

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

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

For the quarterly period ended **June 30, 2007**

OR

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

For the transition period from _____ to _____

Commission file number: **1-6663**

COLONIAL COMMERCIAL CORP.

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of
incorporation or organization)

11-2037182

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

275 Wagaraw Road, Hawthorne, New Jersey

(Address of principal executive offices)

07506

(Zip Code)

973-427-8224

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (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 o No x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

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

Yes o No x

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

Class	Outstanding at August 1, 2007
Common Stock, \$.05 par value per share	4,645,680 shares
Convertible Preferred Stock, \$.05 par value per share	467,500 shares

COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION**Item 1. Financial Statements**COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets

	June 30, 2007 <u>(Unaudited)</u>	December 31, 2006 <u></u>
Assets		
Current assets:		
Cash	\$ 1,104,993	\$ 482,251
Accounts receivable, net of allowance for doubtful accounts of \$237,744 in 2007 and \$212,043 in 2006	10,467,946	9,069,301
Inventory	14,322,144	12,854,317
Prepaid expenses and other current assets	1,231,169	1,057,099
Deferred tax asset – current portion	420,000	420,000
Total current assets	<u>27,546,252</u>	<u>23,882,968</u>
Property and equipment	1,507,904	1,512,666
Goodwill	1,628,133	1,628,133
Other intangibles	2,500	3,500
Other assets – noncurrent	179,268	202,177
Deferred tax asset – noncurrent	1,288,500	1,288,500
	<u>\$ 32,152,557</u>	<u>\$ 28,517,944</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Trade payables	\$ 7,715,616	\$ 4,719,160
Accrued liabilities	1,748,260	1,975,175
Income taxes payable	15,127	1,630
Borrowings under credit facility – revolving credit	14,439,983	13,615,696
Notes payable – current portion; includes related party notes of \$30,000 in 2007 and 2006	135,051	136,539
Total current liabilities	<u>24,054,037</u>	<u>20,448,200</u>
Convertible notes payable, includes related party notes of \$325,000 in 2007 and 2006	525,000	525,000
Other notes payable, excluding current portion; includes related party notes of \$701,875 in 2007 and \$703,750 in 2006	774,102	792,394
Total liabilities	<u>25,353,139</u>	<u>21,765,594</u>
Commitments and contingencies		
Stockholders' equity:		
Redeemable convertible preferred stock, \$.05 par value, 2,500,000 shares authorized, 467,500 shares issued and outstanding in 2007 and 2006, liquidation preference of \$2,337,500 in 2007 and 2006	23,375	23,375
Common stock, \$.05 par value, 20,000,000 shares authorized, 4,645,680 in 2007 and 4,593,680 in 2006 shares issued and outstanding	232,284	229,684
Additional paid-in capital	10,735,203	10,707,791
Accumulated deficit	(4,191,444)	(4,208,500)
Total stockholders' equity	<u>6,799,418</u>	<u>6,752,350</u>
	<u>\$ 32,152,557</u>	<u>\$ 28,517,944</u>

See accompanying notes to unaudited condensed consolidated financial statements.

COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(Unaudited)

	For The Three Months Ended		For The Six Months Ended	
	June 30,		June 30,	
	2007	2006	2007	2006
		(Restated)		(Restated)
Net sales	\$ 22,128,569	\$ 18,155,812	\$ 38,170,801	\$ 33,040,025
Cost of sales	16,025,133	12,718,347	27,195,863	22,917,233
Gross profit	6,103,436	5,437,465	10,974,938	10,122,792
Selling, general and administrative expenses	5,364,444	4,793,206	10,353,050	9,550,068
Operating income	738,992	644,259	621,888	572,724
Other income	78,479	63,467	143,077	129,256
Interest expense, net; includes related party interest of \$25,767 and \$25,765 for the three months ended June 30, 2007 and 2006, respectively, and \$51,734 and \$51,393 for the six months ended June 30, 2007 and 2006, respectively	(361,254)	(336,240)	(695,296)	(635,902)
Income before income taxes	456,217	371,486	69,669	66,078
Income tax expense	49,222	33,121	52,613	52,242
Net Income	\$ 406,995	\$ 338,365	\$ 17,056	\$ 13,836
Income per common share:				
Basic	\$ 0.09	\$ 0.07	\$ 0.00	\$ 0.00
Diluted	\$ 0.08	\$ 0.06	\$ 0.00	\$ 0.00
Weighted average shares outstanding:				
Basic	4,645,680	4,579,846	4,645,393	4,578,606
Diluted	5,306,768	5,127,026	5,131,934	5,138,556

See accompanying notes to unaudited condensed consolidated financial statements.

COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	For The Six Months Ended June 30,	
	2007	2006
		(Restated)
Cash flows from operating activities:		
Net income	\$ 17,056	\$ 13,836
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Stock-based compensation	17,012	-
Provision for doubtful accounts	153,195	84,310
Depreciation	247,737	222,472
Amortization of intangibles	1,000	6,834
Accretion of debt discount	18,750	18,750
Changes in operating assets and liabilities		
Accounts receivable	(1,551,840)	(717,287)
Inventory	(1,467,827)	(1,547,010)
Prepaid expenses and other current assets	(174,070)	73,548
Other assets – noncurrent	22,909	3,153
Trade payables	2,996,456	97,153
Accrued liabilities	(226,915)	(26,782)
Income taxes payable	13,497	(11,801)
Net cash provided by (used in) operating activities	<u>66,960</u>	<u>(1,782,824)</u>
Cash flows from investing activities:		
Additions to property and equipment	(242,975)	(195,959)
Net cash used in investing activities	<u>(242,975)</u>	<u>(195,959)</u>
Cash flows from financing activities:		
Issuance of common stock and exercise of stock options	13,000	8,000
Repayments of notes payable: includes related party repayments of \$0 in 2007, and \$30,289 in 2006.	(38,530)	(64,922)
Issuance of notes payable	-	13,073
Borrowings under credit facility – term loan/overadvance	-	250,000
Borrowings under credit facility – revolving credit	824,287	2,129,188
Net cash provided by financing activities	<u>798,757</u>	<u>2,335,339</u>
Increase in cash	622,742	356,556
Cash – beginning of period	482,251	613,456
Cash – end of period	<u>\$ 1,104,993</u>	<u>\$ 970,012</u>

See accompanying notes to unaudited condensed consolidated financial statements.

COLONIAL COMMERCIAL CORP. AND SUBSIDIARIES

Notes To Condensed Consolidated Financial Statements

June 30, 2007

(Unaudited)

1. Summary of Significant Accounting Policies and Practices

The condensed consolidated financial statements of Colonial Commercial Corp. and Subsidiaries (the "Company") included herein have been prepared by the Company and are unaudited; however, such information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations, and cash flows for the interim periods to which the report relates. The results of operations for the period ended June 30, 2007 is not necessarily indicative of the operating results that may be achieved for the full year.

Certain information and footnote disclosures, normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted. It is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Form 10-K/A for the year ended December 31, 2006.

We have one industry segment – wholesale distribution of heating, ventilation, air conditioning equipment, plumbing fixtures and appliances.

Inventory is comprised of finished goods.

2. Stock Options

The Company uses the modified prospective application method of SFAS No. 123(R), "Share-Based Payment", which establishes standards for transactions in which an entity exchanges its equity instruments for goods or services. This standard requires an entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award.

On September 29, 2006, the Company adopted the Colonial Commercial Corp. 2006 Stock Plan, (the "2006 Plan"). The 2006 Plan enables the Company to grant equity and equity-linked awards to our Directors, officers, employees and other persons who provide services to the Company. The 2006 Plan is intended to allow us to provide incentives that will (1) strengthen the desire of highly competent persons to provide services to us and (2) further stimulate their efforts on our behalf.

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The following table summarizes information about stock options at June 30, 2007:

<u>Options Outstanding and Exercisable</u>					
<u>Range of Exercise Prices</u>	<u>Shares</u>	<u>Weighted Average Remaining Contractual Life</u>	<u>Weighted Average Exercise Price</u>	<u>Aggregate Intrinsic Value</u>	
\$.25	22,000	1.98	\$.25		
\$ 1.85	30,000	9.44	\$ 1.85		
	<u>52,000</u>		<u>\$ 1.17</u>	<u>\$ 27,500</u>	
<u>Options Outstanding and Non-exercisable</u>					
\$ 1.85	45,000	9.44	\$ 1.85	<u>\$ 0</u>	

For the quarters ended June 30, 2007 and 2006, the amount of stock based compensation was \$6,676 and \$0, respectively. For the six months ended June 30, 2007 and 2006, the amount of stock based compensation was \$17,011 and \$0, respectively. The aggregate intrinsic value of options exercised during the six months ended June 30, 2007 was \$85,800. No stock options were exercised during the quarter ended June 30, 2007.

3. Equity Transactions

During the quarter ended June 30, 2007, no shares of redeemable preferred stock were converted into common stock. During the quarter ended June 30, 2006, holders of a total 6,642 shares of redeemable preferred stock converted these shares into 6,642 shares of common stock.

During the six months ended June 30, 2007, no shares of redeemable preferred stock were converted into common stock. During the six months ended June 30, 2006, holders of a total 15,797 shares of redeemable preferred stock converted these shares into 15,797 shares of common stock.

4. Supplemental Cash Flow Information

The following is supplemental information relating to the consolidated statements of cash flows:

	<u>For the Six Months Ended</u>	
	<u>June 30, 2007</u>	<u>June 30, 2006</u>
Cash paid during the period for:		
Interest	\$ 681,012	\$ 598,810
Income taxes	\$ 20,410	\$ 65,179

Contents5. Net Income Per Common Share

	For the Quarter Ended June 30,		For the Six Months Ended June 30,	
	2007	2006 (Restated)	2007	2006 (Restated)
Net Income (numerator for basic income per share)	\$ 406,995	\$ 338,365	\$ 17,056	\$ 13,836
Interest expense on convertible notes (net of tax)	\$ 12,879	-(1)	-(1)	-(1)
Adjusted Net Income (numerator for diluted income per share)	<u>\$ 419,874</u>	<u>\$ 338,365</u>	<u>\$ 17,056</u>	<u>\$ 13,836</u>
Weighted average common shares (denominator for basic income per share)	4,645,680	4,579,846	4,645,393	4,578,606
Effect of dilutive securities:				
Convertible preferred stock	467,500	474,267	467,500	477,018
Convertible notes	175,000	-(1)	-(1)	-(1)
Stock options	<u>18,588</u>	<u>72,913</u>	<u>19,041</u>	<u>82,932</u>
Weighted average common and potential common shares outstanding (denominator for diluted income per share)	<u>5,306,768</u>	<u>5,127,026</u>	<u>5,131,934</u>	<u>5,138,556</u>
Basic net income per share	<u>\$ 0.09</u>	<u>\$ 0.07</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Diluted net income per share	<u>\$ 0.08</u>	<u>\$ 0.07</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>

(1) Convertible notes are not assumed to be converted for purposes of computing diluted net income per share if the effect would be antidilutive.

6. Financing Arrangements

At June 30, 2007, the amount outstanding under the Company's credit facility with Wells Fargo Business Credit, Inc. ("Wells") was \$14,439,983, and the Company had a standby letter of credit, which expires on July 31, 2008. The standby letter of credit reduces the availability of the credit facility by \$300,000 and additional reserves determined by the bank further reduce the availability of the credit facility by \$100,000. Availability under the revolving credit line was \$160,017 as of June 30, 2007 and is determined by a percentage of available assets as defined in the Agreement, less letters of credit and reserves. The interest rate on the revolving credit facility as of June 30, 2007 was 8.0%.

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The facility contains covenants relating to the financial condition of the Company, its business operations, and restricts the payment of dividends, subordinated debt, purchase of securities and capital expenditures. The Company is in compliance with all of its financial loan covenants.

7. Litigation

Universal Supply Group, Inc.

Universal Supply Group, Inc., a wholly owned subsidiary of the Company, is a New York corporation (“Universal”). On June 25, 1999, Universal acquired substantially all of the assets of Universal Supply Group, Inc., a New Jersey corporation, including its name, pursuant to the terms of a purchase agreement. The Company filed a copy of the purchase agreement with the Securities and Exchange Commission on March 30, 1999 as Exhibit 10(g) on Form 10KSB, and the Company filed a copy of an amendment to the purchase agreement on July 9, 1999 as Exhibit 10(a)(ii) on Form 8-K. Subsequent to the sale, Universal Supply Group, Inc. (the selling corporation) formerly known as Universal Engineering Co., Inc., changed its name to Hilco, Inc. Hilco, Inc. acquired the assets of Amber Supply Co., Inc., formerly known as Amber Oil Burner Supply Co., Inc., in 1998, prior to Hilco's sale of assets to Universal. Hilco, Inc. is hereinafter referred to as the “Predecessor.” The majority shareholders of Hilco, Inc. were John A. Hildebrandt and Paul Hildebrandt.

The Company understands that Predecessor and many other companies have been sued in the Superior Court of New Jersey (Middlesex County) by plaintiffs filing lawsuits alleging injury due to asbestos. Currently, there exist 102 plaintiffs in these lawsuits relating to alleged sales of asbestos products, or products containing asbestos, by the Predecessor. The Company never sold any asbestos related products.

Of the existing plaintiffs, 15 filed actions in 2007, seven filed actions in 2006, 15 filed actions in 2005, 42 filed actions in 2004, 20 filed actions in 2003, and three filed actions in 2002. There are 113 other plaintiffs that have had their actions dismissed and nine other plaintiffs that have settled as of June 30, 2007 for a total of \$3,325,500. There has been no judgment against the Predecessor.

Our Universal subsidiary was named by 36 plaintiffs; of these, 11 filed actions in 2007, six filed actions in 2006, 11 filed actions in 2005, five filed actions in 2001, one filed an action in 2000, and two filed actions in 1999. Six plaintiffs naming Universal have had their actions dismissed and, of the total \$3,325,500 of settled actions, two plaintiffs naming Universal have settled for \$26,500. No money was paid by Universal in connection with any settlement. Following these dismissed and settled actions, there currently exist 28 plaintiffs that name Universal.

As set forth in more detail below, the Company has been indemnified against asbestos-based claims, and insurance companies are defending the interests of the Predecessor and the Company in these cases.

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Based on advice of counsel, the Company believes that none of the litigation that was brought against the Company's Universal subsidiary through June 30, 2007 is material, and that the only material litigation that was brought against Predecessor through that date was Rhodes v. A.O. Smith Corporation, filed on April 26, 2004 in the Superior Court of New Jersey, Law Division, Middlesex County, Docket Number MID-L-2979-04AS. The Company was advised that the Rhodes case was settled for \$3,250,000 ("Settlement") under an agreement reached in connection with a \$10,000,000 jury verdict that was rendered on August 5, 2005. The Company was not a defendant in the Rhodes case.

On April 29, 2005, prior to the Rhodes case trial, the Predecessor filed a third party complaint against Sid Harvey Industries ("Third Party Complaint") in an action demanding contributor payment in connection with the Settlement. Sid Harvey Industries moved successfully for summary judgment. The Predecessor filed an appeal as to the dismissal of Predecessor's Third Party Complaint. In a decision dated December 29, 2006, the Superior Court of New Jersey, Appellate Division, reversed the dismissal of Predecessor's Third Party Complaint and remanded the matter for further proceedings as to Predecessor's claim for contribution.

The Company believes that Rhodes differed from the other lawsuits in that plaintiff established that he contracted mesothelioma as a result of his occupational exposure to asbestos dust and fibers and that a predecessor of the Company was a major supplier of the asbestos containing products that allegedly caused his disease.

Indemnification

John A. Hildebrandt, Paul Hildebrandt and the Predecessor have jointly and severally agreed to indemnify our Universal subsidiary from and against any and all damages, liabilities and claims due to exposure to asbestos at any time prior to the June 25, 1999 closing of the purchase agreement referred to earlier. These agreements are set forth in the purchase agreement. Paul Hildebrandt, one of the indemnitors, was a Director of the Company from September 29, 2004 to January 28, 2005.

The indemnitors may use their own counsel to defend these claims. The indemnitors are not liable for any settlement effected without their consent. The indemnitors may settle and pay money claims without the consent of the Company. There is no indemnification unless claims aggregate \$50,000; once this trigger point is reached, indemnification is required for all claims, including the first \$50,000, but excluding claims of less than \$10,000. The indemnification requirement survives at least until 30 days after the running of any relevant statutes of limitation.

The obligation of the indemnitors is joint and several, so that the Company can have recourse against any one or more of these indemnitors, whether or not any other indemnitor has previously defaulted on its obligation to us. There are no other limitations to our rights to indemnification.

Insurance

The assets that the Predecessor sold to us included its insurance policies and other agreements and contracts. The policies provide coverage for liability accruing during the periods for which premiums were paid. The Predecessor was formed in 1940. Copies of policies are available for each year beginning in 1970 and ending with the closing under the purchase agreement in 1999. Copies of policies for the period from 1940 to 1969 are not available.

Insurance companies acknowledge coverage for potential asbestos claims under certain of these policies. Insurance companies under additional policies have reserved their right to deny coverage but have continued to defend and indemnify the Predecessor and the Company under the contested policies.

There are periods during the years from 1940 to 1999 in which our Predecessor did not have coverage for potential asbestos claims. Subject to litigation, insurance companies may maintain that the existence of these periods' results in coverage for only a portion of a particular injury that varies with the period during which there was asbestos coverage relating to the injury, and that the balance of any settlement or judgment is to be paid by the insured. As of June 30, 2007, no insurance company has claimed any contribution for a gap in coverage except for a claim for \$159.64 made by one insurance company to the Predecessor in 1995. The Predecessor asserted that it had no obligation to pay this amount and did not make any payment.

Insurance companies have, as of June 30, 2007, defended us and the Predecessor, and have paid all settlement amounts and defense costs. Except for \$159.64 referred to above, the insurance companies have not requested any payments from us or from the Predecessor.

Our Universal subsidiary has not engaged in the sale of asbestos products since its formation in 1997. Its product liability policies for all years since 1998 exclude asbestos claims.

General

Regardless of indemnification and insurance coverage, we do not in any event consider our Company to be liable for the asbestos-based lawsuits that name us or for any other claim that arises as a result of actions or omissions by Predecessor companies. We expressly disclaimed the assumption of any liabilities when we purchased the assets of the Predecessor. It is our opinion that the existing asbestos litigation will not have a material adverse effect on the Company. Nevertheless, we could be materially and adversely affected if we are held liable for substantial asbestos claims or if the Company incurs substantial legal or settlement costs. This material and adverse effect would occur if indemnitors fail to honor their indemnification agreements and insurance is not available either because policy limits are exceeded, or because insurance companies successfully claim limitations on their liabilities by reason of gaps in coverage or otherwise.

Since we do not regard as likely the potential payment of any asbestos-based claim, we have not accrued any balance for any period relating to asbestos claims, and we have not recorded any amount for asbestos claims for any period in any of our financial statements.

Other Litigation

The Company is periodically involved in other litigation in the ordinary course of business. The Company vigorously defends all matters in which the Company or its subsidiaries are named defendants and, for insurable losses, maintains significant levels of insurance to protect against adverse judgments, claims or assessments. Although the adequacy of existing insurance coverage or the outcome of any legal proceedings cannot be predicted with certainty, the Company does not believe the ultimate liability associated with any claims or litigation will have a material impact to its financial condition or results of operations.

8. New Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*, (“SFAS 157”). This Standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The adoption of SFAS 157 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, (“FASB 159”). This standard permits an entity to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently with having to apply complex accounting provisions. The adoption of SFAS 159 is not expected to have a material impact on the Company's financial position.

9. Income Tax Expense

The Company's income tax expense for the quarter ended June 30, 2007 was \$49,222 compared to \$33,121 for the same period in 2006. The Company records state income tax expense based on year-to-date profit of the Company's subsidiaries and records federal alternative minimum tax expense as the Company utilizes its net operating loss carryforwards to offset any federal taxes due.

The Company's income tax expense for the six months ended June 30, 2007 was \$52,613 compared to \$52,242 for the same period in 2006. The Company records state income tax expense based on year-to-date profit of the Company's subsidiaries and records federal alternative minimum tax expense as the Company utilizes its net operating loss carryforwards to offset any federal taxes due.

10. Related Party Transactions

Pioneer Realty Holdings, LLC, a New York limited liability company (“Pioneer”), is the owner of the premises located at 836 Route 9, Fishkill, New York, formerly known as 2213 Route 9, Fishkill, New York that is leased to a subsidiary of the Company under a lease that expires on March 31, 2017, subject to two five-year renewal options.

William Pagano has a 55% interest in Pioneer and each of Rita Folger and Jeffrey Folger has an 8% interest in Pioneer Realty Partners I, LLC, which has a 40% interest in Pioneer. The Company paid Pioneer Realty Holdings, LLC \$31,625 and \$33,376 in rent during the quarters ended June 30, 2007 and 2006, respectively. The Company paid Pioneer Realty Holdings, LLC \$62,725 and \$66,751 in rent during the six months ended June 30, 2007 and 2006, respectively.

Oscar and Jeffrey Folger acted as legal counsel for the Company through April 20, 2005. Oscar and Jeffrey Folger acted as legal consultants for the Company from April 21, 2005 through December 31, 2005 and each became an employee of the Company as Vice President–Chief Legal Counsel and Assistant Vice President–Legal, respectively, on January 1, 2006 until March 31, 2007. As of April 1, 2007, Oscar and Jeffrey Folger ceased to act as employees of the Company, but Oscar Folger's law firm remains as counsel to the Company. Mrs. Folger is the wife of Oscar Folger and the mother of Jeffrey Folger. Professional fees paid to Oscar Folger's law firm for the quarters ended June 30, 2007 and 2006, respectively, was \$27,025 and \$57,126. Professional fees paid to Oscar Folger's law firm for the six months ended June 30, 2007 and 2006, respectively, was \$51,425 and \$59,901. Additionally, \$0 and \$3,000 was paid to each of Oscar and Jeffrey Folger as part time employees of the Company for the quarters ended June 30, 2007 and 2006, respectively, and \$3,000 and \$6,000 was paid to each of Oscar and Jeffrey Folger as part time employees of the Company for the six month ended June 30, 2007 and 2006, respectively.

11. Restatement

The Company has arrangements with several vendors that provide rebates payable when the Company achieves any of a number of measures, generally related to volume level of purchases. The Company accounts for such rebates as a reduction of inventory until sale of the product, at which time such rebates are reflected as a reduction of cost of sales in the consolidated statements of income. Throughout the year, the Company estimates the amount of rebate based on estimates of purchases to date relative to the purchase levels that mark the progress toward earning the rebate. The Company continually revises these estimates of earned vendor rebates based on actual purchase levels.

The Company restated its Annual Report on Form 10–K/A for the year ended December 31, 2006 on May 21, 2007 to correct previously improper accounting for vendor rebates. Due to the adjustment, 2007 10–Q filings will be compared to 2006 figures with the described vendor rebate adjustment and therefore will not be consistent with the 2006 quarterly information previously presented in the Company's 10–Q filings for the fiscal year ended 2006.

The adjustment for the quarter ended June 30, 2006 included a decrease in gross profit of \$3,468 from \$5,440,933 to a restated gross profit of \$5,437,465, which resulted in a net income adjustment from \$341,833 to a restated net income of \$338,365. Earnings per common share remained unchanged at \$0.07 basic and \$0.06 diluted per common share.

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The adjustment for the six months ended June 30, 2006 included an increase in gross profit of \$95,092 from \$10,027,700 to a restated gross profit of \$10,122,792, which resulted in a net income of \$13,836 from a net loss of \$81,256. Earnings per common share, basic and diluted, were restated to \$0.00 per common share from \$(0.02) per common share. The adjustment reduced the carrying value of inventory at June 30, 2006 by \$224,430.

The following tables isolate each of the restated amounts in the Company's consolidated statement of operations for the quarter and six months ended June 30, 2006 and consolidated statement of cash flows for the six months ended June 30, 2006.

Consolidated Statement of Operations
(Unaudited)

	<u>For The Three Months Ended</u>		<u>For the Six Months Ended</u>	
	<u>June 30,</u>		<u>June 30</u>	
	<u>Restated</u>	<u>As Previously Reported</u>	<u>Restated</u>	<u>As Previously Reported</u>
	<u>2006</u>	<u>2006</u>	<u>2006</u>	<u>2006</u>
Cost of Sales	\$ 12,718,347	\$ 12,714,879	\$ 22,917,233	\$ 23,012,325
Gross Profit	5,437,465	5,440,933	10,122,792	10,027,700
Operating income	644,259	647,727	572,724	477,632
Income (loss) before income taxes	371,486	374,954	66,078	(29,014)
Net income (loss)	<u>\$ 338,365</u>	<u>\$ 341,833</u>	<u>\$ 13,836</u>	<u>\$ (81,256)</u>
Income (loss) per common share:				
Basic:	<u>\$ 0.07</u>	<u>\$ 0.07</u>	<u>\$ 0.00</u>	<u>\$ (0.02)</u>
Diluted:	<u>\$ 0.06</u>	<u>\$ 0.06</u>	<u>\$ 0.00</u>	<u>\$ (0.02)</u>
Weighted average shares outstanding:				
Basic:	<u>4,579,846</u>	<u>4,579,846</u>	<u>4,578,606</u>	<u>4,578,606</u>
Diluted:	<u>5,127,026</u>	<u>5,302,026</u>	<u>5,138,556</u>	<u>4,578,606</u>

Consolidated Statement of Cash Flows
(Unaudited)

	<u>For The Six Months Ended</u>	
	<u>Restated</u>	<u>As</u> <u>Previously</u> <u>Reported</u>
	<u>2006</u>	<u>2006</u>
Net income (loss)	\$ 13,836	\$ (81,256)
Inventory	<u>(1,547,010)</u>	<u>(1,451,918)</u>

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The Company

Colonial Commercial Corp. ("Colonial") is a New York corporation, which was incorporated on October 28, 1964. Unless otherwise indicated, the term "Company" refers to Colonial Commercial Corp. and its consolidated subsidiaries. The Company's operations are conducted through its wholly-owned subsidiaries, Universal Supply Group, Inc. ("Universal"), The RAL Supply Group, Inc. ("RAL") and American/Universal Supply, Inc. ("American").

Forward-Looking Statements

This report on Form 10-Q contains forward-looking statements relating to such matters as anticipated financial performance and business prospects. When used in this report, the words, "anticipates," "expects," "believes," "may," "intends," and similar expressions are intended to be among the statements that identify forward-looking statements. From time to time, the Company may also publish forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Forward-looking statements involve risks and uncertainties, including, but not limited to, the consummation of certain events referred to in this report, technological changes, competitive factors, maintaining customer and vendor relationships, inventory obsolescence and availability, and other risks detailed in the Company's periodic filings with the Securities and Exchange Commission, which could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

Critical Accounting Policies

The accounting policies below are critical to the Company's business operations and the understanding of results of operations. The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as the date of the consolidated financial statements and the reported amount of revenue and expenses during the reporting period. The Company bases its estimates on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of asset and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

In addition, we are periodically faced with uncertainties, the outcomes of which are not within our control and will not be known for prolonged periods of time.

We believe the following to be critical accounting policies that affect the most significant estimates and judgments used in the preparation of our consolidated financial statements:

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Revenue Recognition

Revenue for the Company primarily consists of sales of heating, ventilation and air conditioning equipment, climate control systems, plumbing fixtures and supplies and appliances. The Company recognizes revenue after shipment of products has occurred in accordance with the shipping terms. There are no further obligations on the part of the Company subsequent to revenue recognition, except for returns of defective products from the Company's customers, which are covered under the manufacturer's warranty. The Company will receive a vendor credit from the manufacturer related to the warranted product in question, at which time credits are issued to the customer. The Company does not provide a warranty on products sold; rather the warranty is provided by the manufacturer.

Accounts Receivable

Accounts receivable consist of trade receivables recorded at original invoice amount, less an estimated allowance for uncollectible accounts. Trade credit is generally extended on a short-term basis; thus trade receivables generally do not bear interest. However, a service charge may be applied to receivables that are past due. These service charges are not recognized until collected, and are then included in other income. Trade receivables are periodically evaluated for collectibility based on past credit history with customers and their current financial condition. Changes in the estimated collectibility of trade receivables are recorded in the results of operations for the period in which the estimate is revised. Trade receivables that are deemed uncollectible are offset against the allowance for uncollectible accounts. The Company generally does not require collateral for trade receivables.

The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. The Company establishes and monitors the allowance for doubtful accounts based on the credit risk of specific customers, customer concentrations, historical trends and other information. Although the Company believes its allowance is sufficient, if the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances would be required.

Inventory

Inventory is stated at the lower of cost or market and consists solely of finished goods. Cost is determined using the first-in, first-out method.

Distribution costs of incoming freight, purchasing, receiving, inspection, warehousing and handling costs are included in selling, general and administrative expenses. Such costs were \$131,238 and \$87,368 for the quarter ended June 30, 2007 and 2006, respectively and \$255,753 and \$191,307 for the six months ended June 30, 2007 and 2006, respectively.

The Company writes down its inventories for estimated slow moving and obsolete goods in accordance with the lower of cost or market value, based upon assumptions about future demand and market conditions. A significant sudden increase in the demand for the Company's products could result in a short-term increase in the cost of inventory purchases, while a significant decrease in demand could result in an increase in the amount of excess inventory quantities on-hand. Additionally, the Company's estimates of future product demand may prove to be inaccurate, in which case the Company may have understated or overstated the write-down required for excess and obsolete inventory.

Vendor Rebates

The Company has arrangements with several vendors that provide rebates payable when the Company achieves any of a number of measures, generally related to volume level of purchases. The Company accounts for such rebates as a reduction of inventory until sale of the product, at which time such rebates are reflected as a reduction of cost of sales in the consolidated statements of income. Throughout the year, the Company estimates the amount of rebate based on estimates of purchases to date relative to the purchase levels that mark the progress toward earning the rebate. The Company continually revises these estimates of earned vendor rebates based on actual purchase levels.

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The Company restated its Annual Report on Form 10-K/A for the year ended December 31, 2006 on May 21, 2007 to correct previously improper accounting for vendor rebates. Due to the adjustment, 2007 10-Q filings will be compared to 2006 figures with the described vendor rebate adjustment and therefore will not be consistent with the 2006 quarterly information previously presented in the Company's 10-Q filings for the fiscal year ended 2006.

The adjustment for the quarter ended June 30, 2006 included a decrease in gross profit of \$3,468 from \$5,440,933 to a restated gross profit of \$5,437,465, which resulted in a net income adjustment from \$341,833 to a restated net income of \$338,365. Earnings per common share remained unchanged at \$0.07 basic and \$0.06 diluted per common share.

The adjustment for the six months ended June 30, 2006 included an increase in gross profit of \$95,092 from \$10,027,700 to a restated gross profit of \$10,122,792, which resulted in a net income of \$13,836 from a net loss of \$81,256. Earnings per common share, basic and diluted, were restated to \$0.00 per common share from \$(0.02) per common share. The adjustment reduced the carrying value of inventory at June 30, 2006 by \$224,430.

Property and Equipment

Property and equipment are stated at cost. Depreciation is calculated on the straight line method over the estimated useful lives of the assets as follows:

Computer hardware and software	3-5 years
Furniture and fixtures	5 years
Automobiles	3-5 years
Showroom fixtures and displays	3 years

Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the asset.

Income Taxes

In June 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*—an interpretation FASB No. 109 (“FIN 48”), which prescribes accounting for and disclosure of uncertainty in tax positions. This interpretation defines the criteria that must be met for the benefits of a tax position to be recognized in the financial statements and the measurement of tax benefits recognized. The provisions of FIN 48 are effective as of the beginning of the Company's 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings.

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The Company adopted the provisions of FIN 48 on January 1, 2007. Under FIN 48, tax positions must meet a “more-likely-than-not” recognition threshold at the effective date to be recognized upon the adoption of FIN 48 and in subsequent periods. The adoption of FIN 48 had an immaterial impact on the Company's consolidated financial position and did not result in unrecognized tax benefits being recorded. Accordingly, no corresponding interest and penalties have been accrued. The Company files income tax returns in the U.S. federal jurisdiction and various states. There are currently no federal or state income tax examinations underway for these jurisdictions. The Company is no longer subject to U.S. federal income tax examinations by the Internal Revenue Service and state and local tax authorities for tax years before 2002. The Company does, however, have prior year net operating losses which remain open for examination.

Deferred Income Tax Asset

The Company has accounted for, and currently accounts for, income taxes in accordance with Statement 109 “Accounting for Income Taxes.” This statement establishes financial accounting and reporting standards for the effects of income taxes that result from an enterprise's activities during the current and preceding years. It requires an asset and liability approach for financial accounting and reporting of income taxes. The realization of future tax benefits of deductible temporary differences and operating loss or tax credit carryforwards will depend on whether the Company will have sufficient taxable income of an appropriate character within the carryback and carryforward period permitted by the tax law to allow for utilization of the deductible amounts and carryforwards. Without sufficient taxable income to offset the deductible amounts and carryforwards, the related tax benefits will expire unused. The Company evaluates both positive and negative evidence in making a determination as to whether it is more likely than not that all or some portion of the deferred tax asset will not be realized.

Goodwill and Other Intangible Assets

Statement of Financial Accounting Standards (SFAS) 142, "Goodwill and Other Intangible Assets," requires that goodwill is reviewed at least annually for impairment. In assessing the recoverability of the Company's goodwill, the Company must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the respective assets and liabilities of the reporting unit. Upon adoption and again as a result of the Company's annual impairment test, there was no indication of impairment for goodwill acquired in prior business combinations. If the Company's estimates or its related assumptions change in the future, the Company may be required to record impairment charges related to its goodwill.

Results of Operations For the Quarter Ended June 30, 2007 and 2006

Sales increased by 21.9%, or \$3,972,757, to \$22,128,569 for the quarter ended June 30, 2007 from \$18,155,812 for the same period in 2006. The increase in sales is primarily a result of sales of appliances in 2007 that the Company was not offering until September 2006, increases in our commercial and residential air conditioning equipment sales, along with an increase in our commercial control systems business.

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Gross profit increased by 12.2%, or \$665,971, to \$6,103,436 for the quarter ended June 30, 2007 from \$5,437,465 for the same period in 2006. Gross profit expressed as a percentage of sales decreased by 2.3% to 27.6% in 2007 compared to 29.9% for the comparable period in 2006. The decrease in the percentage of gross profit is primarily the result of a change in product mix, for example, selling more lower-margin high volume products such as residential air conditioning equipment, and the sale of appliances which the Company was not offering until September 2006, without a corresponding increase in sales of higher-margin products such as showroom plumbing and fixture sales. Cost of sales excludes the distribution costs of incoming freight, purchasing, receiving, inspection, warehousing and handling costs, as these costs are included in our selling, general and administrative expenses. Our gross margins may not be comparable to those of other entities since some entities include these distribution costs in the cost of sales. These distribution costs were \$131,238 and \$87,368 for the quarter ended June 30, 2007 and 2006, respectively.

Operating income increased by 14.7%, or \$94,733, to \$738,992 for the quarter ended June 30, 2007 from \$644,259 for the same period in 2006. This percentage increase in operating income reflects the effect of the difference between the increase in gross profit of 12.2% compared to the increase in selling, general and administrative expenses of 11.9%. The increase in selling, general and administrative expenses was \$571,238, to \$5,364,444 for the quarter ended June 30, 2007 from \$4,793,206 for the same period in 2006. The increase in selling, general and administrative expense is primarily due to staffing, marketing and advertising expenses related to the sales of appliances in 2007 that the Company was not offering until September 2006 and an increase in the provision for doubtful accounts. Additionally, the Company incurred additional expenses of \$110,000 relating to its new branch located in the Albany, New York area which opened on April 10, 2007.

Pre-tax income increased by 22.8%, or \$84,731, to \$456,217 for the quarter ended June 30, 2007 from \$371,486 for the same period in 2006. Net interest expense increased by 7.4%, or \$25,014, to \$361,254 for the quarter ended June 30, 2007 from \$336,240 for the same period in 2006. The net interest expense increase is primarily the result of higher average interest rates and increased borrowings under the credit line. The Company used its increased borrowings both to access favorable payment terms with its vendors and to finance higher inventory levels and accounts receivable related to the increased sales of air conditioning products in the second quarter of 2007.

The Company's income tax expense for the quarter ended June 30, 2007 was \$49,222 compared to \$33,121 for the same period in 2006. The Company records state income tax expense based on year-to-date profit of the Company's subsidiaries and records federal alternative minimum tax expense as the Company utilizes its net operating loss carryforwards to offset any federal taxes due.

The Company's net income increased by 20.3%, or \$68,630, to \$406,995 for the quarter ended June 30, 2007, compared to net income of \$338,365 for the same period in 2006. The increase in net income is primarily the result of the effect of increased sales and gross margin dollars offset by a lesser increase in selling, general and administrative expenses.

Results of Operations For the Six Months Ended June 30, 2007 and 2006

Sales increased by 15.5%, or \$5,130,776, to \$38,170,801 for the six months ended June 30, 2007 from \$33,040,025 for the same period in 2006. The increase in sales is primarily a result of sales of appliances in 2007 that the Company was not offering until September 2006, increases in our commercial and residential air conditioning equipment sales, along with an increase in our commercial control systems business, offset by reduced sales of our showroom plumbing fixtures.

Gross profit increased by 8.4%, or \$852,146, to \$10,974,938 for the six months ended June 30, 2007 from \$10,122,792 for the same period in 2006. Gross profit expressed as a percentage of sales decreased by 1.8% to 28.8% in 2007 compared to 30.6% for the comparable period in 2006. The decrease in the percentage of gross profit is primarily the result of a change in product mix, for example, selling more lower-margin high volume products such as residential air conditioning equipment, and the sale of appliances which the Company was not offering until September 2006, without a corresponding increase in sales of higher-margin products such as showroom plumbing and fixture sales. Cost of sales excludes the distribution costs of incoming freight, purchasing, receiving, inspection, warehousing and handling costs, as these costs are included in our selling, general and administrative expenses. Our gross margins may not be comparable to those of other entities since some entities include these distribution costs in the cost of sales. These distribution costs were \$255,753 and \$191,307 for the six months ended June 30, 2007 and 2006, respectively.

Operating income increased by 8.6%, or \$49,164, to \$621,888 for the six months ended June 30, 2007 from \$572,724 for the same period in 2006. This percentage increase in operating income reflects the effect of the difference between the increase in gross profit of \$852,146 compared to the increase in selling, general and administrative expenses. The increase in selling, general and administrative expenses was \$802,982, to \$10,353,050 for the six months ended June 30, 2007 from \$9,550,068 for the same period in 2006. The increase in selling, general and administrative expense is primarily due to staffing, marketing and advertising expenses related to the sales of appliances in 2007 that the Company was not offering until September 2006. Additionally, the Company incurred additional expenses of \$115,000 relating to its new branch located in the Albany, New York area which opened on April 10, 2007.

Pre-tax income increased by 5.4%, or \$3,591, to \$69,669 for the six months ended June 30, 2007 from \$66,078 for the same period in 2006. Net interest expense increased by 9.3%, or \$59,394, to \$695,296 for the six months ended June 30, 2007 from \$635,902 for the same period in 2006. The net interest expense increase is primarily the result of higher average interest rates and increased borrowings under the credit line. The Company used its increased borrowings both to access favorable payment terms with its vendors and to finance higher inventory levels and accounts receivable related to increased appliance sales as well as increased air conditioning sales in the second quarter of 2007.

The Company's income tax expense for the six months ended June 30, 2007 was \$52,613 compared to \$52,242 for the same period in 2006. The Company records state income tax expense based on year-to-date profit of the Company's subsidiaries and records federal alternative minimum tax expense as the Company utilizes its net operating loss carryforwards to offset any federal taxes due.

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The Company's net income increased by 23.3%, or \$3,220, to \$17,056 for the six months ended June 30, 2007, compared to net income of \$13,836 for the same period in 2006. The increase in net income is primarily the result of the effect of increased sales and gross margin dollars offset by a lesser increase in selling, general and administrative expenses.

The following table summarizes information derived from the Company's consolidated statements of income expressed as a percentage of sales for the quarter and six months ended June 30, 2007 and 2006.

	For the Quarter Ended June 30,		For the Six Months Ended June 30,	
	2007	2006	2007	2006
Sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	72.4	70.1	71.2	69.4
Gross profit	27.6	29.9	28.8	30.6
Selling, general and administrative expenses	24.3	26.3	27.2	28.9
Operating income	3.3	3.6	1.6	1.7
Other income	0.4	0.4	0.4	0.4
Interest expense, net	(1.6)	(1.9)	(1.8)	(1.9)
Income before taxes	2.1	2.1	0.2	0.2
Income taxes	(0.3)	(0.2)	(0.2)	(0.2)
Net income	1.8%	1.9%	0.0%	0.0%

Liquidity and Capital Resources

The Company has a total secured loan facility of \$15,000,000 pursuant to a credit and security agreement (“Agreement”) with Wells Fargo Business Credit, Inc. (“Wells”) consisting of a revolving line of credit which expires August 1, 2010. The revolving credit line bears interest at .25% below prime. At June 30, 2007, the Company had a standby letter of credit, which expires on July 31, 2008. The standby letter of credit reduces the availability of the credit facility by \$300,000 and additional reserves determined by the bank further reduce the availability of the credit facility by \$100,000. Availability under the revolving credit line was \$160,017 as of June 30, 2007 and is determined by a percentage of available assets as defined in the Agreement, less letters of credit and reserves. The balance outstanding under the revolving line of credit was \$14,439,983 as of June 30, 2007. The interest rate on the revolving credit facility as of June 30, 2007 was 8.0%.

The Company believes that the credit facility is sufficient to finance its current operating needs. However, the business of the Company would be materially and adversely affected if the bank demands payment of the loan and the Company is unable to refinance the loan.

As of June 30, 2007, the Company had \$1,104,993 in cash compared with \$482,251 at December 31, 2006.

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Net cash provided by operating activities was \$66,960 for the six months ended June 30, 2007. The net cash provided by operating activities for the 2007 period is primarily a result of cash provided by net income of \$17,056 and non-cash charges of \$437,694, offset by operating assets and liabilities of \$387,790. The increase in accounts receivable of \$1,551,840 was primarily a result of increased sales during the second quarter. Accounts payable increased due to additional inventory purchases to support increased sales.

Cash flows used in investing activities were \$242,975 during the quarter ended June 30, 2007 due to purchases of equipment.

Cash flows provided by financing activities of \$798,757 consisted of \$824,287 in borrowings under the credit facility—revolving credit and \$13,000 received from the exercise of stock options. Cash flows used in financing activities consisted of \$38,530 for repayments of notes payable.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the risk of changes in value of a financial instrument, derivative or non-derivative, caused by fluctuations in interest rates, foreign exchange rates and equity prices. The Company has no financial instruments that give it exposure to foreign exchange rates or equity prices.

The Company's pre-tax earnings and cash flows are exposed to changes in interest rates. All borrowings under its credit facility bear interest based on the prime rate less .25% and a \$750,000 note to Goldman Associates of NY, Inc. which bears interest at prime. A hypothetical 10% adverse change in such rates would reduce the pre-tax earnings and cash flows by approximately \$122,000 over a one-year period, assuming the borrowing level remains consistent with the outstanding borrowings as of June 30, 2007. The fair value of the borrowings under the credit facility is not affected by changes in market interest rates.

The Company's remaining interest-bearing obligations are at fixed rates of interest and as such, do not expose the pre-tax earnings and cash flows to changes in market interest rates. The change in fair value of the Company's fixed rate obligations resulting from a hypothetical 10% adverse change in interest rates would not be material.

Item 4. Controls and Procedures

a. Evaluation of Disclosure Controls and Procedures

Prior to March 31, 2007, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and the operation of our "disclosure controls and procedures" (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of March 31, 2007 ("Evaluation Date"). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, the disclosure controls and procedures were reasonably designed and effective to ensure that (i) information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) such information was accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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On May 21, 2007, following consultation with, and upon recommendation of the Company's management and Audit Committee, the Board of Directors of the Company determined that certain vendor rebates should be recorded as an adjustment to the cost of the vendors' product and included as a reduction of cost of sales when recognized in the income statement. Previously, some vendor rebates were recognized as income, not as a reduction of costs when sold. The Company adjusted certain vendor rebates using the cumulative effect transition method pursuant to the guidance contained in SAB 108. Accordingly, the Company concluded that its disclosure controls and procedures in connection with the interpretation of accounting pronouncements were not effective as of March 31, 2007.

On July 23, 2007, the Audit Committee and management of the Company concluded that the Company had improperly applied the guidance in SAB 108, specifically, the effect on materiality of the incorrect treatment of vendor rebates on net income for 2004. Accordingly, the Company has again concluded that this is a result of material weaknesses in our internal controls over financial reporting and the Company's controls and procedures in connection with the interpretation of accounting pronouncements were not effective as of June 30, 2007. In connection with the review of its accounting for vendor rebates, the Company's management believed that it obtained the necessary understanding of the accounting and reporting for such transactions. The Company continues to develop controls and procedures and plans to implement additional controls and procedures sufficient to accurately report our financial performance in the foreseeable future. The Company has also augmented its finance and accounting staff by retaining an experienced independent consultant to enhance the Company's financial accounting and reporting capabilities.

b. Changes in Internal Controls

Other than described above, there have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to June 30, 2007.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company's Legal Proceedings are incorporated by reference from Part I Financial Information, Item 1 Financial Statements, Section 7 Litigation, of this Report on Form 10-Q.

Items 1A, 2 and 3 are not applicable and have been omitted.

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

- a. An Annual Meeting of Shareholders was held on June 12, 2006.
- b. On June 12 2006, the common and preferred shareholders elected E. Bruce Fredrikson, Melissa Goldman-Williams, Michael Goldman, Stuart H. Lubow, Ronald H. Miller and William Pagano as Directors. The common and preferred shareholders voted in favor of a resolution appointing Eisner LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2007.

PROPOSAL	FOR	AGAINST	ABSTAINED
For the common and preferred shareholders to elect E. Bruce Fredrikson, Melissa Goldman-Williams, Michael Goldman, Stuart H. Lubow, Ronald H. Miller and William Pagano as Directors:			
E. Bruce Fredrikson	4,632,820	–	18,484
Melissa Goldman-Williams	4,575,737	–	75,567
Michael Goldman	4,576,883	–	74,421
Stuart H. Lubow	4,633,258	–	18,046
Ronald H. Miller	4,632,313	–	18,991
William Pagano	4,576,664	–	74,640
To ratify the selection of Eisner LLP as independent public accountants of the Company for the fiscal year ending December 31, 2007:	4,584,417	8,987	57,900

Item 5 is not applicable and has been omitted.

Item 6. Exhibits

- [31.01](#) Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- [31.02](#) Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- [32.01](#) Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- [32.02](#) Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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

Dated: August 14, 2007

COLONIAL COMMERCIAL CORP.

/s/ William Pagano

William Pagano,
Chief Executive Officer

/s/ William Salek

William Salek,
Chief Financial Officer

CERTIFICATION

I, William Pagano, Chief Executive Officer of Colonial Commercial Corp., certify that:

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

Date: August 14, 2007

/s/ William Pagano

William Pagano

Chief Executive Office

CERTIFICATION

I, William Salek, Chief Financial Officer of Colonial Commercial Corp., certify that:

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

Date: August 14, 2007

/s/ William Salek

William Salek

Chief Financial Officer

CERTIFICATION PURSUANT TO

SECTION 906 OF THE SARBANES–OXLEY ACT OF 2002

In connection with the quarterly report on Form 10–Q of Colonial Commercial Corp. (the “Company”) for the quarter ended June 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, William Pagano, Chief Executive Officer of the Company, certify, pursuant to section 18 U.S.C. 1350 as adopted pursuant to section 906 of the Sarbanes–Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ William Pagano
Name: William Pagano
Chief Executive Officer
Date: August 14, 2007

CERTIFICATION PURSUANT TO

SECTION 906 OF THE SARBANES–OXLEY ACT OF 2002

In connection with the quarterly report on Form 10–Q of Colonial Commercial Corp. (the “Company”) for the quarter ended June 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, William Salek, Chief Financial Officer of the Company, certify, pursuant to section 18 U.S.C. 1350 as adopted pursuant to section 906 of the Sarbanes–Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ William Salek
Name: William Salek
Chief Financial Officer
Date: August 14, 2007
