SECURITIES & EXCHANGE COMMISSION EDGAR FILING

COFFEE HOLDING CO INC

Form: 10-Q

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

FORM 10-Q

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

For the quarterly period ended: **January 31, 2020**

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: **001-32491**

Coffee Holding Co., Inc.
(Exact name of registrant as specified in its charter)

Nevada	**11–2238111**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
3475 Victory Boulevard, Staten Island, New York	**10314**
(Address of principal executive offices)	(Zip Code)

(718) 832-0800
(Registrant's telephone number including area code)

N/A
(Former name, former address and former fiscal year, if changed from last report)

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	JVA	The Nasdaq Capital Market

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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such period that the registrant was required to submit such files). Yes [X] No [ ].

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

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[X]	Smaller reporting company	[X]
		Emerging growth company	[ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

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

5,569,349 shares of common stock, par value $0.001 per share, are outstanding at March 7, 2020.

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PART I

ITEM 1 – FINANCIAL STATEMENTS.

COFFEE HOLDING CO., INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
JANUARY 31, 2020 AND OCTOBER 31, 2019

	January 31, 2020 (Unaudited)	October 31, 2019
- ASSETS -		
CURRENT ASSETS:		
Cash	$ 2,751,132	$ 2,402,556
Accounts receivable, net of allowances of $144,000 for 2020 and 2019	8,610,176	9,421,427
Inventories	18,055,853	18,841,225
Due from broker		101,031
Prepaid expenses and other current assets	613,884	587,626
Prepaid and refundable income taxes	247,901	385,934
TOTAL CURRENT ASSETS	30,278,946	31,739,799
Machinery and equipment, at cost, net of accumulated depreciation of $7,104,068 and $6,931,913 for 2020 and 2019, respectively	2,340,159	2,413,533
Customer list and relationships, net of accumulated amortization of $162,315 and $151,627 for 2020 and 2019, respectively	522,685	533,373
Trademarks and tradenames	1,488,000	1,488,000
Non-compete, net of accumulated amortization of $34,650 and $29,700 for 2020 and 2019, respectively	64,350	69,300
Goodwill	2,488,785	2,488,785
Equity method investments	84,696	86,008
Deferred income tax asset	649,725	480,473
Right of Use Asset	2,405,061	
Deposits and other assets	382,480	387,453
TOTAL ASSETS	$ 40,704,887	$ 39,686,724
- LIABILITIES AND STOCKHOLDERS' EQUITY -		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	$ 3,707,669	$ 4,344,015
Line of credit	5,867,840	7,167,740
Note payable – current portion	4,440	-
Lease liability – current portion	483,042	
Due to broker	884,806	-
Income taxes payable	317	100
TOTAL CURRENT LIABILITIES	10,948,114	11,511,855
Deferred income tax liabilities	828,382	872,232
Deferred rent payable		193,461
Lease liability	2,104,974	
Note payable – long term	22,367	
Deferred compensation payable	373,480	378,453
TOTAL LIABILITIES	14,277,317	12,956,001
Commitments and Contingencies		
STOCKHOLDERS' EQUITY:		
Coffee Holding Co., Inc. stockholders' equity:		
Preferred stock, par value $.001 per share; 10,000,000 shares authorized; none issued	-	-
Common stock, par value $.001 per share; 30,000,000 shares authorized, 6,494,680 shares issued; 5,569,349 shares outstanding for 2020 and 2019	6,494	6,494
Additional paid-in capital	16,829,005	16,580,974
Retained earnings	12,710,321	13,310,169
Less: Treasury stock, 925,331 common shares, at cost for 2020 and 2019	(4,633,560)	(4,633,560)
Total Coffee Holding Co., Inc. Stockholders' Equity	24,912,260	25,264,077
Noncontrolling interest	1,515,310	1,466,646
TOTAL EQUITY	26,427,570	26,730,723
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 40,704,887	$ 39,686,724

See Notes to Condensed Consolidated Financial Statements

COFFEE HOLDING CO., INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS/(LOSS)
THREE MONTHS ENDED JANUARY 31, 2020 AND 2019
(Unaudited)

		2020		2019
NET SALES	**$**	**19,285,501**	$	23,633,811
COST OF SALES (which includes purchases of approximately $1.3 million and $1.8 million in fiscal years 2020 and 2019, respectively, from a related party)		**16,170,747**		19,064,767
GROSS PROFIT		**3,114,754**		4,569,044
OPERATING EXPENSES:				
Selling and administrative		**3,504,803**		3,675,661
Officers' salaries		**170,250**		203,346
TOTAL		**3,675,053**		3,879,007
(LOSS) INCOME FROM OPERATIONS		**(560,299)**		690,037
OTHER INCOME (EXPENSE):				
Interest income		744		1,787
(Loss) gain from equity method investments		**(1,311)**		105
Interest expense		**(55,734)**		(66,240)
TOTAL		**(56,301)**		(64,348)
(LOSS) INCOME BEFORE PROVISION FOR INCOME TAXES AND NON-CONTROLLING INTEREST IN SUBSIDIARY		**(616,600)**		625,689
(Benefit) provision for income taxes		**(65,416)**		125,920
NET (LOSS) INCOME BEFORE NON-CONTROLLING INTEREST IN SUBSIDIARY		**(551,184)**		499,769
Less: Net income attributable to the non-controlling interest in subsidiary		**(48,664)**		(185,054)
NET (LOSS) INCOME ATTRIBUTABLE TO COFFEE HOLDING CO., INC.	**$**	**(599,848)**	$	314,715
Basic and diluted (loss) earnings per share	**$**	**(.11)**	$	.06
Weighted average common shares outstanding:				
Basic and diluted		**5,569,349**		5,569,349

See Notes to Condensed Consolidated Financial Statements

COFFEE HOLDING CO., INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
THREE MONTHS ENDED JANUARY 31, 2020 AND 2019
(Unaudited)

	Common Stock		Treasury Stock		Additional Paid-in	Retained	Non- Controlling	
	Shares	Amount	Shares	Amount	Capital	Earnings	Interest	Total
Balance, November 1, 2018	5,569,349	$ 6,494	925,331	$ (4,633,560)	$ 16,104,075	$ 13,404,767	$ 1,108,042	$ 25,989,818
Net income						314,715		314,715
Non-Controlling Interest							185,054	185,154
Balance, January 31, 2019	5,569,349	$ 6,494	925,331	$ (4,633,560)	$ 16,104,075	$ 13,719,482	$ 1,293,096	$ 26,489,587
Balance, November 1, 2019	5,569,349	$ 6,494	925,331	$ (4,633,560)	$ 16,580,974	$ 13,310,169	$ 1,466,646	$ 26,730,723
Stock Compensation					248,031			248,031
Net loss						(599,848)		(599,848)
Non-Controlling Interest							48,664	48,664
Balance, January 3l, 2020	5,569,349	$ 6,494	925,331	$ (4,633,560)	$ 16,829,005	$ 12,710,321	$ 1,515,310	$ 26,427,570

See Notes to Condensed Consolidated Financial Statements

COFFEE HOLDING CO., INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED JANUARY 31, 2020 AND 2019
(Unaudited)

	2020	2019
OPERATING ACTIVITIES:		
Net (loss) income	$ (551,184)	$ 499,769
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	187,793	176,343
Stock-based compensation	248,031	
Unrealized loss on commodities	985,837	543,149
Loss on equity method investments	1,311	(105)
Deferred rent	-	(12,051)
Amortization of right to use asset	106,961	-
Deferred income taxes	(213,102)	(114,938)
Changes in operating assets and liabilities:		
Accounts receivable	811,251	706,566
Inventories	785,372	(127,639)
Prepaid expenses and other current assets	(26,258)	28,778
Prepaid and refundable income taxes	138,033	210,491
Accounts payable and accrued expenses	(636,344)	(1,028,105)
Change in lease liability	(117,468)	-
Deposits and other assets		(88,160)
Income taxes payable	217	18,409
Net cash provided by operating activities	1,720,450	812,507
INVESTING ACTIVITIES:		
Purchases of machinery and equipment	(71,974)	(133,511)
Net cash used in investing activities	(71,974)	(133,511)
FINANCING ACTIVITIES:		
Advances under bank line of credit	600,100	7,426
Principal payments under bank line of credit	(1,900,000)	(500,000)
Net cash used in financing activities	(1,299,900)	(492,574)
NET INCREASE IN CASH	348,576	186,422
CASH, BEGINNING OF PERIOD	2,402,556	4,611,384
CASH, END OF PERIOD	$ 2,751,132	$ 4,797,806

See Notes to Condensed Consolidated Financial Statements

COFFEE HOLDING CO., INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED JANUARY 31, 2020 AND 2019
(Unaudited)

	2020	2019
SUPPLEMENTAL DISCLOSURE OF CASH FLOW DATA:		
Interest paid	$ 61,906	$ 66,943
Income taxes paid	$ 9,436	$ 11,958
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Initial recognition of operating lease right of use asset	$ 2,512,022	
Initial recognition of operating lease liabilities	$ 2,705,484	
Machinery and equipment acquired through financing	$ 26,807	

See Notes to Condensed Consolidated Financial Statements

NOTE 1 - BUSINESS ACTIVITIES:

Coffee Holding Co., Inc. (the "Company") conducts wholesale coffee operations, including manufacturing, roasting, packaging, marketing and distributing roasted and blended coffees for private labeled accounts and its own brands, and it sells green coffee. The Company also manufactures and sells coffee roasters. The Company's core product, coffee, can be summarized and divided into three product categories ("product lines") as follows:

Wholesale Green Coffee: unroasted raw beans imported from around the world and sold to large and small roasters and coffee shop operators;

Private Label Coffee: coffee roasted, blended, packaged and sold under the specifications and names of others, including supermarkets that want to have their own brand name on coffee to compete with national brands; and

Branded Coffee: coffee roasted and blended to the Company's own specifications and packaged and sold under the Company's eight proprietary and licensed brand names in different segments of the market.

The Company's private label and branded coffee sales are primarily to customers that are located throughout the United States with limited sales in Canada and certain countries in Asia. Such customers include supermarkets, wholesalers, and individually-owned and multi-unit retailers. The Company's unprocessed green coffee, which includes over 90 specialty coffee offerings, is sold primarily to specialty gourmet roasters and to coffee shop operators in the United States with limited sales in Australia, Canada, England and China.

The Company's wholesale green, private label, and branded coffee product categories generate revenues and cost of sales individually but incur selling, general and administrative expenses in the aggregate. There are no individual product managers and discrete financial information is not available for any of the product lines. The Company's product portfolio is used in one business and it operates and competes in one business activity and economic environment. In addition, the three product lines share customers, manufacturing resources, sales channels, and marketing support. Thus, the Company considers the three product lines to be one single reporting segment.

NOTE 2 - BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICY:

The following (a) condensed consolidated balance sheet as of October 31, 2019, which has been derived from our audited financial statements, and (b) the unaudited interim condensed financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles ("U.S. GAAP") have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. It is suggested that these condensed consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's latest shareholders' annual report on Form 10-K filed with the SEC on January 29, 2020 for the fiscal year ended October 31, 2019 ("Form 10-K").

In the opinion of management, all adjustments (which include normal and recurring nature adjustments) necessary to present a fair statement of the Company's financial position as of January 31, 2020, and results of operations for the three ended January 31, 2020 and the cash flows for the three months ended January 31, 2020 as applicable, have been made.

NOTE 2 - BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICY (cont'd):

The results of operations for the three months ended January 31, 2020 are not necessarily indicative of the operating results for the full fiscal year or any future periods.

The condensed consolidated financial statements include the accounts of the Company, the Company's subsidiaries, Organic Products Trading Company, LLC ("OPTCO"), Sonofresco, LLC ("SONO"), Comfort Foods, Inc. ("CFI") and Generations Coffee Company, LLC ("GCC"), the entity formed as a result of the Company's joint venture with Caruso's Coffee, Inc. The Company owns a 60% equity interest in GCC. All significant inter-company transactions and balances have been eliminated in consolidation.

Significant Accounting Policy

Revenue Recognition

The Company's significant accounting policy for revenue was updated as a result of the adoption of ASU Topic 606. The Company has adopted the new standard on November 1, 2018 and has used the modified retrospective method. The majority of the Company's business is ship and bill. Based on our analysis, the Company did not identify a cumulative effect adjustment to retained earnings at November 1, 2018. The Company recognizes revenue in accordance with the five-step model as prescribed by ASU 606 in which the Company evaluates the transfer of promised goods or services and recognizes revenue when its customer obtains control of promised goods or services in an amount that reflects the consideration which the Company expects to be entitled to receive in exchange for those goods or services. To determine revenue recognition for the arrangements that the Company determines are within the scope of ASU 606, the Company performs the following five steps: (1) identify the contract(s) with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract and (5) recognize revenue when (or as) the entity satisfies a performance obligation. See Note 10 for revenue disaggregated by product line.

Share-Based Payment

The Company accounts for share-based payments using the fair value method. For employees and directors, the fair value of the award is measured, as discussed below, on the grant date. The Company has granted stock options at an exercise price equal to the closing price of the Company's common stock as reported by Nasdaq. Upon exercise of an option, the Company issues new shares of common stock out of its authorized shares.

The weighted-average fair value of options has been estimated on the grant date using the Black-Scholes pricing model. The fair value of each instrument is estimated on the grant date utilizing certain assumptions for a risk-free interest rate, volatility and expected remaining lives of the awards. The risk-free interest rate used is the United States Treasury rate for the day of the grant having a term equal to the life of the equity instrument. Beginning with the current year quarter, the fair value of stock-based payment awards issued was estimated using a volatility derived from comparable companies share price. The assumptions used in calculating the fair value of share-based payment awards represents management's best estimates, but these estimates involve inherent uncertainties and the application of management judgement. As a result, if factors change and the Company uses different assumptions, the Company's stock-based compensation expense could be materially different in the future.

NOTE 2 - BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICY (cont'd):

The following assumptions were used as inputs to the Black Scholes option pricing model to estimate the fair value of option granted during the quarter ended July 31 2019 which are currently being expensed over the requisite service period:

Expected Life	10 years
Risk free interest rate	2.42% - 2.57%
Expected volatility	43.0% - 64.2%
Expected dividend yield	0%
Forfeiture rate	0%

Recently Adopted Accounting Pronouncements

Effective November 1, 2019, the Company adopted ASC Topic 842, Leases ("ASC 842"). The new guidance increases transparency by requiring the recognition of right to use assets and lease liabilities on the statement of financial condition. The recognition of these lease assets and lease liabilities represents a change from previous US GAAP requirement, which did not require lease assets and lease liabilities to be recognized for most operating leases.

The recognition, measurement and presentation of expenses and cash flows arising from a lease by a lease, have not significantly changed from previous US GAAP requirements.

On November 1, 2019, the effective date of ASC 842, existing leases of the Company were required to be recognized and measured. Additionally any leases entered into during the year were also required to recognized and measured. In applying ASC 842, the Company made an accounting policy election not to recognize the right of use assets and lease liabilities relating to short-term leases. Implementation of ASC 842 included an analysis of contracts, including real estate leases and service contracts to identify embedded leases, to determine the initial recognition of the right to use assets and lease liabilities, which required subjective assessment over the determination of the associated discount rates to apply in determining the lease liabilities.

The new standard provides a number of transition practical expedients, which the Company has elected, including:

• A "package of three" expedients that must be taken together and allow entities to (1) not reassess whether existing contracts contain leases, (2) carryforward the existing lease classification, and (3) not reassess initial direct costs associated with existing leases, and

• An implementation expedient which allows the requirements of the standard in the period of adoption with no restatement of prior periods.

The adoption of ASC 842 resulted in the recording of operating lease right of use assets of $2,512,022 and operating lease liabilities of $2,705,484 at November 1, 2019.

The Company implemented ASC 842 using the modified retrospective approach. In addition, at November 1, 2019, there was no impact to stockholder's equity upon adoption.

The Company determines if an arrangement is or contains a lease at inception. The Company's operating lease arrangement are comprised of real estate and facility leases. Right of use assets represent the Company's right to use the underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Right of use assets and lease liabilities are recognized at the commencement date based on the present value of the lease payments over the lease term. As the Company's leases do not provide an implicit rate and the implicit rate is not readily determinable, the Company estimates its incremental borrowing rate based on the information available at the measurement date in determining the present value of the lease payments. The present value of the lease payments was determined using a 4.75% incremental borrowing rate. Right of use assets also exclude lease incentives.

The Company presents the amortization of its right to use assets and payments of related lease liabilities originating in connection with operating leases as an adjustment to reconcile net income or loss to net cash generated or used in operating activities and an operating cash outflow, respectively within the operating section of the statement of cash flows.

NOTE 2 - BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICY (cont'd):

Operating lease assets and liabilities are recognized at the lease commencement date. Operating lease liabilities represent the present value of lease payments not yet paid. Operating lease assets represent our right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs, lease incentives, and impairment of operating lease assets. To determine the present value of lease payments not yet paid, we use the Company's cost of capital based on existing debt instruments. Our material leases typically contain rent escalations over the lease term. We recognize expense for these leases on a straight-line basis over the lease term. Total expense for operating leases for the three months ended January 31, 2020 was $195,230 of which, $36,719 was included within cost of goods sold and $158,511 was recorded in the selling and administrative expenses. The aggregate cash payments under these leasing agreements was $149,188 for the three months ended January 31, 2020.

The following summarizes the Company's operating leases:

		January 31, 2020
Right-of-use operating lease assets	$	2,405,061
Current lease liability	$	483,042
Non-current lease liability	$	2,104,974

	January 31, 2020
Average remaining lease term	4.0
Discount rate	4.75%

Maturities of lease liabilities by year for our operating leases are as follows:

2020	$	448,757
2021		547,788
2022		529,320
2023		531,807
2024		316,477
2025		168,288
2026		168,288
2027		168,288
2028		98,170
Total lease payments	$	2,977,183
Less: imputed interest		(389,167)
Present value of operating lease liabilities	$	2,588,016

NOTE 3 - RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS AFFECTING THE COMPANY:

In July 2017, the FASB issued ASU 2017-11, “Earnings Per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480), Derivatives and Hedging (Topic 815): I. Accounting for Certain Financial Instruments with Down Round Features, II. Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception” which addresses narrow issues identified as a result of the complexity associated with applying generally accepted accounting principles for certain financial instruments with characteristics of liabilities and equity. Part I of this Update addresses the complexity of accounting for certain financial instruments with down round features. Current accounting guidance creates cost and complexity for entities that issue financial instruments (such as warrants and convertible instruments) with down round features that require fair value measurement of the entire instrument or conversion option. Part II of this Update addresses the difficulty of navigating Topic 480, Distinguishing Liabilities from Equity, because of the existence of extensive pending content in the FASB Accounting Standards Codification. This pending content is the result of the indefinite deferral of accounting requirements about mandatorily redeemable financial instruments of certain nonpublic entities and certain mandatorily redeemable noncontrolling interests. The amendments in Part I of this Update change the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features. When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity’s own stock. The amendments also clarify existing disclosure requirements for equity-classified instruments. The amendments in Part II of this update recharacterize the indefinite deferral of certain provisions of Topic 480 that now are presented as pending content in the Codification, to a scope exception. These amendments in Part I of this update are effective for annual and interim periods beginning after December 15, 2018, early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The amendments in Part I of this Update should be applied in either of the following ways: (1) Retrospectively to outstanding financial instruments with a down round feature by means of a cumulative-effect adjustment to the statement of financial position as of the beginning of the first fiscal year and interim period(s) in which the pending content that links to this paragraph is effective. (2) Retrospectively to outstanding financial instruments with a down round feature for each prior reporting period presented in accordance with the guidance on accounting changes in paragraphs 250-10-45-5 through 45-10. The amendments in Part I and Part II of this Update do not require any transition guidance because those amendments do not have an accounting effect.

NOTE 4 - ACCOUNTS RECEIVABLE:

Trade accounts receivable are stated at the amount the Company expects to collect. The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. Management considers the following factors when determining the collectability of specific customer accounts: customer credit-worthiness, past transaction history with the customer, current economic industry trends, and changes in customer payment terms. Past due balances over 60 days and other higher risk amounts are reviewed individually for collectability. If the financial condition of the Company's customers were to deteriorate, adversely affecting their ability to make payments, additional allowances would be required. Based on management's assessment, the Company provides for estimated uncollectible amounts through a charge to earnings and a credit to a valuation allowance. Balances that remain outstanding after the Company has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable.

The reserve for sales discounts represents the estimated discount that customers will take upon payment. The reserve for other allowances represents the estimated amount of returns, slotting fees and volume based discounts estimated to be incurred by the Company from its customers. The allowances are summarized as follows:

		January 31, 2020		October 31, 2019
Allowance for doubtful accounts	$	65,000	$	65,000
Reserve for other allowances		35,000		35,000
Reserve for sales discounts		44,000		44,000
Totals	$	144,000	$	144,000

NOTE 5 - INVENTORIES:

Inventories at January 31, 2020 and October 31, 2019 consisted of the following:

		January 31, 2020		October 31, 2019
Packed coffee	$	3,989,332	$	4,044,279
Green coffee		11,556,810		12,515,124
Roasters and parts		420,032		419,077
Packaging supplies		2,089,679		1,862,745
Totals	$	18,055,853	$	18,841,225

NOTE 6 - COMMODITIES HELD BY BROKER:

The Company has used, and intends to continue to use in a limited capacity, short term coffee futures and options contracts primarily for the purpose of partially hedging and minimizing the effects of changing green coffee prices and to reduce our cost of sales. The commodities held at broker represent the market value of the Company's trading account, which consists of options and future contracts for coffee held with a brokerage firm. The Company uses options and futures contracts, which are not designated or qualifying as hedging instruments, to partially hedge the effects of fluctuations in the price of green coffee beans. Options and futures contracts are recognized at fair value in the condensed consolidated financial statements with current recognition of gains and losses on such positions. The Company's accounting for options and futures contracts may increase earnings volatility in any particular period.

NOTE 6 - COMMODITIES HELD BY BROKER (cont'd):

The Company has open position contracts held by the broker, which are summarized as follows:

	January 31, 2020	October 31, 2019
Option Contracts	$ (692,831)	$ (58,856)
Future Contracts	(191,975)	159,887
Total Commodities	$ (884,806)	$ 101,031

The Company classifies its options and future contracts as trading securities and accordingly, unrealized holding gains and losses are included in earnings and not reflected as a net amount as a separate component of stockholders' equity.

At January 31, 2020, the Company held 21 futures contracts (generally with terms of three to four months) for the purchase of 787,500 pounds of green coffee at a weighted average price of $1.10 to $1.225 per pound. The fair market value of coffee applicable to such contracts was $1.0265 per pound at that date. The Company also held 100 options covering an aggregate of 3,750,000 pounds of green coffee beans. The fair market value of these options, which was obtained from observable market data of similar instruments was ($565,779).

At October 31, 2019, the Company held 124 futures contracts (generally with terms of three to four months) for the purchase of 4,650,000 pounds of green coffee at a weighted average price of $.9860 per pound. The fair market value of coffee applicable to such contracts was $1.02 per pound at that date.

The Company recorded realized and unrealized gains and losses respectively, on these contracts as follows:

	Three Months Ended January 31,	
	2020	2019
Gross realized gains	$ 356,559	$ 542,596
Gross realized losses	(126,811)	(309,613)
Unrealized gain (loss)	(985,837)	(543,149)
Total	$ (756,089)	$ (310,166)

NOTE 7 - LINE OF CREDIT:

On April 25, 2017 the Company and OPTCO (together with the Company, collectively referred to herein as the “Borrowers”) entered into an Amended and Restated Loan and Security Agreement (the “A&R Loan Agreement”) and Amended and Restated Loan Facility (the “A&R Loan Facility”) with Sterling National Bank (“Sterling”), which consolidated (i) the financing agreement between the Company and Sterling, dated February 17, 2009, as modified, (the “Company Financing Agreement”) and (ii) the financing agreement between Company, as guarantor, OPTCO and Sterling, dated March 10, 2015 (the “OPTCO Financing Agreement”), amongst other things.

Pursuant to the A&R Loan Agreement, the terms of each of the Company Financing Agreement and the OPTCO Financing Agreement were amended and restated to, among other things: (i) provide for a new Maturity Date of February 28, 2018; (ii) consolidate the principal amounts of the Company Financing Agreement and the OPTCO Financing Agreement to provide for a maximum principal amount limit of $12,000,000 for the Borrowers, collectively, *provided that* OPTCO is limited to a $3,000,000 maximum principal amount sublimit; (iii) expand the borrowing base to include, along with 85% of eligible accounts receivable, up to the lesser of $2,000,000 as to the Company and $1,500,000 as to OPTCO; (iv) effective March 1, 2017, converted the interest rate on the average unpaid balance of the A&R Loan Facility from an interest rate per annum equal to the Wall Street Journal Prime Rate to an interest rate per annum equal to the sum of the LIBOR rate plus 2.4%; (v) require the Company and OPTCO to pay, collectively, upon the occurrence of certain termination events, a prepayment premium of 1.0% (as opposed to the 0.5% under the OPTCO Financing Agreement) of the maximum amount of the A&R Loan Facility in effect as of the date of the termination event; (vi) eliminate the over advance fee; and (vii) establish a Letter of Credit Facility (as defined in the A&R Loan Agreement) with a maximum obligation amount of $1,000,000, and subject to other terms and conditions described therein. Also on April 25, 2017, SONO and CFI (collectively referred to herein as the “Guarantors”), entered into a Guaranty Agreement (the “Guaranty Agreement”) in connection with the A&R Loan Agreement. The Guaranty Agreement was provided as an inducement to Sterling to extend credit to Borrowers in exchange for the Guarantors’ unconditional guarantee of the payment and performance obligations of the Borrowers under the Loan Agreement, as further defined in the Guaranty Agreement.

On March 23, 2018, the Company reached an agreement for a new loan modification agreement and credit facility with Sterling. The terms of the new agreement among other things: (i) provides for a new maturity date of March 31, 2020; (ii) increases the maximum principal amount to $14,000,000; and (iii) decreases the interest rate per annum to LIBOR plus 2 percent, 3.66% at January 31, 2020.

On March 13, 2020, the Company reached an agreement for a new loan modification agreement and credit facility with Sterling. The terms of the new agreement among other things: (i) provides for a new maturity date of March 31, 2022 and (ii) decreases the interest rate per annum to LIBOR plus 1.75% (with such interest rate not to be lower than 3.50%).

Each of the A&R Loan Facility and A&R Loan Agreement contains covenants, subject to certain exceptions, that place annual restrictions on the Borrowers’ operations, including covenants relating to debt restrictions, capital expenditures, indebtedness, minimum deposit restrictions, tangible net worth, net profit, leverage, employee loan restrictions, dividend and repurchase restrictions (common stock and preferred stock), and restrictions on intercompany transactions. The Company was in compliance with all covenants as of January 31, 2020 and October 31, 2019.

The A&R Loan Facility also requires that we maintain a minimum working capital at all times, and the A&R Loan Agreement requires that the Borrowers, on a consolidated basis, maintain a minimum working capital at all times and achieve a minimum net profit amount as of fiscal year end during the term of the A&R Loan Agreement.

NOTE 7 - LINE OF CREDIT (cont'd):

Each of the A&R Loan Facility and the A&R Loan Agreement is secured by all tangible and intangible assets of the Company. Other than as amended and restated by the A&R Loan Agreement, the Company Financing Agreement and the OPTCO Financing Agreement remains in full force and effect.

As of January 31, 2020 and October 31, 2019, the outstanding balance under the bank line of credit was $5,867,840 and $7,167,740, respectively.

NOTE 8 - INCOME TAXES:

The Company accounts for income taxes pursuant to the asset and liability method which requires deferred income tax assets and liabilities to be computed for temporary differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The income tax provision or benefit is the tax incurred for the period plus or minus the change during the period in deferred tax assets and liabilities.

As of January 31, 2020 and October 31, 2019, the Company did not have any unrecognized tax benefits or open tax positions. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of January 31, 2020 and October 31, 2019, the Company had no accrued interest or penalties related to income taxes. The Company currently has no federal or state tax examinations in progress.

The Company files a U.S. federal income tax return and California, Colorado, Connecticut, Idaho, Kansas, Louisiana, Montana, Massachusetts, Michigan, New Jersey, New York, New York City, Oregon, Rhode Island, South Carolina, Tennessee, Virginia, and Texas state tax returns. The Company's federal income tax return is no longer subject to examination by the federal taxing authority for the years before fiscal 2016. The Company's California, Colorado and New Jersey income tax returns are no longer subject to examination by their respective taxing authorities for the years before fiscal 2015. The Company's Oregon and New York income tax returns are no longer subject to examination by their respective taxing authorities for the years before fiscal 2016.

NOTE 9 - EARNINGS PER SHARE:

The Company presents “basic” and “diluted” earnings per common share pursuant to the provisions included in the authoritative guidance issued by FASB, “Earnings per Share,” and certain other financial accounting pronouncements. Basic earnings per common share were computed by dividing net income by the sum of the weighted-average number of common shares outstanding. Diluted earnings per common share is computed by dividing the net income by the weighted-average number of common shares outstanding plus the dilutive effect of common shares issuable upon exercise of potential sources of dilution.

The weighted average common shares outstanding used in the computation of basic and diluted earnings per share were 5,569,349 for the three months ended January 31, 2020 and 2019. The Company has granted 1,000,000 options which have not been included in the calculation of diluted earnings per share due to their anti-dilutive nature.

NOTE 10 - ECONOMIC DEPENDENCY:

Approximately 24% of the Company’s sales were derived from six customers during the three months ended January 31, 2020. These customers also accounted for approximately $2,651,000 of the Company’s accounts receivable balance at January 31, 2020. Approximately 21% of the Company’s sales were derived from five customers during the three months ended January 31, 2019. These customers also accounted for approximately $2,500,000 of the Company’s accounts receivable balance at January 31, 2019. Concentration of credit risk with respect to other trade receivables is limited due to the short payment terms generally extended by the Company, by ongoing credit evaluations of customers, and by maintaining an allowance for doubtful accounts that management believes will adequately provide for credit losses.

For the three months ended January 31, 2020, approximately 28% of the Company’s purchases were from six vendors. These vendors accounted for approximately $633,000 of the Company’s accounts payable at January 31, 2020. For the three months ended January 31, 2019, approximately 30% of the Company’s purchases were from five vendors. These vendors accounted for approximately $486,000 of the Company’s accounts payable at January 31, 2019. Management does not believe the loss of any one vendor would have a material adverse effect of the Company’s operations due to the availability of many alternate suppliers.

The following table presents revenues by product line in the three months ended January 31, 2020 and 2019

	January 31, 2020	January 31, 2019
Green	$ 6,785,576	$ 9,157,707
Packaged	$ 12,499,925	$ 14,476,104
Totals	$ 19,285,501	$ 23,633,811

NOTE 11 - RELATED PARTY TRANSACTIONS:

The Company has engaged its 40% partner in GCC as an outside contractor (the “Partner”). Included in contract labor expense are expenses incurred from the Partner during the three months ended January 31, 2020 and 2019 of $102,771 and $100,618, respectively, for the processing of finished goods.

An employee of one of the top five vendors is a director of the Company. Purchases from that vendor totaled approximately $1,333,000 and $1,796,000 for the three months ended January 31, 2020 and 2019 respectively. The corresponding accounts payable balance to this vendor was approximately $285,000 and $228,000 at January 31, 2020 and 2019, respectively.

In January 2005, the Company established the “Coffee Holding Co., Inc. Non-Qualified Deferred Compensation Plan.” Currently, there is only one participant in the plan: the Company’s Chief Executive Officer. Within the plan guidelines, this employee is deferring a portion of his current salary and bonus. The assets are held in a separate trust. The deferred compensation payable represents the liability due to an officer of the Company. The assets are included in the Deposits and other assets in the accompanying balance sheets. The deferred compensation asset and liability at January 31, 2020 and October 31, 2019 were $373,480 and $378,453, respectively.

NOTE 12 - STOCKHOLDERS’ EQUITY:

a. *Treasury Stock*. The Company utilizes the cost method of accounting for treasury stock. The cost of reissued shares is determined under the last-in, first-out method. The Company did not purchase any shares during the three months ended January 31, 2020 and the year ended October 31, 2019.

b. Stock Options. The Company has an incentive stock plan, the 2013 Equity Compensation Plan (the “2013 Plan”), and on April 19, 2019, has granted stock options to employees, officers and non-employee directors from the 2013 Plan. Options granted under the 2013 Plan may be Incentive Stock Options or Nonqualified Stock Options, as determined by the Administrator at the time of grant. As of January 31, 2020, the Board of Directors approved 1,000,000 options.

   During the year ended October 31, 2019, the Company granted stock option awards to five board members to purchase an aggregate 59,000 shares of the Company’s common stock at $5.43 per share.

NOTE 12 - STOCKHOLDERS' EQUITY (cont'd):

The stock options have an expected term of six years and will vest over a twelve month service period.

The stock options have an aggregate grant date fair value of approximately $233,050. The Company also granted stock option awards to certain officers and employees to purchase an aggregate of 941,000 shares of the Company's common stock at an exercise price of $5.43 per share. The stock options have an expected term of six years and will vest over a three year service period. These stock options have an aggregate grant date fair value of approximately $2,277,220.

The following table represents stock option activity for the year ended October 31, 2019:

	Stock Options		Exercise Price		Contractual Life	Aggregate Intrinsic
	Outstanding	Exercisable	Outstanding	Exercisable	(Years)	Value
Balance October 31, 2018	-	-	-	-	-	-
Granted	1,000,000		$ 5.43	-	10	-
Exercised	-	-	-	-	-	-
Cancelled	-	-	-	-	-	-
Balance October 31, 2019	1,000,000	-	$ 5.43	-	10	-
Exercised	-	-	-	-	-	-
Cancelled	-	-	-	-	-	-
Balance January 31, 2020	1,000,000	-	$ 5.43	-	10	-

The Company recorded $248,031 and $476,899 of stock-based compensation in the three months ended January 31, 2020 and the year ended October 31, 2019, respectively.

The outstanding stock compensation expense as of January 31, 2020 was approximately $1,785,340.

NOTE 13 - SUBSEQUENT EVENTS:

The Company evaluates events that have occurred after the balance sheet date but before the financial statements are issued. Based upon the evaluation, the Company did not identify any recognized or non-recognized subsequent events that would have required further adjustment or disclosure in the condensed consolidated financial statements.

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

Cautionary Note on Forward-Looking Statements

Some of the matters discussed under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operation," "Business," "Risk Factors" and elsewhere in this annual report include forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements upon information available to management as of the date of this Form 10-Q and management's expectations and projections about future events, including, among other things:

- our dependency on a single commodity could affect our revenues and profitability;
- our success in expanding our market presence in new geographic regions;
- the effectiveness of our hedging policy may impact our profitability;
- the success of our joint ventures;
- our success in implementing our business strategy or introducing new products;
- our ability to attract and retain customers;
- our ability to obtain additional financing;
- our ability to comply with the restrictive covenants we are subject to under our current financing;
- the effects of competition from other coffee manufacturers and other beverage alternatives;
- the impact to the operations of our Colorado facility;
- general economic conditions and conditions which affect the market for coffee;
- the macro global economic environment;
- our ability to maintain and develop our brand recognition;
- the impact of rapid or persistent fluctuations in the price of coffee beans;
- fluctuations in the supply of coffee beans;
- the volatility of our common stock; and
- other risks which we identify in future filings with the Securities and Exchange Commission (the "SEC").

In some cases, you can identify forward-looking statements by terminology such as "may," "should," "could," "predict," "potential," "continue," "expect," "anticipate," "future," "intend," "plan," "believe," "estimate" and similar expressions (or the negative of such expressions). Any or all of our forward looking statements in this quarterly report and in any other public statements we make may turn out to be wrong. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. Consequently, no forward-looking statement can be guaranteed. In addition we undertake no responsibility to update any forward-looking statement to reflect events or circumstances that occur after the date of this quarterly report.

Overview

We are an integrated wholesale coffee roaster and dealer in the United States and one of the few coffee companies that offers a broad array of coffee products across the entire spectrum of consumer tastes, preferences and price points. As a result, we believe that we are well-positioned to increase our profitability and endure potential coffee price volatility throughout varying cycles of the coffee market and economic conditions.

Our operations have primarily focused on the following areas of the coffee industry:

- the sale of wholesale specialty green coffee;
- the roasting, blending, packaging and sale of private label coffee;
- the roasting, blending, packaging and sale of our eight brands of coffee; and
- sales of our tabletop coffee roasting equipment.

Our operating results are affected by a number of factors including:

- the level of marketing and pricing competition from existing or new competitors in the coffee industry;
- our ability to retain existing customers and attract new customers;
- our hedging policy;
- fluctuations in purchase prices and supply of green coffee and in the selling prices of our products; and
- our ability to manage inventory and fulfillment operations and maintain gross margins.

Our sales are driven primarily by the success of our sales and marketing efforts and our ability to retain existing customers and attract new customers. For this reason, we have made, and will continue to evaluate, strategic decisions to invest in measures that are expected to increase sales. These transactions include our acquisition of Premier Roasters, LLC, including equipment and a roasting facility in La Junta, Colorado, the addition of a west coast sales manager to increase sales of our private label and branded coffees to new customers, our joint venture with Caruso’s Coffee, Inc. of Brecksville, Ohio, the transaction with OPTCO and our licensing arrangement with DTS8 Coffee Company, Ltd. On June 23, 2016, we formed our wholly owned subsidiary, Sonofresco, LLC (“SONO”), a Delaware limited liability company. On June 29, 2016, we purchased through SONO, substantially all the assets, including equipment, inventory, customer list and relationships of Coffee Kinetics, LLC, a Washington limited liability company. On February 24, 2017, we acquired 100% of the capital stock of Comfort Foods, Inc. (“CFI”), a Massachusetts based medium sized coffee roaster, manufacturing both branded and private label coffee for retail and foodservice customers. In April 2018, Generations Coffee Company, the entity formed as a result of our joint venture with Caruso’s Coffee, Inc., purchased substantially all the assets of Steep & Brew, Inc. We believe these efforts will allow us to expand our business.

Our sales are affected by the price of green coffee. We purchase our green coffee from dealers located primarily within the United States. The dealers supply us with coffee beans from many countries, including Colombia, Mexico, Kenya, Indonesia, Brazil and Uganda. The supply and price of coffee beans are subject to volatility and are influenced by numerous factors which are beyond our control. For example, in Brazil, which produces approximately 40% of the world’s green coffee, the coffee crops are historically susceptible to frost in June and July and drought in September, October and November. However, because we purchase coffee from a number of countries and are able to freely substitute one country’s coffee for another in our products, price fluctuations in one country generally have not had a material impact on the price we pay for coffee. Accordingly, price fluctuations in one country generally have not had a material effect on our results of operations, liquidity and capital resources. Historically, because we generally have been able to pass green coffee price increases through to customers, increased prices of green coffee generally result in increased net sales, irrespective of sales volume.

The supply and price of coffee beans are subject to volatility and are influenced by numerous factors which are beyond our control. Historically, we have used, and intend to continue to use in a limited capacity, short-term coffee futures and options contracts primarily for the purpose of partially hedging the effects of changing green coffee prices. In addition, we acquired, and expect to continue to acquire, futures contracts with longer terms, generally three to four months, primarily for the purpose of guaranteeing an adequate supply of green coffee. Realized and unrealized gains or losses on options and futures contracts are reflected in our cost of sales. Gains on options and futures contracts reduce our cost of sales and losses on options and futures contracts increase our cost of sales. The use of these derivative financial instruments has generally enabled us to mitigate the effect of changing prices. We believe that, in normal economic times, our hedging policies remain a vital element to our business model not only in controlling our cost of sales, but also giving us the flexibility to obtain the inventory necessary to continue to grow our sales while trying to minimize margin compression during a time of historically high coffee prices. However, no strategy can entirely eliminate pricing risks and we generally remain exposed to losses on futures contracts when prices decline significantly in a short period of time, and we would generally remain exposed to supply risk in the event of non-performance by the counterparties to any of our futures contracts. Although we have had net gains on options and futures contracts in the past, we have incurred significant losses on options and futures contracts during some recent reporting periods. In these cases, our cost of sales has increased, resulting in a decrease in our profitability or increase our losses. Such losses have and could in the future materially increase our cost of sales and materially decrease our profitability and adversely affect our stock price. If our hedging policy is not effective, we may not be able to control our coffee costs, we may be forced to pay greater than market value for green coffee and our profitability may be reduced." Failure to properly design and implement an effective hedging strategy may materially adversely affect our business and operating results. If the hedges that we enter do not adequately offset the risks of coffee bean price volatility or our hedges result in losses, our cost of sales may increase, resulting in a decrease in profitability or increased losses. As previously announced, as a result of the volatile nature of the commodities markets, we have and are continuing to scale back our use of hedging and short-term trading of coffee futures and options contracts, and intend to continue to use these practices in a limited capacity going forward.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Estimates are used for, but not limited to, the accounting for the allowance for doubtful accounts, inventories, assets held for sale, business combinations, carrying amounts of intangible assets and goodwill, deferred taxes, income taxes, commodities held and loss contingencies. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies, among others, may be impacted significantly by judgment, assumptions and estimates used in the preparation of the financial statements:

- The Company has adopted the new revenue recognition standard ASC 606 on November 1, 2018 using the modified retrospective method. The majority of the Company's business is ship and bill. The Company recognizes revenue in accordance with the five-step model in which the Company evaluates the transfer of promised goods or services and recognizes revenue when its customer obtains control of promised goods or services in an amount that reflects the consideration which the Company expects to be entitled to receive in exchange for those goods or services. To determine revenue recognition for the arrangements, the Company performs the following five steps: (1) identify the contract(s) with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract and (5) recognize revenue when (or as) the entity satisfies a performance obligation.

- Our allowance for doubtful accounts is maintained to provide for losses arising from customers' inability to make required payments. If there is deterioration of our customers' credit worthiness and/or there is an increase in the length of time that the receivables are past due greater than the historical assumptions used, additional allowances may be required. For example, every additional one percent of our net accounts receivable that becomes uncollectible, would decrease our operating income by approximately $86,000 for the three months ended January 31, 2020. The reserve for sales discounts represents the estimated discount that customers will take upon payment. The reserve for other allowances represents the estimated amount of returns, slotting fees and volume based discounts estimated to be incurred by us from our customers.

- Inventories are stated at lower of cost (determined on a first-in, first-out basis) or market. Based on our assumptions about future demand and market conditions, inventories are subject to be written-down to market value. If our assumptions about future demand change and/or actual market conditions are less favorable than those projected, additional write-downs of inventories may be required. Each additional one percent of potential inventory write-down would have decreased operating income by approximately $181,000 for the three months ended January 31, 2020.

- The commodities held at broker represent the market value of the Company's trading account, which consists of option and futures contracts for coffee held with a brokerage firm. We use options and futures contracts, which are not designated or qualifying as hedging instruments, to partially hedge the effects of fluctuations in the price of green coffee beans. Options and futures contracts are recognized at fair value in the consolidated financial statements with current recognition of gains and losses on such positions. We classify options and futures contracts as trading securities and accordingly, unrealized holding gains and losses are included in earnings. We record realized and unrealized gains and losses in our cost of sales in the statement of operations/income.

- We account for income taxes in accordance with the relevant authoritative guidance. Deferred tax assets and liabilities are computed for temporary differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reflected on the balance sheet when it is determined that it is more likely than not that the asset will be realized.

- Our goodwill consists of the cost in excess of the fair market value of the acquired net assets of OPTCO, SONO, CFI and Steep & Brew, through GCC, which has been integrated into a structure that does not provide the basis for separate reporting units. Consequently, we are a single reporting unit for goodwill impairment testing purposes. We also have intangible assets consisting of our customer lists and relationships and trademarks acquired from OPTCO and SONO. At January 31, 2020 our balance sheet reflected goodwill and intangible assets as set forth below:

		January 31, 2020
Customer list and relationships, net	$	522,685
Non-compete, net		64,350
Trademarks and tradenames		1,488,000
Goodwill		2,488,785
	$	4,563,820

Goodwill and the trademarks which are deemed to have indefinite lives are subject to annual impairment tests. Goodwill impairment tests require the comparison of the fair value and carrying value of reporting units. We assess the potential impairment of goodwill and intangible assets annually and on an interim basis whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Upon completion of such review, if impairment is found to have occurred, a corresponding charge will be recorded. The value assigned to the customer list and relationships is being amortized over a twenty year period. The value assigned to non-compete is being amortized over a five year period.

Goodwill and the intangible assets will be tested annually at the end of each fiscal year to determine whether they have been impaired. Upon completion of each annual review, there can be no assurance that a material charge will not be recorded. Impairment testing is required more often than annually if an event or circumstance indicates that an impairment or decline in value may have occurred.

Three Months Ended January 31, 2020 Compared to the Three Months Ended January 31, 2019

Net Sales. Net sales totaled $19,285,501 for the three months ended January 31, 2020, a decrease of $4,348,310, or 18.0%, from $23,633,811 for the three months ended January 31, 2019. The decrease in net sales was due to lower sales of green coffee during the quarter as customers slowed purchases due to the volatility in the green coffee market. Also, our largest customer at Steep n Brew changed our distribution agreement into a commission agreement. The change resulted in a $1.3 million decline in sales compared to the first quarter of last year as well as a decrease in sales of approximately $296,000 to our former largest wholesale green coffee customer.

Cost of Sales. Cost of sales for the three months ended January 31, 2020 was $16,170,747, or 83.8% of net sales, as compared to $19,064,767, or 80.7% of net sales, for the three months January 31, 2019. Cost of sales consists primarily of the cost of green coffee and packaging materials and realized and unrealized gains or losses on hedging activity. The decrease in cost of sales was due to our decreased sales partially offset by the unrealized losses on our options and futures hedges.

Gross Profit. Gross profit for the three months ended January 31, 2020 amounted to $4,100,591 or 21.2% of net sales excluding the effect of $985,837 of unrealized losses we recorded in connection with our hedging of futures and option contracts. Gross profit including the effect of our hedging activities amounted to $3,114,754 or 16.2% of net sales. Gross profit for the three months ended January 31, 2019 amounted to $5,112,193 or 21.6% of net sales excluding the effect of $543,149 of unrealized losses we recorded in connection with our hedging of futures and option contracts. Gross profit including the effect of our hedging activities amounted to $4,569,044 or 19.3% of net sales. The decrease in gross profits is attributable to a 22% decline in the green coffee market in the month of January 2020, which had a negative effect on our previously established positions.

Operating Expenses. Total operating expenses decreased by $203,954 to $3,675,053 for the three months ended January 31, 2020 from $3,879,007 for the three months ended January 31, 2019. Selling and administrative expenses decreased by $170,858 and officers' salaries decreased by $33,096. Our efforts to control costs through the elimination of redundancy in our operations and the elimination of certain unnecessary variable costs were the primary reasons for this decrease. These efforts were partially offset by the stock compensation expense of $248,000 and the increase in our freight costs as we increased and expanded our product distribution.

Other Income (Expense). Other expense for the three months ended January 31, 2020 was $56,301, a decrease of $8,047 from $64,348 for the three months ended January 31, 2019. The decrease in other expense was attributable to a decrease in interest expense of $10,506, partially offset by a reduction in our gain from our equity investments of $1,416 and a decrease in our interest income of $1,043, during the three months ended January 31, 2020.

Income Taxes. Our benefit for income taxes for the three months ended January 31, 2020 totaled $(65,416) compared to a provision of $125,920 for the three months ended January 31, 2019. The change was primarily attributable to the difference in the income for the quarter ended January 31, 2020 versus the income in the quarter ended January 31, 2019.

Net Income. We had a net loss of $599,848 or $0.11 per share basic and diluted, for the three months ended January 31, 2020 compared to net income of $314,715, or $0.06 per share basic and diluted for the three months ended January 31, 2019. The decrease in net income was due primarily to the reasons described above.

Liquidity and Capital Resources

As of January 31, 2020, we had working capital of $19,330,832, which represented a $897,112 decrease from our working capital of $20,227,944 as of October 31, 2019, and total stockholders' equity of the Company of $24,912,260 which decreased by $351,817 from our total stockholders' equity of $25,264,077 as of October 31, 2019. Our working capital decreased primarily due to decreases of $811,251 in accounts receivable, $785,372 in inventories, $101,031 in due from broker, $138,033 in prepaid and refundable income taxes, increases of $4,440 in note payable – current portion, $483,042 in lease liability – current portion, $884,806 in due to broker and $217 in income taxes payable partially offset by increases in cash of $348,576, prepaid expenses and other current assets of $26,258, decreases of $636,346 in accounts payable and accrued expenses and $1,299,900 in our line of credit. As of January 31, 2020, the outstanding balance on our line of credit was $5,867,840 compared to $7,167,740 as of October 31, 2019. Total stockholders' equity decreased due to our net loss, partially offset by our paid in capital from our equity based compensation.

On April 25, 2017 the Company and OPTCO (together with the Company, collectively referred to herein as the "Borrowers") entered into an Amended and Restated Loan and Security Agreement (the "A&R Loan Agreement") and Amended and Restated Loan Facility (the "A&R Loan Facility") with Sterling National Bank ("Sterling"), which consolidated (i) the financing agreement between the Company and Sterling, dated February 17, 2009, as modified, (the "Company Financing Agreement") and (ii) the financing agreement between the Company, as guarantor, OPTCO and Sterling, dated March 10, 2015 (the "OPTCO Financing Agreement"), amongst other things.

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On March 23, 2018, the Company reached an agreement for a new loan modification agreement and credit facility with Sterling. The terms of the new agreement among other things: (i) provided for a new maturity date of March 31, 2020; (ii) increased the maximum principal amount to $14,000,000; and (iii) decreased the interest rate per annum to LIBOR plus 2 percent, 3.66% at January 31, 2020.

On March 13, 2020, the Company reached an agreement for a new loan modification agreement and credit facility with Sterling. The terms of the new agreement among other things: (i) provides for a new maturity date of March 31, 2022 and (ii) decreases the interest rate per annum to LIBOR plus 1.75% (with such interest rate not to be lower than 3.50%).

Each of the A&R Loan Facility and A&R Loan Agreement contains covenants, subject to certain exceptions, that place annual restrictions on the Borrowers' operations, including covenants relating to debt restrictions, capital expenditures, indebtedness, minimum deposit restrictions, tangible net worth, net profit, leverage, employee loan restrictions, dividend and repurchase restrictions (common stock and preferred stock), and restrictions on intercompany transactions. The Company was in compliance with all covenants as of January 31, 2020 and October 31, 2019.

The A&R Loan Facility also requires that we maintain a minimum working capital at all times, and the A&R Loan Agreement requires that the Borrowers, on a consolidated basis, maintain a minimum working capital at all times and achieve a minimum net profit amount as of fiscal year end during the term of the A&R Loan Agreement.

Each of the A&R Loan Facility and the A&R Loan Agreement is secured by all tangible and intangible assets of the Company. Other than as amended and restated by the A&R Loan Agreement, the Company Financing Agreement and the OPTCO Financing Agreement remains in full force and effect.

For the three months ended January 31, 2020, our operating activities provided net cash of $1,720,450 as compared to the three months ended January 31, 2019 when operating activities provided net cash of $812,507. The increased cash flow from operations for the three months ended January 31, 2020 was primarily due to our inventories usage during the quarter and our accounts payable reduction.

For the three months ended January 31, 2020, our investing activities used net cash of $71,974 as compared to the three months ended January 31, 2019 when net cash used by investing activities was $133,511. The decrease in our uses of cash in investing activities was due to our reduced purchases of machinery and equipment during the three months ended January 31, 2020.

For the three months ended January 31, 2020, our financing activities used net cash of $1,299,900 compared to net cash used by financing activities of $492,574 for the three months ended January 31, 2019. The change in cash flow from financing activities for the three months ended January 31, 2020 was due to our increased principal payments on our credit line, partially offset by our increased advances from our line of credit.

We expect to fund our operations, including paying our liabilities, funding capital expenditures and making required payments on our indebtedness, through March 16, 2020 with cash provided by operating activities and the use of our credit facility. In addition, an increase in eligible accounts receivable and inventory would permit us to make additional borrowings under our line of credit.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision of and with the participation of our management, including the Company's President, Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based upon that evaluation, our President, Chief Executive Officer and Chief Financial Officer concluded that as of January 31, 2020 our disclosure controls and procedures are not effective and we have a material weakness related to the accounting for stock-based compensation awards. Despite the existence of the material weakness, we believe the financial information presented herein is materially correct and fairly presents the financial position and operating results of the quarter ended January 31, 2020 in accordance with U.S. GAAP.

As previously disclosed in Item 9A of our Quarterly Report on Form 10-Q for the fiscal period ended April 30, 2019, management identified a material weakness as of that date. The identified material weakness related to the accounting for stock-based compensation awards. A "material weakness" is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. To remediate the material weakness, we are initiating controls and procedures in order to:

- Reinforce the importance of a strong control environment, to emphasize the technical requirements for controls that are designed, implemented and operating effectively and to set the appropriate expectations on internal controls through establishing the related policies and procedures; and
- Review the processes for documenting and alerting key personnel, including our board members, officers, auditors and outside accountants, of non-reoccurring events related to stock-based compensation awards to ensure such events are timely and adequately recorded and communicated to the appropriate parties.

The material weakness identified above will not be considered remediated until our remediation efforts have been fully implemented and we have concluded that these controls are operating effectively.

Management does not expect that our internal control over financial reporting will prevent or detect all errors 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 systems 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 a cost-effective control system, no evaluation of internal control over financial reporting can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been or will be detected.

Changes in Internal Control over Financial Reporting

We have made progress towards remediation of the material weakness identified above. Since the quarter ended April 30, 2019, we have implemented further procedures to review and document all corporate actions related to stock-based compensation awards.

There have been no additional changes in our internal controls over financial reporting during the three months ended January 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We are not a party to, and none of our property is the subject of, any pending legal proceedings other than routine litigation that is incidental to our business. To our knowledge, no governmental authority is contemplating initiating any such proceedings.

ITEM 1A. RISK FACTORS.

The Company's operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A, "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended October 31, 2019 filed with the Securities and Exchange Commission on January 29, 2020. Except as set forth below, there have been no material changes to our risk factors since the Company's Annual Report on Form 10-K for the year ended October 31, 2019:

An Outbreak of Disease or Similar Public Health Threat, or Fear of Such an Event, Could Have a Material Adverse Impact on the Company's Business, Operating Results and Financial Condition.

These types of events could disrupt business and otherwise materially adversely affect business and financial condition. With operations in many states and the reliance on foreign countries for the supply of green coffee, the Company is subject to numerous risks outside of its control, including risks arising from natural disasters, such as fires, earthquakes, hurricanes, floods, tornadoes, unusual weather conditions, pandemic outbreaks and other global health emergencies, terrorist acts or disruptive global political events, or similar disruptions that could materially adversely affect business and financial performance.

Any public health emergencies, including a real or potential global pandemic such as those caused by the avian flu, SARS, Ebola, coronavirus, or even a particularly virulent flu, could decrease demand for the Company's products. The recent outbreak in China of the Coronavirus Disease 2019 ("COVID-19"), which has been declared by the World Health Organization to be a "pandemic," has spread to many countries and is impacting worldwide economic activity. A public health epidemic, including COVID-19, poses the risk that the Company or its employees, suppliers, consumers, and other business partners may be prevented from conducting business activities for an indefinite period of time, including due to shutdowns that may be requested or mandated by governmental authorities. Given the interconnectivity of global supply chain and global economy, and the possible rate of future global transmission, the impact of COVID-19 may extend beyond the areas which are currently known to be impacted. While it is not possible at this time to estimate the impact COVID-19 could have on the Company's business, the continued spread of COVID-19 and the measures taken by the governments of countries affected could disrupt the supply chain, our sales efforts and adversely impact our business, financial condition, or results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

None.

ITEM 5. OTHER INFORMATION.

On March 13, 2020, we and OPCO (collectively, "the Borrowers") entered into a Loan Modification Agreement and Waiver (the "Amendment") with Sterling, which amended that certain Amended and Restated Loan and Security Agreement (the "Loan Agreement"), dated April 25, 2017, by and among Borrowers and Sterling. The Amendment modifies the Loan Agreement to, among other things: (i) provide for a new loan maturity date of March 31, 2022 and (ii) reduce the interest rate per annum to the sum of the LIBOR rate plus 1.75% (with such interest rate not to be lower than 3.5%).

Other than as modified above, the terms of the Loan Agreement and the Guaranty Agreement, dated April 25, 2017 related thereto, remain in full force and effect.

The foregoing summary of the terms of the Amendment is not intended to be complete and is qualified in its entirety by the terms of the Amendment, a copy of which is attached hereto as Exhibit 10.1.

ITEM 6. EXHIBITS.

10.1	Loan Modification Agreement and Waiver, dated March 13, 2020, by and among Coffee Holding Co., Inc., Organic Products Trading Company LLC and Sterling National Bank.
31.1	Principal Executive Officer and Principal Financial Officer's Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Principal Executive Officer and Principal Financial Officer's Certification furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document *

* Filed herewith

** Furnished herewith

Signatures

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

Coffee Holding Co., Inc.

Date: March 16, 2020

By: */s/ Andrew Gordon*
Andrew Gordon President
Chief Executive Officer and Chief Financial Officer

Exhibit 10.1

SIXTH LOAN MODIFICATION AGREEMENT

THIS SIXTH LOAN MODIFICATION AGREEMENT (this "Modification") dated as of March [ ], 2019, is by and among ORGANIC PRODUCTS TRADING COMPANY LLC, a Delaware limited liability company and COFFEE HOLDING CO., INC., a Nevada corporation (collectively, the " Borrowers"), the Guarantors identified on the signatures pages hereto and STERLING NATIONAL BANK, a national banking association (the "Bank" or the "Lender").

W I T N E S S E T H:

WHEREAS, the Borrowers, the Guarantors and the Bank entered into that certain Amended and Restated Loan and Security Agreement dated as of April 25, 2017, as amended by (a) a certain letter agreement dated November 21, 2017, (b) a certain Loan Modification Agreement dated as of February 28, 2018, (c) a certain Loan Modification Agreement and Waiver dated as of March 23, 2018, (d) a certain Loan Modification Agreement and Waiver dated August 23, 2018, effective as of July 1, 2018 and (e) a certain Fifth Loan Modification Agreement dated September 14, 2018 (collectively, the "Loan Agreement"), for the purposes and consideration therein expressed, pursuant to which the Bank became obligated to make Loans to the Borrowers as provided therein;

WHEREAS, the Borrowers failed to comply with Annex 2, Section 16.2(d) of the Loan Agreement (Net Profit) for the period ending October 31, 2019 resulting in an Event of Default under the Loan Agreement (the "Specified Event of Default"): and

WHEREAS, the Borrowers have requested and the Bank has agreed to waive the Specified Event of Default and to otherwise amend the Loan Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein and in the Loan Agreement, in consideration of the Loans which may hereafter be made by the Bank to the Borrowers, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

ARTICLE I

Definitions and Waiver

Section 1.1 Terms Defined in the Loan Agreement. Unless the context otherwise requires or unless otherwise expressly defined herein, the terms defined in the Loan Agreement shall have the same meanings whenever used in this Modification.

Section 1.2 Waiver of Specified Event of Default. The Bank hereby waives and elects to forego exercising rights and remedies in respect of the Specified Event of Default. Except as expressly set forth herein with respect to the Specified Event of Default, nothing in this Modification constitutes or shall be deemed to constitute a waiver of any of the rights or remedies of the Bank under the terms of the Loan Agreement, any Guaranty or applicable law, all of which are hereby reserved. The Bank is not waiving any Default or Event of Default other than the Specified Event of Default. Except as provided herein, all terms, conditions and covenants set forth in the Loan Documents shall remain unaffected and in full force and effect.

ARTICLE II

Modifications to the Loan Agreement

Section 2.1 Modification.

(a) Annex 1. Annex 1 of the Loan Agreement is amended by the amendment and restatement of the following definitions to read in their entirety as follows:

"Adjusted LIBOR Rate" means, for any Loan, the greater or (a) 3.50% and (b) the rate per annum (rounded upwards, if necessary, to the nearest 1/100% of 1%) determined by Lender to be equal to the sum of the LIBOR Rate plus the Applicable Margin for such Loan.

"Applicable Margin" means, for any day with respect to a Revolving Loan, 1.75%.

(b) Annex 2. Section 10 of Annex 2 of the Loan Agreement is amended and restated in its entirety to read as follows:

10. Maturity Date: The Revolving Credit Facility shall mature and terminate on March 31, 2022 (the " Maturity Date"). If the Maturity Date shall fall on a day which is not a Business Day, the due date for payment hereunder shall be extended to the next succeeding Business Day, and such extension of time shall be included in computing interest and fees in connection with such payment.

ARTICLE III

Conditions of Effectiveness

Section 3.1 Effective Time. This Modification shall become effective as of the date first above written once the following conditions precedent have been satisfied in full (the "Effective Time"):

(a) Bank shall have received, at Bank's office, a duly executed counterpart of this Modification from each Borrower and Guarantor.

(b) Bank shall have received, at Bank's office, a certificate from the Secretary of each Borrower (i) attesting to the resolutions of such Borrower's board of directors or members authorizing its execution, delivery, and performance of this Modification and any documents relating hereto and (ii) confirming there have been no changes to the certificate of incorporation or certificate of formation of such Borrower, to the by-laws or operating agreement of such Borrower, or to the incumbency and signatures of such specific officers of such Borrower previously delivered to Bank, except as set forth in such certificate, and

(c) After giving effect to the waiver set forth in Section 1.2 above, no Default or Event of Default shall have occurred and be continuing.

Section 3.2 Amendment Fee. In consideration of the Lender's agreement to enter into this Modification, Borrower shall pay to Lender a non-refundable amendment fee in an amount equal to $14,000. The amendment fee has been fully earned as of the Effective Date of this Modification, and shall be due and payable in full on the Effective Date of this Modification. Lender may obtain this amendment fee by charging such amount as a Revolving Loan under the Loan Agreement.

ARTICLE IV

Representations and Warranties

Section 4.1 Representations and Warranties of Borrower and Guarantor. In order to induce Bank to enter into this Modification, Borrowers and Guarantors hereby represent and warrant to Bank that:

(d) The representations and warranties contained in the Loan Agreement are true and correct in all material respects at and as of the Effective Time; provided, however, those representations and warranties containing a reference to a particular date shall continue to be qualified by reference to such date;

(e) The Borrowers and Guarantors are duly authorized to execute and deliver this Modification and are duly authorized to borrow and perform their obligations under the Loan Agreement and the other Loan Documents. The Borrowers and Guarantors have duly taken all corporate action necessary to authorize the execution and delivery of this Modification and to authorize the performance of the obligations of Borrowers and Guarantors hereunder;

(f) The execution and delivery by the Borrowers and Guarantors of this Modification, the performance by the Borrowers and Guarantors of their obligations hereunder and thereunder and the consummation of the transactions contemplated hereby and thereby do not and will not conflict with, violate or constitute a breach or default under (i) any provision of applicable law applicable to it or any of its Subsidiaries, (ii) its organizational documents, (iii) any agreement or instrument to which it is a party or which is otherwise binding upon it, or (iv) any material judgment, license, order or permit applicable to or binding upon it;

(g) Except for those which have been duly obtained, no consent, approval, exemption, authorization or other action by, notice to, or filing with any governmental authority or third party is required in connection with the execution and delivery by the Borrowers and Guarantors of this Modification or to consummate the transactions contemplated hereby;

(h) When duly executed and delivered, this Modification will constitute the legal, valid and binding obligation of the Borrowers and Guarantors, enforceable in accordance with its terms, except as limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to enforcement of creditors' rights; and

(i) Other than as specified in this Modification, no Default or Event of Default exists under the Loan Agreement or any of the other Loan Documents.

ARTICLE V

Miscellaneous

Section 5.1 Ratification of Agreement. The Loan Agreement as hereby amended is hereby ratified and confirmed in all respects. Any reference to the Loan Agreement in any Loan Document shall be deemed to refer to the Loan Agreement, as amended by this Modification. The execution, delivery and effectiveness of this Modification shall not operate as a waiver of any right, power or remedy of Bank or Secured Party under the Loan Agreement or any other Loan Document nor constitute a waiver of any provision of the Loan Agreement or any other Loan Document.

Section 5.2 Survival of Agreements. All representations, warranties, covenants and agreements of the Borrowers and Guarantors herein shall survive the execution and delivery of this Modification and the performance hereof, and shall further survive until all of the Obligations are paid in full. All statements and agreements contained in any certificate or instrument delivered by the Borrowers and Guarantors hereunder or under the Loan Agreement or the Guaranty to Bank or Secured Party shall be deemed to constitute representations and warranties by, or agreements and covenants of, the Borrowers and Guarantors under this Modification and under the Loan Agreement and Guaranty.

Section 5.3 Loan Document. This Modification is a Loan Document, and all provisions in the Loan Agreement pertaining to Loan Documents apply hereto.

Section 5.4 Governing Law. THIS MODIFICATION HAS BEEN EXECUTED OR COMPLETED AND/OR IS TO BE PERFORMED IN NEW YORK, AND IT AND ALL TRANSACTIONS HEREUNDER OR PURSUANT HERETO SHALL BE GOVERNED AS TO INTERPRETATION, VALIDITY, EFFECT, RIGHTS, DUTIES AND REMEDIES OF THE PARTIES HEREUNDER AND IN ALL RESPECTS BY THE LAWS OF NEW YORK, WITHOUT GIVING EFFECT TO THE CONFLICTS OF LAWS PRINCIPLES THEREOF, BUT INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW.

Section 5.5 Counterparts; Fax. This Modification may be executed in any number of counterparts and signature pages may be detached from multiple separate counterparts and attached to the same document. A telecopy or other electronic transmission of any such executed counterpart signature page shall be deemed valid as an original.

THIS MODIFICATION AND THE OTHER LOAN DOCUMENTS REPRESENT THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES.

THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN THE PARTIES.

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IN WITNESS WHEREOF, this Modification is executed as of the date first above written.

BORROWERS:

ORGANIC PRODUCTS TRADING COMPANY LLC

By: */s/ Andrew Gordon*

Andrew Gordon, Manager

COFFEE HOLDING CO., INC.

By: */s/ Andrew Gordon*

Andrew Gordon, Manager

BANK/LENDER:

STERLING NATIONAL BANK

By: */s/ Mark J. Long*

Mark J. Long, Senior Vice President

[Signatures Continued On Next Page]

Agreed and acknowledged:

SONOFRESCO, LLC, Guarantor

By: */s/ Andrew Gordon*
Name: Andrew Gordon
Title: MANAGER

COMFORT FOODS, INC., Guarantor

By: */s/ Andrew Gordon*
Name: Andrew Gordon
Title: MANAGER

GENERATIONS COFFEE COMPANY, LLC, Guarantor

By: */s/ Andrew Gordon*
Name: Andrew Gordon
Title: PRESIDENT

Validity Guarantors:

/s/ Andrew Gordon
Andrew Gordon

/s/ David Gordon
David Gordon

Exhibit 31.1

CERTIFICATION

I, Andrew Gordon, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended January 31, 2020 of Coffee Holding Co., Inc.;

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 the registrant as of, and for, the periods presented in this report;

4. I am 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 15-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me 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 my 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 the registrant's disclosure controls and procedures and presented in this report my 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 the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my 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: March 16, 2020

By: */s/ Andrew Gordon*
Andrew Gordon
President, Chief Executive Officer, Chief Financial Officer and Treasurer
(Principal Executive Officer, Principal Financial Officer, Chief Accounting Officer)

Exhibit 32.1

STATEMENT FURNISHED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

The undersigned, Andrew Gordon, is the President, Chief Executive Officer and Chief Financial Officer of Coffee Holding Co., Inc. (the “Company”).

This statement is being furnished in connection with the filing by the Company of the Company’s Quarterly Report on Form 10-Q for the period ended January 31, 2020 (the “Report”).

By execution of this statement, I certify that:

(A) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

(B) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

This statement is authorized to be attached as an exhibit to the Report so that this statement will accompany the Report at such time as the Report is filed with the Securities and Exchange Commission, pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, 18 U.S.C. Section 1350. It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 has been provided to Coffee Holding Co., Inc. and will be retained by Coffee Holding Co., Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: March 16, 2020

By: */s/ Andrew Gordon*
Andrew Gordon
President, Chief Executive Officer, Chief Financial Officer and Treasurer
(Principal Executive Officer, Principal Financial Officer, Chief Accounting Officer)