FLANDERS CORP
Form 10-Q
August 01, 2008
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2008

Commission File Number **000-27958**

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 issuer (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 a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer Accelerated filer √ Non-accelerated filer Smaller reporting company

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

YES NO √

The number of shares outstanding of the registrant s common stock, as of June 30, 2008 was 25,724,074.

FLANDERS CORPORATION

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FOR QUARTER ENDED June 30, 2008

PART I FINANCIAL INFORMATION **Page**

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED BALANCE SHEETS

(In thousands)

ASSETS	June 30, 2008 (unaudited)	December 31, 2007
Current assets		
Cash and cash equivalents	$349	$498
Receivables:		
Trade, less allowance: 6/30/2008 $2,857; 12/31/2007 $3,663	47,217	49,094
Other	325	1,260
Inventories	46,754	47,236
Deferred taxes	3,403	4,197
Income Taxes	3,858	8,549
Other current assets	3,419	2,672
Total current assets	105,325	113,506
Property and equipment, less accumulated depreciation: 6/30/2008 $56,307; 12/31/2007 $54,232	54,541	61,468
Intangible assets, less accumulated amortization: 6/30/2008 $967; 12/31/2007 $903	3,219	3,872
Notes Receivable	14,587	3,529
Other assets	1,151	1,180
	$178,823	$183,555
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Current maturities of long-term debt and capital lease obligations	$2,726	$2,736
Accounts payable	24,605	30,046
Accrued expenses	17,100	24,593
Other Current Liabilities	5,879	5,880
Total current liabilities	50,310	63,255
Long-term capital lease obligations, less current maturities	602	943
Long-term debt, less current maturities	28,241	28,669
Long-term liabilities, other	1,888	2,112
Deferred taxes	1,168	1,174
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: 25,724 and 25,691 shares at June 30, 2008 and December 31, 2007, respectively	26	26
Additional paid-in capital	87,201	87,305
Accumulated other comprehensive loss	(732)	(782)
Retained earnings	10,119	853
	96,614	87,402
	$178,823	$183,555

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FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(unaudited)

	Three Months Ended June 30, 2008	2007	Six Months Ended June 30, 2008	2007
Net sales	$57,269	$64,285	$106,463	$124,533
Cost of goods sold	48,773	52,662	89,243	103,888
Gross profit	8,496	11,623	17,220	20,645
Operating expenses	9,313	11,118	18,589	22,101
Operating income (loss)	(817)	505	(1,369)	(1,456)
Nonoperating income (expense):				
Other income, net	1,442	631	4,045	1,604
Interest expense	(492)	(643)	(1,125)	(1,269)
	950	(12)	2,920	335
Earnings (Losses) before income taxes and extraordinary item	133	493	1,551	(1,121)
Provision (Benefit) for income taxes	53	193	620	(448)
Income (Loss) before extraordinary item	80	300	931	(673)
Extraordinary gain on Fire (net of taxes)	6,802	502	8,335	1,464
Net earnings	$6,882	$802	$9,266	$791
Income (Loss) before extraordinary item Basic earnings per share	$0.00	$0.01	$0.04	$(0.03)
Extraordinary item	$0.27	$0.02	$0.32	$0.06
Net earnings per share	$0.27	$0.03	$0.36	$0.03
Income (Loss) before extraordinary item Diluted earnings per share	$0.00	$0.01	$0.03	$(0.02)
Extraordinary item	$0.26	$0.02	$0.32	$0.05
Net earnings per share	$0.26	$0.03	$0.35	$0.03
Weighted average common shares outstanding				
Basic	25,725	26,743	25,724	26,501
Diluted	26,203	27,585	26,185	27,343

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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, 2007	$26	$90,872	$ (7,441)	$ (698)	$24,620	$107,379
Stock option award compensation		859				859
Accrued interest on notes receivable secured by common shares			(360)			(360)
Proceeds from notes receivable secured by common stock			2,355			2,355
Purchase and retirement of 826 shares of common stock	(1)	(4,327)				(4.328)
Issuance of 1,159 shares of common stock upon exercise of options	1	2,958				2,959
Common shares issued for satisfaction of trade accounts payable		1,454				1,454
Common shares received in lieu of Equity note receivable		(5,445)	5,446			1
Loss of controlling interest in affiliate					(4,080)	(4,080)
Tax Benefit from Stock Options		934				934
Comprehensive earnings						
Net earnings					(19,687)	(19,687)
Gain on cash flow hedges				(84)		(84)
Total Comprehensive earnings, net of tax						(19,771)
Balance, December 31, 2007	$26	$87,305	$ (0)	$ (782)	$853	$87,402
Accrued interest on notes receivable secured by common shares						
Stock Option Award Compensation		175				175
Proceeds from notes receivable secured by common stock						
Purchase and retirement of 106 shares of common stock		(705)				(705)
Issuance of 138 shares of common stock upon exercise of options		426				426
Comprehensive earnings						
Net earnings					9,266	9,266
Loss on cash flow hedges				50		50
Total Comprehensive earnings, net of tax						9,316
Balance, June 30, 2008	$26	$87,201	$ (0)	$ (732)	$10,119	$96,614

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FLANDERS CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2008	2007	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES				
Net cash provided by (used in) operating activities	$1,818	$3,710	$5,468	$8,171
CASH FLOWS FROM INVESTING ACTIVITIES				
Disposal, net of cash acquired			(11)	
Purchase of property and equipment	(3,192)	(1,069)	(5,237)	(3,300)
Proceeds from sale of property and equipment	7	19	10	474
Proceeds from insurance claim				3,000
Increase in notes receivables		(7)		(9)
Decrease in other assets	479	169	678	164
Net cash provided by (used in) investing activities	(2,706)	(888)	(4,560)	329
CASH FLOWS FROM FINANCING ACTIVITIES				
Principal payments on long-term borrowings	(228)	(810)	(373)	(1,624)
Net (payments on) proceeds from revolving credit agreement	596	(1,677)	(406)	(6,022)
Purchase and Retirement of Common Stock	(53)		(334)	
Proceeds from Sales of Common Stock			56	
Net cash provided by (used in) financing activities	315	(2,487)	(1,057)	(7,646)
Net increase in cash and cash equivalents	(573)	335	(149)	854
CASH AND CASH EQUIVALENTS				
Beginning of period	922	1,087	498	568
End of period	$349	$1,422	$349	$1,422
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION				
Cash paid during the period for:				
Income taxes	$743	$40	$793	$86
Interest	$558	$614	$1,122	$1,221
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES				
Sale of equipment for note receivable	$332	$	$415	$
Note receivable in lieu of account receivable trade	$677	$	$677	$
Cashless exercise of common stock (Net)	$(100)	$	$(370)	$
Offset of accrued expenses against other receivables	$900	$	$900	$
Offset of accrued expenses against trade accounts receivable	$1,614	$	$8,825	$1,454
DISPOSAL OF COMPANIES				
Working Capital surplus disposed, net of cash and cash equivalents disposed	959		1,425	
Fair value of other assets disposed, principally property and equipment	8,518		8,637	
Goodwill disposed			589	
Minority interest			141	
	$9,477	$	$10,792	$

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Notes to Consolidated Condensed Financial Statements (unaudited)

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 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, 2007. 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 six months ended June 30, 2008 may not be indicative of the results that may be expected for the year ending December 31, 2008.

Other comprehensive loss:

Other comprehensive (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, 2008, accumulated comprehensive loss consisted of the following:

Balance at December 31, 2007	$(782)
Net change during the period related to cash flow hedges	50
Balance at June 30, 2008	$(732)

Accounts receivable:

The majority of the Company s accounts receivables 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. All intercompany transactions and balances are eliminated in consolidation.

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Prior to February 1, 2008, Air Filter Sales and Service, Inc. was 39% owned by Flanders Corporation and 61% was owned by other shareholders unrelated to the Company or any of its officers and directors. As of February 1, 2008, Air Filter Sales and Service, Inc. ceased to be consolidated, due to the Stock Purchase Agreement dated February 1, 2008. The accompanying financial statements present the consolidated result including Air Filter Sales and Service, Inc. up until February 1, 2008 with all intercompany transactions eliminated. After that date the financial statements do not include the financial results of Air Filter Sales and Service, Inc. The revenues and expense of Air Filter Sales and Service, Inc. through February 1, 2008 were $254 and $216, respectively. The revenues and expense for the quarter ended June 30, 2007 were $684 and $692, respectively.

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 $732 at June 30, 2008 is included in other comprehensive loss. This fair value was determined using level 1 inputs as defined in SFAS No. 157. The interest rate swap contracts expire in 2013 and 2015.

Revenue recognition:

The Company s products are sold with terms and conditions, which vary depending on particular business environments in which the Company operates. The standard policy of the Company is to recognize revenue in accordance with accounting principles generally accepted in the United States of America; specifically SAB Topic 13A.

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, 2008 and 2007 were $1,371 and $1,229, respectively.

Reclassifications:

Certain reclassifications to the 2007 financial information have been made to conform to the 2008 presentation of the consolidated condensed balance sheet.

Impact of Recently Issued Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) 157 Fair Value Measurements. SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP) and expanded disclosures about fair value measurements. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. We have adopted SFAS No. 157 on January 1, 2008. The adoption of SFAS No. 157 did not have a material impact on the Company s financial statements or condition.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Liabilities Including an Amendment of FASB Statement No. 115 . SFAS No. 159 permits entities to choose to measure certain financial assets and liabilities at fair value. Unrealized gains and losses, arising subsequent to adoption, are reported in earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. SFAS No. 159 was effective for us in the first quarter of 2008. The adoption of SFAS No. 159 did not have a material impact on our financial statements or condition.

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In December 2007, the FASB issued SFAS No. 141 (Revised) Business Combinations (SFAS 141(R)). SFAS 141(R) is intended to improve, simplify, and converge internationally the accounting for business combinations. Under SFAS 141(R), an acquiring entity in a business combination must recognize the assets acquired, liabilities assumed, and any noncontrolling interest in the acquired entity at the acquisition date fair values, with limited exceptions. In addition, SFAS 141(R) requires the acquirer to disclose all information that investors and other users need to evaluate and understand the nature and financial impact of the business combination. SFAS 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period on or after December 15, 2008. Earlier adoption is prohibited. Accordingly, Flanders Corporation will record and disclose business combinations under the revised standard beginning January 1, 2009.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an Amendment of Accounting Research Bulletin (ARB) 51 , (SFAS 160). This statement amends ARB 51 to establish accounting and reporting standards for the noncontrolling interest (minority interest) in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 establishes accounting and reporting standards that require (i) noncontrolling interests to be reported as a component of equity, (ii) changes in a parent s ownership interest while the parent retains its controlling interest be accounted for as equity transactions, and (iii) any retained noncontrolling equity investment upon the deconsolidation of a subsidiary be initially measured at fair value. SFAS 160 is to be applied prospectively to business combinations consummated on or after the beginning of the first annual reporting period on or after December 15, 2008. SFAS 160 is effective for fiscal years beginning after December 15, 2008. Flanders Corporation does not expect the adoption of SFAS 160 to have a material impact on its financial statements.

In March 2008, the FASB issued SFAS No. 161, Disclosures About Derivative Instruments and Hedging Activities (SFAS 161). SFAS 161 is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity s financial position, financial performance, and cash flows. The new standard is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Flanders Corporation does not expect the adoption of SFAS 161 to have a material impact on its financial statements.

In May 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles (SFAS 162). The new standard is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with U.S. generally accepted accounting principles (GAAP) for nongovernmental entities. The new standard is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Flanders Corporation does not expect the adoption of SFAS 162 to have a material impact on its financial statements.

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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, 2008 and the year ended December 31, 2007:

	Warrants	Stock Options	Exercise Price per Share Warrants	Exercise Price per Share Options		Weighted Average Exercise Price per Share Warrants	Weighted Average Exercise Price per Share Options
Outstanding at January 1, 2007		5,752		$1.50	11.72		$6.08
Granted		620		4.99	9.52		5.23
Exercised		(1,105)		1.50	5.21		2.55
Canceled or expired		(2,000)		7.50	11.10		8.68
Outstanding at December 31, 2007		3,267		1.74	11.72		5.53
Granted		11		5.71	5.71		5.71
Exercised		(138)		1.74	5.21		3.09
Canceled or expired		(265)		3.93	11.72		9.23
Outstanding at June 30, 2008		2,875		2.50	11.72		$5.30
Exercisable at June 30, 2008		2,525		2.50	11.72		$5.34

The options expire at various dates ranging from August 2008 through December 2017.

Share-Based Compensation

As of June 30, 2008, total unrecognized stock-based compensation expense related to non-vested stock options was $953.

The following table represents our non-vested stock option activity for the six months ended June 30, 2008:

	Number of Options	Weighted Average

		Grant Date Fair Value
Nonvested options December 31, 2007	400	$4.99
Granted		$
Vested	(50)	$(4.99)
Forfeited		$
Nonvested options - June 30, 2008	350	$

The aggregate intrinsic value of options outstanding at June 30, 2008, based on the Company s closing stock price of $6.05 as of the last business day of the period ended June 30, 2008, which would have been received by the optionees had all options been exercised on that date was $4,254. The aggregate intrinsic value of options exercisable at June 30, 2008, based on the Company s closing stock price of $6.05 as of the last business day of the period ended June 30, 2008, which would have been received by the optionees had all options exercisable been exercised on that date was $3,883. The aggregate intrinsic value of options exercised during the six months ended June 30, 2008 was $439. Intrinsic value is the amount by which the fair value of the underlying stock exceeds the exercise price of the options.

Options on 1,180 shares of common stock were not included in computing diluted EPS for the quarter period ended June 30, 2008, because their effects were anti-dilutive.

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Note B. Inventories

Inventories consist of the following at June 30, 2008 and December 31, 2007:

	6/30/2008	12/31/2007
Finished goods	$23,146	$27,209
Work in progress	3,803	3,254
Raw materials	20,723	19,631
	47,672	50,094
Less allowances	918	2,858
	$46,754	$47,236

Note C. Pledged Assets and Debt

As of June 30, 2008 the Company s total obligations to Bank of America were approximately $15,613. During July 2008, the Company entered into an amendment to the credit facility with its bank. The new current revolving credit agreement with the bank provides a maximum line of credit of $36 million (subject to availability) and bears interest at either (i) LIBOR plus between 1.75% and 2.25%, dependent on the Company s fixed charge coverage during the prior twelve months; or (ii) the bank s base rate, plus between 0% and .5%, dependent on the Company s fixed charge coverage during the prior twelve months. Up to $12 million of this credit facility may be used to issue letters of credit. The revolving credit agreement is part of a combined facility with a bank that also includes a $12 million facility to guarantee letters of credit. The line of credit is due in 2011. The combined facility is collateralized by substantially all of the Company s assets and restricts capital expenditures, payment of dividends and share repurchases. As of June 30, 2008 the Company is in compliance with its financial covenants.

Note D. Extraordinary Loss on Fire

In April 2006, a manufacturing facility in Texas was destroyed by fire and in June of 2006, another manufacturing facility was damaged by flood. In July 2007 another manufacturing facility in Florida was destroyed by fire. The extraordinary gain of $8,335 was calculated as the gain on the costs that were attributable to these natural disasters ($1,587) that were less than the insurance proceeds ($15,479), net of taxes of $5,557.

Note E. Income Taxes

The IRS is currently examining the Company s federal income tax returns of 2002, 2003, 2004, 2005, and 2006. To date the IRS has proposed certain changes for the 2002, 2003, 2004, 2005, and 2006 examinations, resulting in additional liabilities due. The Company has submitted a petition to the IRS for a redetermination of the changes with the U.S. Tax Court. These liabilities have been included in the Company s FIN 48 liability which is included in other current liabilities.

Note F. Litigation

From time to time, the Company is 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.

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Note G. Sale of Media Facility

Flanders Corporation closed on an Asset Purchase Agreement effective April 30, 2008 and related documents for our media supply business located in Clarkton, North Carolina (Media Supply Assets). The closing of this transaction is part of Flanders focus of shedding verticality and making operations efficient and profitable.

The Media Supply Assets had a net book value of approximately $9,315. The Media Supply Assets sold consisted of the following:

Inventory	$ 804

Building Improvements	$1,835
Manufacturing Equipment	$6,654
Office Equipment/ Miscellaneous	$22
Total	$9,315

The Media Supply Assets were sold to Superior Filters, LLC, an unrelated party.

In consideration for the sale of the Media Supply Assets, we received promissory notes in the face amount totaling $10,065. The majority of these promissory notes balances are secured by the Media Supply Assets. One promissory note has the term of 10 years, payable on a monthly basis, at a floating rate of interest tied to LIBOR plus 2.25% and the other promissory note has a term of 1 year, payable on a monthly basis, interest free.

In connection with the sale of the Media Supply Assets, Flanders and Superior Fibers, LLC entered into a Supply Agreement for fiberglass media and Ashrae media ordered by Flanders from Superior Fibers, LLC. The Supply Agreement provides that the prices to be paid by Flanders shall be competitive with the medium mean market pricing for the specified products. If the supplier rejects any purchase order on the basis that it cannot economically produce and supply such products, then Flanders has the right to purchase such products from other sources.

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, 2007. 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.

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. In the ordinary course of accounting for items such as allowance for doubtful accounts, inventory valuation, and other items mentioned above, we make changes in estimates as appropriate in the circumstances. Such changes and refinements in estimation methodologies are reflected in report results of operations and, if material, the approximate effects of changes in estimates are disclosed in the Notes to our Consolidated Financial Statements. 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. Actual results could differ materially from this estimate, making it reasonably possible that a change in this estimate could occur in the near term.

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, 2008 Compared to June 30, 2007

The following table summarizes our results of operations as a percentage of net sales for the three months ended June 30, 2008 and 2007.

Three Months Ended

	June 30, 2008		2007	
Net sales	$57,269	100.0 %	$64,285	100.0 %
Gross profit	8,496	14.8	11,623	18.1
Operating expenses	9,313	16.3	11,118	17.3
Operating income (loss)	(817)	(1.4)	505	0.8
Nonoperating income (expense)	950	1.7	(12)	(0.0)
Provision for income taxes	53	0.1	193	0.3
Extraordinary gain on Fire and Flood (net of taxes)	6,802	11.9	502	0.8
Net earnings (loss)	6,882	12.0	802	1.2

Net sales: Net sales for the second quarter of 2008 decreased by $7,016, or 10.9%, to $57,269 from $64,285 for the second quarter of 2007. Sales were down during the second quarter of 2008 compared to the second quarter of 2007 due to the release of our EnergyAire and nested products during the second quarter of 2007 as well as a general downturn in the economy. Additionally, our ability to produce enough product and ship to our customers was negatively impacted by the fire which destroyed our Florida manufacturing facility in 2007.

Gross Profit: Gross profit for the second quarter of 2008 decreased by $3,127, or 26.9%, to $8,496, which represented 14.8% of net sales, from $11,623, which represented 18.1% of net sales for the second quarter of 2007. Cost increases have continued due to inflation including increases in in-bound shipping costs due to increased fuel costs and raw material costs, especially in the cost of metal. Also, our media producing facility was producing for part of the period which contributed to lower margins. Additionally, the reduction of sales created certain manufacturing inefficiencies during the period. The manufacturing facilities increased their level of production later in the period which should help correct some of these inefficiencies in the near term.

Operating expenses: Operating expenses for the second quarter of 2008 decreased by $1,805, or 16.2%, to $9,313, representing 16.3% of net sales, from $11,118, representing 17.3% of net sales, for the second quarter of 2007. The decrease in operating expenses as a percentage of sales is primarily due to decreased royalty expenses, rent expenses and wage expenses. Royalty expenses are a function of sales of our Arm & Hammer product line. Rent expense decreased due to the sale of certain direct offices while wage expense decreased due to initiatives to reduce headcount.

Nonoperating income (expense): Net nonoperating income (expense) for the second quarter of 2008 increased by $962, to $950 representing 1.7% of net sales, from $(12), representing (0.0 %) of net sales, for the second quarter of 2007 due to the Company selling a direct office and its media producing facility during the period.

Provision for income taxes:

The IRS is currently examining the Company s federal income tax returns of 2002, 2003, 2004, 2005, and 2006. To date the IRS has proposed certain changes for the 2002, 2003, 2004, 2005, and 2006 examinations, resulting in additional liabilities due. The Company has submitted a petition to the IRS for a redetermination of the changes with the U.S. Tax Court. These liabilities have been included in the Company s FIN 48 liability which is included in other current liabilities. Our provision for the six months of 2008 and 2007 were a blended state and federal rate of approximately 40% of pretax earnings and losses.

Extraordinary gain on Fire (net of taxes): The extraordinary gain of $6,802 was calculated as the gain on the costs that were attributable to these natural disasters ($612) that were less than the insurance proceeds ($11,950), net of taxes of $4,536.

Results of Operations for Six Months Ended June 30, 2008 Compared to June 30, 2007

The following table summarizes our results of operations as a percentage of net sales for the six months ended June 30, 2008 and 2007.

	Six Months Ended June 30, 2008		2007	
Net sales	$ 106,463	100.0 %	$ 124,533	100.0 %
Gross profit	17,220	16.2	20,645	16.6
Operating expenses	18,589	17.5	22,101	17.7
Operating loss	(1,369)	(1.3)	(1,456)	(1.2)
Nonoperating income	2,920	2.7	335	0.3
Provision (Benefit) for income taxes	620	0.6	(448)	(0.4)
Extraordinary gain on Fire and Flood (net of taxes)	8,335	7.8	1,464	1.2
Net earnings	9,266	8.7	791	0.6

Net sales: Net sales for the first half of 2008 decreased by $18,070, or 14.5%, to $106,463 from $124,533 for the first half of 2007. Sales growth decreased during the first half of 2008 due to the release of our EnergyAire and nested products during the second quarter of 2007 as well as a general downturn in the economy. Additionally, our ability to produce enough product and ship to our customers was negatively impacted by the fire which destroyed our Florida manufacturing facility in 2007.

Gross Profit: Gross profit for the first half of 2008 decreased by $3,425, or 16.6%, to $17,220, which represented 16.2% of net sales, from $20,645, which represented 16.6% of net sales, for the first half of 2007. Cost increases have continued due to inflation including increases in in-bound shipping costs due to increased fuel costs and raw material costs, especially in the cost of metal. Also, our media producing facility was producing for most of the period which contributed to lower margins. Additionally, the reduction of sales created certain manufacturing inefficiencies during the period. The manufacturing facilities increased their level of production later in the period which should help correct some of these inefficiencies in the near term.

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Operating expenses: Operating expenses for the first half of 2008 decreased by $3,512, or 15.9%, to $18,589, representing 17.5% of net sales, from $22,101, representing 17.7% of net sales, for the first half of 2007. Operating expenses as a percentage of sales remained consistent, however, there was a decrease in operating expenses attributable to headcount reduction initiatives and rent expense due to the sale of certain direct offices.

Nonoperating income: Net nonoperating income for the first half of 2008 increased by $2,585, or 771.6%, to $2,920, representing 2.7% of net sales, from $335, representing .3% of net sales, for the first half of 2007. This increase was due to the Company settling trade accounts payable with Superior Diecutting, Inc. for less than what was owed combined with the sale of three direct offices and its media production facility.

Provision for income taxes:

The IRS is currently examining the Company s federal income tax returns of 2002, 2003, 2004, 2005, and 2006. To date the IRS has proposed certain changes for the 2002, 2003, 2004, 2005, and 2006 examinations, resulting in additional liabilities due. The Company has submitted a petition to the IRS for a redetermination of the changes with the U.S. Tax Court. These liabilities have been included in the Company s FIN 48 liability which is included in other current liabilities. Our provision for the six months of 2008 and 2007 were a blended state and federal rate of approximately 40% of pretax earnings and losses.

Extraordinary gain on Fire (net of taxes): The extraordinary gain of $8,335 was calculated as the gain on the costs that were attributable to these natural disasters ($1,587) that were less than the insurance proceeds ($15,479), net of taxes of $5,557.

Liquidity and Capital Resources

Our working capital was approximately $55,015 at June 30, 2008, compared to approximately $50,251 at December 31, 2007. This includes cash and cash equivalents of $349, at June 30, 2008 and $498 at December 31, 2007.

Our trade receivables decreased $1,877, or 3.8% to $47,217 at June 30, 2008, from $49,094 at December 31, 2007. Receivable levels decreased during the first six months. The sales decrease during the first half of 2008 has resulted in a reduced trade receivables balance. Trade receivables are typically higher during the second and third quarters due to higher sales volume; however, our sales volume typically decreases during the fourth and first quarters.

Inventories decreased $482, or 1.0%, to $46,754 at June 30, 2008 from $47,236 at December 31, 2007. The decrease in inventory was primarily due to the increase in the reserve estimate for bad inventory during the fourth quarter of 2007 offset by the Company typically carrying higher inventory levels at year end due to delayed orders and lower sales volume than expected at the end of the previous year.

Our continuing operations provided $1,818 and $3,710 of cash during the second quarter of 2008 and 2007, respectively. The decrease in cash flows from operating activities was primarily due to an increase in accounts receivable levels, deferred taxes, accrued expenses, and gain on sale of subsidiaries offset by a decrease in other assets and inventory levels.

Our financing activities generated $315 of cash during the second quarter of 2008, primarily consisting of proceeds on the line of credit, net of payments on other long term borrowings. Our investing activities consumed $2,706 of cash during the second quarter of 2008, primarily due to purchase of property and equipment.

During July 2008, we entered into an amendment to the credit facility with its bank. Our new current revolving credit agreement with the bank provides a maximum line of credit of $36 million (subject to availability) and bears interest at either (i) LIBOR plus between 1.75% and 2.25%, dependent on the Company s fixed charge coverage during the prior twelve months; or (ii) the bank s base rate, plus between 0% and .5%, dependent on the Company s fixed charge coverage during the prior twelve months. Up to $12 million of this credit facility may be used to issue letters of credit. The revolving credit agreement is part of a combined facility with a bank that also includes a $12 million facility to guarantee letters of credit. The line of credit is due in 2011. The combined facility is collateralized by substantially all of the Company s assets and restricts capital expenditures, payment of dividends and share repurchases. As of June 30, 2008 the Company is in compliance with its financial covenants.

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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; a minimum tangible net worth; a maximum ratio of total liabilities to tangible net worth; a minimum fixed charge coverage ratio; and a minimum earnings before interest, taxes, depreciation and amortization amount. As of June 30, 2008 the financial covenants of the Company are in compliance with the credit facility.

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 2008 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.

Outlook

Global Containment Systems, Inc. (GCS), which manufactures critical environments for the nuclear and pharmaceutical industries, was rolled into Charcoal Services Corporation, Inc., a wholly-owned subsidiary of Flanders Corporation during the first quarter of 2008. Our expansion related to these industries is currently on hold until demand for these critical products exceeds our current capacity.

Additionally, during the first quarter of 2008, the Company closed down Flanders Complete Service Division (Flanders CSD), an air filtration service provider. Flanders CSD offered weekly, monthly and quarterly service contracts for commercial, industrial, retail and residential surveys; and complete filtration management.

We have adapted our bio-containment products for use as part of a system for hardening government buildings, commercial office complexes and public venues against airborne bio-weapons such as anthrax and smallpox. Any interest towards hardening these types of facilities against airborne bio-weapons could have a significant impact on our business.

Sales of air filtration products for semiconductor facilities, historically a major market, are expected to be slow again during 2008, with most analysts pushing recovery for this sector out until 2009. We need to state that our sales to the Pharmaceutical Industry have been strong, since introducing several new cleanroom products.

A key to our success is the ability to capture additional market share among big box retailers like The Home Depot and Wal-Mart. We utilize our ability to service national accounts from regional distribution centers and our improved on-time delivery performance. We anticipate additional market gains among these types of retailers during the next two years and are introducing new products focused on their marketing and end-user requirements. Sales to these retail outlets, while seasonal, also tend to follow progress in the overall economy. Additional gains in market share in this market 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.

We have collected data that indicates that residential filter users replace their filters, on average, approximately one and a 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 and pleat filters. Any increase in consumer concern regarding air pollution, airborne pollens, allergens, and other residential airborne contaminants could result in replacement of some of these products with higher value products. Our higher value products include our NaturalAire® higher-efficiency filters for residential use, and our Arm&Hammer® co-branded product. Any such trend would have a beneficial effect on our business.

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.

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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 has been 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 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.

We have looked for cost reductions in our products. During the past five years, we have continued to complete the development and redesigning of numerous systems and products which were only partially completed when we acquired the companies which originally claimed to have fully developed them. These products include the automated machinery necessary for high-speed production of our pleated filters, acquired with Precisionaire, and the mass-production processes for bonded carbon high-mass zero-density products. During 2006, we built our first fully automated production lines which are expected to significantly reduce our labor related costs.

The Company has secured a contract with Lowe s to sell its fiberglass and pleat filters and has begun shipping this account in May 2008.

The Company has reached an agreement with a software firm to purchase and install the latest version of ERP/LX. This Enterprise Resource Planning business software will provide a unified IT strategy starting with the database system and includes major applications that allow the engineer to-order and repetitive manufacturing operations to merge to one IT platform. The structure of the database and system, selected as part of the IT strategy, will create a seamless link between all points of production, distribution, purchasing and service. ERP/LX will allow integration with a recently purchased 3D modeling application. This will enable engineering to automate the design and validation process while reducing engineering lead times and increasing engineering capacity. It will also provide us with a competitive edge by enabling us to supply value added solutions to engineering and consulting firms by providing them with 3D models of the products they purchase.

This Outlook section, and other portions of this Form 10-Q, 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 in Factors That May Affect Future Results in our Form 10-K for 2007 and in Management s Discussion and Analysis of Financial Condition and Results of Operations and Notes to Consolidated Financial Statements in our 2007 Annual Report and in this Form 10-Q 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,
- various competitive factors that may prevent us from competing successfully in the marketplace, and
- catastrophic losses due to fire, floods or other factors beyond our control.

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.

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The fair value of the Company s total long-term debt, including capital leases and current maturities of long-term debt, at June 30, 2008 was approximately $31,569. 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, 2008. 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 $732 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

Evaluation of Disclosure Controls and Procedures

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-15(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 are effective such that the material information required to be included in our Securities and Exchange Commission (SEC) reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) is accumulated and communicated to the Company s management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company s internal control over financial reporting during the second quarter of 2008, which were identified in connection with management s evaluation required by paragraph (d) of rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

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 2007 and in Management s Discussion and Analysis of Financial Condition and Results of Operations and Notes to Consolidated Financial Statements in our 2007 Annual Report and in this Form 10-Q.

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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.

Failure to Adequately Ramp-Up Production Capacity to Meet Demand Could Adversely Impact Our Business Due to Strain on Financial Resources.

Any delays in an untried supply chain, new production chains, and other delays common to the launch of a new product line could also adversely impact the success of the products, as well as current relationships with major accounts.

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 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.

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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 whom 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 all 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.

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 2,875,000 shares of common stock to various parties with exercise prices ranging from $2.50 to $11.72 per share. The majority of these options are currently exercisable. 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.

Fire disruptions may adversely affect our business

Our raw materials and manufacturing process involves a risk of fire loss or disruption. We have recently experienced two fires. In April 2006, a manufacturing facility in Texas was destroyed by fire. In July 2007, a manufacturing facility in Bartow, Florida was destroyed by fire. To date we have been able to mitigate the effects of fires and floods by transferring manufacturing, warehousing and shipping to other facilities. Our management has advised us that to date we have been insured against the losses caused by such fires. Although we intend to increase security and increase fire protection equipment at our facilities, another major fire could occur and materially affect our operations. Furthermore, there is no assurance that we will be able to maintain business interruption, loss of income and physical damage insurance in sufficient amounts to fully recoup losses caused by fire or other natural disasters. It is an event of default under our credit facility with Bank of America if we are not fully insured for any loss, theft, damage or destruction to our assets, subject to agreeable insurance deductibles, that exceeds $200.

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Covenants in our credit facilities could restrict our ability to borrow additional funds, which could impair the improvement and expansion of our operations

Certain covenants in our credit facility with Bank of America restrict the types and amounts of additional indebtedness that we may incur. In addition, the credit facility contains specific financial covenants. These restrictions could inhibit our ability to improve and expand our operations. Our credit facility with Bank of America matures in October 2011. There is no assurance that we will be able to maintain covenant compliance, negotiate extensions to this credit facility or find a replacement credit facility on comparable terms. We pledged substantially all of our assets as security for the Bank of America credit facility.

A significant amount of our leased physical facilities are owned by Mr. Amerson.

We are the lessee under a series of seven (7) real estate operating leases for approximately 1,066,000 square feet of warehousing, shipping and manufacturing facilities, expiring in 2025, 2026, 2027 or 2028 with Wal-Pat II, LLC (Wal-Pat), an entity owned by Robert R. Amerson. Mr. Amerson is our CEO and Chairman of our Board of Directors and beneficially owned approximately 29.6% of our outstanding common shares as of December 31, 2007.

Our aggregate monthly base lease payment obligation to Wal-Pat is approximately $245. Our total remaining aggregate obligation under the Wal-Pat operating leases is approximately $52,764. These amounts exclude any obligations for payment of real estate taxes and repairs and maintenance, which are our responsibility as the lessee.

In September 2007, we entered into a Master Lease Modification Agreement with Wal-Pat, which requires Wal-Pat to notify us at least thirty (30) days in advance of any future proposed sale of any of the premises or a proposed sale of a majority of the equity interests in Wal-Pat. In such event, we have the right to accept, renegotiate or terminate the leases. We were granted a future right of first refusal in connection with a sale of any of the leased Wal-Pat facilities. In the event of a future sale of Flanders, which includes a merger, sale of substantially all of our assets or acquisition of greater than 50% of our shares, by a party other than Mr. Amerson, then Flanders is granted the right to terminate or renegotiate the terms of the Wal-Pat leases. We also have a fair market value purchase option for the facilities we lease from Wal-Pat.

A default by us under the terms of any of these leases or a default by Wal-Pat, or Mr. Amerson, as guarantor on their obligations to BB&T, the financial institution which holds mortgages and deeds of trust on these properties, could adversely affect our leasehold interests in these properties. Mr. Amerson has pledged 5,128,103 of our common shares as security to BB&T in order to facilitate the financings to Wal-Pat, other personal loans, and the acquisition of Mr. Clark s shares.

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, 2008				1,355,465
May 1 May 31, 2008	8,000	6.70	8,000	1,347,465
Jun 1 Jun 30, 2008				1,347,465
Total				1,347,465

* The Plan announced September 22, 2000 authorized the repurchase of up to 2 million shares of common stock. This table excludes the repurchase of 14,599 shares during the second quarter related to cashless exercise of options.

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Item 3. Defaults Upon Senior Securities None.

Item 4. Submission of Matters to a Vote of Security Holders None.

Item 5. Other Information Completion of Disposition of Assets

Flanders Corporation closed on an Asset Purchase Agreement effective April 30, 2008 and related documents for our media supply business located in Clarkton, North Carolina (Media Supply Assets). The closing of this transaction is part of Flanders focus of shedding verticality and making operations efficient and profitable.

The Media Supply Assets had a net book value of approximately $9,315. The Media Supply Assets sold consisted of the following:

Inventory	$ 804

Building Improvements	$1,835
Manufacturing Equipment	$6,654
Office Equipment/ Miscellaneous	$22
Total	$9,315

The Media Supply Assets were sold to Superior Filters, LLC, an unrelated party.

In consideration for the sale of the Media Supply Assets, we received promissory notes in the face amount totaling $10,065. The majority of these promissory notes balances are secured by the Media Supply Assets. One promissory note has the term of 10 years, payable on a monthly basis, at a floating rate of interest tied to LIBOR plus 2.25% and the other promissory note has a term of 1 year, payable on a monthly basis, interest free.

In connection with the sale of the Media Supply Assets, Flanders and Superior Fibers, LLC entered into a Supply Agreement for fiberglass media and Ashrae media ordered by Flanders from Superior Fibers, LLC. The Supply Agreement provides that the prices to be paid by Flanders shall be competitive with the medium mean market pricing for the specified products. If the supplier rejects any purchase order on the basis that it cannot economically produce and supply such products, then Flanders has the right to purchase such products from other sources.

Item 6. Exhibits

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a).
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a).
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
99.1	Asset Purchase Agreement with Superior Media, LLC. (incorporated by reference to Form 8-K/A filed on June 20, 2008, amending Form 8-K filed on April 30, 2008).
99.2	Supply Agreement with Superior Media, LLC. (incorporated by reference to Form 8-K/A filed on June 20, 2008, amending Form 8-K filed on April 30, 2008).
99.3	Seventeeth Amendment to Loan and Security Agreement, dated July 15, 2008, by and among Flanders Corporation, Flanders/Precisionaire Corp., Flanders Filters, Inc., Flanders/CSC Corporation, Precisionaire, Inc., Precisionaire of Utah, Inc., Eco-Air Products, Inc., Air Seal Filter Housings, Inc., Flanders Realty Corp. and Bank of America (filed herewith).

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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 1st day of August, 2008.

FLANDERS CORPORATION

By: /s/ Robert Amerson
Robert Amerson
Chief Executive Officer

By: /s/ Cully Bohush
Cully Bohush
Chief Accounting Officer/Principal Accounting Officer