**CNE GROUP INC** Form NT 10-Q August 16, 2004

### SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 12b-25

Commission File Number 1-9224

		NOTIFICATION	OF LATE FIL	LING			
(Chec	k One):Form 10-KSB						
	For Period Ended	 : 	June 30,	200	04		
	Transition Report on Transition Report on Transition Report on Transition Report on Transition Report on For the Transition	Form 20-F Form 11-K Form 10-Q Form N-SAR	ed:				
	Read attached in	nstruction she	eet before pr	repai	ring	form.	Please print on
	Nothing in this has verified any info				mply	that t	he Commission
	If the notification relates to a portion of the filing checked a identify the item(s) to which the notification relates: $ \frac{1}{2}                                  $					checked above,	
Full	name of registrant:	REGISTRANT					
Forme	r name if applicable	:					
	ess of principal exect	utive office 200 West 57th	(street and n Street, Suit	numbe	er): 07		
	state and zip code:		10019				
			ART 11 25 (b) and (c				

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule  $12b-25\,(b)$ , the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- [X] (b) The subject annual report, semi-annual report, transition report on Form 10-K, 20-F, 11-K or Form N-SAR, or a portion thereof will be filed on or before the 15th calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25c has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail the reasons why Form 10-KSB, 11-K, 20-F, 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attached extra sheets if needed.)

Registrant requires additional time to prepare and file its Quarterly Report on Form 10-Q for the six month period ended June 30, 2004 (the "2004 Form 10-Q"). The Company expects to file its Form 10-Q for the period ended June 30, 2004 no later than August 23, 2004, the fifth day following the prescribed due date.

# PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification  $\ensuremath{\mathsf{N}}$ 

Anthony S. Conigliaro	212	977-2200
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the proceeding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

X Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

X Yes No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

We reasonably expect the Net Loss for the six-month period ended June 30, 2004 to be approximately \$1,224,666 as compared to the Net Loss of \$909,543 for the

six-month period ended June 30, 2003. The reason for the difference between the Net Loss for the six-month period ended June 30, 2004 as compared to the Net Loss for the six-month period ended June 30, 2003 can be primarily attributed to the operations of SRC Technologies, Inc. and it subsidiaries that were acquired by the Company in April 2003.

CNE Group, Inc.

(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date August 16, 2004 By /s/ Anthony S. Conigliaro

Anthony S. Conigliaro

Vice President and Chief Financial Officer

INSTRUCTIONS: This form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

#### ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (see 18 U.S.C. 1001).

#### GENERAL INSTRUCTIONS

- 1. This form is required by Rule 12b-25 of the General Rules and Regulations under the Securities Exchange Act of 1934.
- 2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule G-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.
- 3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
- 4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.

5. ELECTRONIC FILERS. This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulations S-T or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulations S-T.