

SECURITIES AND EXCHANGE COMMISSION

FORM NT 10-Q

Notice under Rule 12b25 of inability to timely file all or part of a form 10-Q or 10-QSB

Filing Date: **2004-08-12** | Period of Report: **2004-06-30**
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FILER

TDI HOLDING CORP

CIK: **797329** | IRS No.: **330179781** | State of Incorpor.: **CO** | Fiscal Year End: **0331**
Type: **NT 10-Q** | Act: **34** | File No.: **033-07075-LA** | Film No.: **04968064**
SIC: **5600** Apparel & accessory stores

Mailing Address
8750 EAST OTERO CIRCLE
CENTENNIAL CO 80112

Business Address
8750 EAST OTERO CIRCLE
CENTENNIAL CO 80112
(303) 289-4777

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

Commission File No. 33-7075-LA

Form 10-QSB for Period Ended: June 30, 2004

PART - I - Registrant Information

TDI HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

CIK No. 0000797329

8750 East Otero Circle, Centennial, Colorado 80112

(Address of principal executive offices) (Zip Code)

PART II - Rules 12-b25 (b) and (c)

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

(Check box if appropriate)

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on form 10-Q, Form 20-F, 11-K, or Form N-SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date, or the

subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date;

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

Part III - Narrative

State below, in reasonable detail, the reasons why Form 10-K and form 10-QSB, 20-F, 1-K, 10-Q, and Form N-SAR, or the transition report or portion thereof could not be filed within the prescribed period.

The accountant was unable to complete the books within the time allotted.

Part IV - Other Information

(1) Name and telephone number of person to contact in regard to this notification:

Blair Zykan, President (303) 375-8500

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

Yes

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

No

Dated: August 11, 2004

TDI HOLDING CORPORATION

/s/ Blair Zykan

Blair Zykan, President