

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-QSB

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

For Quarter Ended SEPTEMBER 30, 1999 Commission file number 0-7099

CECO ENVIRONMENTAL CORP.

NEW YORK

13-2566064

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

505 UNIVERSITY AVENUE, SUITE 1400, TORONTO, ONTARIO, CANADA M5G 1X3

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code 416-593-6543

Former name, former address and former fiscal year, if changed since last
report.

Indicate by check mark whether the registrant (1) has filed all reports required
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during
the preceding 12 months and (2) has been subject to such filing requirements for
the past 90 days.

X Yes No

Indicate the number of shares outstanding of each of the issuer's classes of
common stock as of the close of the period covered by this report.

Class: COMMON, PAR VALUE \$.01 PER SHARE

OUTSTANDING at September 30, 1999 8,388,816

CECO ENVIRONMENTAL CORP.

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
SEPTEMBER 30, 1999

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CECO ENVIRONMENTAL CORP.

CONDENSED CONSOLIDATED BALANCE SHEET
(unaudited)

	SEPTEMBER 30, 1999	DECEMBER 31, 1998
ASSETS		
Current assets:		
Cash	\$ 70,677	\$ 364,648
Marketable securities - trading	2,453,393	695,944
Accounts receivable	3,192,966	4,068,640
Inventories	919,098	541,315
Costs and estimated earnings in excess of billings on uncompleted contracts	228,879	226,504
Due from former owners of Busch	243,212	147,939
Investment in sales-type lease	103,350	95,400
Prepaid expenses and other current assets	227,116	344,961
Prepaid income taxes	88,144	--
Deferred income taxes	84,500	84,500
	-----	-----
Total current assets	7,611,335	6,569,851
Property and equipment, net	2,028,099	2,062,452
Goodwill, net	4,929,612	5,169,353
Other intangible assets, at cost, net	1,290,003	1,270,780
Investment in sales-type lease	262,350	333,900
Other assets	356,567	--
Deferred income taxes	296,900	68,500
	-----	-----
	\$ 16,774,866	\$ 15,474,836
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term obligations	\$ 2,800,000	\$ 1,200,000
Current portion of long-term debt	494,628	385,149
Accounts payable and accrued expenses	2,813,551	3,107,227
Billings in excess of costs and estimated earnings on uncompleted contracts	708,636	1,174,427
Unearned income	64,950	78,000
Income taxes payable	--	253,100
	-----	-----
Total current liabilities	6,881,765	6,197,903
Long-term debt, less current portion	1,119,730	1,569,713
Due to officer	1,125,000	--
	-----	-----
Total liabilities	9,126,495	7,767,616
	-----	-----
Minority interest	115,586	149,941
	-----	-----
Shareholders' equity:		
Preferred stock, \$.01 par value; 10,000,000 shares authorized and none issued	--	--
Common stock, \$.01 par value; 100,000,000 shares authorized and 8,388,816 shares issued	83,888	83,888
Capital in excess of par value	10,139,013	10,139,013
Accumulated deficit	(2,341,447)	(2,316,953)
	-----	-----
Less treasury stock, at cost	7,881,454 (348,669)	7,905,948 (348,669)
	-----	-----
Net shareholders' equity	7,532,785	7,557,279
	-----	-----
	\$ 16,774,866	\$ 15,474,836
	=====	=====

See accompanying notes to condensed consolidated financial statements.

CECO ENVIRONMENTAL CORP.

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	1999	1998	1999	1998
Revenues:				
Net sales - products	\$ 1,846,168	\$ 1,940,593	\$ 6,440,403	\$ 6,131,363
Contract revenues	2,125,528	3,736,404	6,268,807	10,798,532
Total revenues	3,971,696	5,676,997	12,709,210	16,929,895
Costs and expenses:				
Cost of revenues - products	1,100,469	803,882	3,450,196	2,907,091
Cost of revenues - contracts	1,481,754	2,731,994	4,017,047	7,526,960
Selling and administrative	1,374,733	1,493,803	4,520,151	4,505,289
Depreciation and amortization	155,044	128,596	453,732	340,142
	4,112,000	5,158,275	12,441,126	15,279,482
Income (loss) from continuing operations before investment income (loss) and interest expense	(140,304)	518,722	268,084	1,650,413
Investment income (loss)	(91,815)	(46,802)	66,653	(11,357)
Interest expense	(51,768)	(67,630)	(191,279)	(176,350)
Income (loss) from continuing operations before provision for (recovery of) income taxes	(283,887)	404,290	143,458	1,462,706
Provision for (recovery of) income taxes	(133,400)	169,000	46,000	606,000
Income (loss) from continuing operations before minority interest	(150,487)	235,290	97,458	856,706
Minority interest	(9,907)	(16,839)	4,286	(75,841)
Income (loss) from continuing operations	(140,580)	218,451	101,744	780,865
Discontinued operations:				
Income (loss) from operations of discontinued division, net of income tax benefit and minority interest	7,489	(124,255)	(113,756)	(344,791)
Loss from disposal of discontinued division	--	--	(12,482)	--
	7,489	(124,255)	(126,238)	(344,791)
Net income (loss)	(\$ 133,091)	\$ 94,196	(\$ 24,494)	\$ 436,074
Net income (loss) per share, basic and diluted:				
Income (loss) from continuing operations	(\$.02)	\$.03	\$.01	\$.09
Income (loss) from discontinued operations	--	(.02)	(.01)	(.04)
Net income (loss) per share	(\$.02)	\$.01	\$ --	\$.05
Weighted average number of common shares outstanding:				
Basic	8,250,896	8,250,896	8,250,896	8,219,588
Diluted	9,072,348	8,725,175	9,321,113	8,650,990

See accompanying notes to condensed consolidated financial statements.

CECO ENVIRONMENTAL CORP.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(unaudited)

	NINE MONTHS ENDED SEPTEMBER 30,	
	1999	1998
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		
Cash flows from operating activities:		
Net income (loss)	(\$ 24,494)	\$ 436,074
Adjustments to reconcile net income (loss) to net cash (used in) operating activities:		
Loss from discontinued operations	126,238	344,791
Depreciation and amortization	365,928	254,420
Deferred income taxes	(228,400)	--
Unearned income	(13,050)	--
Goodwill amortization - CECO Filters, Inc.	87,804	85,722
Minority interest	(4,286)	75,841
(Increase) decrease in operating assets:		
Accounts receivable	64,104	(2,769,265)
Inventories	(377,783)	230,575
Costs and estimated earnings in excess of billings on uncompleted contracts	(35,763)	5,414
Due from former owners of Busch	(95,273)	--
Investment in sales-type lease	63,600	--
Prepaid expenses and other current assets	107,018	(68,382)
Prepaid income taxes	(88,144)	150,200
Other assets	(184,049)	--
Marketable securities - trading	(1,757,449)	(48,245)
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	296,285	1,197,153
Billings in excess of costs and estimated earnings on uncompleted contracts	(320,428)	(1,152,403)
Income taxes payable	(253,100)	145,000
	-----	-----
Net cash (used in) continuing operations	(2,271,242)	(1,113,105)
Net cash provided by discontinued operations	(9,289)	712,201
	-----	-----
Net cash (used in) operating activities	(2,280,531)	(400,904)
	-----	-----
Cash flows from investing activities:		
Additions to property and equipment and intangible assets	(340,621)	(76,997)
Capital expenditures of discontinued operations	(1,856)	(94,681)
Acquisition of additional shares of CECO Filters, Inc.	(55,459)	(103,335)
Acquisition of IFM, net of cash acquired, comprised of the following:		
Excess of current liabilities over current assets, net of cash acquired	--	169,756
Equipment	--	(125,132)
Goodwill	--	(171,235)
	-----	-----
Net cash (used in) investing activities	(397,936)	(401,624)
	-----	-----

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See accompanying notes to condensed consolidated financial statements.

CECO ENVIRONMENTAL CORP.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS - CONTINUED
(unaudited)

	NINE MONTHS ENDED SEPTEMBER 30,	
	1999	1998
Cash flows from financing activities:		
Proceeds from short-term obligations	\$ 2,286,014	\$ --
Net borrowings (repayments) of short-term obligations	(686,014)	1,200,000
Proceeds from long-term debt	1,561,709	--
Repayments of long-term debt and capital lease obligation	(1,902,213)	(363,387)
Proceeds from shareholder	1,125,000	--
Due to former owners of Busch	--	(502,592)
Due from former owners of Busch	--	(156,269)
	-----	-----
Net cash provided by (used in) financing activities	2,384,496	177,752
	-----	-----
Net (decrease) in cash	(293,971)	(624,776)
Cash at beginning of period	364,648	847,827
	-----	-----
Cash at end of period	\$ 70,677	\$ 223,051
	=====	=====

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid during the period for:		
Interest	\$ 191,279	\$ 218,348
	-----	-----
Income taxes	\$ 527,758	\$ 118,000
	-----	-----

SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES

On March 31, 1999, the Company sold the contracts and customer list of a division in exchange for a non-interest bearing promissory note with a present value of \$174,493.

See accompanying notes to condensed consolidated financial statements.

CECO ENVIRONMENTAL CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to present fairly the financial position as of September 30, 1999 and the results of operations for the three-month and nine-month periods ended September 30, 1999 and 1998 and cash flows for the nine-month periods ended September 30, 1999 and 1998. The results of operations for the three-month and nine-month periods ended September 30, 1999 are not necessarily indicative of the results to be expected for the full year.

2. Discontinued Operations

On March 31, 1999, the Company's subsidiary, CECO Filters, Inc. ("CECO"), sold the contracts and customer list of a division for \$250,000. The sales price was paid through a non-interest bearing promissory note from the purchaser. Monthly principal payments of \$1,500 commence October 1, 1999 with a balloon payment for the balance due on April 1, 2007.

The following is a summary of operating activity for this discontinued division:

	NINE MONTHS ENDED SEPTEMBER 30,	
	1999	1998
Revenues	\$387,656	\$3,438,961
Cost of revenues	(493,439)	(3,323,074)
Selling and administrative	(114,224)	(714,329)
Depreciation and amortization	(7,998)	(24,253)
Interest expense	-	(4,498)
	-----	-----
Operating loss	(228,005)	(627,193)
Income tax benefit	105,800	251,000
Minority interest	8,449	31,402
	-----	-----
Loss from operations of discontinued division	(\$113,756)	(\$ 344,791)
	=====	=====

The following is a summary of the loss recorded from the disposal of this division:

Net present value note receivable	\$174,493
Impairment of goodwill	(166,932)
Disposition costs	(20,043)

Loss from disposal of discontinued division	(\$ 12,482)
	=====

The following is a summary of the balance sheet for this discontinued division:

	DECEMBER 31, 1998
Current assets	\$1,332,463
Property and equipment, net	233,740
Other assets	166,932
Current liabilities	(992,384)

Net assets of discontinued operations	\$ 740,751
	=====

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(unaudited)

3. Inventories consisted of the following:

	SEPTEMBER 30, 1999	DECEMBER 31, 1998
Raw materials	\$518,435	\$380,477
Finished goods	275,002	46,742
Parts for resale	125,661	114,096
	-----	-----
	\$919,098	\$541,315
	=====	=====

4. Investment in CECO Filters, Inc.

The Company acquired 65,800 shares of CECO's common stock on the open market for the amount of \$55,459 during the nine-month period ended September 30, 1999. As of September 30, 1999, the Company owned 93.8% of CECO's common stock.

Summarized financial information of CECO as of and for its nine months ended September 30, 1999, is as follows:

Financial position:	
Working capital (deficiency)	(\$ 1,386,981)
	=====
Total assets	\$ 10,517,485
	=====
Net shareholders' equity	\$ 2,252,045
	=====
Results of operations:	
Continuing:	
Total revenues	\$ 12,709,210
	=====
(Loss) before income taxes	(\$ 132,317)
	=====
(Loss) from continuing operations	(\$ 68,317)
	=====
Discontinued:	
Loss from discontinued operations	(\$ 134,687)
	=====
Net loss	(\$ 203,004)
	=====

5. Investments in Marketable Securities

The Company's investments in marketable securities comprise corporate debt and equity securities, all classified as trading securities, which are carried at their fair value based on the quoted market prices. Accordingly, net realized and unrealized gains and losses on trading securities are included in net income. Investment income consists of interest income, dividend income, realized and unrealized gains and losses. The Company owned 177,900 shares of Peerless Manufacturing Company's common stock at September 30, 1999 which had a fair market value of \$10.625 per share at September 30, 1999 and a fair market value of \$11.75 per share at November 3, 1999.

5. Investments in Marketable Securities - Continued

The Company acquired \$177,900 shares of Peerless Manufacturing Company ("Peerless"), which represents 12.25% of its outstanding common stock. The shares were acquired using approximately 50% of working capital funds and 50% of funds that were advanced to the Company by Phillip DeZwirek, Chief Executive Officer. The loan from the Mr. DeZwirek is a demand loan accruing interest at the prime interest rate plus one percent. The Company acquired this common stock for the purpose of pursuing the possibility of acquiring the majority or all of its common stock.

6. Debt

On March 16, 1999, CECO entered into a formal financing arrangement with a bank which provides for a \$5,000,000 line of credit, a \$625,000 term loan, a \$787,155 mortgage note payable and a \$2,000,000 acquisition line of credit. A portion of the proceeds was used to repay the previous line of credit, term loan and mortgage note payable.

The \$5,000,000 line of credit expires March 16, 2000. The term loan is payable in monthly installments of \$20,833 plus interest through September 1, 2001. The mortgage note payable is due in monthly installments of \$8,032, plus interest, with a balloon payment on March 1, 2006. Interest is charged at prime less .25% or LIBOR plus 2.25%.

The bank financing is collateralized by CECO's receivables, intangibles, property and equipment. The bank debt is also subject to certain financial covenants.

7. Potential Acquisition

In September 1999, the Company executed a Letter of Intent to acquire 100% of the common stock of The Kirk & Blum Manufacturing Company and kbd Technic, Inc. in an all cash transaction for approximately \$25 million. The transaction will be financed principally with bank debt. Kirk & Blum, which is headquartered in Cincinnati, Ohio is a leading provider of turnkey engineering, design, manufacturing and installation services in the air pollution control industry. Kbd Technic, Inc. is an associated company of Kirk and Blum and provides engineering services concentrated in industrial ventilation. Combined revenues of both companies approximated \$71 million for 1998.

CECO ENVIRONMENTAL CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(unaudited)

7. Segment and Related Information

The Company has two reportable segments: Air Quality Improvement and Ventilation and Environmental Products. The Company provides standard and engineered systems and filter media for air quality improvement through its Air Quality Improvement segment. The Ventilation and Environmental Products segment assembles and manufactures ventilation, environmental and process-related products. The Interfacility Maintenance segment, which provided interfacility repair, preventative maintenance and inter-facility construction, was discontinued on March 31, 1999.

	AIR QUALITY IMPROVEMENT -----	VENTILATION AND ENVIRONMENTAL PRODUCTS -----	OTHER -----	ELIMINATION OF INTER- SEGMENT ACTIVITY -----	TOTAL CONSOLIDATED -----
Nine Months ended September 30, 1999					
Revenues	\$5,393,953	\$7,629,298	\$ 36,050	(\$350,091)	\$12,709,210
Operating income (loss)	(40,510)	172,663	135,931		268,084
Nine Months ended September 30, 1998					
Revenues	\$6,222,563	\$10,302,806	\$495,726	(\$91,200)	\$16,929,895
Operating income	904,564	665,861	79,988		1,650,413

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

Financial Condition, Liquidity and Capital Resources - The Company

The Company's consolidated cash and marketable securities position increased from \$1,060,592 at December 31, 1998 to \$2,524,070 at September 30, 1999. This increase of \$1,463,478 is attributable to net cash provided by financing activities of \$2,384,496, offset by cash used in operating activities of \$523,082 (excluding activities relating to marketable securities), additions to property and equipment and intangible assets of \$342,477, and the acquisition of additional shares of CECO for \$55,459. The investment in marketable securities is primarily in high yield bonds and common stock of U.S. corporations. CECO Filters, Inc. ("CECO") maintains a \$5,000,000 line of credit with a commercial bank of which \$2,800,000 was outstanding as of September 30, 1999.

Management believes that the expected revenues from operations of CECO, supplemented by the available line of credit, will be sufficient to provide adequate cash to fund anticipated working capital and other cash needs during the remainder of the year.

Since January 1, 1994, the Company and CECO have been parties to a management and consulting agreement pursuant to which the Company has provided management and financial consulting services to CECO for a monthly fee of \$20,000 through July, 1998, \$35,000 per month from August, 1998 through May, 1999, and \$50,000 per month from June, 1999. This agreement automatically renews at December 31 of each year for one-year terms unless canceled by the Company.

The Company believes its consulting agreement with CECO and interest income from its investments in marketable securities, should provide sufficient revenue to meet its general and administrative expenses.

Results of Operations - The Company

The Company's consolidated statement of operations for the nine-month periods ended September 30, 1999 and 1998 reflects the operations of the Company consolidated with the operations of CECO. At September 30, 1999, the Company owned approximately 93.8% of CECO. Minority interest in the consolidated statement of operations has been presented as a reduction in net income.

The Company received \$375,000 and \$210,000 during the nine-month periods ended September 30, 1999 and 1998, respectively, for management and financial consulting services provided to CECO. This amount is not reflected in the consolidated results of operations since it is eliminated in consolidation.

The Company has no income, revenues or expenses other than as a result of its investment in CECO, its consulting agreement with CECO, and its investment in marketable securities. The Company does not engage in operations other than through its operating subsidiary, CECO.

CECO is comprised of CECO Filters, Inc., Air Purator Corporation ("APC"), U.S. Facilities Management Company, Inc. ("USFM-Indiana") and New Busch Co., Inc. (collectively referred to as "the CECO Group") which provide innovative solutions to air quality problems through particle and chemical control technologies and services.

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

Results of Operations - The Company - Continued

CECO manufactures and markets filters known as fiber bed mist eliminators, designed to trap, collect and remove solid soluble and liquid particulate matter suspended in an air or other gas stream whether generated from a point source emission or otherwise. CECO offers innovative patented technologies, Catenary Grid(R) and Narrow Gap Venturi(TM) designed for use with heat and mass transfer operations and particulate control. APC designs and manufactures high performance filter media and bags for use in high temperature pulse-jet baghouses, the most effective type of baghouse for capturing submicron particulate from gas streams. USFM-Indiana provides facilities management, as well as outsourced plant-wide maintenance management to help customers achieve their performance goals. Busch is engaged in designing, manufacturing and supplying equipment used to control the environment in and around industrial plants with a variety of proprietary and patented technologies.

On March 31, 1999, CECO sold the contracts and customer list of a division for \$250,000. The sales price was paid through a non-interest bearing promissory note from the purchaser. Monthly principal payments of \$1,500 commenced October 1, 1999 with a balloon payment for the balance due on April 1, 2007.

Results of Operations - CECO (Company's Subsidiary)

Comparison of Nine Months Ended September 30, 1999 to
Nine Months Ended September 30, 1998

Revenues from continuing operations were approximately \$12.7 million and \$16.9 million for the nine months ended September 30, 1999 and 1998, respectively, a decrease of 25%. The decrease in revenues from 1998 to 1999 resulted primarily from a decrease in sales orders, particularly new orders. The sales in CECO's Air Quality Improvement segment were approximately 13% lower (\$5.4 million for the nine months ended September 30, 1999 compared to \$6.2 million for the nine months ended September 30, 1998) and revenues in CECO's Ventilation and Environmental Product segment were approximately 26% lower (\$7.6 million for the nine months ended September 30, 1999 compared to \$10.3 million for the nine months ended September 30, 1998).

CECO's Group's backlog of orders at September 30, 1999 was approximately \$5.0 million as compared to approximately \$9.8 million at September 30, 1998, a decrease of \$4.8 million or 49%. There can be no assurance that order backlog will be replicated, or increased, or translate into higher revenues in the future. The success of CECO's business depends on a multitude of factors that are out of CECO's control. CECO's operating results can be significantly impacted by the introduction of new products, new manufacturing technologies, rapid change in the demand for its product, decrease in the average selling price over the life of a product as competition increases, and CECO's dependence on the efforts of middle men to sell a significant portion of its product.

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

CECO's overall cost of revenues from continuing operations decreased as a percentage of sales for the nine months ended September 30, 1999 (59%) compared to the nine months ended September 30, 1998 (62%). The decrease is attributed to lower material costs, as well as lower costs incurred to service CECO products. CECO continues to use the latest technology available in an effort to reduce both cost of revenues (and the maintenance of optimal inventory levels) and operating expenses, and ultimately increase overall company profits.

CECO's selling and administrative expenses from continuing operations amounted to \$4,408,471 for the nine-month period ended September 30, 1999 compared to \$4,303,009 for the nine-month period ended September 30, 1998, representing an increase of \$105,462 or 2% predominantly resulting from non-recurring costs incurred in 1999.

CECO incurred management fees to the Company of \$375,000 and \$210,000 during the nine months ended September 30, 1999 and 1998, respectively.

Interest expense increased by \$11,035, or 5%, during the nine-month period ended September 30, 1999 when compared to the same period in 1998. The increase in interest expense can be attributed to an increased utilization of the bank line of credit from a new credit facility during the nine months ended September 30, 1999, compared to the previous year.

CECO incurred a pre-tax loss from continuing operations, of \$132,317 for the nine months ended September 30, 1999 as compared to pre-tax income of \$1,514,565 for the nine months ended September 30, 1998. This change is attributed principally to the decrease in revenues and increase in selling and administrative expenses resulting from non-recurring costs for the nine-month period ended September 30, 1999 over the comparable period in 1998.

The provision for federal and state income taxes for the nine-month period ended September 30, 1999 amounted to a recovery of \$64,000 compared to a provision of \$606,000 for the nine-month period ended September 30, 1998 and reflects an effective income tax rate of approximately 48% and 40% each respective period.

Comparison of Three Months Ended September 30, 1999 to Three Months Ended September 30, 1998

Revenues from continuing operations were approximately \$4.0 million and \$5.7 million for the three months ended September 30, 1999 and 1998, respectively, a decrease of 30%. The decrease in revenues from 1998 to 1999 resulted primarily from a decrease in sales orders, particularly new orders.

CECO's overall cost of revenues from continuing operations increased as a percentage of revenues for the three months ended September 30, 1999 (65%) compared to the three months ended September 30, 1998 (62%). The increase, compared to the prior year, is attributed to selling products and contracts at lower margins due to competitive pressures. CECO continues to use the latest technology available in an effort to reduce both cost of revenues (and the maintenance of optimal inventory levels) and operating expenses, and ultimately increase overall company profits.

CECO's selling and administrative expenses amounted to \$1,339,653 for the three-month period ended September 30, 1999 compared to \$1,449,009 for the three-month period ended September 30, 1998, representing a decrease of \$109,356 or 8%.

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

Comparison of Three Months Ended September 30, 1999 to Three Months Ended
September 30, 1998 - Continued

CECO incurred management fees to the Company of \$150,000 and \$90,000 during the
three months ended September 30, 1999 and 1998, respectively.

Interest expense decreased by \$19,755 or 25% during the three-month period ended
September 30, 1999 when compared to the same period in 1998. The decrease in
interest expense can be attributed to a decrease in outstanding long-term debt
obligations during the three months ended September 30, 1999 compared to the
previous year.

CECO incurred a pre-tax loss from continuing operations, of \$286,280 for the
three months ended September 30, 1999 as compared to pre-tax income of \$422,375
for the three months ended September 30, 1998. This change is attributed
principally to the decrease in revenues.

Federal and state income taxes for the three-month period ended September 30,
1999 amounted to a recovery of \$128,600 compared to a provision of \$169,000 for
the three-month period ended September 30, 1998 and reflects an effective income
tax rate of approximately 45% and 40% for each respective period.

Other Matters

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor"
for forward-looking statements. Certain information included in this document
and other materials filed or to be filed with the Securities and Exchange
Commission, as well as information included in oral or other written statements
made or to be made by the Company, contains statements that are forward-
looking. Such statements may relate to plans for future expansion, business
development activities, other capital spending, financing, or other effects of
regulation and competition. Such information involves important risks and
uncertainties that could significantly affect anticipated results in the future
and, accordingly, such results may differ from those expressed in any forward-
looking statements made by or on behalf of the Company. These risks and
uncertainties include, but are not limited to, those relating to product and
service development activities, dependence on existing management, global
economic and market conditions, and changes in federal or state laws.

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.

Phillip DeZwirek
Chief Financial Officer
Chief Executive Officer

Date: August 6, 1999

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF CECO ENVIRONMENTAL CORP. AND SUBSIDIARIES AS OF AND FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1999 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

9-MOS		
	DEC-31-1999	
	SEP-30-1999	
		70,677
		2,453,393
		3,192,966
		0
		919,098
		7,611,335
		4,161,484
		2,133,385
		16,774,866
	6,881,765	
		5,539,358
	0	
		0
		83,888
		7,448,897
16,774,866		
		6,440,403
	12,709,210	
		3,450,196
		12,441,126
		0
		0
	191,279	
		143,458
		46,000
	97,458	
	(126,238)	
	0	
		0
		(24,494)
		0
		0