UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2004

Commission File No. 0-7099

CECO ENVIRONMENTAL CORP.
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**13-2566064** **(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. ☒ Yes ☐ 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 August 11, 2004 - 9,991,678

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OF THE SECURITIES EXCHANGE ACT OF 1934
JUNE 30, 2004

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CECO ENVIRONMENTAL CORP.

CONDENSED CONSOLIDATED BALANCE SHEETS

Dollars in thousands, except share data	JUNE 30, 2004 (unaudited)	DECEMBER 31, 2003
ASSETS		
Current assets:		
Cash and cash equivalents	$ 155	$ 136
Accounts receivable, net	11,343	11,398
Costs and estimated earnings in excess of billings on uncompleted contracts	5,213	5,309
Inventories	1,769	1,575
Prepaid expenses and other current assets	2,325	1,983
Total current assets	20,805	20,401
Property and equipment, net	9,571	9,987
Goodwill	9,527	9,527
Intangibles – finite life, net	776	816
Intangibles – indefinite life	1,395	1,395
Deferred charges and other assets	729	997
	$ 42,803	$ 43,123
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of debt	$ 7,857	$ 2,094
Accounts payable and accrued expenses	10,579	11,309
Billings in excess of costs and estimated earnings on uncompleted contracts	1,310	1,320
Total current liabilities	19,746	14,723
Other liabilities	2,515	2,591
Debt, less current portion	3,141	7,863
Deferred income tax liability	3,185	3,185
Subordinated notes (related party - $5,222 and $5,093, respectively)	5,669	5,525
Total liabilities	34,256	33,887
Shareholders' equity:		
Common stock, $0.01 par value; 100,000,000 shares authorized, 10,792,898 shares issued at June 30, 2004 and 10,786,194 shares issued at December 31, 2003	104	104
Capital in excess of par value	16,343	16,333
Accumulated deficit	(5,202)	(4,503)
Accumulated other comprehensive loss	(894)	(894)
	10,351	11,040
Less treasury stock, at cost 801,220 shares in 2004 and 2003	(1,804)	(1,804)
Total shareholders' equity	8,547	9,236
	$ 42,803	$ 43,123

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 JUNE 30, 2004	THREE MONTHS ENDED JUNE 30, 2003	SIX MONTHS ENDED JUNE 30, 2004	SIX MONTHS ENDED JUNE 30, 2003
Net sales	$ 15,006	$ 17,754	$ 29,152	$ 32,955
Costs and expenses:				
Cost of sales, exclusive of items shown separately below	11,872	14,592	23,213	26,724
Selling and administrative	2,785	2,546	5,360	5,088
Depreciation and amortization	413	396	832	799
	15,070	17,534	29,405	32,611
Income (loss) from operations before other income and interest expense	(64)	220	(253)	344
Other income	18	222	36	222
Interest expense (including related party interest of $199 for each three-month and $398 for each six-month period, respectively)	(533)	(595)	(1,055)	(1,188)
Income (loss) from operations before income taxes	(579)	(153)	(1,272)	(622)
Income tax benefit	(261)	(71)	(573)	(291)
Net income (loss)	$ (318)	$ (82)	$ (699)	$ (331)
Per share data:				
Basic and diluted net income (loss)	$ (.03)	$ (.01)	$ (.07)	$ (.03)
Weighted average number of common shares outstanding:				
Basic and diluted	9,989,836	9,852,876	9,987,405	9,722,033

The notes to condensed consolidated financial statements are an integral part of the above statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

Dollars in thousands	SIX MONTHS ENDED JUNE 30, 2004	2003
Cash flows from operating activities:		
Net loss	$ (699)	$ (331)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	832	799
Other non cash gains included in net loss	—	(222)
Changes in operating assets and liabilities:		
Accounts receivable	55	1,359
Inventories	(194)	162
Costs and estimated earnings in excess of billings on uncompleted contracts	96	(792)
Prepaid expenses and other current assets	(405)	(175)
Accounts payable and accrued expenses	(730)	(1,788)
Billings in excess of costs and estimated earnings on uncompleted contracts	(10)	(199)
Other	142	(31)
Net cash used in operating activities	(913)	(1,218)
Cash flows from investing activities:		
Acquisitions of equipment	(119)	(57)
Proceeds from sale of property	—	1,568
Net cash (used in) provided by investing activities	(119)	1,511
Cash flows from financing activities:		
Proceeds from stock issuance	10	—
Long-term debt borrowings (repayments)	1,041	(355)
Net cash provided by (used in) financing activities	1,051	(355)
Net increase (decrease) in cash	19	(62)
Cash and cash equivalents at beginning of the period	136	194
Cash and cash equivalents at end of the period	$ 155	$ 132

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

	2004	2003
Cash paid (refunded) during the period for:		
Interest	$ 636	$ 831
Income taxes	$ (37)	$ 15

The notes to condensed consolidated financial statements are an integral part of the above statements.

CECO ENVIRONMENTAL CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(Dollars in thousands)

1. Basis of reporting for condensed consolidated financial statements.

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 June 30, 2004 and December 31, 2003 and the results of operations for the three-month and six-month periods ended June 30, 2004 and 2003 and of cash flows for the six-month periods ended June 30, 2004 and 2003. The results of operations for the three-month period and six-month period ended June 30, 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 filed with the Securities and Exchange Commission.

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, had we adopted the expense recognition provision of SFAS No. 123:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	**2003**	**2004**	**2003**
Net loss as reported	$(318)	$ (82)	$(699)	$(331)
Deduct: compensation cost based on fair value recognition, net of tax	(6)	(82)	(12)	(164)
Pro forma net loss under SFAS No. 123	$(324)	$(164)	$(711)	$(495)
Basic and diluted loss per share:				
As reported	$ (.03)	$ (.01)	$ (.07)	$ (.03)
Pro forma under SFAS No. 123	$ (.03)	$ (.02)	$ (.07)	$ (.05)

Certain amounts in the June 30, 2003 financial statements have been reclassified to conform to the June 30, 2004 presentation.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

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.

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 January 2003, the FASB issued Interpretation No. 46 ("FIN 46") "Consolidation of Variable Interest Entities". FIN 46 requires a variable interest entity to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns. FIN 46 applies to variable interest entities created after January 31, 2003, and to variable interest entities in which an enterprise obtains an interest in after that date. The adoption of this interpretation on January 1, 2004 did not affect our financial condition or results of operations, as we do not have any variable interest entities.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

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 provides 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 affect our financial condition or results of operations, as we do not have any revenue arrangements with multiple deliverables.

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:

	June 30, 2004	December 31, 2003
Raw materials and subassemblies	$1,002	$ 816
Finished goods	199	213
Parts for resale	568	546
	$1,769	$ 1,575

4. Goodwill and Intangible Assets

	June 30, 2004	December 31, 2003
Goodwill	$9,527	$ 9,527
Intangible assets - finite life	$1,446	$ 1,446
Less accumulated amortization	(670)	(630)
	$ 776	$ 816
Intangible assets - indefinite life	$1,395	$ 1,395

Amortization expense was $20 for the second quarters of 2004 and 2003, and $40 and $39 for the first six months of 2004 and 2003, respectively. Amortization of finite life intangible assets over the next five years is $79 for 2005, $78 in 2006 and 2007, and $77 in 2008 and 2009.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

5. 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.

6. Earnings Per Share

For the three months ended June 30, 2004 and 2003, both basic weighted average common shares outstanding and diluted average common shares outstanding were 9,989,836 and 9,852,876, respectively. For the six months ended June 30, 2004 and 2003, both basic weighted average common shares outstanding and diluted average common shares outstanding were 9,987,405 and 9,722,033, respectively. We consider outstanding options and warrants in computing diluted net loss per share only when they are dilutive. Options and warrants to purchase 3,503,700 and 3,451,700 shares for the three months and six months ended June 30, 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.

7. Debt

Total bank and related debt as of June 30, 2004 was $10,998 and $9,957 at December 31, 2003. Unused credit availability under our $8 million revolving line of credit at June 30, 2004 was $2,237. Availability is determined by a borrowing base formula contained in the credit agreement.

The revolving line of credit of the bank credit facility is reported as current portion of debt in the balance sheet at June 30, 2004 since the line matures 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. The bank credit facility was also amended during August 2004 by extending the term loan to July 2005 and by waiving the leverage financial covenant as of June 30, 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 lowering the scheduled principal amortization on term debt for our machinery, equipment and real estate, and reducing interest costs. We believe that we will be able to restructure or refinance our existing credit facility before the scheduled maturity in January 2005 based on our recent extension of the term loan to July 2005, among other factors. However, there can be no assurance that we will able to do so. In addition to pursuing opportunities where we have been historically successful, we are evaluating new markets and exploring opportunities internationally. In addition, we have identified and implemented various cost containment and reduction initiatives through better

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

utilization of our manufacturing capacity, utilizing lower labor costs and making more efficient use of our central services and design/drafting staff. These efforts are expected to provide approximately $1,300 in annualized savings beginning in the third quarter of 2004. We expect to be able to achieve these initiatives without disrupting services to current customers. We believe that the successful achievement of the refinancing and cost reduction initiatives should provide us with sufficient resources to meet our near term cash requirements.

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. In August 2004, the agreement was amended providing an option to the potential purchaser to acquire the property until November 2004 in exchange for $100 (which will be held in escrow until certain contingencies are satisfied).

8. 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.

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 June 30,		Six Months Ended June 30,	
	2004	**2003**	**2004**	**2003**
Retirement plan:				
Service cost	$ 30	$ 25	$ 60	$ 50
Interest cost	71	70	142	140
Expected return on plan assets	(63)	(53)	(126)	(106)
Amortization of prior service cost	2	2	4	4
Amortization of net actuarial (gain)/loss	26	26	52	52
Net periodic benefit cost	$ 66	$ 70	$ 132	$ 140
Health care plan:				
Interest cost	$ 7	$ 8	$ 14	$ 16

We previously disclosed in our financial statements for the year ended December 31, 2003 that we expected to make $854 in contributions to the Pension Plan during the year ending December 31, 2004. As of June 30, 2004, $166 has been contributed to the Pension Plan and we anticipate making an additional $414 during the remainder of Fiscal Year 2004 for a revised total of $580.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS
(unaudited)

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 for the year ended December 31, 2003.

Results of Operations

Our condensed consolidated statements of operations for the three-month and six-month periods ended June 30, 2004 and 2003 reflect our operations consolidated with the operations of our subsidiaries.

	Three Months Ended June 30,		Six Months Ended June 30,	
($'s in millions)	**2004**	**2003**	**2004**	**2003**
Sales	$ 15.0	$ 17.8	$ 29.1	$ 32.9
Cost of sales	11.9	14.6	23.2	26.7
Gross profit (excluding depreciation)	$ 3.1	$ 3.2	$ 5.9	$ 6.2
Percent of sales	20.9%	17.8%	20.4%	18.9%
Selling and administrative expenses	$ 2.8	$ 2.5	$ 5.4	$ 5.1
Percent of sales	18.6%	14.3%	18.4%	15.4%
Operating (loss) income	$ (.1)	$ .2	$ (.3)	$ .3
Percent of sales	(.4)%	1.2%	(.9)%	1.0%

Consolidated net sales for the second quarter were $15,006,000, a decrease of $2,748,000, compared to the same quarter in 2003. Consolidated net sales for the first six months of 2004 were $29,152,000, a decrease of $3,803,000 compared to the same period in 2003. Lower construction and Busch revenues partially offset by increased sales from our component parts and duct product lines accounted for most of the fluctuation in sales. Lower backlog was the driving factor for the reduction in our construction revenues. The completion of two steel rolling mill projects was the primary reason for lower revenue from Busch during the second quarter. 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 second quarter and first six months.

Orders booked were $15,894,000 during the second quarter of 2004 and $30,901,000 for the first six months of 2004, as compared to $16,955,000 during the second quarter of 2003 and $31,305,000 in the first half of 2003. First quarter 2003 bookings included one $2.8 million order with no comparably sized orders in 2004.

Second quarter 2004 gross profit was $3,134,000. This compares to gross profit of $3,162,000 during the same period in 2003. Gross profit as a percentage of revenues for the three-month period ended June 30, 2004 was 20.9% compared with 17.8% for the comparable period in 2003.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS
(unaudited)

Gross profit was $5,939,000 for the first six months of 2004, a decrease of $292,000 compared to the same period in 2003. Gross profit as a percentage of revenues for the first six months of 2004 was 20.4% compared with 18.9% for the comparable period in 2003. We increased gross margin during the second quarter by 3.1 percentage points and 1.5 percentage points during the first half of 2004 compared with the same periods in 2003 principally due to increased construction margins along with reduced overhead spending.

Selling and administrative expenses increased by $239,000 or 9.4% to $2,785,000 during the second quarter of 2004 from $2,546,000 in the same period of 2003. Selling and administrative expenses increased by $272,000 or 5.3% to $5,360,000 during the first six months of 2004 from $5,088,000 in the same period of 2003. Cost reduction initiatives in 2003 were offset by increased healthcare and compensation costs in the second quarter and first half of 2004. In light of the current level of revenue, during May 2004, we initiated additional cost reductions, which is expected to provide annualized savings of $1.3 million, beginning in the third quarter of 2004.

Depreciation and amortization increased by $17,000 to $413,000 during the second quarter of 2004 from $396,000 in the same period of 2003. Depreciation and amortization increased by $33,000 to $832,000 in the first six months of 2003 from $799,000 in the same period of 2003.

Other income was $18,000 in the second quarter of 2004 compared to $222,000 in the second quarter of 2003. Other income for the first six months of 2004 was $36,000 compared to $222,000 during the same period in 2003. The other income during 2004 is the amortization of the deferred gain recognized from the sale and leaseback of our Conshohocken, Pennsylvania property. The other income during 2003 is the result of the gain recognized from the sale and leaseback of this property during the second quarter of 2003 of $222,000. A deferred gain of $218,000 is being recognized over the ensuing three-year leaseback period.

Operating loss was ($64,000) in the second quarter of 2004 compared to operating income of $220,000 during the same quarter of 2003. Operating loss for the first six months of 2004 was ($253,000) compared to operating income of $344,000 during the same period of 2003. The impact on operating income from lower sales along with 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 $62,000 to $533,000 from $595,000 during the second quarter of 2004. Interest expense decreased by $133,000 to $1,055,000 from $1,188,000 during the first six months 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 $261,000 during the second quarter of 2004 and $71,000 during the second quarter of 2003. Federal and state income tax benefit was $573,000 for the first six months of 2004, an increase $282,000 from the comparable period in 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.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS
(unaudited)

Net loss for the quarter ended June 30, 2004 was ($318,000) compared with a net loss of ($82,000) for the same period in 2003. Net loss for the six months ended June 30, 2004 was ($699,000) compared with a net loss of ($331,000) 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 June 30, 2004 was $9.6 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 our 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

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

At June 30, 2004 and December 31, 2003, cash and cash equivalents totaled $155,000 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 June 30, 2004 was $10,998,000 and $9,957,000 at December 31, 2003. Unused credit availability under our $8 million revolving line of credit at June 30, 2004 was $2,237,000. Availability is determined by a borrowing base formula contained in the credit agreement.

The revolving line of credit of the bank credit facility is reported as current portion of debt in the balance sheet at June 30, 2004 since the line matures 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. The bank credit facility was also amended during August 2004 by extending the term loan to July 2005 and by waiving the leverage financial covenant as of June 30, 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 lowering the scheduled principal amortization on term debt for our machinery, equipment and real estate, and reducing interest cost. We believe that we will be able to restructure or refinance our existing credit facility before the scheduled maturity in January 2005 based on our recent extension of the term loan to July 2005, among other factors. However, there can be no assurance that we will be able to do so. In addition to pursuing opportunities where we have been historically successful, we are evaluating new markets and exploring opportunities internationally. In addition, we have identified and implemented various cost containment and reduction initiatives through better utilization of our manufacturing capacity, utilizing lower labor costs and making more efficient use of our central services and design/drafting staff. These efforts are expected to provide approximately $1.3 million in annualized savings beginning in the third quarter of 2004. We expect to be able to achieve these initiatives without disrupting services to current customers. We believe that the successful achievement of the refinancing and cost reduction initiatives should provide us with sufficient resources to meet our near term cash requirements.

Overview of Cash Flows and Liquidity

	For the six months ended June 30,	
($'s in thousands)	**2004**	**2003**
Total operating cash flow (used)	$ (913)	$(1,218)
Net cash (used in) provided by investing activities	(119)	1,511
Net cash provided by (used in) financing activities	1,051	(355)
Net increase (decrease)	$ 19	$ (62)

Cash used in operating activities decreased in 2004 compared to 2003. Cash used in operating activities for the first six months of 2004 was the result of reductions to accounts payable and accrued expenses of $730,000, and increases to prepaid and other current assets of $405,000 and inventories of $194,000. Cash was provided by reductions to costs and estimated earnings in excess of billings on uncompleted contracts of $96,000. Other changes in working capital items provided cash of $187,000. Our net investment in working capital (excluding cash and cash equivalents and current portion of debt) at June 30, 2004 and December 31, 2003 was $8,761,000 and $7,636,000, respectively.

Net cash used in investing activities related to the acquisition of property and equipment was $119,000 for the first six months of 2004 compared with $57,000 for the same period in 2003. Cash provided by investing activities of $1,568,000 for the first six months of 2003 relates to cash proceeds from the sale and leaseback of our Conshohocken, Pennsylvania property. A $222,000 gain was recognized during the second quarter of 2003 from the sale of the Conshohocken property as well as a $218,000 deferred gain, which will be recognized over the ensuing three-year leaseback period. Approximately, $700,000 was used to reduce the revolving line of credit and the balance was used to reduce term debt. 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.

CECO ENVIRONMENTAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS
(unaudited)

Financing activities provided cash of $1,051,000 during the first six months of 2004 compared with cash used in financing activities of $355,000 during the same period of 2003. Current year financing activities included net borrowings and issuance of common stock under our employee stock purchase plan, and 2003 financing activities included repayments 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. In August 2004, the agreement was amended providing an option to the potential purchaser to acquire the property until November 2004 in exchange for $100,000 (which will be held in escrow until certain contingencies are satisfied).

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, the Annual Report to Shareholders, Form 10-K 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," "should" 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 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.

CECO ENVIRONMENTAL CORP.

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 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

Within ninety days prior to the filing of this Report, the Company's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures, which are designed to ensure that the Company records, processes, summarizes and reports in a timely and effective manner the information required to be disclosed in the reports filed with or submitted to the Securities and Exchange Commission. Based upon this evaluation, they concluded that, as of the date of the evaluation, the Company's disclosure controls are effective. Since the date of this evaluation, there have been no significant changes in the Company's internal controls or in other factors that could significantly affect those controls.

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CECO ENVIRONMENTAL CORP.

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

b. Reports on Form 8-K

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

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CECO ENVIRONMENTAL CORP.

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/ Marshall J. Morris

Marshall J. Morris
V.P. - Finance and Administration
and Chief Financial Officer

Date: August 13, 2004

Exhibit 31.1

Certification

I, Phillip DeZwirek, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CECO Environmental Corp.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Company and we have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b) Evaluated the effectiveness of our disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

    c) Disclosed in this report any changes to our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to our auditors and the audit committee of our board of directors (or persons performing the equivalent function):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect our ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in our internal control over financial reporting.

/s/ Phillip DeZwirek

Phillip DeZwirek
Chairman of the Board and
Chief Executive Officer
August 13, 2004

Exhibit 31.2

Certification

I, Marshall J. Morris, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CECO Environmental Corp.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Company and we have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
   b) Evaluated the effectiveness of our disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
   c) Disclosed in this report any changes to our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to our auditors and the audit committee of our board of directors (or persons performing the equivalent function):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect our ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in our internal control over financial reporting.

/s/ Marshall J. Morris

Marshall J. Morris
V.P. – Finance and Administration and
Chief Financial Officer
August 13, 2004

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CECO Environmental Corp. (the “Company”) on Form 10-Q for the period ending June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Phillip DeZwirek, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Phillip DeZwirek

Phillip DeZwirek
Chairman of the Board and
Chief Executive Officer
August 13, 2004

A signed original of this written statement required by Section 906 has been provided to CECO Environmental Corp. and will be retained by CECO Environmental Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CECO Environmental Corp. (the "Company") on Form 10-Q for the period ending June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Marshall J. Morris, V.P. – Finance and Administration and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Marshall J. Morris

Marshall J. Morris
V.P. – Finance and Administration and
Chief Financial Officer
August 13, 2004

A signed original of this written statement required by Section 906 has been provided to CECO Environmental Corp. and will be retained by CECO Environmental Corp. and furnished to the Securities and Exchange Commission or its staff upon request.