHER INFORMATION

Item 1 - Legal Proceedings

Item 1A Risk Factors

Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds

Item 3 - Defaults Upon Senior Securities

Item 4 - Submission of Matters to a Vote of Security Holders

Item 5 - Other Information

Item 6 - Exhibits and Reports on Form 8-K

SIGNATURES

PART I - FINANCIAL INFORMATION

Item 1.

Financial Statements

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED BALANCE SHEETS

(In thousands)

ASSETS	**June 30, 2006 (unaudited)**	**December 31, 2005**
Current assets		
Cash and cash equivalents	$ 898	$ 695
Receivables:		
Trade, less allowance:		
6/30/2006 $4,094; 12/31/2005 $4,018	55,321	50,146
Other	1,363	637
Inventories	51,599	39,418
Deferred taxes	3,260	3,260
Other current assets	7,385	1,673
Total current assets	119,826	95,829
Related party receivables	408	395

Property and equipment, less accumulated depreciation: 6/30/2006 $61,074; 12/31/2005 $63,498	68,699	67,618
Intangible assets, less accumulated amortization: 6/30/2006 $1,154; 12/31/2005 $1,042	6,006	5,800
Other assets	2,309	2,574
	$ 197,248	$ 172,216
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Current maturities of long-term debt and capital lease obligations	$ 4,081	$ 3,561
Accounts payable	26,110	13,436
Income tax liability	6,108	3,063
Accrued expenses	16,176	15,174
Total current liabilities	52,475	35,234
Long-term capital lease obligations, less current maturities	1,675	2,023
Long-term debt, less current maturities	26,351	21,709
Long-term liabilities, other	1,020	1,392
Minority Interest	95	-
Deferred taxes	5,578	6,324
Commitments and contingencies		
Stockholders' equity		
Preferred stock, $.001par value, 10,000 shares authorized; none issued	-	-
Common stock, $.001 par value; 50,000 shares authorized; issued and outstanding: 26,340 and 26,317 shares in June 2006 and December 2005, respectively	26	26
Additional paid-in capital	90,758	90,758
Notes receivable - secured by common shares	(7,205)	(6,987)
Accumulated other comprehensive loss	(615)	(833)
Retained earnings	27,090	22,570
	110,054	105,534
	$ 197,248	$ 172,216

FlANDERS CORPORATION AND SUBSIDIARIES CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS (In thousands, except per share data)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	**2005**	**2006**	**2005**
Net sales	$ 60,765	$ 55,548	$ 111,637	$ 105,343
Cost of goods sold	46,960	41,917	86,338	80,699
Gross profit	13,805	13,631	25,299	24,644
Operating expenses	11,178	8,405	20,216	15,798
Operating income	2,627	5,226	5,083	8,846
Nonoperating income (expense):				
Other income, net	365	329	1,410	618
Interest expense	(495)	(411)	(949)	(807)
	(130)	(82)	461	(189)
Earnings before income taxes	2,497	5,144	5,544	8,657
Provision for income taxes	855	1,680	1,918	2,733
Income before extraordinary item	1,642	3,464	3,626	5,924
Extraordinary gain on Fire (net of taxes)	894	-	894	-

Net earnings	$ 2,536	$ 3,464	$ 4,520	$ 5,924
Income before extraordinary item Basic earnings per share	$ 0.07	$ 0.13	$ 0.14	$ 0.23
Extraordinary item	$ 0.03	$ -	$ 0.03	$ -
Net earnings per share	$ 0.10	$ 0.13	$ 0.17	$ 0.23
Income before extraordinary item Diluted earnings per share	$ 0.06	$ 0.12	$ 0.13	$ 0.21
Extraordinary item	$ 0.03	$ -	$ 0.03	$ -
Net earnings per share	$ 0.09	$ 0.12	$ 0.16	$ 0.21
Weighted average common shares outstanding				
Basic	26,338	26,309	26,339	26,306
Diluted	27,950	27,722	27,891	27,737

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS EQUITY

(In thousands)

	Common Stock	**Additional Paid-In Capital**	**Notes Receivable**	**Accumulated Other Comprehensive (Loss)**	**Retained Earnings**	**Total**
Balance, January 1, 2005	$ 26	$ 90,758	$ (6,650)	$ (1,037)	$ 10,064	$ 93,161
Accrued interest on notes receivable secured by common shares	-	-	(337)	-	-	(337)
Proceeds from notes receivable secured by common shares (unaudited)	-	-	-	-	-	-
Purchase & Retirement of Common Shares	-	(46)	-	-	-	(46)
Common Shares issued from exercise of stock options	-	46	-	-	-	46
Comprehensive earnings						
Net Earnings	-	-	-	-	12,506	12,506
Gain on cash flow hedges	-	-	-	204	-	204
Total comprehensive earnings, net of tax	-	-	-	-	-	12,710
Balance, December 31, 2005	26	90,758	(6,987)	(833)	22,570	105,534
Accrued interest on notes receivable secured by common shares (unaudited)	-	-	(218)	-	-	(218)
	-	(141)				

Purchase & Retirement of Common Shares						
Common Shares issued from exercise of stock options	-	141				
Comprehensive earnings						
Net earnings (unaudited)	-	-	-	-	4,520	4,520
Income on cash flow hedges (unaudited)	-	-	-	218	-	218
Total comprehensive earnings, net of tax (unaudited)	-	-	-	-	-	4,738
Balance, June 30, 2006 (unaudited)	$ 26	$ 90,758	$ (7,205)	$ (615)	$ 27,090	$ 110,054

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	**2005**	**2006**	**2005**
CASH FLOWS FROM OPERATING ACTIVITIES				
Net cash provided by (used in) operating activities	$410	$ (3,054)	$354	$ (2,897)
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisition, net of cash acquired	-	(348)	(154)	(289)
Purchase of property and equipment	(2,602)	(1,496)	(7,814)	(3,552)
Proceeds from sale of property and equipment	16	72	56	158
Procees from insurance claim on building	2,903	-	2,903	-
(Increase) Decrease in notes receivables	6	(5)	(13)	(9)
Decrease in other assets	66	121	165	282
Purchase of technology	-	-	-	(451)
Net cash provided by (used in) investing activities	389	(1,656)	(4,857)	(3,861)
CASH FLOWS FROM FINANCING ACTIVITIES				
Principal payments on long-term borrowings	(1,018)	(640)	(1,676)	(1,235)
Net (payments on) proceeds from revolving credit agreement	(16)	5,415	6,382	7,511
Net cash provided by (used in) financing activities	(1,034)	4,775	4,706	6,276
Net increase (decrease) in cash and cash equivalents	(235)	65	203	(482)

CASH AND CASH EQUIVALENTS				
Beginning of period	1,133	1,339	695	1,886
End of period	$ 898	$ 1,404	$ 898	$ 1,404
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION				
Cash paid during the period for:				
Income taxes	$ 118	$ 1,254	$ 144	$ 4,093
Interest	$ 433	$ 339	$ 794	$ 632
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES				
Note receivable in lieu of account receivable trade	$ -	$ -	$ 20	$ -
Line of credit converted to a term note	$ 4	$ -	$ 4	$ -
ACQUISITION OF COMPANIES				
Working Capital surplus (deficit) acquired, net of cash and cash equivalents received	-	204	(113)	(1,428)
Fair value of other assets acquired, principally property and equipment	-	66	79	412
Goodwill	-	79	295	1,970
Minority interest	-	-	-	216
Long-term debt assumed	-	-	(107)	(881)
	$ -	$ 349	$ 154	$ 289

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, pharmaceuticals and nuclear related activities. 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 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.

The Company has one reportable segment which is air filtration systems.

Interim financial statements:

The interim consolidated condensed financial statements presented herein are unaudited and have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. These statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our annual report on Form 10-K for the year ended December 31, 2005. 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 and six months ended June 30, 2006 may not be indicative of the results that may be expected for the year ending December 31, 2006.

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 June 30, 2006, accumulated comprehensive loss consisted of the following:

Balance at December 31, 2005	$(833)
Net change during the period related to cash flow hedges	218
Balance at June 30, 2006	$(615)

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 and Air Filter Sales and Service, Inc. which is consolidated in accordance with FIN 46. The Company is the primary beneficiary of Superior Diecutting, Inc. and Air Filter Sales and Service, Inc., which both qualify as a variable interest entity. Accordingly, the assets and liabilities and revenues and expenses of both companies have been included in the accompanying consolidated financial statements. Superior Diecutting, Inc. is a manufacturer of the cardboard frame around some of the Company s air filtration products. This frame provides the air filter media with additional stability. Air Filter Sales and Service, Inc. is a direct sales office of the Company which sells air filtration products of the Company to end users. As of June 30, 2006, Superior Diecutting, Inc. and Air Filter Sales and Service, Inc. had assets of $12,496 and $881, liabilities of $9,259 and $791, revenues of $11,213 and $1,416, and expenses of $9,949 and $1,458, respectively. Creditors and beneficial holders of Superior Diecutting, Inc. and Air Filter Sales and Service, Inc have no recourse to the assets or general credit of the Company.

Note A.

Nature of Business and Interim Financial Statements - continued

Derivative financial instruments:

The Company has two interest rate swap agreements to hedge against the potential impact on earnings from increases in market interest rates of two variable rate bonds. Under the interest rate swap agreements, the Company receives or makes payments on a monthly basis, based on the differential between 5.14% and a tax exempt interest rate as determined by a remarketing agent. These interest rate swap agreements are accounted for as a cash flow hedge in accordance with SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS 133) as amended by SFAS 138, "Accounting for Certain Derivative Instruments and Hedging Activities -- an Amendment to FASB Statement No. 133." The tax affected fair market value of the interest rate swaps of $615 at June 30, 2006 is included in other comprehensive loss. The interest rate swap contracts expire in 2013 and 2015.

Revenue recognition:

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

Advertising costs:

Advertising costs are charged to operations when incurred and are included in operating expenses. Advertising costs for the quarters ended June 30, 2006 and 2005 were, $792 and $656, respectively.

Reclassifications:

Certain reclassifications to the 2005 financial information have been made to conform to the 2006 presentation of the consolidated condensed balance sheet.

Stock Options and Warrants:

The following table summarizes the activity related to all Company stock options and warrants for the six months ended June 30, 2006 and the year ended December 31, 2005:

			Exercise Price per Share		Weighted Average Exercise Price per Share	
	Warrants	Stock Options	Warrants	Options	Warrants	Options
Outstanding at January 1, 2005	-	5,015	-	$1.50 - 8.60	-	$ 5.28
Granted	-	795	-	8.85 - 11.10	-	10.75
Exercised	-	(18)	-	1.74 - 1.74	-	2.54
Canceled or expired	-	-	-		-	
Outstanding at December 31, 2005	-	5,792	-	1.50 - 8.60	-	5.28
Granted	-	-	-		-	
Exercised	-	(35)	-	2.40 - 5.21	-	4.02
Canceled or expired	-	(10)	-	2.50 - 2.50	-	2.50

Outstanding at June 30, 2006	-	5,747	-	$1.50 - 11.10	-	$ 6.05
Exercisable at June 30, 2006	-	5,687	-	$1.50 - 11.10	-	$ 6.07

The options expire at various dates ranging from November 2006 through December 2010.

Share-Based Compensation

In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 123 (Revised 2004), Share-Based Payment (SFAS 123R). SFAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized as compensation expense in the consolidated financial statements based on their fair values. That expense will be recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). We adopted SFAS 123R effective beginning January 1, 2006 using the Modified Prospective Application Method. Under this method, SFAS 123R applies to new awards and to awards modified, repurchased or cancelled after the effective date. Prior to the adoption of SFAS 123(R) we accounted for stock option grants using the intrinsic value method prescribed in APB Opinion No. 25, Accounting for Stock Issued to Employees, and accordingly, recognized no compensation expense for stock option grants.

Compensation cost is also recognized for the unvested portion of awards granted prior to adoption. Prior periods were not restated to reflect the impact of adopting the new standard, and there is no cumulative effect.

As a result of adopting SFAS 123(R), our earnings before income taxes and net earnings for the three month period ended June 30, 2006 were $26 and $15 lower, respectively, than if we had continued to account for stock based compensation under APB Opinion No. 25 for our stock option grants. Our basic and diluted earnings per share for the quarter ended June 30, 2006 did not change.

The impact of adopting SFAS 123R for the three and six months ended June 30, 2006, was an increase of $15 and $33 to selling, general and administrative expenses.

As of June 30, 2006, total unrecognized stock-based compensation expense related to nonvested stock options was $21, which is expected to be recognized over a weighted average period of approximately 8.9 months.

For the three and six months ended June 30, 2005, the following table includes disclosures required by SFAS No. 123, Accounting for Stock-Based Compensation, as amended by SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure, and illustrates the effect on net earnings and net earnings per share as if we had applied the fair value recognition provisions of SFAS No. 123:

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 2005: Dividend rate of 0%; risk-free interest rate of 4.00%; expected lives of 5 years; and expected price volatility of 103%.

	Three Months Ended June 30, 2005	Six Months Ended June 30, 2005
Net earnings, as reported	$3,464	$5,924
Deduct: Total stock based employee compensation expense determined under fair value based methods for all awards, net of taxes	-	(771)
Pro forma net earnings	$3,464	$5,153
Weighted-average common shares outstanding used for calculation of basic earnings per share	26,309	26,306
Total shares used for calculation of diluted net earnings per share	27,722	27,737
Basic earnings per share:		
As reported	$0.13	$0.23
Pro forma	$0.13	$0.20
Diluted earnings per share:		
As reported	$0.12	$0.21
Pro forma	$0.12	$0.19

The following table represents our nonvested stock option activity for the three months ended June 30, 2006:

	Number of Options	Weighted Average Grant Date Fair Value
Nonvested options - March 31, 2006	140	$ 2.53
Granted	-	$ -
Vested	(80)	$ 1.71
Forfeited	-	$ -
Nonvested options - June 30, 2006	60	$ 3.62

The aggregate intrinsic value of options outstanding at June 30, 2006, based on the Company s closing stock price of $10.03 as of the last business day of the period ended June 30, 2006, which would have been received by the optionees had all options been exercised on that date was $23,586. The aggregate intrinsic value of options exercisable at June 30, 2006, based on the Company s closing stock price of $10.03 as of the last business day of the period ended June 30, 2006, which would have been received by the optionees had all options exercisable been exercised on that date was $23,284. The aggregate intrinsic value of options exercised during the six months ended June 30, 2006 was $271. Intrinsic value is the amount by which the fair value of the underlying stock exceeds the exercise price of the options.

Note B.

Inventories

Inventories consist of the following at June 30, 2006 and December 31, 2005:

	6/30/06	12/31/05
Finished goods	$ 25,505	$ 19,497
Work in progress	4,630	3,183
Raw materials	23,117	18,214
	53,252	40,894
Less allowances	1,653	1,476
	$ 51,599	$ 39,418

Note C.

Pledged Assets and Debt

The Company entered into a new term note with Bank of America for $4 million with an interest rate of LIBOR plus 2.5% to 3.0% dependent on the fixed charge coverage ratio. The note is due in monthly payments of $83.3 beginning in August 2006 and due in full by October 2008. The proceeds were used to pay down the line of credit.

Note D.

Extraordinary Gain on Fire

In April 2006, a manufacturing facility in Texas was destroyed by fire. The extraordinary gain of $894 (net of income taxes of $596) represents that portion of the insurance proceeds that exceeded the book value of the assets destroyed by the fire.

Note E.

Income Taxes

The IRS is currently examining the Company's federal income tax returns of 2002, 2003, and 2004. The IRS has proposed certain changes resulting in additional liabilities due. The Company disagrees with the proposed changes and is vigorously contesting these proposed changes and believes any final changes will be immaterial.

Note F.

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, 2005. The information set forth in this "Management s Discussion and Analysis of Financial Condition and Results of Operations" includes forward-looking statements that involve risks and uncertainties. Many factors, including those discussed below under "Factors That May Affect Future Results" and Outlook could cause actual results to differ materially from those contained in the forward-looking statements below.

Overview

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

Critical Accounting Policies

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

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

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

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

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

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

Results of Operations for Three Months Ended June 30, 2006 Compared to June 30, 2005

The following table summarizes our results of operations as a percentage of net sales for the three months ended June 30, 2006 and 2005.

	Three Months Ended June 30,			
	2006		2005	
Net sales	$ 60,765	100.0%	$ 55,548	100.0%
Gross profit	13,805	22.7	13,631	24.5
Operating expenses	11,178	18.4	8,405	15.1
Operating income	2,627	4.3	5,226	9.4
Nonoperating income (expense)	(130)	(0.2)	(82)	(0.1)
Provision for income taxes	855	1.4	1,680	3.0
Net earnings	2,536	4.2	3,464	6.2

Net sales: Net sales for the second quarter of 2006 increased by $5,217, or 9.4%, to $60,765 from $55,548 for the second quarter of 2005. Sales growth slowed during the second quarter due to a downturn in the retail sector as well as delays in shipping for containment. The overall market demand increased during the last quarter. The Company introduced two new products, EnergyAire and our new nested product which increased sales but was offset by the plant fire in Texas which reduced manufacturing capacity.

Gross Profit: Gross profit for the second quarter of 2006 increased by $174, or 1.3%, to $13,805, which represented 22.7% of net sales, from $13,631, which represented 24.5% of net sales, for the second quarter of 2005. The US economy experienced cost increases due to inflation including increases in in-bound shipping costs due to increased fuel costs, raw material costs, especially in the cost of metal. These costs were partially offset by vertical integration of certain manufacturing processes. In addition, gross profit during the last quarter has decreased due to the start up of new production lines for the EnergyAire and nested filters. Additionally, the plant fire in Texas increased overall cost of production.

Operating expenses: Operating expenses for the second quarter of 2006 increased by $2,773, or 33.0%, to $11,178, representing 18.4% of net sales, from $8,405, representing 15.1% of net sales, for the second quarter of 2005. The increase in operating expenses was primarily due to a higher volume of sales. The increase as a percentage of sales was primarily due to increased freight costs of $945 or 1.7% of net sales and increased salaries and commissions, primarily to salesmen, of $629 or 1.3% of net sales.

Nonoperating income (expense): Net nonoperating expense for the second quarter of 2006 increased by $(48), or 58.5%, to $(130), representing (.2%) of net sales, from $(82), representing (.1)% of net sales, for the second quarter of 2005.

Provision for income taxes: Our income tax provision for the quarter ended June 30, 2006 included the realization of tax credits and adjustments. Excluding the realization of tax credits and adjustments, our provision for the three months of 2006 and 2005 were a blended state and federal rate of approximately 40% of pretax earnings.

Results of Operations for Six Months Ended June 30, 2006 Compared to June 30, 2005

The following table summarizes our results of operations as a percentage of net sales for the three months ended June 30, 2006 and 2005.

	Six Months Ended June 30,			
	2006		2005	
Net sales	$ 111,637	100.0%	$ 105,343	100.0%
Gross profit	25,299	22.7	24,644	23.4
Operating expenses	20,216	18.1	15,798	15.0
Operating income	5,083	4.6	8,846	8.4

Nonoperating income (expense)	461	0.4	(189)	(0.2)
Provision for income taxes	1,918	1.7	2,733	2.6
Net earnings	4,520	4.0	5,924	5.6

Net sales: Net sales for the first half of 2006 increased by $6,294, or 6.0%, to $111,637 from $105,343 for the first half of 2005. Sales growth slowed during the first half due to a downturn in the retail sector as well as delays in shipping for containment. The overall market demand increased during the last six months. The Company introduced two new products, EnergyAire and our new nested product which increased sales but was offset by the plant fire in Texas which reduced manufacturing capacity.

Gross Profit: Gross profit for the first half of 2006 increased by $655, or 2.7%, to $25,299, which represented 22.7% of net sales, from $24,644, which represented 23.4% of net sales, for the first half of 2005. The US economy experienced cost increases due to inflation including increases in in-bound shipping costs due to increased fuel costs, raw material costs, especially in the cost of metal. These costs were partially offset by vertical integration of certain manufacturing processes. In addition, gross profit during the last six months has decreased due to the start up of new production lines for the EnergyAire and nested filters. Additionally, the plant fire in Texas increased overall cost of production.

Operating expenses: Operating expenses for the first half of 2006 increased by $4,418, or 28.0%, to $20,216, representing 18.1% of net sales, from $15,798, representing 15.0% of net sales, for the first half of 2005. The increase in operating expenses was primarily due to a higher volume of sales. The increase as a percentage of sales was primarily due to increased freight costs of $1,346 or 1.3% of net sales and increased salaries and commissions, primarily to salesmen, of $1,094 or 1.0% of net sales.

Nonoperating income (expense): Net nonoperating income for the first half of 2006 increased by $650, or 343.9%, to $461, representing .4% of net sales, from $(189), representing (.2)% of net sales, for the first half of 2005. This increase was due to favorable litigation.

Provision for income taxes: Our income tax provision for the quarter ended June 30, 2006 included the realization of tax credits and adjustments. Excluding the realization of tax credits and adjustments, our provision for the three months of 2006 and 2005 were a blended state and federal rate of approximately 40% of pretax earnings.

Liquidity and Capital Resources

Our working capital was approximately $67,351 at June 30, 2006, compared to approximately $60,595 at December 31, 2005. This includes cash and cash equivalents of $898, at June 30, 2006 and $695 at December 31, 2005.

Our trade receivables increased $5,175, or 10.3%, to $55,321 at June 30, 2006, from $50,146 at December 31, 2005. Days sales outstanding, the ratio of receivables to average daily sales during the prior three months was 82 days at June 30, 2006 and 73 days at December 31, 2005. These ratios for day s sales outstanding typically vary between 75 and 85 days, depending on timing differences in shipments and payments received.

Inventories at June 30, 2006 of $51,599 were higher than those at December 31, 2005 of $39,418. 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.

Our continuing operations generated $410 of cash during the second quarter of 2006 and consumed $3,054 of cash during the second quarter of 2005. 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 consumed $1,034 of cash during the second quarter of 2006, primarily consisting of payments on the line of credit offset by other long term borrowings. Our investing activities generated $389 of cash during the second quarter of 2006, primarily due to insurance proceeds received offset by cash used to purchase property and equipment.

We currently have a credit facility with Bank of America. The $44 million facility consists of a $7 million term loan, a $4 million term loan and a $33 million revolving credit line, all of which expire on October 17, 2008. 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 Bank of America'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 dividends and share repurchases. There are no prepayment penalties on any of the credit facilities with Bank of America Corporation.

In connection with the working capital credit facility and notes payable to a regional development authority and bank, the Company and its majority owned subsidiaries have agreed to certain restrictive covenants which include, among other things, 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. The Company is currently in compliance with all debt covenants.

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 2006 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.

The extraordinary gain recorded, due to the fire that occurred in the Texas manufacturing facility, was calculated as the gain on the portion of the insurance proceeds relating to the building that was destroyed by the fire ($3.4), that exceeded the book value of the building ($1.4) less an insurance deductible ($.5), net of taxes ($.6). This extraordinary item will be subject to change as the insurance claims process progresses for the other components of the claim. In addition, as a result of the fire and the ensuing insurance claim, the Company reclassed certain long term assets destroyed by the fire to current assets totaling $1.4.

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 July 28, 2006, 578,912 shares had been repurchased in the open market under this authorization.

Outlook

Unit shipments for the second quarter of 2006 were up compared to the second quarter of 2005. 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.

The U.S. manufacturing sector, which are the major users for most of our wholesale and industrial air filtration products, was flat through the second quarter of 2006. 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 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 have received various contracts and are pursuing additional contracts.

During the past three years, we have captured additional market share among big box retailers like The Home Depot, Wal Mart, Tru Value and Do It Best, 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 and will begin a national advertising program stressing the need to change your air filter to enhance a healthier living environment. 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® and Lysol brand names. The Lysol brand is being discontinued as it has been a negative experience and thus we are replacing that brand with Bioshield, a more effective anti-microbial. This will be a running change. 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 economy is expected to start having a positive effect on sales of air filtration products across all product lines and end-user categories.

We have collected data that indicates that residential filter users replace their filters, on average, approximately one and one half times 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. We have adopted a good, better, best marketing strategy that makes it easy for the consumer to upgrade their filter. Our best 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.

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 June 30, 2006 was approximately $32,107. Market risk was estimated as the potential decrease (increase) in future earnings and cash flows resulting from a hypothetical 10% increase (decrease) in the Company's estimated weighted average borrowing rate at June 30, 2006. 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 $615 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 1A.

Risk Factors

Our business, financial condition, operating results and cash flows can be impacted by a number of factors, including, but not limited to those set forth below, any one of which could cause our actual results to vary materially from recent results or from our anticipated future results. For a discussion identifying additional risk factors and important factors that could cause actual results to differ materially from those anticipated, see the discussion in Factors That May Affect Future Results in our Form 10-K for 2005 and in Management s Discussion and Analysis of Financial Condition and Results of Operations and Notes to Consolidated Financial Statements in our 2005 Annual Report and in this Form 10-Q.

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

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

•

recruit, train and manage our work force, particularly in the areas of corporate management, accounting, research and development and operations,

- manage production and inventory levels to meet product demand,

- manage and improve production quality,

- expand both the range of customers and the geographic scope of our customer base, and

- improve financial and management controls, reporting systems and procedures.

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

Our Business May Suffer If Our Competitive Strategy is Not Successful

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

- increasing our market share,

- expanding our market through the introduction of new products which require periodic replacement, and

- improving operating efficiencies.

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

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

In the past several years we have significantly increased our market share by acquiring synergistic businesses. Although we intend to continue to increase our market share in this manner, we also anticpate that future acquisition opportunities will be available, and do anticipate that future acquisitions will be of a size that could be significant to our business. These types of transactions may result in potentially dilutive issuances of equity securities, the incurrence of additional debt and other acquisition-related expenses, all of which could adversely affect our profitability or cash flows. Our strategy of growth through acquisition also exposes us to the potential risks inherent in assessing the value, strengths, weaknesses, and potential profitability of acquisition candidates and in integrating the operations of acquired companies. We do not currently have any binding agreements with respect to future acquisitions.

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

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

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

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

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

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

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

- purchasing,
- production planning,
- shipping coordination,
- marketing,
- accounting,
- personnel management,
- risk management, and
-

benefit plan administration.

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

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

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

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

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

Management Controls a Significant Percentage of Our Stock

As of July 28, 2006, our directors and executive officers beneficially held approximately 42.6% 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 5,747,000 shares of common stock to various parties with exercise prices ranging from $1.50 to $11.10 per share. The majority of these options are currently exercisable. The exercise of these options may result in the issuance of stock at prices lower than we might otherwise be able to obtain. Additionally, if the option holders exercise their options, the interests of current shareholders may be diluted.

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

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

Our Business Can be Significantly Affected by Environmental Laws

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

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

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

Item 2.

Unregistered Sales of Equity Securities and Use of Proceeds

ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs *	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Apr 1 Apr 30, 2006				1,421,088
May 1 May 31, 2006				1,421,088
June 1 June 30, 2006				1,421,088
Total				1,421,088

* Plan announced September 22, 2000 authorized up to 2 million shares of common stock repurchased.

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

31

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

31

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

32

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

(b)

Reports on Form 8-K

April 24, 2006 - Report on 8-K Item 2.02. Results of Operations and financial conditions.

SIGNATURES

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

Dated this 28th day of July, 2006.

FLANDERS CORPORATION

By: /s/ Steven K. Clark

Steven K. Clark

President, Chief Executive Officer and Director

By: /s/ John W. Hodson

John W. Hodson

Chief Financial Officer