

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

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

For the quarterly period ended March 31, 2010

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 000-499-68

COMDISCO HOLDING COMPANY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

54-2066534
(I.R.S. Employer Identification No.)

5600 North River Road
Suite 800
Rosemont, Illinois 60018
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (847) 698-3000

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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes No

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 4,029,055 shares of the registrant's Common Stock, \$0.01 par value per share, were outstanding on April 30, 2010.

COMDISCO HOLDING COMPANY, INC.
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PART I. FINANCIAL INFORMATION

Forward-Looking Statements

This quarterly report on Form 10-Q contains, and our periodic filings with the Securities and Exchange Commission (the "SEC") and written and oral statements made by the Company's sole officer and director or any authorized representative, to press, potential investors, securities analysts and others, will contain, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"), and the Company intends that such forward-looking statements be subject to the safe harbors created thereby. These forward-looking statements are not historical facts, but rather are predictions and generally can be identified by use of statements that include phrases such as "believe," "expect," "anticipate," "estimate," "intend," "plan," "foresee," "looking ahead," "is confident," "should be," "will," "predicted," "likely" or other words or phrases of similar import. Similarly, statements that describe or contain information related to matters such as our intent, belief, or expectation with respect to financial performance, claims resolution under the Plan (as defined below), cash availability and cost-cutting measures are forward-looking statements. These forward-looking statements often reflect a number of assumptions and involve known and unknown risks, uncertainties and other factors that could cause our actual results to differ materially from those currently anticipated in these forward-looking statements. In light of these risks and uncertainties, the forward-looking events might or might not occur, which may affect the accuracy of forward-looking statements and cause the actual results of the Company to be materially different from any future results expressed or implied by such forward-looking statements.

Important factors that could cause actual results to differ materially from those suggested by these written or oral forward-looking statements, and could adversely affect our future financial performance, include the risk factors discussed below in Part II, Item 1A, Risk Factors. Many of the risk factors that could affect the results of the Company's operations are beyond our ability to control or predict.

ITEM 1. FINANCIAL STATEMENTS

THE COMPANY EMERGED FROM CHAPTER 11 BANKRUPTCY PROCEEDINGS ON AUGUST 12, 2002. THE PURPOSE OF THE COMPANY IS TO SELL, COLLECT OR OTHERWISE REDUCE TO MONEY IN AN ORDERLY MANNER THE REMAINING ASSETS OF THE CORPORATION. PURSUANT TO THE COMPANY'S FIRST AMENDED JOINT PLAN OF REORGANIZATION (THE "PLAN") AND RESTRICTIONS CONTAINED IN THE COMPANY'S CERTIFICATE OF INCORPORATION (THE "CERTIFICATE"), THE COMPANY IS SPECIFICALLY PROHIBITED FROM ENGAGING IN ANY BUSINESS ACTIVITIES INCONSISTENT WITH ITS LIMITED BUSINESS PURPOSE. ACCORDINGLY, WITHIN THE NEXT FEW YEARS, IT IS ANTICIPATED THAT THE COMPANY WILL HAVE REDUCED ALL OF ITS ASSETS TO CASH AND MADE DISTRIBUTIONS OF ALL AVAILABLE CASH TO HOLDERS OF ITS COMMON STOCK AND CONTINGENT DISTRIBUTION RIGHTS IN THE MANNER AND PRIORITIES SET FORTH IN THE PLAN. AT THAT POINT, THE COMPANY WILL CEASE OPERATIONS AND NO FURTHER DISTRIBUTIONS WILL BE MADE. THE COMPANY FILED ON AUGUST 12, 2004 A CERTIFICATE OF DISSOLUTION WITH THE SECRETARY OF STATE OF THE STATE OF DELAWARE TO FORMALLY EXTINGUISH COMDISCO HOLDING COMPANY, INC.'S CORPORATE EXISTENCE WITH THE STATE OF DELAWARE EXCEPT FOR THE PURPOSE OF COMPLETING THE WIND-DOWN CONTEMPLATED BY THE PLAN.

Comdisco Holding Company, Inc.**Consolidated Statements of Operations – Three and six months ended March 31, 2010 and 2009 (Unaudited)**

(in thousands except per share data)

	Three months ended		Six months ended	
	March 31,		March 31,	
	2010	2009	2010	2009
Revenue				
Gain on sale of equity and warrant securities	\$ 25	\$ 126	\$ 33	\$ 218
Interest income	33	156	60	437
Foreign exchange gain	116	--	260	--
Miscellaneous income	3	--	5	8
Total revenue	<u>177</u>	<u>282</u>	<u>358</u>	<u>663</u>
Costs and expenses				
Selling, general and administrative	1,151	1,095	2,559	2,436
Write-down of equity securities	--	20	16	20
Contingent distribution rights	322	(1,320)	262	(1,711)
Bad debt recoveries	(115)	(176)	(143)	(2,118)
Minority interest	--	542	--	542
Foreign exchange loss	--	113	--	746
Total costs and expenses	<u>1,358</u>	<u>274</u>	<u>2,694</u>	<u>(85)</u>
Earnings (loss) before income taxes	(1,181)	8	(2,336)	748
Income tax expense (benefit)	(1,199)	(29)	(1,118)	783
Net earnings (loss)	<u>\$ 18</u>	<u>\$ 37</u>	<u>\$ (1,218)</u>	<u>\$ (35)</u>
Basic and diluted earnings (loss) per common share	<u>\$ 0.00</u>	<u>\$ 0.01</u>	<u>\$ (0.30)</u>	<u>\$ (0.01)</u>

See accompanying notes to consolidated financial statements.

Comdisco Holding Company, Inc.**Consolidated Balance Sheets – March 31, 2010 (Unaudited) and September 30, 2009 (Audited)**

(in thousands except share data)

	March 31, 2010	September 30, 2009
ASSETS		
Cash and cash equivalents	\$ 17,570	\$ 66,065
Cash – legally restricted	4,928	4,994
Short-term investments – six-month certificate of deposit	40,000	--
Equity investments	1,016	1,052
Income tax receivables	4,454	4,105
Receivables for securities sold	350	361
Other assets	313	313
Total assets	<u>\$ 68,631</u>	<u>\$ 76,890</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts payable	\$ 378	\$ 246
Income tax payables	2,803	10,235
Other liabilities		
Accrued compensation	1,187	1,167
Contingent distribution rights	21,692	21,431
Other liabilities	343	346
Total other liabilities	<u>23,222</u>	<u>22,944</u>
Total liabilities	26,403	33,425
Stockholders' equity		
Common stock \$.01 par value. Authorized 10,000,000 shares; issued 4,200,000 shares; 4,029,055 shares outstanding at both March 31, 2010 and September 30, 2009	72	72
Additional paid-in capital	44,136	44,136
Accumulated other comprehensive income	4	23
Retained earnings	2,337	3,555
Common stock held in treasury, at cost; 170,945 shares at both March 31, 2010 and September 30, 2009	<u>(4,321)</u>	<u>(4,321)</u>
Total stockholders' equity	42,228	43,465
Total liabilities and stockholders' equity	<u>\$ 68,631</u>	<u>\$ 76,890</u>

See accompanying notes to consolidated financial statements.

Comdisco Holding Company, Inc.
Consolidated Statements of Cash Flows – Six months ended March 31, 2010 and 2009 (Unaudited)
(in thousands)

	Six Months Ended March 31, 2010	Six Months Ended March 31, 2009
	<u> </u>	<u> </u>
Cash flows from operating activities:		
Equity and warrant proceeds net of fees	\$ 44	\$ 129
Interest, bad debt recoveries and other revenue	190	2,485
Selling, general and administrative expenses	(2,361)	(2,174)
Income tax receipts (payments)	(7,031)	5,456
Transfer of cash to minority interest balance.....	<u> --</u>	<u> (35)</u>
Net cash (used in) provided by operating activities	<u> (9,158)</u>	<u> 5,861</u>
Cash flows from investing/financing activities:		
Short-term investment.....	<u> (40,000)</u>	<u> --</u>
Net cash (used in) investing activities.....	<u> (40,000)</u>	<u> --</u>
Effect of exchange rates on cash and cash equivalents.....	663	(584)
Net increase (decrease) in cash and cash equivalents	(48,495)	5,277
Cash and cash equivalents at beginning of period	<u> 66,065</u>	<u> 57,554</u>
Cash and cash equivalents at end of period	<u> \$ 17,570</u>	<u> \$ 62,831</u>

See accompanying notes to consolidated financial statements.

Comdisco Holding Company, Inc.
Consolidated Statements of Cash Flows (Unaudited) - Continued
(in thousands)

	Six months ended	
	March 31,	
	<u>2010</u>	<u>2009</u>
Reconciliation of net loss to net cash provided by (used in) operating activities:		
Net loss	\$ (1,218)	\$ (35)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Income tax (payments) receipts	(8,150)	6,239
Contingent distribution rights	262	(1,711)
Receivables	11	(75)
Selling, general and administrative	182	262
Minority interest expense, net of cash transfer	--	507
Write-down of equity securities	16	20
Other, including foreign exchange	<u>(261)</u>	<u>654</u>
Net cash (used in) provided by operating activities	\$ <u>(9,158)</u>	\$ <u>5,861</u>

See accompanying notes to consolidated financial statements.

COMDISCO HOLDING COMPANY, INC.
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2010

The following discussion and analysis should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Item 2 in Part I and in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2009, and with the Consolidated Financial Statements and related notes in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2009.

In this quarterly report on Form 10-Q, references to "the Company," "Comdisco Holding," "we," "us" and "our" mean Comdisco Holding Company, Inc., its consolidated subsidiaries, including Comdisco, Inc., Comdisco Ventures Fund A, LLC (formerly Comdisco Ventures, Inc.), and its predecessors, except in each case where the context indicates otherwise. References to "Comdisco, Inc." mean Comdisco, Inc. and its subsidiaries, other than the Prism entities, prior to the Company's emergence from bankruptcy on August 12, 2002, except where the context indicates otherwise.

1. Reorganization

On July 16, 2001, Comdisco, Inc. and 50 of its domestic subsidiaries filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Bankruptcy court") (consolidated case number 01-24795). Comdisco Holding Company, Inc., as the successor company to Comdisco, Inc., emerged from bankruptcy under the Plan that became effective on August 12, 2002. For financial reporting purposes only, however, the effective date for implementation of fresh-start reporting was July 31, 2002.

Comdisco Holding Company, Inc. was formed on August 8, 2002 for the purpose of selling, collecting or otherwise reducing to money in an orderly manner the remaining assets of the Company and all of its direct and indirect subsidiaries, including Comdisco, Inc. The Company's business purpose is limited to the orderly sale or collection of all its remaining assets. Pursuant to the Plan and restrictions contained in its Certificate, the Company is specifically prohibited from engaging in any business activities inconsistent with its limited business purpose.

Litigation Trust: In February 1998, pursuant to the Shared Investment Plan ("SIP"), the participants in the SIP (the "SIP Participants") took out full recourse, personal loans to purchase approximately six million shares of Comdisco, Inc.'s common stock. In connection therewith, Comdisco, Inc. executed a guaranty dated February 2, 1998 (the "Guaranty") providing a guaranty of the loans in the event of default by the SIP Participants to the lenders under the SIP (the "SIP Lenders"). On November 29, 2001, the SIP Lenders filed a master proof of claim in the Comdisco, Inc. bankruptcy in the amount of \$133 million ("SIP Guaranty Claim"). The Company and the SIP Lenders subsequently reached a settlement that was approved by the Bankruptcy court on December 9, 2004. The Plan and the litigation trust agreement provided that, under certain circumstances, subrogation rights that the Company may have against the SIP Participants who participated in the SIP and their respective promissory notes be placed in a trust for the benefit of the C-4 creditors (the "Trust Assets"). Under the Plan, the Litigation Trust is solely responsible for collection of amounts due on the promissory notes of the SIP Participants who did not take advantage of the SIP Relief (as defined in the Plan). The Company has a limited indemnification obligation to the litigation trustee under the litigation trust agreement. Six of the SIP Participants filed personal bankruptcy. On February 4, 2005, the Litigation Trust commenced both state and federal lawsuits to collect on the remaining SIP Participants' promissory notes.

A federal district court judge has entered summary judgments (and amended judgments) against all but one of the SIP Participants who are defendants in the federal cases on their respective SIP promissory notes, and the Litigation Trust has commenced collection actions against them. Additionally, the federal district court judge has entered orders ordering that certain CDRs and related proceeds held by the estate of Comdisco, Inc. and BNY Mellon (holder of CDRs) on behalf of those SIP Participants be turned over to the Litigation Trust. Pursuant to these orders, the Company has turned over CDRs and related proceeds and will continue to do so if additional orders are entered. The SIP Participants have filed appeals on those judgments. A hearing before the U.S. Court of

Appeals, Seventh Circuit on the summary judgments in the federal case was held on April 6, 2010. As of the date of the filing, there has been no ruling.

The Litigation Trust has filed summary judgments against all of the SIP Participants who are defendants in the state cases. On December 18, 2009, the SIP Participants filed their response, and the Litigation Trust filed its reply on February 11, 2010. Three of the SIP Participants filed Cross Motions for Summary Judgment. A hearing in the Circuit Court of Cook County on all of the summary judgment motions in the state cases is scheduled to be held on May 12, 2010.

As reported in the Twenty-Second Status Report of Comdisco Litigation Trustee, filed on May 10, 2010, twenty-four of the SIP Participants in federal court and two of the SIP Participants in the state court have settled with the Litigation Trust. The Litigation Trust is in ongoing settlement discussions with other SIP Participants.

Please refer to the quarterly reports filed by the Litigation Trust in the bankruptcy court for more details. Any proceeds collected by the Litigation Trust, net of expenses, will be considered Trust Assets and distributed in accordance with the Plan and litigation trust agreement.

2. Basis of Presentation

The accompanying unaudited interim consolidated financial statements have been prepared pursuant to the rules of the Securities and Exchange Commission for quarterly reports on Form 10-Q and do not include all of the information and note disclosures required by accounting principles generally accepted in the United States of America. The information furnished herein includes all adjustments, consisting of normal recurring adjustments except where indicated, which are, in the opinion of management, necessary for a fair presentation of the results of operations for these interim periods.

The results of operations for the three months ended March 31, 2010 are not necessarily indicative of the results to be expected for the entire year ending September 30, 2010.

These financial statements should be read in conjunction with our audited consolidated financial statements and notes thereto as of and for the year ended September 30, 2009 included in the Annual Report on Form 10-K, as filed by us with the Securities and Exchange Commission on December 11, 2009.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and the related notes. Actual results could differ from these estimates and may affect future results of operations and cash flows. We have evaluated subsequent events through the date of this filing. We do not believe there are any material subsequent events which would require further disclosure.

During the quarter ended December 31, 2008, management determined that it had not correctly accounted for one of the inputs of the CDR liability calculation and certain severance costs of a limited number of remaining employees. As a result, the financial position and results of operations for the three months ended December 31, 2008 reflect an increase to contingent distribution rights expense and corresponding contingent distribution rights liability in the amount of approximately \$219,000 and a reduction to selling, general and administrative expenses and accrued compensation of approximately \$52,000. Management determined that the impact of these errors on previously issued interim and annual consolidated financial statements was not material and that the impact of correcting these errors in the interim consolidated financial statements for the three months ended December 31, 2008 was not material, and therefore reflected the corrections in the three months ended December 31, 2008.

During the quarter ended March 31, 2009, management determined that it had not correctly accounted for a minority interest in a limited partnership. During the Company's review and financial analysis of the wind-down of its Canadian entities, the Company determined that, since the inception of a certain Canadian limited partnership in 1988, it had not properly accounted for the minority interest held in that partnership. Based on financial records of the Canadian limited partnership, as of March 31, 2009, the Company has recorded minority interest expense of

\$549,000 (including the foreign exchange impact) and a corresponding decrease to contingent distribution rights expense and contingent distribution rights liability in the amount of \$203,000 resulting in a net reduction in earnings of \$346,000 for the three and six months ended March 31, 2009. Management determined that the impact of these errors on previously issued interim consolidated financial statements was not material and that the impact of correcting these errors in the interim consolidated financial statements for the three and six months ended March 31, 2009 was not material, and therefore reflected the corrections in the current quarter.

During the quarter ended March 31, 2010, management determined that it had not accounted correctly for a liability to cover potential tax obligations for final tax clearance in Canada that should have been reported in the cumulative effect of the adoption of ASC Subtopic 740-10 "Accounting for Uncertainty in Income Taxes" in the quarter ended December 31, 2007. The Company has recorded income tax expense of \$1,452,000 and a resulting reduction in CDR liability of \$537,000 for a net earnings impact, in the three and six months ended March 31, 2010, of \$915,000. Management determined that the impact of these errors on previously issued interim and annual consolidated financial statements was not material to the financial statements taken as a whole, and therefore reflected the corrections in the current quarter.

3. Equity Investments

Windspeed Acquisition Fund GP, LLC ("Windspeed"), a professional management group which the Company engaged in February 2004, manages the Company's investments in equity securities on an ongoing basis. Windspeed receives fixed and declining management fees. Additionally, Windspeed shares in the net receipts from the sale of the Company's investments in equity securities at a set percentage. Through March 31, 2010, the Company had received approximately \$67,927,000 in proceeds (prior to Windspeed's management fees, sharing and target bonus award) since the inception of the management agreement with Windspeed. Windspeed has received approximately \$11,465,000 in combined management fees, sharing and target bonus award through March 31, 2010. Management fees are expensed when incurred, and realized gains on the sale of equity securities are reduced by sharing amounts under the management agreement.

Realized gains or losses are recorded on the trade date based upon the difference between the proceeds and the cost basis determined using the specific identification method. Net realized gains are included in revenue in the consolidated statements of operations.

Marketable equity securities:

The Company's available-for-sale security holdings were as follows (in thousands):

	Cost	Gross unrealized gains	Market value
September 30, 2009	\$ -	\$ 23	\$ 23
December 31, 2009	\$ -	\$ 24	\$ 24
March 31, 2010	\$ -	\$ 4	\$ 4

Changes in the valuation of available-for-sale securities are included as changes in the unrealized holding gains (losses) in accumulated other comprehensive income (loss) (see Note 5 of Notes to Consolidated Financial Statements). At March 31, 2010, the Company held minor positions in three publicly-traded companies: Innovative Micro Tech, Inc., Medical Resources, Inc. and Calix, Inc.

The Company's practice is to work in conjunction with Windspeed to sell its marketable equity securities upon the expiration of the lockup period utilizing various timing strategies which seek to maximize the return to the Company. However, in the future, there is no assurance as to whether or not the Company either will be able to liquidate such positions held for any lock-up period, or realize any amount on such positions.

Equity investments in private companies:

The Company's policy for assessing the carrying value of equity investments in privately held companies is, in consultation with Windspeed, to regularly review and estimate the fair value of these securities. The Company identifies and records impairment losses on equity securities when market and customer specific events and circumstances indicate the carrying value might be impaired. All write-downs are considered permanent impairments for financial reporting purposes.

4. Income Taxes

The Company files income tax returns in the U.S. federal jurisdiction, the State of Illinois and foreign jurisdictions.

During the quarter ended March 31, 2010, the Company's Canadian subsidiary, Comdisco Canada Limited, completed transactions to affect the wind-down of Comdisco Canada Equipment Finance Limited Partnership ("CCEF") and Comdisco Canada Limited ("CCL"). Additionally, the tax year for CCL has been changed from September 30 to March 31 with approval from the Canada Revenue Agency ("CRA"). The Company will file a final tax return for CCL for its taxation year ended March 31, 2010 and soon thereafter request tax clearance. On March 30, 2010, the Company paid withholding tax and accrued interest in the amount of \$7,054,000 owing in respect of certain advances made by CCL to Comdisco, Inc. which were previously deemed to be dividend payments. The net impact of these wind-down transactions implemented during the quarter end March 31, 2010 was a net Canadian income tax benefit of \$2,225,000. The Company is still in the process of resolving federal tax matters with the CRA on "Notices of Objection" to reassessments filed for several other tax years. The Company continues to advance matters with the province of Ontario in respect to Notices of Objection and amended tax returns filed for several tax years. The open federal tax years for the Canadian subsidiary are tax years ended September 30, 1998, 1999, 2002, and 2005 through 2009. The open tax years for the province of Ontario are tax years ended September 30, 1998 and 2004 through 2009. The open tax year for the province of Quebec is the tax year ended September 30, 1999. The open tax year for the province of Alberta is the tax year ended September 30, 1999.

During April 2010, the Company received a refund from the Ontario Ministry of Finance for approximately \$1,200,000, which is included in the tax receivable as of March 31, 2010. Such refunds are anticipated to be used to satisfy other tax liabilities in Canada.

The Company's U.S. federal taxes are impacted by the transactions in the Canadian subsidiaries. In the quarter ended March 31, 2010, the Company recorded tax expense of approximately \$1,020,000 as a result of the transactions implemented during the quarter ended March 31, 2010 to affect the wind-down of CCL and normal U.S. operations. As of the date of this filing, the federal tax years open to examination are fiscal years ended September 30, 2005 through September 30, 2008.

The Company's UK subsidiary, Equiplease Limited, has open tax years in Canada for the tax years ended August 19, 1990 through August 19, 2009 and September 10, 2009. The open tax year in the UK is the tax year ended August 19, 2008.

Comdisco, Inc., as a result of its former business operations in Puerto Rico, has open tax years in Puerto Rico for the tax years ended September 30, 2001 through September 30, 2008.

During the quarter ended June 30, 2009, the Company was contacted by the Mexican Ministry of Finance to perform an audit of the 2003 tax year. The open tax years for the Mexican subsidiary are the tax years ended December 31, 2000 through December 31, 2008.

During the quarter ended December 31, 2008, the Company received an income tax refund from the Mexican Ministry of Finance in the amount of approximately \$128,000 and wrote down, for financial reporting purposes, the remaining income tax receivable balance of approximately \$770,000. On November 9, 2009, the Company filed an appeal in Mexican Tax Court to challenge the positions of the Ministry of Finance regarding the remaining income tax credits that have yet to be refunded. The Company continues to uphold the merits of its

income tax positions, but the time involved and costs associated with the pursuit of the refunds may not allow the Company to realize their full value.

As of March 31, 2010, the Company has recorded liabilities for uncertain tax positions in the amount of approximately \$360,000. The entire balance, if not realized, would impact the effective tax rate.

In the next twelve months, the Company's effective tax rate and the amount of unrecognized tax benefits could be affected positively or negatively by the resolution of ongoing tax audits and the expiration of certain statutes of limitation. The Company is unable to project the potential range of tax impacts at this time.

The Company recognizes accrued interest and penalties related to uncertain tax positions in the income tax provision. As of March 31, 2010, accrued interest and penalties amounted to approximately \$832,000.

5. Stockholders' Equity

When the Company emerged from bankruptcy, 4,200,000 shares of Common Stock were issued. As of March 31, 2010, the Company had 4,029,055 shares of Common Stock outstanding and 170,945 shares of Common Stock held in treasury.

Stockholders' equity consists of the following (in thousands):

	Common stock	Additional paid-in capital	Accumulated other comprehensive income	Retained earnings	Common stock in treasury	Total
Balance at September 30, 2009	\$ 72	\$ 44,136	\$ 23	\$ 3,555	\$ (4,321)	\$ 43,465
Net loss				(1,218)		(1,218)
Change in net unrealized gains			(19)			(19)
Balance at March 31, 2010	<u>\$ 72</u>	<u>\$ 44,136</u>	<u>\$ 4</u>	<u>\$ 2,337</u>	<u>\$ (4,321)</u>	<u>\$ 42,228</u>

Total comprehensive income (loss) consists of the following (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2010	2009	2010	2009
Unrealized gains (losses) on securities:				
Unrealized holding gains arising during the period	\$ 3	\$ 69	\$ 4	\$ 69
Reclassification adjustment for gains included in earnings before income taxes	(23)	--	(23)	(55)
Change in net unrealized gains (losses) (A)	(20)	69	(19)	14
Other comprehensive income (loss)	(20)	69	(19)	14
Net earnings (loss)	18	37	(1,218)	(35)
Total comprehensive income (loss)	<u>\$ (2)</u>	<u>\$ 106</u>	<u>\$ (1,237)</u>	<u>\$ (21)</u>

(A) – No income tax effect on these gains (losses)

6. Other Financial Information

Legally restricted cash is comprised of the following at March 31, 2010 and September 30, 2009 (in thousands):

	March 31, 2010	September 30, 2009
Incentive compensation escrow	\$ 456	\$ 455
Indemnification reserve	4,000	4,000
Other escrows	472	539
	<u>\$ 4,928</u>	<u>\$ 4,994</u>

The incentive compensation escrow is deferred compensation as defined by the Plan and is held until an employee terminates with the Company. The indemnification reserve is a specific reserve set aside by the Company for any potential indemnified losses in lieu of the litigation trustee purchasing insurance coverage. Other escrows include management fee escrows and a bank guaranty held in the Netherlands.

Other liabilities consist of the following (in thousands):

	March 31, 2010	September 30, 2009
Accrued compensation	\$ 1,187	\$ 1,167
CDRs	21,692	21,431
Other liabilities	343	346
	<u>\$ 23,222</u>	<u>\$ 22,944</u>

The liability for accrued compensation includes payroll and estimated amounts payable under the Plan. Other liabilities include an accrued liability of approximately \$176,000 for a bank guaranty held in the Netherlands.

The amounts due to CDR holders follow the formula described in "Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations-Critical Accounting Policies".

7. Financial Information by Geographic Area

The following table presents total revenue by geographic location based on the location of the Company's offices (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2010	2009	2010	2009
North America	\$ 177	\$ 280	\$ 357	\$ 659
Europe	-	2	1	4
Total	<u>\$ 177</u>	<u>\$ 282</u>	<u>\$ 358</u>	<u>\$ 663</u>

The following table presents total assets and cash by geographic location based on the location of the Company's offices (in thousands):

	March 31, 2010		September 30, 2009	
	Total Assets	Cash	Total Assets	Cash
North America	\$ 68,214	\$ 22,128	\$ 76,427	\$ 70,648
Europe	417	370	463	411
Total	<u>\$ 68,631</u>	<u>\$ 22,498</u>	<u>\$ 76,890</u>	<u>\$ 71,059</u>

The decrease in cash and cash equivalents from the September 30, 2009 balance is the result of a \$40,000,000 short-term investment made in January 2010 in a six-month certificate of deposit held at BNY Mellon to earn a higher interest rate.

8. Fair Value Measurements

The three levels of inputs used to measure fair value are as follows:

- Level 1 – Quoted prices in active markets for identical assets and liabilities.
- Level 2 – Quoted prices in active markets for similar assets and liabilities, or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The Company's financial assets that are measured at fair value on a recurring basis are measured using Level 1 and Level 2 inputs. However, the Company records the carrying value of its private equity investments at lower of cost or fair market value which is measured using Level 3 inputs. The Company's financial assets which are measured at fair value based upon Level 1 inputs in the consolidated balance sheet as of March 31, 2010 are cash and cash equivalents in money market funds comprising of approximately \$291,000 and minor equity investments in three public companies. In addition, the Company has a \$40,000,000 cash equivalent in a six-month certificate of deposit which is measured for disclosure purposes at fair value based upon Level 2 inputs. The Company holds no financial liabilities that are measured at fair value on a recurring basis.

Fair values were determined as follows:

The carrying amounts of cash and cash equivalents approximates fair value because of the short-term maturity of these instruments.

In accordance with the provisions of ASC Topic 320, "Accounting for Certain Investments in Debt and Equity Securities," marketable equity investments (equity investments having a readily determinable fair value) have a carrying value and a fair value based on quoted market prices. The Company's investment in warrants of public companies were valued at the bid quotation. The Company's practice is to sell its marketable equity investments upon the expiration of the lock-up period.

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

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2009, and with the information under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2009.

THE COMPANY EMERGED FROM CHAPTER 11 BANKRUPTCY PROCEEDINGS ON AUGUST 12, 2002. THE PURPOSE OF THE COMPANY IS TO SELL, COLLECT OR OTHERWISE REDUCE TO MONEY IN AN ORDERLY MANNER THE REMAINING ASSETS OF THE CORPORATION. PURSUANT TO THE COMPANY'S FIRST AMENDED JOINT PLAN OF REORGANIZATION (THE "PLAN") AND RESTRICTIONS CONTAINED IN THE COMPANY'S CERTIFICATE OF INCORPORATION (the "CERTIFICATE"), THE COMPANY IS SPECIFICALLY PROHIBITED FROM ENGAGING IN ANY BUSINESS ACTIVITIES INCONSISTENT WITH ITS LIMITED BUSINESS PURPOSE. ACCORDINGLY, WITHIN THE NEXT FEW YEARS, IT IS ANTICIPATED THAT THE COMPANY WILL HAVE REDUCED ALL OF ITS ASSETS TO CASH AND MADE DISTRIBUTIONS OF ALL AVAILABLE CASH TO HOLDERS OF ITS COMMON STOCK AND CONTINGENT DISTRIBUTION RIGHTS IN THE MANNER AND PRIORITIES SET FORTH IN THE PLAN. AT THAT POINT, THE COMPANY WILL CEASE OPERATIONS AND NO FURTHER DISTRIBUTIONS WILL BE MADE. THE COMPANY FILED ON AUGUST 12, 2004 A CERTIFICATE OF DISSOLUTION WITH THE SECRETARY OF STATE OF THE STATE OF DELAWARE TO FORMALLY EXTINGUISH COMDISCO HOLDING COMPANY, INC.'S CORPORATE EXISTENCE WITH THE STATE OF DELAWARE EXCEPT FOR THE PURPOSE OF COMPLETING THE WIND-DOWN CONTEMPLATED BY THE PLAN.

General

Wind-Down of Operations

Since emerging from bankruptcy proceedings on August 12, 2002, the Company has, pursuant to the Plan, focused on the monetization of its remaining assets. Therefore, comparisons of quarter-to-quarter or year-to-year results of operations should not be relied upon as an indication of the Company's future performance.

The Company has reduced, and expects to continue to reduce, the size and complexity of its organizational and systems infrastructure concurrently with the monetization of its assets. As of the date of this filing, the Company had a total of five employees (one full-time and four part-time), a decrease of approximately 99 percent from approximately 600 employees upon emergence on August 12, 2002. Approximately eight former employees continue to periodically assist the Company on a consulting basis.

On August 12, 2004, Randolph I. Thornton's appointment as Initial Disbursing Agent became effective. As Initial Disbursing Agent, he assumed the roles and responsibilities performed by the former Board of Directors and officers of the Company, including all measures which are necessary to complete the administration of the reorganized debtors' Plan and Chapter 11 cases.

See "Risk Factors Relating to the Company-Uncertainties Relating to the Wind-down of Operations" in Part II, Item 1A.

Overview

On July 16, 2001, Comdisco, Inc. and 50 of its domestic subsidiaries voluntarily filed for bankruptcy.

Comdisco Holding Company, Inc., as the successor company to Comdisco, Inc., emerged from bankruptcy under a confirmed plan of reorganization that was effective on August 12, 2002. In accordance with the Plan, Comdisco Holding Company, Inc. became the successor to Comdisco, Inc.

Since the Company emerged from Chapter 11 bankruptcy proceedings on August 12, 2002, the Company's business activities have been limited to the orderly sale or run-off of all of its existing asset portfolios. Pursuant to the Plan and restrictions contained in its Certificate, the Company is specifically prohibited from engaging in any business activities inconsistent with its limited business purpose. Since emerging from bankruptcy, the Company has not engaged in any new leasing or financing activities, except for previously existing customer commitments and to restructure existing equipment leases and loans to maximize the value of the Company's assets.

The Company maintains sufficient cash reserves for the potential CDR liability including any potential liability arising from any net distributions by the Litigation Trust to C-4 creditors. The outcome and timing of any actual net distributions by the Litigation Trust will impact both the timing and the amount of future dividends and CDR payments. See below for "Critical Accounting Policies" and the risk factors discussed in Part II, Item 1A, "Impact of Recoveries by Litigation Trust on the Company's Obligation To Make Payments in Respect of Contingent Distribution Rights," "Uncertainties Inherent in the CDR Liability Calculation" and "Uncertainties Inherent in the Determination of Fair Market Value of the Remaining Portfolio".

The Company has material restrictions on its ability, and does not expect, to make significant investments in new or additional assets. The Company continually evaluates opportunities for the orderly sale and collection of its remaining assets. Accordingly, within the next few years, it is anticipated that the Company will have reduced all of its assets to cash, resolved all litigation and made distributions of all available cash to holders of its Common Stock and CDRs in the manner and priorities set forth in the Plan and completed all regulatory filings. At that point, the Company will cease operations.

The Company's revenues are generated primarily by sales of equity securities and interest income on cash balances. Because of the Company's declining assets, revenue will continue to decline and, because of the Company's limited business purpose, this trend is expected to continue. The Company's expenses are primarily CDRs, and selling, general and administrative expenses. As a result of the wind-down of operations, the Company expects continued declines in total costs and expenses, subject to volatility in the amount of expense associated with the liability for CDRs and the timing of payments related to selling, general and administrative expenses.

The Company's operations continued to wind-down during the three months ended March 31, 2010 compared to prior periods. The Company's assets at March 31, 2010 consisted primarily of cash, short-term investments, tax receivables, and equity securities. The timing of collections on the tax receivables and the sale of equity securities is uncertain. The equity securities portfolio requires liquidity events before certain of these assets can be converted to cash. The Company expects that proceeds from the disposition of equity securities will provide future but diminishing cash flows in excess of the current carrying value of these assets. In addition, the Company, as a former lessor, has a few remaining leases in default whereby collection efforts are underway to support a recovery on those limited number of accounts. Receipts, if any, will be in excess of the respective carrying value of these assets because the related lease receivables were previously written-off.

Equity Investments: The Company holds common stock, preferred stock and warrants (collectively "Equity Investments"). The Company carries its common stock and preferred stock investments in public companies at fair market value and in private companies at the lower of cost or estimated fair market value in its financial statements. Any warrants held by the Company in private companies are carried at zero value. Any write-downs in the carrying value of such Equity Investments in private companies are considered permanent for financial reporting purposes. See Note 3 of Notes to Consolidated Financial Statements and "Critical Accounting Policies". It is management's expectation that the amount in private company investments ultimately realized on Equity Investments will, in the aggregate, exceed the amount reflected in the financial statements as of March 31, 2010, which is approximately \$1,012,000. The Company's estimate of the fair value of its private company investments was made in consultation with Windspeed Acquisition Fund GP, LLC ("Windspeed"), a professional management group which the Company engaged to manage the Company's Equity Investments on an ongoing basis in February 2004. The Windspeed management agreement was extended on March 16, 2009 until February 20, 2011. The Company estimates that the realizable value, net of management fees and sharing with Windspeed (see table below), at March 31, 2010 for its Equity Investments in private companies is approximately \$2,519,000. However, there is no assurance as to the timing or the amount the Company will ultimately realize on the Equity Investments. Management's expectations are subject to the risk factors discussed in Part II, Item 1A, "Market Conditions Have Made It Difficult and May

Continue to Make It Difficult for the Company to Timely Realize on the Value of Its Warrant and Equity Securities."

The following table summarizes the changes in the value of the Company's Equity Investments since September 30, 2009 (in thousands):

	Public Companies (1) (3)	Private Companies (2) (3)
September 30, 2009 estimated realizable value	\$ 23	\$ 2,215
Increase (decrease) in unrealized estimated value	<u>1</u>	<u>(202)</u>
December 31, 2009 estimated realizable value	24	2,013
Realized – net of fees	(24)	(1)
Increase in unrealized estimated value	<u>4</u>	<u>507</u>
March 31, 2010 estimated realizable value	\$ <u>4</u>	\$ <u>2,519</u>

- (1) Carrying value of public companies for financial statements is market value. See Note 3 of Notes to Consolidated Financial Statements.
- (2) Carrying value of private companies for financial statements is the lower of cost or fair value, or approximately \$1,012,000. The increase in unrealized estimated value is a result of changes in market conditions.
- (3) Net of fees and sharing with Windspeed including additional fees under the extended management agreement.

Collections and recoveries: The Company has potential collections and recoveries on a limited number of remaining accounts previously written off. Recoveries involve prior lessees or debtors now in bankruptcy and against whom the Company has filed and is pursuing claims to maximize its recoveries. The Company's cost basis in these accounts is nominal. The amount and timing of such collections and recoveries, if any, are subject to the risk factors discussed in Part II, Item 1A, "Uncertainties in Collections and Recoveries."

Critical Accounting Policies

The Company's consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires management to use estimates and assumptions that affect reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent assets and liabilities. These estimates are subject to known and unknown risks, uncertainties and other factors that could materially impact the amounts reported and disclosed in the consolidated financial statements.

The SEC issued Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies," which recommends that companies provide additional disclosure and analysis of those accounting policies considered most critical.

The Company believes the following to be among the most critical judgment areas in the application of its accounting policies:

- CDRs and CDR Liability: The Plan entitles holders of Comdisco Holding's CDRs to share at increasing percentages in the proceeds realized from the monetization of the Company's assets based upon the present value of distributions made to the general unsecured creditors in the bankruptcy estate of Comdisco, Inc.

The Company estimates the CDR liability based on the net equity of the Company after taking into consideration future operating costs and expenses, and other expected cash inflows in excess of book value, including estimated future interest income, estimated recoveries and any potential net distributions from the Litigation Trust which are currently estimated to be nominal. See the risk factors discussed in Part II, Item 1A, particularly the risks entitled "Uncertainties Inherent in the CDR

Liability Calculation” and “Uncertainties Inherent in the Determination of Fair Market Value of the Remaining Portfolio.”

- **Equity Investments In Private Companies:** Equity investments in private companies consist primarily of small investments in approximately 40 private companies. The Company carries its common stock and preferred stock investments in private companies at the lower of cost or estimated fair market value in the financial statements. Warrants in non-public companies are carried at zero value. The Company, in consultation with Windspeed, regularly estimates the value of investments in private companies and adjusts carrying values when market and customer specific events and circumstances indicate that such assets might be impaired. All write-downs are considered permanent impairments for financial reporting purposes. At March 31, 2010, the carrying value of the Company's equity investments in private companies was approximately \$1,012,000, and the estimated fair market value was approximately \$2,519,000.
- **Income Taxes:** The Company establishes liabilities or reduces assets for uncertain tax positions when the Company believes certain tax positions are not more likely than not of being sustained if challenged. Each fiscal quarter, the Company evaluates these uncertain tax positions and adjusts the related tax assets and liabilities in light of changing facts and circumstances.

The above listing is not intended to be a comprehensive list of all the Company's accounting policies. Please refer to the Company's consolidated financial statements and notes thereto which contain the Company's significant accounting policies and other disclosures required by accounting principles generally accepted in the United States of America.

Recent Developments

Litigation Trust Termination Motion

On March 16, 2006, a motion was filed in the Bankruptcy court for the Northern District of Illinois on behalf of certain SIP Participants who had filed proofs of claim in the Comdisco, Inc. bankruptcy ("SIP Claimants"). The motion sought an order from the Bankruptcy court terminating the Litigation Trust. On July 20, 2006, the Bankruptcy court judge denied the motion of the SIP Claimants. On August 18, 2006, the SIP Claimants appealed the Bankruptcy court judge's denial of their motion. On January 30, 2007, the federal district court judge affirmed the denial of the motion. The SIP Claimants appealed the denial to the US Circuit Court of Appeals for the 7th Circuit. A mandatory mediation was held on April 20, 2007. The mediation was adjourned and no settlement was achieved by the parties. The parties briefed the appeal, and oral arguments were held before the Appellate Court on November 26, 2007. On August 13, 2008, the Appellate Court ruled and dismissed the appeal for lack of jurisdiction. As of the date of this filing, there have been no further proceedings on this matter.

Litigation Trust Summary Judgments

The Plan and the litigation trust agreement provided that, under certain circumstances, subrogation rights that the Company may have against the SIP Participants who participated in the SIP and their respective promissory notes be placed in a trust for the benefit of the C-4 creditors (the "Trust Assets"). Under the Plan, the Litigation Trust is solely responsible for collection of amounts due on the promissory notes of the SIP Participants who did not take advantage of the SIP Relief (as defined in the Plan). The Company has a limited indemnification obligation to the litigation trustee under the litigation trust agreement. Six of the SIP Participants filed personal bankruptcy. On February 4, 2005, the Litigation Trust commenced both state and federal lawsuits to collect on the remaining SIP Participants' promissory notes.

A federal district court judge has entered summary judgments (and amended judgments) against all but one of the SIP Participants who are defendants in the federal cases on their respective SIP promissory notes and the Litigation Trust has commenced collection actions against them. Additionally, the federal district court judge has entered orders ordering that certain CDRs and related proceeds held by the estate of Comdisco, Inc. and BNY

Mellon (holder of CDRs) on behalf of those SIP Participants be turned over to the Litigation Trust. Pursuant to these orders, the Company has turned over CDRs and related proceeds and will continue to do so if additional orders are entered. The SIP Participants have filed appeals on those judgments. A hearing before the U.S. Court of Appeals, Seventh Circuit on the summary judgments in the federal case was held on April 6, 2010. As of the date of the filing, there has been no ruling.

The Litigation Trust has filed summary judgments against all of the SIP Participants who are defendants in the state cases. On December 18, 2009, the SIP Participants filed their response and the Litigation Trust filed its reply on February 11, 2010. Three of the SIP Participants filed Cross Motions for Summary Judgment. A hearing in the Circuit Court of Cook County on all of the summary judgment motions in the state cases is scheduled to be held on May 12, 2010.

As reported in the Twenty-Second Status Report of Comdisco Litigation Trustee, filed on May 10, 2010, twenty-four of the SIP Participants in federal court and two of the SIP Participants in the state court have settled with the Litigation Trust. The Litigation Trust is in ongoing settlement discussions with other SIP Participants.

Please refer to the quarterly reports filed by the Litigation Trust in the bankruptcy court for more details. Any proceeds collected by the Litigation Trust, net of expenses, will be considered Trust Assets and distributed in accordance with the Plan and litigation trust agreement.

Results of Operations

Three Months Ended March 31, 2010 compared to the Three Months Ended March 31, 2009

Revenue

Changes in total revenue for the three months ended March 31, 2010 compared to the three months ended March 31, 2009 were as follows (in thousands):

	Three months ended		Percent Increase (Decrease)	Explanation of Change
	2010	March 31, 2009		
Gain on sale of equity and warrant securities	\$ 25	\$ 126	(80)%	Equity securities, which are managed by Windspeed, represent the primary remaining revenue generating asset. See "Overview" for additional information. (A)
Interest income	33	156	(79)%	Interest earned on cash balances. (B)
Foreign exchange gain	116	--	N/A	Translation gains for foreign entities that have been substantially liquidated. (C)
Miscellaneous income	3	--	N/A	Miscellaneous receipts.
Total revenue	<u>\$ 177</u>	<u>\$ 282</u>	<u>(37)%</u>	

(A) The decrease in gains on sale of equity holdings for the quarter ended March 31, 2010 relates to fewer liquidations or escrows of certain positions held compared to the quarter ended March 31, 2009.

(B) Interest income earned in the quarter ended March 31, 2010 is lower compared to the prior year quarter primarily due to lower interest rates.

(C) Foreign exchange gain primarily relates to the weakening of the U.S. dollar against the Canadian Dollar as the Company's foreign subsidiaries held monetary assets denominated in that currency.

Costs and Expenses

Changes in total costs and expenses for the three months ended March 31, 2010 compared to the three months ended March 31, 2009 were as follows (in thousands):

	Three months ended March 31,		Percent Increase (Decrease)	Explanation of Change
	2010	2009		
Selling, general and administrative	\$ 1,151	\$ 1,095	5%	Increase in professional fees incurred during the quarter primarily related to the continued wind-down of operations.
Write-down of equity securities	--	20	(100%)	
Contingent distribution rights	322	(1,320)	100%	(A)
Bad debt recoveries	(115)	(176)	(35%)	Collections and recoveries.
Minority interest	--	542	(100%)	(B)
Foreign exchange loss	--	113	(100%)	Translation losses for foreign entities that have been substantially liquidated. (C)
Total costs and expenses	\$ 1,358	\$ 274	100%	

- (A) The increase in CDR expense is primarily the result of the net favorable tax impact of the Canadian wind-down transaction offset slightly by an increase in estimated future selling, general and administrative costs for professional fees. See "Management's Discussion and Analysis of Financial Condition and Results of Operations-Critical Accounting Policies" for more information.
- (B) During the quarter ended March 31, 2009, as the Company performed its review and financial analysis of the wind-down of its Canadian entities, the Company determined that since the inception of a certain Canadian limited partnership in 1988, it had not properly accounted for the minority interest held in that partnership. Based on financial records of the Canadian limited partnership, as of March 31, 2009, the Company recorded minority interest expense of \$542,000 and a corresponding reduction in CDR expense of \$203,000.
- (C) Foreign exchange loss primarily relates to the strengthening of the U.S. dollar during March 2009 against the Canadian Dollar as the Company's foreign subsidiaries held monetary assets denominated in that currency.

Income Taxes

The Company recorded approximately \$1,020,000 U.S. federal income tax expense for the three months ended March 31, 2010 primarily as a result of the wind-down transactions for its Canadian subsidiaries and \$32,000 U.S. federal income tax benefit for the three months ended March 31, 2009.

The Company recorded approximately \$2,224,000 of income tax benefit for its Canadian subsidiary for the three months ended March 31, 2010. The Company recorded \$3,000 in income tax expense for its Canadian subsidiary for the three months ended March 31, 2009. See Note 4 of Notes to Consolidated Financial Statements for information on the wind-down transactions in Canada.

The Company's UK subsidiary, Equiplease Limited, recorded \$5,000 of tax expense for the three months ended March 31, 2010.

Net Earnings

Net earnings was approximately \$18,000, or \$0.00 per share-basic and diluted, for the three months ended March 31, 2010 compared to net earnings of approximately \$37,000, or \$0.01 per share-basic and diluted, for the three months ended March 31, 2009.

Six Months Ended March 31, 2010 Compared to the Six Months Ended March 31, 2009

Revenue

Changes in total revenue for the six months ended March 31, 2010 compared to the six months ended March 31, 2009 were as follows (in thousands):

	Six months ended		Percent Increase (Decrease)	Explanation of Change
	March 31, 2010	March 31, 2009		
Gain on sale of equity and warrant securities	\$ 33	\$ 218	(85%)	Equity securities, which are managed by Windspeed, represent the primary remaining revenue generating asset. See "Overview" for additional information. (A)
Interest income	60	437	(86%)	Interest earned on cash balances. (B)
Foreign exchange gain	260	--	N/A	(C)
Miscellaneous income	5	8	(38%)	Miscellaneous receipts.
Total revenue	<u>\$ 358</u>	<u>\$ 663</u>	<u>(46%)</u>	

- (A) The decrease in gains on sale of equity holdings for the six months ended March 31, 2010 relates to fewer liquidations or escrows of certain positions held compared to the six months ended March 31, 2009.
- (B) Interest income earned in the six months ended March 31, 2010 is lower compared to the prior year period primarily due to lower interest rates.
- (C) Foreign exchange gain primarily relates to the weakening of the U.S. dollar against the Canadian Dollar as the Company's foreign subsidiaries held monetary assets denominated in that currency.

Costs and Expenses

Changes in total costs and expenses for the six months ended March 31, 2010 compared to the six months ended March 31, 2009 were as follows (in thousands):

	Six months ended March 31,		Percent Increase (Decrease)	Explanation of Change
	2010	2009		
Selling, general and administrative	\$ 2,559	\$ 2,436	5%	Increase in professional fees incurred during the six months primarily related to the continued wind-down of operations.
Write-down of equity securities	16	20	(20%)	Impairment of asset.
Contingent distribution rights	262	(1,711)	100%	(A)
Bad debt recoveries	(143)	(2,118)	(93%)	Collections and recoveries.(B)
Minority interest	--	542	(100%)	(C)
Foreign exchange loss	--	746	(100%)	Foreign exchange rate fluctuations. (D)
Total costs and expenses	\$ 2,694	\$ (85)	100%	

- (A) The increase in CDR expense is primarily the result of the net favorable tax impact of the Canadian wind-down transaction offset slightly by an increase in estimated future selling, general and administrative costs for professional fees. See "Management's Discussion and Analysis of Financial Condition and Results of Operations-Critical Accounting Policies" for a discussion of the potential liability from any future recoveries and distributions by the litigation trustee.
- (B) The decrease in the current year period compared to the year earlier period is primarily due to a collection from a settlement agreement in the Just for Feet bankruptcy estate of approximately \$1,750,000 received in January 2009.
- (C) During the quarter ended March 31, 2009, as the Company performed its review and financial analysis of the wind-down of its Canadian entities, the Company determined that since the inception of a certain Canadian limited partnership in 1988, it had not properly accounted for the minority interest held in that partnership. Based on financial records of the Canadian limited partnership, as of March 31, 2009, the Company recorded minority interest expense of \$542,000 and a corresponding reduction in CDR expense of \$203,000.
- (D) Foreign exchange loss realized in the six months ended March 31, 2009 primarily relates to the strengthening of the U.S. dollar against the Canadian Dollar as the Company's foreign subsidiaries hold monetary assets denominated in that currency.

Income taxes

The Company recorded approximately \$1,020,000 U.S. federal income tax expense for the six months ended March 31, 2010 primarily as a result of the wind-down transactions for its Canadian subsidiaries and \$17,000 U.S. federal income tax benefit for the six months ended March 31, 2009.

The Company recorded approximately \$2,143,000 of income tax benefit for its Canadian subsidiary for the six months ended March 31, 2010. The Company recorded \$30,000 in income tax expense for its Canadian subsidiary for the six months ended March 31, 2009. See Note 4 of Notes to Consolidated Financial Statements for information on the wind-down transactions in Canada.

The Company recorded no income tax expense for its Mexican subsidiary for the six months ended March 31, 2010 and \$770,000 of income tax expense for its Mexican subsidiary for the six months ended March 31, 2009 due to the write-off of a tax receivable that was determined uncollectible.

The Company's UK subsidiary, Equiplease Limited, recorded \$5,000 of tax expense for the six months ended March 31, 2010.

Net Loss

Net loss was approximately (\$1,218,000), or (\$0.30) per share-basic and diluted, for the six months ended March 31, 2010 compared to a net loss of approximately (\$35,000), or (\$0.01) per share-basic and diluted, for the six months ended March 31, 2009.

Off-Balance Sheet Arrangements

The Company does not maintain any off-balance sheet arrangements, transactions, obligations or other relationships with unconsolidated entities that could be expected to have a material current or future effect upon the Company's financial condition or results of operations.

Liquidity and Capital Resources

The Company's liquidity generally depends on cash on hand. The Company's cash flow from operating activities is dependent on a number of variables, including, but not limited to, market conditions for the sale of Equity Investments, control of operating costs and expenses and the ability of the Company to dispose or otherwise convert to cash its remaining assets. All funds generated from the collection of remaining assets are required by the Plan to be used to satisfy liabilities of the Company and, to the extent funds are available, to pay dividends on the Company's Common Stock and to make distributions with respect to the CDRs in the manner and priorities set forth in the Plan. Because of the composition and nature of its remaining assets, the Company expects to generate funds from the sale or collection of its remaining assets at a decreasing rate over time.

At March 31, 2010, the Company had unrestricted cash and cash equivalents of approximately \$17,570,000 a decrease of approximately \$48,495,000 compared to September 30, 2009. The large decrease was a result of a short-term investment in a six-month certificate of deposit held at BNY Mellon for \$40,000,000. Net cash used in operating activities for the six months ended March 31, 2010 was approximately \$9,158,000. The effect of exchange rate changes on cash balances held in foreign currencies was an increase in cash and cash equivalents of approximately \$663,000 for the six months ended March 31, 2010.

During the six months ended March 31, 2010, approximately \$44,000 of proceeds were generated from the Windspeed managed warrant and equity portfolio, approximately \$190,000 was received from interest income and bad debt recoveries and approximately \$33,000 was received from income tax refunds related to the Company's Canadian subsidiary. The Company paid U.S. federal taxes of approximately \$10,000 and paid Canadian taxes of approximately \$7,054,000. The net outflow for taxes in the six months was approximately \$7,031,000. The Company's cash expenditures were primarily operating expenses of approximately \$2,361,000 (principally professional services and employees' compensation).

The Company's current and future liquidity depends on cash on hand, and may be augmented by proceeds from the sale of Equity Investments, recoveries, if any, and interest income. The Company expects its cash on hand to be sufficient to fund operations and to meet its obligations (including its obligation to make payments to CDR holders) under the Plan for the foreseeable future.

See "Risk Factors Relating to the Company-The Company's Liquidity is Dependent on a Number of Factors" in Part II, Item 1A.

Dividends

There were no dividends paid during the quarter ended March 31, 2010. The Company intends to treat any future dividend distributions for federal income tax purposes as part of a series of liquidating distributions in complete liquidation of the Company.

See "Risk Factors Relating to the Company-The Payment of Dividends and Distributions and Limited Public Market for Common Stock" in Part II, Item 1A.

Contingent Distribution Rights

For financial reporting purposes, the Company records CDRs as a liability and as an operating expense although the CDRs trade over-the-counter.

The Plan entitles holders of CDRs to share at increasing percentages in the proceeds realized from the Company's assets based upon the present value of distributions to certain C-4 creditors in the bankruptcy estate of Comdisco, Inc. As of March 31, 2010, the sharing percentage was 37%, which is the maximum sharing percent. As of the date of this filing, there were 1,884 holders of record of the Company's CDRs and there were 148,448,188 outstanding CDRs.

The Company maintains sufficient cash reserves for operations and the potential CDR liability arising from the Company's equity and any potential net distributions from the Litigation Trust to the C-4 creditors. The outcome and the timing of the actual net distributions from the Litigation Trust will impact both the timing and the amount of future dividends and CDR payments.

Since September 30, 2008, the Company has estimated, and will continue to estimate, the CDR liability based on the net equity of the Company after taking into consideration future operating costs and expenses, and other expected cash inflows in excess of book value, including estimated future interest income, estimated recoveries and any potential net distributions from the Litigation Trust which are currently estimated to be nominal. See "Risk Factors Relating to the Company" in Part II, Item 1A, particularly the risks entitled "Uncertainties Inherent in the CDR Liability Calculation" and "Uncertainties Inherent in the Determination of Fair Market Value of the Remaining Portfolio" and "Limited Public Market for Contingent Distribution Rights."

CDR Payment

There were no CDR payments during the quarter ended March 31, 2010.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable

ITEM 4T. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Randolph I. Thornton, the principal executive officer and principal financial officer of the Company, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, Mr. Thornton concluded that the Company's disclosure controls and procedures are effective as of March 31, 2010 to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act (i) is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to the Company's management, including its president and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control over Financial Reporting

There has not been any change in the Company's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Section 13(a)-15 or 15(d)-15 under the Exchange Act that occurred during the Company's second fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See "Management's Discussion and Analysis of Financial Condition and Results of Operations-Recent Developments" for a discussion of the motion of certain SIP claimants to terminate the Litigation Trust and the motion by the Litigation Trust to obtain summary judgments against certain SIP defendants.

ITEM 1A. RISK FACTORS RELATING TO THE COMPANY

The following risk factors and other information included in this Quarterly Report on Form 10-Q should be carefully considered. The risks and uncertainties described below are not the only ones the Company confronts. Additional risks and uncertainties not presently known to it or that it currently deems immaterial also may impair the Company's business operations and the implementation of the Plan. If any of the following risks actually occurs, the Company's business, financial condition, operating results and the implementation of the Plan could be materially adversely affected.

Uncertainties Inherent in the CDR Liability Calculation

The CDR liability is management's estimate of the amount of the net equity of the Company to be shared by holders of CDRs at the sharing percentage of 37%. The formula used to calculate the net equity of the Company includes variables (e.g. future operating costs and expenses, estimated future interest income, estimated recoveries, actual asset values realized, currency fluctuations, etc.) which are not under the control of the Company. Such variables are inherently uncertain due to the impact of influences such as time, inflation or deflation, interest rate changes, foreign currency exchange rate changes, third party credit risks, international and domestic events, court or tax rulings contrary to the Company's expectations, and timing and amounts of distributions to C-4 creditors by the Litigation Trust.

Impact of Recoveries by Litigation Trust on the Company's Obligation to Make Payments in Respect of Contingent Distribution Rights

As the present value of distributions to certain C-4 creditors have reached the 100% threshold level of percentage recovery established pursuant to the Plan, holders of CDRs are entitled to receive payments from the Company equal to 37% of each dollar available to be distributed to Comdisco C-4 creditors in accordance with the Plan. All payments by the Company in respect of CDRs are made from the Company's available cash-on-hand and not from funds distributed by the Litigation Trust. The Company expects to maintain cash reserves sufficient to make any required payments pursuant to its CDR liability arising from either the Company's equity or net distributions from the Litigation Trust. Any actual net distributions by the Litigation Trust to the C-4 creditors will increase the Company's liability to CDR holders. As of the date of this filing, a reasonable estimate of future net distributions is not determinable.

The Company Faces a Number of Uncertainties Around the Settlement of Domestic and International Tax Positions

The Company continues to wind down its domestic and international operations. Prior to a subsidiary being dissolved, the Company may have to obtain tax clearances at the state level domestically and on an international level in the country in which the subsidiary was incorporated. The Company, in consultation with its third party tax service providers, has estimated the amounts for such tax settlements; however, actual settlements could differ from such estimates and will be reflected as adjustments in future financial statements when probable and estimable.

Uncertainties Inherent in the Determination of Fair Market Value of the Remaining Portfolio

The determination of the fair value of the remaining portfolio of the Company is management's estimate of such fair value at a moment in time based on information available to management at that time. The estimate of fair value is inherently uncertain due to external factors that could impact the value of assets remaining in the portfolio. Some of the external factors include time, inflation and deflation, changes in interest and foreign currency exchange rates, third party credit risks, domestic and international events, court or tax rulings contrary to the Company's expectations and liquidation events in the equity portfolio.

Market Conditions Have Made It Difficult and May Continue to Make it Difficult for the Company To Timely Realize the Value of its Warrant and Equity Securities (collectively, "Equity Investments")

Market conditions have adversely affected, and could adversely affect in the future, the opportunities for the acquisition/merger of the Internet-related, communications and other high technology and emerging growth companies that make up the substantial majority of the Company's Equity Investments. Additionally, the public market for high technology and other emerging growth companies is extremely volatile. Such volatility has adversely affected, and could continue to adversely affect, the ability of the Company to realize value from its Equity Investments. Exacerbating these conditions is the fact that some of the Equity Investments held by the Company may be subject to lockup agreements restricting its ability to sell until several months after an initial public offering. Without an available liquidity event, the Company may be unable to sell its Equity Investments. As a result, the Company, or Windspeed on behalf of the Company, may not be able to generate gains or receive proceeds from the sale of Equity Investments and the Company's business and financial results may suffer. Additionally, liquidation preferences may continue to be offered by companies in the Company's portfolio to parties willing to lend to such companies. The liquidation preferences have had, and could continue to have, an adverse impact on the value of the Company's Equity Investments. For those Equity Investments without a public trading market, the realizable value of the Company's Equity Investments could prove to be lower than the carrying value currently reflected in the financial statements. The estimated fair market value of the Company's equity securities was determined in consultation with Windspeed based on a variety of factors, including, but not limited to, quoted trading levels for publicly-traded securities, last round valuation for privately held securities, industry and company multiples, industry acceptance in the market place, liquidity discounts due to lock ups, estimated revenue, and customer, product and market share growth by the respective companies in the portfolio. Substantially all of these factors are outside the control of the Company and are subject to significant volatility. There can be no assurance that the Company will be able to realize the estimated fair market value. Furthermore, the current estimated fair market value is subject to significant concentration risk, as of March 31, 2010, 98% of the estimated fair market value of the entire portfolio is concentrated in ten individual companies and approximately 85% of the estimated amount is in three individual companies.

The Payment of Dividends and Distributions

All funds generated from the Company's remaining asset portfolios are required by the Plan to be used to satisfy liabilities of the Company and, to the extent funds are available, to pay dividends on the Company's Common Stock and to make distributions with respect to the CDRs in the manner and priorities set forth in the Plan. Because of the composition and nature of its asset portfolios, the Company expects to generate funds from the sale or run-off of its asset portfolios at a decreasing rate over time. The Company has material restrictions on its ability, and does not expect or intend, to make any significant investments in new or additional assets. Accordingly, the amount of funds potentially available to pay dividends on the Company's Common Stock and to make distributions with respect to the CDRs is limited to the funds in excess of the Company's liabilities that may be generated from the remaining asset portfolios.

Uncertainties in Collections and Recoveries

The Company believes that its collections and recoveries on accounts previously written off could provide future but diminishing cash flows. The amount and timing of such collections and recoveries are dependent upon many factors including any offsets or counterclaims that may be asserted against the Company and the ability of a former lessee or debtor or its respective estate to pay the claim or any portion thereof. Some of these factors are beyond the control of the Company.

Uncertainties Relating to the Bankruptcy Plan and the Limited Business Plan

The Company has incurred and will continue to incur significant costs associated with the administration of the estate of Comdisco, Inc. and in completing the wind down of operations. The amount of these costs, which are being expensed as incurred, are expected to have a significant adverse affect on the results of operations and on the Company's cash position.

The Company's post-bankruptcy business plan is limited to an orderly run-off or sale of its remaining assets. Pursuant to the Plan and restrictions contained in its Certificate, the Company is specifically prohibited from engaging in any business activities inconsistent with its limited business plan. This business plan is based on numerous assumptions including the anticipated future performance of the Company in running off its operations, the time frame for the run-off, general business and economic conditions, and other matters, many of which are beyond the control of the Company and some of which may not materialize. As a result, the Company's ability to effectively complete this business plan is inherently uncertain. In addition, unanticipated events and circumstances occurring subsequent to the date of this Quarterly Report may affect the actual financial results of the Company's operations.

Uncertainties Relating to the Wind Down of Operations

The Company has reduced the size and complexity of its organizational and systems infrastructure concurrently with the monetization of its assets. The success of the Company's continuing wind down of operations and implementation of the Order entered by the Bankruptcy court authorizing the organizational systems infrastructure wind down is dependent on numerous factors, including the timing and amount of cash received from the monetization of its assets, the ability of the Disbursing Agent to fulfill the positions of the previous Board of Directors and executive officers and the ability of the Company to effectively consolidate its management structure and maintain its operations with limited personnel.

The Company's Liquidity is Dependent on a Number of Factors

The Company's liquidity generally depends on cash on hand. The Company's cash flow from operating activities is dependent on a number of variables, including, but not limited to, market conditions for the sale of equity securities, global economic and political conditions, control of operating costs and expenses and the ability of the Company to dispose or otherwise convert to cash its remaining assets.

Limited Public Market for Common Stock

There is currently a limited public market for the Company's Common Stock. Holders of the Company's Common Stock may, therefore, have difficulty selling their Common Stock, should they decide to do so. In addition, there can be no assurances that such markets will continue or that any shares of Common Stock which may be purchased may be sold without incurring a loss. Any such market price of the Common Stock may not necessarily bear any relationship to the Company's book value, assets, past operating results, financial condition or any other established criteria of value, and may not be indicative of the market price for the Common Stock in the future. Further, the market price of the Common Stock may be volatile depending on a number of factors, including the status of the Company's business performance, its limited business purpose, industry dynamics, news announcements or changes in general economic conditions.

Limited Public Market for Contingent Distribution Rights

There is currently a limited public market for the Company's CDRs. Holders of the Company's CDRs may, therefore, have difficulty selling their CDRs, should they decide to do so. In addition, there can be no assurances that such markets will continue or that any CDRs which may be purchased may be sold without incurring a loss. Any such market price of the CDRs may not necessarily bear any relationship to the Company's book value, assets, past operating results, financial condition or any other established criteria of value, and may not be indicative of the market price for the CDRs in the future. Further, the market price of the CDRs may be volatile depending on a number of factors, including the status of the Company's business performance, industry dynamics, news announcements or changes in general economic conditions.

Impact of Interest Rates and Foreign Exchanges Rates

Increases in interest rates could impact the value of certain of the Company's assets and a strengthening of the US dollar could impact the value of the Company's remaining net foreign assets consisting primarily of tax receivables and tax liabilities, a bank guarantee in the Netherlands and recoveries on two former lease receivables in Europe.

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

Recent Sales of Unregistered Securities

None.

Repurchases of Common Stock

The Company does not regularly repurchase shares nor does the Company have a share repurchase plan.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. [RESERVED]

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	Certificate of Incorporation of Registrant dated August 8, 2002 and as Amended August 12, 2004 (Incorporated by reference to Exhibit 3.1 filed with the Company's Annual Report on Form 10-K dated September 30, 2004, as filed with the SEC on December 14, 2004, File No. 0-49968).
3.2	By-Laws of Registrant, adopted as of August 9, 2002 (Incorporated by reference to Exhibit 3.2 filed with the Company's Annual Report on Form 10-K dated September 30, 2002, as filed with the SEC on January 14, 2003, File No. 0-49968).
11.1	Statement re computation of per share earnings (Filed herewith).
31.1	Certification of Principal Executive Officer and Principal Financial Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
32.1	Certification of the Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed 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.

COMDISCO HOLDING COMPANY, INC.

Dated: May 12, 2010

By: /s/ Randolph I. Thornton

Name: Randolph I. Thornton

Title: Chief Executive Officer and President
(Principal Financial and Accounting Officer)

Exhibit 11.1

COMDISCO HOLDING COMPANY, INC.

COMPUTATION OF LOSS PER COMMON SHARE

(in thousands except per share data)

Average common shares used in computing loss per common and common equivalent share were as follows:

	Three months ended March 31,		Six months ended March 31,	
	2010	2009	2010	2009
Average common shares issued	4,200	4,200	4,200	4,200
Effect of dilutive options	-	-	-	-
Average common shares held in treasury	(171)	(171)	(171)	(171)
Total	<u>4,029</u>	<u>4,029</u>	<u>4,029</u>	<u>4,029</u>
Net earnings (loss) to common stockholders	\$ <u>18</u>	\$ <u>37</u>	\$ <u>(1,218)</u>	\$ <u>(35)</u>
Basic and diluted earnings (loss) per common share	\$ <u>0.00</u>	\$ <u>0.01</u>	\$ <u>(0.30)</u>	\$ <u>(0.01)</u>

CERTIFICATION

I, Randolph I. Thornton, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Comdisco Holding Company, 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. As the sole officer of the registrant, 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 15d-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 fiscal 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. As the sole officer of the registrant, 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.

Dated: May 12, 2010

By: /s/ Randolph I. Thornton
Name: Randolph I. Thornton
Title: Chief Executive Officer and President
(Principal Executive Officer and Principal Financial Officer)

Exhibit 32.1

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

In connection with the Form 10-Q of Comdisco Holding Company, Inc. (the "Company") for the period ending March 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: May 12, 2010

By: /s/ Randolph I. Thornton

Name: Randolph I. Thornton
Title: Chief Executive Officer and President

Dated: May 12, 2010

By: /s/ Randolph I. Thornton

Name: Randolph I. Thornton
Title: Chief Executive Officer and President
(Principal Financial and Accounting Officer)

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.