OMB APPROVAL
OMB Number: 3235-0070
Expires: March 31, 2006
Estimated average burden
hours per response: 192.00

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2004

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: 333-19584

POWERCOLD CORPORATION

(Exact name of registrant as specified in its charter)

NEVADA	23-2582701
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

115 CANFIELD ROAD LA VERNIA, TEXAS	78121
(Address of principal executive offices)	(Zip Code)

830-779-5213
(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. **[X] Yes** [ ] No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] **No [X]**

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. [ ] Yes [ ] No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. **Common Stock, par value $0.001 – 21,703,750 shares outstanding at March 31, 2004.**

INDEX

		Page
	PART I. FINANCIAL INFORMATION	
Item 1:	**Consolidated Financial Statements**	
	Consolidated Balance Sheets	3
	Consolidated Statements of Operations	4
	Consolidated Statements of Cash Flows	5
	Condensed Notes to Consolidated Financial Statements	7
Item 2:	**Management's Discussion and Analysis of Financial Condition and Results of Operations.**	10
Item 3:	**Quantitative and Qualitative Disclosures About Market Risk.**	17
Item 4.	**Controls and Procedures.**	17
	PART II. OTHER INFORMATION	
Item 1.	**Legal Proceedings.**	19
Item 2.	**Changes in Securities.**	19
Item 3.	**Defaults Upon Senior Securities.**	19
Item 4.	**Submission of Matters to a Vote of Security Holders.**	19
Item 5.	**Other Information.**	19
Item 6.	**Exhibits and Reports on Form 8-K.**	19
Signature		20
Certifications		21

PART I - FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

POWERCOLD CORPORATION
CONSOLIDATED BALANCE SHEETS

	March 31, 2004 (Unaudited)	December 31, 2003	December 31, 2002
ASSETS			
CURRENT ASSETS			
Cash	$ 582,912	$ 374,678	$ 88,613
Trade accounts receivable, net of allowance	3,530,194	2,388,495	296,179
Costs and estimated earnings in excess on contracts in progress	350,148	245,535	-
Inventory	7,202	11,156	180,433
Prepaid expenses	189,987	100,118	3,875
Total Current Assets	4,660,443	3,119,982	569,100
OTHER ASSETS			
Property and equipment, net	247,389	135,858	130,598
Patent rights and related technology, net	1,287,421	1,306,731	926,716
Securities available for sale	19,317	19,317	38,800
Deposits	10,828	10,828	5,661
Total Other Assets	1,564,955	1,472,734	1,101,775
NET ASSETS FROM DISCONTINUED OPERATIONS	-	-	13,675
TOTAL ASSETS	$ 6,225,398	$ 4,592,716	$ 1,684,550
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
Accounts payable and accrued expenses	$ 765,731	$ 1,253,030	$ 335,250
Billings in excess of costs and estimated earnings on contracts in progress	1,942,233	947,807	-
Commissions and royalty payable	8,180	8,180	55,066
Accounts payable, related party	362,236	417,236	196,760
Convertible debt, net of discounts	1,683,382	334,014	34,014
Current portion of capital lease payable	-	632	3,321
Total Current Liabilities	4,761,762	2,960,899	624,411
CAPITAL LEASE PAYABLE, net of current portion	-	-	600
COMMITMENTS AND CONTINGENCIES	69,417	69,417	277,903
STOCKHOLDERS' EQUITY			
Convertible preferred stock, Series A, $0.001 par value; 5,000,000 shares authorized, no shares issued and outstanding	-	-	-
Common stock, $0.001 par value; 200,000,000 shares authorized, 21,576,750, 18,442,066, and 16,027,882 shares issued and outstanding, respectively	21,702	21,578	18,442
Additional paid-in capital	16,908,078	16,795,953	13,644,780
Stock options and warrants	743,360	588,507	504,998
Accumulated deficit	(16,298,238)	(15,862,955)	(13,425,384)
Accumulated other comprehensive income	19,317	19,317	38,800
Total Stockholders' Equity	1,394,219	1,562,399	781,636
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 6,225,398	$ 4,592,716	$ 1,684,550

See accompanying condensed notes.

POWERCOLD CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	Three Months Ended March 31, 2004 (Unaudited)	2003 (Unaudited)	2002 (Unaudited)
REVENUES			
Contracts including equipment	$ 2,113,228	$ -	$ -
Equipment	127,875	1,112,334	350,750
Total Revenues	2,241,103	1,112,334	350,750
COST OF REVENUES			
Direct labor and equipment-contracts	1,479,497	-	-
Direct labor and material-equipment	52,141	919,478	287,130
Warranty expense	52,413	-	-
Manufacturing supplies	4,486	-	-
Shipping and handling	24,337	-	-
Total Cost of Revenues	1,612,873	919,478	287,130
GROSS PROFIT (LOSS)	628,230	192,856	63,620
OPERATING EXPENSES			
Sales, marketing and advertising	181,097	95,934	138,286
General and administrative	667,904	454,127	637,957
Research and development	5,274	-	-
Legal and accounting	34,755	-	-
Depreciation and amortization	19,575	25,068	27,967
Total Operating Expenses	908,604	575,129	804,210
LOSS FROM OPERATIONS	(280,374)	(382,273)	(740,590)
OTHER INCOME (EXPENSES)			
Interest income	-	60	-
Interest and financing expense	(154,909)	(242)	(1,572)
Other income (expense)	-	68	-
Total Other Income (Expenses)	(154,909)	(114)	(1,572)
LOSS BEFORE INCOME TAX	(435,283)	(382,387)	(742,162)
INCOME TAX EXPENSE	-	-	-
LOSS FROM CONTINUING OPERATIONS	(435,283)	(382,387)	(742,162)
LOSS FROM DISCONTINUED OPERATIONS	-	-	(15,502)
NET LOSS	(435,283)	(382,387)	(757,664)
OTHER COMPREHENSIVE INCOME (LOSS)			
Unrealized gain (loss) on investments	-	(19,483)	(485,000)
COMPREHENSIVE LOSS	$ (435,283)	$ (401,870)	$ (1,242,664)
NET LOSS PER COMMON SHARE: BASIC AND DILUTED, CONTINUING OPERATIONS	$ (0.02)	$ (0.02)	$ (0.05)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, BASIC AND DILUTED	21,703,416	19,002,066	16,256,567

See accompanying condensed notes.

POWERCOLD CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended March 31,		
	2004	2003	2002
	(Unaudited)	(Unaudited)	(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	$ (435,283)	$ (382,387)	$ (757,664)
Loss from discontinued operations	-	-	15,502
Net loss from continuing operations	(435,283)	(382,387)	(742,162)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	-	25,068	27,427
Issuance of common stock for services	4,250	120,000	178,750
Issuance of common stock for compensation	-	-	30,000
Warrants issued for services	154,853	-	-
(Increase) decrease in assets:			
Accounts receivable	(1,141,699)	(711,081)	(76,554)
Receivable from related party	-	-	(11,314)
Inventories	3,954	27,324	(33,188)
Prepaid expenses	18,131	(88,125)	(67,500)
Increase (decrease) in liabilities:			
Accounts payable and accrued expenses	(487,299)	600,068	67,913
Accounts payable, related party	(55,000)	-	-
Billings in excess of costs	889,813	-	-
Cash used by discontinued operations	-	-	(1,560)
Net cash used in operating activities	(1,048,280)	(409,133)	(628,188)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of property and equipment	(111,531)	-	(61,661)
Purchase of technology	19,310	-	-
Paid royalties	-	-	(250,000)
Deposits	-	(10,153)	(8,201)
Net cash used in investing activities	(92,221)	(10,153)	(319,862)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Principal payments on capital lease	(633)	(577)	(1,544)
Proceeds from issuance of shares under private placement	-	425,000	2,015,407
Repayment of borrowings	-	-	(2,315)
Proceeds from short-term borrowings	1,349,368	5,000	-
Repayment of short-term borrowings, related party	-	(5,823)	(16,058)
Net cash provided by financing activities	1,348,735	423,600	1,995,490
Net increase (decrease) in cash	208,234	4,314	1,047,440
Cash at beginning of year	374,678	93,372	290,174
Cash at end of year	$ 582,912	$ 97,686	$ 1,337,614

See accompanying condensed notes.

POWERCOLD CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

SUPPLEMENTAL CASH FLOW INFORMATION:						
Interest paid	$	-	$	-	$	-
Income taxes paid	$	-	$	-	$	-
NON-CASH TRANSACTIONS:						
Issuance of common stock for prepaid consulting	$	108,000	$	-	$	-
Issuance of common stock for compensation	$	-	$	-	$	208,750
Issuance of common stock for services	$	4,250	$	120,000	$	-
Warrants issued for services	$	105,105	$	-	$	-

See accompanying condensed notes.

NOTE 1- CONTRACTS IN PROGRESS

For the three months ended March 31, 2004 contract amounts, costs, estimated earnings, and the related billings to date on completed contracts and contracts in progress were as follows:

	Contract Revenues	Contract Cost	Gross Profit
Total activity	$ 2,113,228	$1,479,497	$ 633,731
Contracts completed during the three month period	1,137,206	702,880	434,326
Contracts in progress at March 31, 2004	$ 976,022	$ 776,617	$ 199,405

Contracts in progress as of March 31, 2004 were as follows:

Cumulative costs to date	$776,617
Cumulative gross profit to date	199,405
Cumulative revenue earned	976,022
Less progress billings to date	2,568,097
Net over billings	$1,592,075

The following is included in the accompanying balance sheet under these captions as of March 31, 2004:

Costs and estimated earnings on contracts in progress in excess of billings	$350,148
Billings in excess of costs and estimated earnings on contracts in progress net over billings	1,942,223

NOTE 2 – STOCK-BASED COMPENSATION AND STOCK OPTIONS

During the three months ended March 31, 2004, the Company granted 252,188 common stock options for services with an exercise price of $1.50 per share and a fair market value of $191,663. These options expire in 2007.

The Company applies APB Opinion No. 25 in accounting for options and, accordingly, recognized no compensation cost for its stock options in 2003, 2002 and 2001. The following reflects the Company's pro forma net loss and net loss per share as if the Company had determined compensation costs based upon fair market values of options at the grant date, as well as the related disclosures required by SFAS 123:

	Year Ended March 31, 2004	Year Ended December 31, 2003	Year Ended December 31, 2002
Net loss as reported	$ (435,283)	$ (2,497,572)	$ (4,095,905)
Adjustment required by SFAS 123	(191,663)	(492,597)	(553,975)
Pro forma net loss	$ (626,946)	$ (2,990,169)	$ (4,649,880)
Pro forma net loss per share, basic and diluted	$ (0.04)	$ (0.15)	$ (0.27)

	Number of Shares Under Option	Weighted Average Exercise Price
Outstanding and exercisable, December 31, 2001	3,692,558	0.84
Granted	530,833	1.22
Exercised	-	-
Rescinded or expired	(127,500)	.88
Outstanding and exercisable at December 31, 2002	4,095,891	1.06
Granted	712,725	1.37
Exercised	(300,000)	0.50
Rescinded or expired	(456,333)	1.06
Outstanding at December 31, 2003	4,052,283	1.08
Granted	252,188	1.50
Exercised	-	-
Rescinded or expired	(100,000)	.50
Outstanding at March 31, 2004	4,204,471	$ 1.12
Exercisable at March 31, 2004	3,316,917	$ 1.25
Weighted average fair value of options granted during 2004		$ 1.07

NOTE 3 - COMMON STOCK

During the three months ended March 31, 2004, the Company issued 125,000 common stock shares for services valued at $112,225.

Note—Warrants

During the three months ended March 31, 2004, the Company issued 115,500 common stock warrants as consideration for services. These warrants are exercisable at $1.00 per share and expire in March 2009. In addition the Company issued 330,000 common stock warrants as a financing fee. These warrants are exercisable at $1.50 per share and expire in March 2005. The fair market value of the warrants was estimated on the date of grant using the Black Scholes Calculation. The following assumptions were made in estimating fair value: risk-free interest of 4%, volatility of 75%, expected life of one and five years and no expected dividends.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward looking statements made herein are based on current expectations of the Company that involves a number of risks and uncertainties and should not be considered as guarantees of future performance. These statements are made under the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. The factors that could cause actual results to differ materially include; interruptions or cancellation of existing contracts, impact of competitive products and pricing, product demand and market acceptance risks, the presence of competitors with greater financial resources than the Company, product development and commercialization risks and an inability to arrange additional debt or equity financing.

GENERAL FINANCIAL ACTIVITY

PowerCold Corporation, (PowerCold)® (OTCBB: PWCL), designs, develops and markets unique heating, ventilating and air conditioning systems (HVAC) and energy related products for commercial use. Air conditioning and refrigeration are the most energy intensive operational costs most businesses face. Increasing power costs and new clean air regulations have forced corporations of all sizes to focus both on energy savings and cleaner air. PowerCold's proprietary energy efficient products provide a clean comfort air environment and significantly reduce power costs by up to 50% for air conditioning, refrigeration and on-site building power.

PowerCold operations include three wholly owned subsidiary companies with respective operating divisions: PowerCold Products, Inc., (PCP) supports product development, engineering and manufacturing. PowerCold ComfortAir Solutions, Inc., (PCS) supports sales and marketing offering turnkey high efficiency HVAC solutions for commercial buildings, including major hotel chains, national restaurant and retail store chains, extended care facilities and office buildings. Two operating divisions of PCS include, Applied Building Technology (ABT) that supports related engineering and design build HVAC applications, and PowerCold Energy Systems (PES) that supports related energy products including generators and engine driven chillers. PowerCold International, Ltd., (PCI), a new operating subsidiary company effective July 1, 2003, markets all company products and system applications worldwide through various alliances and marketing agencies. PowerCold has also established alliances with various companies in the industry to market and manufacture related HVAC and Energy products.

The Company derives its revenues from four principal product line applications: The first is proprietary applications for the HVAC industry, including a patented four pipe integrated piping system for large commercial buildings and turnkey HVAC systems for light commercial national chain store applications. The second is a line of evaporative condensers, heat exchange systems and fluid coolers for the HVAC and refrigeration industry. The third is the design and production of unique chiller systems for the HVAC and refrigeration industry. The fourth is energy products including generators and engine driven chillers.

Subsidiary Companies:

PowerCold Products, Inc. – PowerCold Products (PCP) provides product research and development, engineering and manufacturing of patented evaporative condensers and heat exchange systems for the heating, ventilation and air condition (HVAC) and refrigeration industry. PCP supports the Company’s Nauticon® and EV Chill™ product lines with engineering design, manufacturing and packaging its products. PCP also supports custom refrigeration systems by designing, engineering and packaging special customer orders.

The Nauticon patented products are innovative in design, use new material technology, are simple to manufacture, and have a low operating cost. They are used for evaporative condensers, fluid coolers, sub-coolers commercial and industrial refrigeration system components, and custom refrigeration products for commercial and industrial use. Nauticon products can reduce power cost for the air condition and refrigeration industry by up to 40% making these units contribute to the utilities' needs to reduce power demand. PowerCold has continued to invest and improve the Nauticon product line, greatly expanding its products ranging from a single 10-ton unit up to 300-tons. The company has three patents related to the Nauticon product line.

PowerCold ComfortAir Solutions, Inc. – PowerCold ComfortAir Solutions, Inc., (PCS) supports sales and marketing for all U.S. operations offering high efficiency design build HVAC solutions for new and retro-fit commercial buildings, including major hotel chains, national restaurant and retail store chains, extended care facilities, and office buildings. PCS provides these national accounts with turnkey solutions for the design, engineering and installation of complete efficient HVAC solutions. The Company's services are specifically targeted toward large national accounts, such as hospitality providers and national retailers who standardize their HVAC systems across all of their properties.

In December 2000, PowerCold acquired the technology rights, patent rights, and license agreement for integrated piping technology for a heating and air conditioning system. This acquisition gave the Company exclusive, non-transferable United States transfer rights to the technology and all related assets. In 2003, PowerCold filed for its own exclusive enhanced related patent, Environmental Air Treatment System, for worldwide use that supports all of the Company's unique technology including desiccant and solar energy systems.

The design build approach continues to grow in popularity within the construction industry and is expected to become the predominant method of project delivery by 2005. In January 2004, the Company set up a National Contractors Alliance (NCA) program to provide additional revenue opportunities as the design build program gains momentum with its new alliance partners. The NCA is a turnkey design build program that brings together a nationwide network of contractors, engineers, architects, subcontractors and equipment suppliers to design, build, and equip facilities with the Company's proprietary HVAC systems. The turnkey design build approach offers greater design flexibility, lower installation costs, equipment longevity, ease of service, and an end to cost overruns and delays.

PCS expects significant growth to come from this multi-market channel once the national account agrees to use PowerCold's system both in new locations, as well as in their existing locations. The Company currently has installed seventeen of the large building systems in three major hotel chains and various extended care facilities and has installed over thirty retail national chain accounts in the U.S.

Applied Building Technology - In August 2002, the Company acquired all the assets of Applied Building Technology, a supplier of complete standardized heating, ventilation and air conditioning packages for standard-sized commercial buildings. This new acquisition gives the Company a major entrée into the vast market for small commercial HVAC systems for national chain accounts. Increasing power costs and new clean air regulations have forced corporations with chain store operations to focus on energy savings and cleaner air.

The company introduced two new applications to support the national chain store business: The BreezeMaster system, designed for use by large chain retail and fast food stores, is a closed loop cooler that prevents moisture buildup that can lead to legionella and other respiratory diseases associated with standard evaporative condensers. This is a critical application for the high volume 10 to 30 ton commercial rooftop unit market where small footprint, weight and height are an issue. The other application is the new proprietary DesertMaster total energy fresh air system. The system uses cool or warm exhaust air being circulated out of a building to cool or heat incoming outside fresh air. The desiccant section is then used to remove the moisture from all the public spaces, 24 hours per day seven days per week. The DesertMaster is highly energy efficient, eliminating the need for approximately 20% of additional air conditioning equipment.

PowerCold Energy Systems - The Company originally formed Alturdyne Energy Systems to support its natural gas engine driven chillers and its rotary engine generator business. The name was changed to PowerCold Energy Systems in November 2002. In September 2002 the Company acquired an exclusive license from Alturdyne to manufacture, package, market, develop and use intellectual property for the natural gas engine driven chillers and the natural gas rotary engine gen-set for a period not to exceed ten years. The Company paid Alturdyne $400,000 as a prepayment against the first $8,000,000 in royalty payments as part of an exclusive license. In September 2003 Alturdyne purchased 63 rotary engines from PowerCold for $460,000, Subsequently, the prepaid royalty and the rotary engine receivable was combined and structured as an outright purchase of the engine driven chiller technology.

The industry is demanding self-powered units for combined heat and power (CHP). The technology and intellectual property acquired by the Company will significantly enhance the Company's ability to offer customers complete packaged solutions for their HVAC and power generation needs. The engine driven chillers include standard and custom packaging of natural gas, electric and diesel-fueled engine driven chillers used for HVAC system applications.

PowerCold International Ltd. – The Company was incorporated as a new operating subsidiary effective July 1, 2003. PowerCold International markets all company products and system applications worldwide through various alliances and marketing agencies. Agents and alliances are being organized in various countries worldwide to market and support the company's products and application systems. Two alliances include: Shun Cheong Electrical Engineering Co., Ltd., Hong Kong, and Industrias Polaris S. A., Monterrey, Mexico.

PowerCold Technology, LLC - The Company was recently formed on February 12, 2004 pursuant to the LLC Act and other applicable laws of the State of Nevada. All assets of the Company related to patent rights, trade names, trademarks, copyrights, licenses, trade secrets, inventions, intellectual proprietary rights and "know-how" will be owned by PowerCold Technology, LLC, a wholly owned subsidiary company of PowerCold Corporation. PowerCold Technology will license "assets" to PowerCold company's and other third party company's world wide on a non-exclusive basis.

Products:

Nauticon Evaporative Condensers - The Company envisions an enormous worldwide market demand for its proprietary evaporative condensing systems use in air conditioning systems. The Nauticon patented products are innovative in design, use new material technology, are simple to manufacture, and have a low operating cost. They are used for evaporative condensers, fluid coolers, sub-coolers commercial and industrial refrigeration system components and custom refrigeration products for commercial and industrial use. Nauticon products can reduce power cost in the air condition and refrigeration industry by up to 40% supporting the utilities' needs to reduce power demand. Unique low cost manufacturing processes and techniques are common with both material and low cost labor. Nauticon units are superior to other industry products; they are self-cleaning, chemically free low-maintenance evaporative condensers. Nauticon's primary advantage is energy savings, yielding extremely high EER ratings to not only better, but to offset the regulated change to low efficiency refrigerants. Nauticon products could revolutionize the refrigeration industry; an industry that faces serious changes for the first time in years due to energy and environmental concerns worldwide.

HVAC Systems – PowerCold owns the exclusive U.S. technology rights for an integrated piping technology system for heating, ventilating and air conditioning systems (HVAC). The first principle of the patented HVAC system are the existing pipes, as the delivery system, to provide hot and chilled water to individual fan coil units. The proprietary technology is designed to utilize the fire sprinkler piping to circulate the cooling water around the building. In addition, the domestic hot water lines also distribute heating energy.

The dual use of the piping system provides cost effective, high quality, compressor-free systems to the hospitality industry. Guess rooms offer the precise comfort of four-pipe air conditioning without the capital cost expense. Installation and construction costs are comparable to conventional through-the-window Position Terminal Air Conditioners (PTAC) units. The Ultimate Comforts System also avoids the discomfort of poor temperature/humidity control and sleepless nights from noisy compressor cycling. High quality chiller systems, manufactured by PowerCold Products provide even more economical installations with their energy efficient design features and unsurpassed reliability and maintainability. PowerCold's HVAC system provides energy saving operating advantages; as electric deregulation increases the cost of operating air conditioning, its efficient use of energy provides an increasing competitive cost advantage.

PowerCold's Ultra-Efficient HVAC and Refrigeration Technologies Can Significantly Cut Peak Power Demand and Costs: Deregulated electricity during the hot summer peak-power-demand-days can cost 10-100 times more than normal. Commercial customers' demand-surcharges, which are based on their peak-power usage during the 20-30 days per year when temperatures soar to 95° + F, can represent 30-50% of their total electric bill in some parts of the country. Consequently, reducing peak power demand during these few days could significantly reduce or eliminate surcharge costs. Commercial air conditioning and refrigeration (accounting for $7 billion of 2000's $37 billion in peak-power demand costs) are the Company's initial target markets. America is well entrenched with air condition and refrigeration systems, but there is a great niche market for the Company's unique and innovative evaporative condensers and chiller products. PowerCold and its related entities have the refrigeration engineering expertise and new innovative products that are needed and in demand today to save significant energy costs for an industry that hasn't seen many changes in the last 50 - 60 years.

Significant Events During First Quarter 1004:

On January 15, 2004 the company announced the launch of a completely new national HVAC design build program that will support the increasing demands of government and private developers for clean air, energy efficient and cost effective HVAC commercial applications. PowerCold's National Contractors Alliance (NCA) is a unique turnkey design build program that establishes a nationwide network of general contractors, engineers, architects, subcontractors and equipment suppliers to design, build and equip building facilities with PowerCold's proprietary HVAC systems. Initial markets for these applications, that provide energy efficient and fresh clean air environments, include hotels, extended care facilities, retail chain stores and restaurants.

On March 15, 2004, the Company announced that its wholly owned subsidiary, PowerCold ComfortAir Solutions, Inc. (PCS) signed a sales and distribution agreement with Teletrol Systems, Inc. Teletrol is a global supplier of high-performance building automation systems and components designed to reduce energy consumption, improve occupant comfort, and reduce overall operating expenses. Under the terms of the agreement, PCS will promote, sell, install and service Teletrol Controllers. Teletrol will provide PCS total energy management systems, including Direct Digital Control (DDC) equipment that is specifically designed to control roof top units, fan coil units, heat pumps, packaged HVAC units, unit ventilators, and other single room to multi site control applications. PCS will market these applications for the control of HVAC installations in hotels, extended care facilities, chain stores and restaurants.

On March 17, 2004 the Company announced that the Environmental Protection Agency (EPA) has awarded a 2003 ENERGY STAR Small Business and Congregation Award to the Wingate Inn Hotel of Bozeman, MT. The Award recognizes facilities that utilize energy efficient technologies and meet industry standards for comfort and indoor air quality. The Wingate is one of several hotels utilizing the PowerCold ComfortAir Solutions, Inc., (PCS) patented four-pipe fan coil HVAC system. This is the second ENERGY STAR recognition received by the Wingate Inn that has installed the PowerCold patented HVAC system. In 2002, the hotel received the prestigious ENERGY STAR Bronze Label for Commercial Buildings, an international symbol of energy efficiency.

In addition to the Wingate, another Montana hotel utilizing the PowerCold patented HVAC system also earned the ENERGY STAR Label. The Laurel Super 8® Motel received an ENERGY STAR Bronze Label for Commercial Buildings in 2002. The Laurel Super 8 also received the 2001 "Excellence and Innovation in Energy Efficiency and Building Management" Award, sponsored by *Energy User News.* The Wingate Inn and the Super 8 Motel were among the first hotels in the U.S. to be awarded the ENERGY STAR Bronze Label for Commercial Buildings.

The patented HVAC technology has also received distinguished recognition in the energy field including a first place Commercial Buildings Award from the American Society of Heating Refrigeration and Air Conditioning Engineers (ASHRAE), and the Department of Energy's "Tomorrow's Energy Today" Award.

On April 6, 2004 the Company announced that it has developed a unique Fluid Cooler of various sizes that incorporates DuPont's Caltrel® engineered polymeric materials. DuPont Canada, Inc. and E.I. du Pont de Nemours and Company and PowerCold Corporation entered into a joint Development Agreement and a License Agreement relating to DuPont Caltrel® Fluid Energy Transfer System Applications on May 9, 2003. Pursuant to the terms of an Agreement, PowerCold selected Fluid Coolers as a Field for a Project Application and DuPont has agreed to this Field selection for an exclusive three-year period provided PowerCold meets certain Performance Metrics.

On April 8, 2004 the Company announced today it applied to the U.S. Patent Office for a new modular design heat exchanger patent that features superior modular and flexible designed plastic components. Utilizing polymeric materials provides additional value and innovation to PowerCold's portfolio of products. Plastic components create an enhanced sustainable platform for PowerCold to deliver the most innovative and cost-effective HVAC solutions for its customers.

On May 5, 2004 the Company announced that its wholly owned subsidiary, PowerCold ComfortAir Solutions, Inc., (PCS) signed a sales and distribution agreement with Amcot Cooling Tower Corporation, Rancho Cucamonga, CA, a global supplier of high-performance fiberglass cooling towers.

Amcot's parent company, Liang Chi Industry Co. Ltd., Taiwan, the largest manufacturer of cooling towers in the world is interested in marketing PowerCold's new fluid cooler design concept for the Asian market. Liang Chi has 8 factories throughout Southeast Asia with 42 years experience manufacturing fiberglass-cooling towers. Amcot's fiberglass cooling towers are engineered for cost efficiency and high performance and have been used for many years with great success due to their low maintenance requirements, resistance to moisture, light weight and material properties that allow a range of water temperatures.

Effective April 1, 2004, Bruce Babcock has been appointed an Advisor to PowerCold Corporation's Board of Directors. Mr. Babcock has been a consultant to the Registrant since October 2003. Mr. Babcock joined DuPont™ in 1969 following his graduation with a MSc degree in Chemistry. During his 33-year career with DuPont™, Babcock has worked in various leadership and managerial roles. Babcock has been the overall Business Manager for various innovative thrusts in the personal hygiene and polymer marketplaces. Babcock has had profit and loss responsibility and direct selling experience to several multinational companies in the food industry.

Mr. Babcock was the Business Manager for DuPont™ Caltrel® (polymeric heat exchanger technology) innovation where he led the Marketing, R&D, and Manufacturing thrusts. Babcock worked closely with PowerCold® on DuPont™ Caltrel® technology, as well as other partners and potential customers. Babcock has extensive experience in developing partnership Agreements with North American, European and Asian companies in the Automotive and HVAC industries. In addition to Babcock's business leadership and managerial accountabilities, he has had extensive experience in leading Research and Development activity (for the automotive coatings industry) and manufacturing experience in the automotive coatings and in the production of polymeric fibers. In 1998, Babcock was the recipient of DuPont of Canada's major innovation award.

RESULTS OF OPERATIONS – First Quarter 2004

The Company's Consolidated Statements of Operations for the first quarter ended March 31, 2004 compared to the first quarter ended March 31, 2003:

Total Revenue for the three months period ended March 31, 2004 increased $1,128,769 to $2,241,103, a 101% increase from $1,112,334 for the same period ended March 31, 2003.

Operating Loss for the three-month period ended March 31, 2004 decreased 26.7% to $280,374 from $382,273 for the same period ended March 31, 2003.

Net Loss for the three-month period ended March 31, 2004 increased 13.8% to $435,283 from $382,387 for the same period ended March 31, 2003.

Net Loss per share for the three-month period ended March 31, 2004 was unchanged at ($0.02) per share from the period ended March 31, 2003.

Net loss per share was based on weighted average number of shares of 21,703,416 for March 31, 2004 compared to 19,002,066 for the same three-month period ended March 31, 2003.

The Company's sales and revenue continue to grow in proportion to the increased volume of customer requests for new proposals for design built systems. At the end of the first quarter current revenue backlog is over $1.6 million.

PowerCold ComfortAir Solutions (PCS) revenue was $2,019,750 for the quarter with an operating profit of $94,614. PCS submitted over $3 million in new engineering design proposals for its hotel and extended care facilities business during the first quarter. PCS recorded over $200,000 in revenues for the quarter ending March 31, 2004 from new national chain store accounts, and its revenue for the quarter was 58.5% of total PCS revenue in 2003. PCS is positioned to exceed its budgeted revenue for the year. The market for commercial HVAC systems for national chain store accounts and hotels continues to expand for PCS, with the recent addition of four new restaurant chains.

PowerCold Products (PCP) production facility will continue to improve its operations with an emphasis on cost reduction programs and new sales initiatives focused on volume markets for Fluid Coolers and Evaporative Condensers. As production volume increases, and commodity material prices stabilize manufacturing profit margins will continue to improve. The negative effect of increasing copper prices (65%) over the last two quarters was offset by lower costs for outsourced subassembly manufacturing. The Company has negotiated a toll manufacturing arrangement with Camac Industries of Sparta, NJ, a leading manufacturer of corrosion resistant pumps, heat exchangers and industrial filtration systems for the metal finishing and chemical industry, to assemble Nauticon Evaporative Condensers and Fluid Coolers as part of an ongoing cost reduction program.

Operating expenses increased 58% for the first quarter due to an 89% increase in Sales, Advertising & Marketing Expense which is expected to promote significant sales growth throughout the coming year and a 47% increase in General & Administrative Expense related to approximately $200,000 one time costs for new enterprise software, communications related improvements and compliance programs. None of these issues are expected to affect future reporting periods. Operating results from continuing operations for the quarter were lower than expected with gross margin of 28% due largely to the significant increase in the cost of copper over the previous quarter, which was only partially offset by price increases, and an abnormally high warranty expense. Additional adjustments related to these specific product cost issues are being implemented and will reflect greater profit margins going forward. The Loss from Operations for the quarter was $280,374 as opposed to $382,273 for the same period last year. Lower R & D expenditures contributed to cost reductions as several products under development have advanced to the field test and marketing stage. A one time interest and financing expense of $154,909 resulted in a Net Loss of $435,283 for the quarter.

The Company's Consolidated Balance Sheet for first quarter ended March 31, 2004 compared to year ending December 31, 2003.

Total current assets increased to $4,660,443 for the first quarter ended March 31, 2004 compared to $3,119,982 for the year ending December 31, 2003. Total assets increased 33% to $6,225,398 for the first quarter ended March 31, 2004 compared to $4,592,716 for the year ending December 31, 2003. Total Current Liabilities increased 60.8% to $4,761,762 for the first quarter ended March 31, 2004 compared to $2,960,899 for the year ending December 31, 2003. Total stockholders' equity decreased 10.8% to $1,394,219 for the first quarter ended March 31, 2004 compared to $1,562,399 for the year ending December 31, 2003.

The increase in assets was mainly due to the rise of Accounts Receivable and Costs and Estimated Earnings in Excess on Contracts in Progress. Accounts Receivable currently exceeds Accounts Payable by $2,402,227 and has increased by $1,141,699 from the previous period in large part due to the increased revenue. Accounts Payable has decreased by $542,299 due to incentives and discounts offered by vendors for reduced terms payment. The substantial increase in receivables as well as the reduction in payables has put significant pressure upon the cash flow. The increase in liabilities was mainly due to higher Accounts Payable and Billings in Excess of Costs and Estimated Earnings on Contracts in Progress at the end of Q1. Commitments and contingencies of $69,417 are from old outstanding accounts payable from the previous RealCold Products and Nauticon operations. Management believes that these contingency debts will be written off over time.

During the quarter ended March 31, 2004 the company issued 125,000 shares of common stock valued at $112,225 for services and 115,500 common stock warrants exercisable at $1.00 per share for a period of five (5) years as consideration for services. In addition the company issued 330,000 common stock warrants exercisable at $1.50 per share for a period of one (1) year as a financing fee. The fair market value of the warrants was estimated on the date of grant using the Black Scholes Calculation at a risk free interest rate of 4% and a volatility of 75% for the period specified and no expected dividends. Common stock options issued during the first quarter totaled 252,188 at an exercise price of $1.50 per share for a period of three (3) years at a calculated fair market value of $191,663.

Liquidity and Capital Resources: At March 31, 2004, the Company’s working capital decreased to ($101,319) from a $159,083 position at December 31, 2003. Cash increase from $374,678 at year end to $582,912 as of March 31, 2004. Inventory movement increased as the demand for product increased. Purchasing agreements with suppliers, coupled with the use of common parts throughout the product lines should allow a continued reduction in inventory levels and a reduction in the cost of product. Record quarterly sales drove accounts receivable to new levels.

Status of Operations: Management intends to continue to utilize and develop the intangible assets of the Company. At March 31, 2004, intangible assets comprised 20% of the Company's assets. The recovery of these intangible assets is dependent upon achieving profitable operations. It is Management's opinion that the Company's cash flow generated from current intangible assets is not impaired, and that recovery of its intangible assets, upon which profitable operations will be based, will occur. Management believes that its working capital is not currently sufficient to support its growth plans for 2004, and is seeking additional funding and a line of credit with financial institutions.

The Company applied to the U.S. Patent Office for a new modular design heat exchanger patent that features superior modular and flexible designed plastic components. Utilizing polymeric materials provides additional value and innovation to PowerCold’s portfolio of products. Plastic components create an enhanced sustainable platform for PowerCold to deliver the most innovative and cost-effective HVAC solutions for its customers.

A new patent (third Nauticon® patent) was filed in 2002 was recently filed international for an enhanced evaporative condenser. Management believes that the additional development cost related to the new patent will greatly improve revenues and profits for the Company’s essential Nauticon product line.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKRT RISK

The company, at the present time, has no exposure to market risk sensitive instruments entered into for trading purposes and instruments related to interest rate risk, foreign currency exchange rate risk, commodity price risk, and other relevant market risks, such as equity price risk.

ITEM 4. CONTROLS AND PROCEDURES

QUARTERLY EVALUATION OF THE COMPANY'S DISCLOSURE CONTROLS AND INTERNAL CONTROLS.

Within the 90 days prior to the date of this Quarterly Report on Form 10-Q, the Company evaluated the effectiveness of the design and operation of its "disclosure controls and procedures" (Disclosure Controls), and its "internal controls and procedures for financial reporting" (Internal Controls). This evaluation (the Controls Evaluation) was done under the supervision and with the participation of management, including our Chief Executive Officer (CEO). Rules adopted by the SEC require that in this section of the Quarterly Report we present the conclusions of the CEO about the effectiveness of our Disclosure Controls and Internal Controls based on and as of the date of the Controls Evaluation.

CEO CERTIFICATIONS.

Appearing immediately following the Signatures section of this Quarterly Report there are two separate forms of "Certifications" of the CEO. The second form of Certification is required in accord with Section 302 of the Sarbanes-Oxley Act of 2002 (the Section 302 Certification). This section of the Quarterly Report, which you are currently reading is the information concerning the Controls Evaluation referred to in the Section 302 Certifications and this information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS.

Disclosure Controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 (Exchange Act), such as this Quarterly Report, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's (SEC) rules and forms. Disclosure Controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the CEO, as appropriate to allow timely decisions regarding required disclosure. Internal Controls are procedures which are designed with the objective of providing reasonable assurance that (1) our transactions are properly authorized; (2) our assets are safeguarded against unauthorized or improper use; and (3) our transactions are properly recorded and reported, all to permit the preparation of our financial statements in conformity with generally accepted accounting principles.

LIMITATIONS ON THE EFFECTIVENESS OF CONTROLS.

The Company's management, including the CEO, does not expect that our Disclosure Controls or our Internal Controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

SCOPE OF THE CONTROLS EVALUATION.

The CEO evaluation of our Disclosure Controls and our Internal Controls included a review of the controls' objectives and design, the controls' implementation by the Company and the effect of the controls on the information generated for use in this Quarterly Report. In the course of the Controls Evaluation, we sought to identify data errors, controls problems or acts of fraud and to confirm that appropriate corrective action, including process improvements, were being undertaken. This type of evaluation will be done on a quarterly basis so that the conclusions concerning controls effectiveness can be reported in our Quarterly Reports on Form 10-Q and Annual Report on Form 10-K. Our Internal Controls are also evaluated on an ongoing basis by our independent auditors in connection with their audit and review activities. The overall goals of these various evaluation activities are to monitor our Disclosure Controls and our Internal Controls and to make modifications as necessary; our intent in this regard is that the Disclosure Controls and the Internal Controls will be maintained as dynamic systems that change (including with improvements and corrections) as conditions warrant.

Among other matters, we sought in our evaluation to determine whether there were any "significant deficiencies" or "material weaknesses" in the Company's Internal Controls, or whether the Company had identified any acts of fraud involving personnel who have a significant role in the Company's Internal Controls. This information was important both for the Controls Evaluation generally and because items 5 and 6 in the Section 302 Certifications of the CEO require that the CEO disclose that information to our Board's Audit Committee and to our independent auditors and to report on related matters in this section of the Quarterly Report. In the professional auditing literature, "significant deficiencies" are referred to as "reportable conditions"; these are control issues that could have a significant adverse effect on the ability to record, process, summarize and report financial data in the financial statements. A "material weakness" is defined in the auditing literature as a particularly serious reportable condition where the internal control does not reduce to a relatively low level the risk that misstatements caused by error or fraud may occur in amounts that would be material in relation to the financial statements and not be detected within a timely period by employees in the normal course of performing their assigned functions. We also sought to deal with other controls matters in the Controls Evaluation, and in each case if a problem was identified, we considered what revision, improvement and/or correction to make in accord with our on-going procedures.

In accord with SEC requirements, the CEO notes that, since the date of the Controls Evaluation to the date of this Quarterly Report, there have been no significant changes in Internal Controls or in other factors that could significantly affect Internal Controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

CONCLUSIONS.

Based upon the Controls Evaluation, our CEO has concluded that, subject to the limitations noted above, our Disclosure Controls are effective to ensure that material information relating to PowerCold Corporation, Inc. and its subsidiaries is made known to management, including the CEO, particularly during the period when our periodic reports are being prepared, and that our Internal Controls are effective to provide reasonable assurance that our financial statements are fairly presented in conformity with generally accepted accounting principles

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

Two Company subsidiaries, PowerCold Products, Inc. and PowerCold ComfortAir Solutions, Inc. f/k/a Ultimate Comfort Systems Inc., as Third-Party Defendants, are involved in a multi third-party law-suit relating to a 1999 third-party design of two HVAC systems; this installation was inherited by PowerCold ComfortAir Solutions and chiller equipment manufactured by PowerCold Products, Inc. and installed by a local third-party mechanical contractor. Third–Party Plaintiffs are asking for a full refund of the contract purchase price. Lawsuit Case Code No. 03-CV-3452, Case Code: 30301, Dane County, Wisconsin, Circuit Court Branch 9.

A Company subsidiary, PowerCold ComfortAir Solutions, Inc., is a Defendant in a law-suit for certain fees claimed by the Plaintiff, a local mechanical contractor, for installation of a third party designed cooling system, which the Defendant states are not acceptable. PowerCold ComfortAir Solutions inherited this installation from a previous licensed technology application. Lawsuit Cause No. ADV-2004-151, Montana First Judicial District Court, Lewis & Clark County.

It is the opinion of management that these two matters will not have any major adverse effect on the Company.

Item 2. Changes in Securities

None.

Item 3. Defaults Upon Senior Securities.

None.

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

None.

Item 5. Other Information.

None.

Item 6. Exhibits and Reports on Form 8-K.

Exhibits and Reports on Form 8-K.

(a) Exhibits

No.	Description
Exhibit 31.1	Certification of Francis L. Simola, President and Chief Executive Officer pursuant to 18 U.S.C. 1350.
Exhibit 31.2	Certification of Joseph C. Cahill, Chief Financial Officer pursuant to 18 U.S.C. 1350.
Exhibit 32.1	Certification of Francis L. Simola, President and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2	Certification of Joseph C. Cahill, Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K relating to the quarter ended March 31, 2004

8 -K April 12, 2004 New Advisor to the Board of Directors

SIGNATURES

In accordance with 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.

POWERCOLD CORPORATION

/S/ Francis L. Simola
Francis L. Simola
President and CEO

Date: May 14, 2004

Exhibit 31.1

CERTIFICATION

I, Francis L. Simola, certify that:

(1) I have reviewed this Form 10-Q of PowerCold Corporation;

(2) Based on my knowledge, this 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 report;

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

(4) PowerCold Corporation's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for PowerCold Corporation and 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 PowerCold Corporation, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
>
> (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
>
> (c) Evaluated the effectiveness of PowerCold Corporation's disclosure controls and procedures and presented in this 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
>
> (d) Disclosed in this report any change in PowerCold Corporation's internal control over financial reporting that occurred during PowerCold Corporation's most recent fiscal quarter (PowerCold Corporation's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, PowerCold Corporation's internal control over financial reporting; and

(5) PowerCold Corporation's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to PowerCold Corporation's auditors and the audit committee of PowerCold Corporation'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 PowerCold Corporation'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 PowerCold Corporation's internal control over financial reporting.

Date: May 14, 2004

/s/ Francis L. Simola
Francis L. Simola
Chairman, President and CEO

Exhibit 31.2

CERTIFICATION

I, Joseph C. Cahill, certify that:

(1) I have reviewed this Form 10-Q of PowerCold Corporation;

(2) Based on my knowledge, this 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 report;

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

(4) PowerCold Corporation's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for PowerCold Corporation and 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 PowerCold Corporation, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
>
> (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
>
> (c) Evaluated the effectiveness of PowerCold Corporation's disclosure controls and procedures and presented in this 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
>
> (d) Disclosed in this report any change in PowerCold Corporation's internal control over financial reporting that occurred during PowerCold Corporation's most recent fiscal quarter (PowerCold Corporation's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, PowerCold Corporation's internal control over financial reporting; and

(5) PowerCold Corporation's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to PowerCold Corporation's auditors and the audit committee of PowerCold Corporation'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 PowerCold Corporation'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 PowerCold Corporation's internal control over financial reporting.

Date: May 14, 2004

/s/ Joseph C. Cahill
Joseph C. Cahill
Director and CFO

Exhibit 32.1

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

I, Francis L. Simola, Chairman, President and CEO of PowerCold Corporation (the "Company") do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. This Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2004 as filed with the Securities and Exchange Commission (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.

Date: May 14, 2004

/s/ Francis L. Simola
Francis L. Simola
Chairman, President and CEO

Exhibit 32.2

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

I, Joseph C. Cahill, Director and CFO of PowerCold Corporation (the "Company") do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. This Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2004 as filed with the Securities and Exchange Commission (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.

Date: May 14, 2004

/s/ Joseph C. Cahill
Joseph C. Cahill
Director and CFO