CHROMCRAFT REVINGTON INC
Form 10-Q
August 02, 2004

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

FORM 10-Q

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

For the quarterly period ended July 3, 2004

or

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

For the transition period from _____ to _____

Commission file number 1-13970

CHROMCRAFT REVINGTON, INC.
(Exact name of registrant as specified in its charter)

Delaware	35-1848094
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

1100 North Washington Street, Delphi, IN 46923
(Address, including zip code, of registrant's principal executive offices)

(765) 564-3500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

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

The number of shares outstanding for each of the registrant's classes of common stock, as of the latest practicable date:

Common Stock, $.01 par value - 5,986,202 shares as of July 29, 2004

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PART I.

Item 1. Financial Statements

Condensed Consolidated Statements of Earnings (unaudited)
Chromcraft Revington, Inc.
(In thousands, except per share data)

	Three Months Ended		Six Months Ended	
	July 3, 2004	June 28, 2003	July 3, 2004	June 28, 2003
Sales	$42,638	$44,166	$89,105	$93,597
Cost of sales	32,765	34,568	68,524	72,964
Gross margin	9,873	9,598	20,581	20,633
Selling, general and administrative expenses	6,374	6,732	14,461	13,909
Operating income	3,499	2,866	6,120	6,724
Interest expense	189	304	386	628
Earnings before income tax expense	3,310	2,562	5,734	6,096
Income tax expense	1,271	973	2,202	2,316
Net earnings	$ 2,039	$ 1,589	$ 3,532	$ 3,780
Earnings per share of common stock				
Basic	$ .49	$ .38	$ .86	$ .92
Diluted	$ .48	$ .38	$ .84	$ .90
Shares used in computing earnings per share				

Basic	4,132	4,131	4,115	4,116
Diluted	4,220	4,177	4,201	4,180

See accompanying notes to condensed consolidated financial statements.

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Condensed Consolidated Balance Sheets (unaudited)
Chromcraft Revington, Inc.
(In thousands)

	July 3, 2004	June 28, 2003	December 31, 2003
Assets			
Accounts receivable	$ 19,537	$ 19,893	$ 17,768
Inventories	36,716	40,187	30,868
Prepaid expenses and other	2,018	1,707	1,362
Current assets	58,271	61,787	49,998
Property, plant and equipment, net	33,882	36,847	35,166
Other long-term assets	803	2,616	736
Total assets	$ 92,956	$101,250	$ 85,900
Liabilities and Stockholders' Equity			
Current portion of bank debt	$ 5,000	$ 6,250	$ 5,000
Accounts payable	5,791	5,638	4,642
Accrued liabilities	9,021	13,340	10,312
Current liabilities	19,812	25,228	19,954
Bank debt	9,550	19,350	7,050
Employment related liabilities	3,848	2,857	2,914
Other long-term liabilities	1,652	3,681	2,184
Total liabilities	34,862	51,116	32,102
Stockholders' equity	58,094	50,134	53,798
Total liabilities and stockholders' equity	$ 92,956	$101,250	$ 85,900

See accompanying notes to condensed consolidated financial statements.

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Condensed Consolidated Statement of Stockholders' Equity (unaudited)
Chromcraft Revington, Inc.
(In thousands, except share data)

Capital in Unearned

	Common Stock	Excess of Par Value	ESOP Shares	Retained Earnings	Treasury Stock	Sto
Balance at January 1, 2004	$ 77	$ 14,414	$(18,798)	$ 78,451	$(20,346)	$
Net earnings	--	--	--	3,532	--	
ESOP compensation expense	--	123	336	--	--	
Stock option compensation expense	--	99	--	--	--	
Exercise of stock options (20,312 shares)	--	206	--	--	--	
Balance at July 3, 2004	$ 77	$ 14,842	$(18,462)	$ 81,983	$(20,346)	$

See accompanying notes to condensed consolidated financial statements.

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Condensed Consolidated Statements of Cash Flows (unaudited)
Chromcraft Revington, Inc.
(In thousands)

	Six Months Ended	
	July 3, 2004	June 28, 2003
Operating Activities		
Net earnings	$ 3,532	$ 3,780
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities		
Depreciation expense	1,905	2,280
Deferred income taxes	(403)	(330)
Non-cash ESOP compensation expense	459	416
Stock option compensation expense	99	99
Changes in assets and liabilities		
Accounts receivable	(1,769)	(1,351)
Inventories	(5,848)	(375)
Accounts payable and accrued liabilities	(113)	(1,194)
Other	81	(436)
Cash provided by (used in) operating activities	(2,057)	2,889
Investing Activities		
Capital expenditures, net	(620)	(428)
Cash used in investing activities	(620)	(428)
Financing Activities		
Net borrowing (repayment) under a bank revolving credit line	5,000	(1,200)
Principal payments on bank term loan	(2,500)	(1,250)
Stock repurchases	--	(922)
Exercise of stock options, net of tax benefit	177	911

Cash provided by (used in) financing activities	2,677	(2,461)
Net change in cash	--	--
Cash at beginning of period	--	--
Cash at end of period	$ --	$ --

See accompanying notes to condensed consolidated financial statements.

Notes to Condensed Consolidated Financial Statements (unaudited)
Chromcraft Revington, Inc.

Note 1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statement presentation.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six month period ended July 3, 2004 are not necessarily indicative of the results that may be expected for the year ending December 31, 2004.

The balance sheet at December 31, 2003 has been derived from the audited financial statements at that date but does not include all information and footnotes required by generally accepted accounting principles for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in Chromcraft Revington's annual report on Form 10-K for the year ended December 31, 2003.

Note 2. Inventories

Inventories consisted of the following:

	(In thousands)		
	July 3, 2004	June 28, 2003	Dec. 31, 2003
Raw materials	$ 10,257	$ 10,280	$ 8,811
Work-in-process	6,302	6,376	5,835
Finished goods	22,246	25,666	18,109
Inventories at FIFO cost	38,805	42,322	32,755
LIFO reserve	(2,089)	(2,135)	(1,887)
	$ 36,716	$ 40,187	$ 30,868

Note 3. Bank Debt

Long term bank debt consisted of the following:

	(In thousands)		
	July 3, 2004	June 28, 2003	Dec. 31, 2003
Term loan	$ 6,750	$20,000	$ 9,250
Revolving credit line	7,800	5,600	2,800
	14,550	25,600	12,050
Less current portion of term loan	5,000	6,250	5,000
	$ 9,550	$19,350	$ 7,050

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Note 4. Accrued Liabilities

Accrued liabilities consisted of the following:

	(In thousands)		
	July 3, 2004	June 28, 2003	Dec. 31, 2003
Salaries, wages and commissions	$ 1,221	$ 1,561	$ 1,164
Vacation and holiday pay	1,115	1,188	1,009
Workers' compensation plans	1,013	944	915
Health benefit plans	618	1,525	1,610
Other accrued liabilities	5,054	8,122	5,614
	$ 9,021	$13,340	$10,312

Note 5. Employee Stock Ownership Plan

Chromcraft Revington sponsors a leveraged employee stock ownership plan ("ESOP") that covers substantially all employees who have completed six months of service. Chromcraft Revington makes annual contributions to the ESOP Trust equal to the ESOP Trust's repayment of the loan from the Company. As the ESOP loan is repaid, shares are released and allocated to ESOP accounts of active employees based on the proportion of the loan and related interest paid in the year. Unearned ESOP shares are reported as a reduction of stockholders' equity as reflected in the Condensed Consolidated Statement of Stockholders' Equity of the Company. As shares are committed to be released, Chromcraft Revington reports compensation expense equal to the average market price of the shares during the period, and the shares become outstanding for earnings per share computations. ESOP compensation expense, a non-cash charge, was $233,000 and $459,000 for the three and six months ended July 3, 2004, respectively, compared to $200,000 and $416,000 for the three and six months ended June 28, 2003, respectively. ESOP shares consisted of the following:

	(In thousands)		
	July 3, 2004	June 28, 2003	Dec. 31, 2003
Allocated shares	120	53	120
Committed to be released shares	34	34	--

Unearned ESOP shares	1,846	1,913	1,880
Total ESOP shares	2,000	2,000	2,000
Unearned ESOP shares, at cost	$18,462	$19,133	$18,798
Fair value of unearned ESOP shares	$22,635	$23,893	$21,317

Note 6. Earnings per Share of Common Stock

Weighted average shares used in the calculation of diluted earnings per share included dilutive potential common shares (stock options) of approximately 88,000 and 86,000 for the three and six months ended July 3, 2004, respectively, and 46,000 and 64,000 for the three and six months ended June 28, 2003, respectively.

Certain options to purchase shares of common stock were outstanding during the first six months of 2004 and 2003, but were not included in the computation of diluted earnings per share because the options' exercise prices were greater than the average market price of the common shares during those periods and, therefore, their effect would be

antidilutive. Options excluded from the computation of diluted earnings per share and their weighted average exercise prices were as follows:

	2004		2003	
	Shares	Average Exercise Price	Shares	Average Exericse Price
Second quarter	148,900	$ 16.43	347,163	$ 14.15
First six months	198,603	$ 15.77	223,060	$ 15.26

Note 7. Stock Based Compensation

The Company has two stock-based compensation plans. The Company accounts for those plans under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations and discloses the fair value of options granted as permitted by Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("Statement No. 123"). The following table summarizes the pro forma effects assuming compensation cost for such awards had been recorded based upon the estimated fair value (in thousands, except per share data):

	Three Months Ended		Six Months Ended	
	July 3, 2004	June 28, 2003	July 3, 2004	Jun 2
Net earnings, as reported	$ 2,039	$ 1,589	$ 3,532	$
Add: Stock-based employee compensation expense included in reported net earnings, net of related tax effects	31	30	61	
Deduct: Total stock-based employee compensation expense determined under fair-value based method for all awards,				

net of related tax effects	(73)	(124)	(341)	
Pro forma net earnings	$ 1,997	$ 1,495	$ 3,252	$
Earnings per share				
Basic - as reported	$ .49	$ .38	$ .86	$
Basic - pro forma	$ .48	$ .36	$ .79	$
Diluted - as reported	$ .48	$ .38	$ .84	$
Diluted - pro forma	$ .48	$ .36	$ .78	$

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Chromcraft Revington encounters intense domestic and import competition in the sale of all its products. Furniture imports into the U.S. continue to grow at double digit rates with the majority of the growth coming from the Peoples Republic of China ("China"). Foreign importers compete based on price, utilizing their low wage and overhead cost structure.

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On June 18, 2004 the U.S. Department of Commerce announced its preliminary affirmative determination of antidumping duties, ranging from 5% to 198%, to be assessed to imports of wooden bedroom furniture from China. A final determination of antidumping duties by the U.S. Department of Commerce is expected at the end of 2004. The Company does not anticipate that these duties will have a significant effect on its results of operations.

Chromcraft Revington's business strategy is to operate as a low-cost, high-quality manufacturer and distributor of residential and commercial furniture. The Company has supplemented its domestic manufacturing with imports of low-cost, labor-intensive furniture components and finished furniture from the Pacific Rim. Using this blended approach of domestic manufacturing and selective importing, the Company believes it is better able to control the quality of furniture and service to its customers. Chromcraft Revington's competitiveness with producers from other countries is influenced by transportation costs, timely delivery of furniture to retailers and product differentiation.

The Company has several businesses, some of which have been impacted more severely than others from the reduced sales volume. As a result, Chromcraft Revington may need to consolidate or curtail operations in the future if operating results or business conditions do not improve.

The following table sets forth the Condensed Consolidated Statements of Earnings of Chromcraft Revington for the three and six months ended July 3, 2004 and June 28, 2003 expressed as a percentage of sales.

	Three Months Ended		Six Months Ended	
	July 3, 2004	June 28, 2003	July 3, 2004	June 28, 2003
Sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	76.9	78.3	76.9	78.0
Gross margin	23.1	21.7	23.1	22.0

Selling, general and administrative expenses	14.9	15.2	16.2	14.9
Operating income	8.2	6.5	6.9	7.1
Interest expense	0.4	0.7	0.4	0.6
Earnings before income tax expense	7.8	5.8	6.5	6.5
Income tax expense	3.0	2.2	2.5	2.5
Net earnings	4.8%	3.6%	4.0%	4.0%

Three and Six Months Ended July 3, 2004 Compared to Three and Six Months Ended June 28, 2003

Consolidated sales decreased for the three and six month periods ended July 3, 2004 as compared to the prior year periods primarily due to import competition, particularly in bedroom furniture. Selling prices for the first six months of 2004 were slightly higher compared to the prior year period.

For the three months ended July 3, 2004 sales decreased 3.5% to $42,638,000 compared to $44,166,000 for the three months ended June 28, 2003. Shipments of bedroom and occasional furniture were lower for the second quarter as compared to the prior year period, partially offset by higher sales of upholstered, dining room, and commercial furniture. Upholstered furniture shipments were higher in the second quarter due to the introduction of leather sofas and chairs at the Company's Silver Furniture and Peters-Revington subsidiaries.

Sales for the first six months of 2004 were $89,105,000, a 4.8% decrease from sales of $93,597,000 for the same period last year. Sales of bedroom, occasional, upholstered, and commercial furniture were lower for the first half of 2004 compared to the prior year period. Shipments of dining room furniture for the first six months of 2004 were at approximately the same level as compared to the same period last year.

Gross margin as a percentage of sales was 23.1% for the three and six month periods ended July 3, 2004, compared to 21.7% and 22.0% for the three and six month periods ended June 28, 2003, respectively. The higher gross margin

percentage in 2004 was primarily due to cost reductions which were due, in part, to a decrease in employee benefit expense.

Selling, general and administrative expenses as a percentage of sales were 14.9% and 16.2% for the three and six months ended July 3, 2004, respectively, compared to 15.2% and 14.9% for the three and six months ended June 28, 2003, respectively. The lower expense percentage for the three months ended July 3, 2004 is primarily due to a decrease in employee benefit costs. The higher expense percentage for the six months ended July 3, 2004 was due to a $1,100,000 charge to record a minimum annual supplemental retirement benefit payable to Michael E. Thomas, Chairman, President, and Chief Executive Officer of the Company. The charge resulted from an amendment to Mr. Thomas' employment and supplemental retirement benefit agreements with the Company dated March 3, 2004.

Interest expense for the three and six months ended July 3, 2004 was $189,000 and $386,000, respectively, compared to $304,000 and $628,000 for the same period in 2003, respectively. The decrease in interest expense for 2004 was primarily due to lower average bank borrowings during the periods.

Chromcraft Revington's effective income tax rate was 38.4% for the three and six months ended July 3, 2004 as compared to 38% for the prior year periods. The increase in the effective tax rate was due to higher state income taxes.

Liquidity and Capital Resources

Operating activities used $2,057,000 of cash during the six months ended July 3, 2004, as compared to $2,889,000 of cash generated for the same period last year. Operating activities in 2004 required cash primarily to support an increase in inventories. At July 3, 2004, inventories were $36,716,000 compared to $40,187,000 at the end of the second quarter last year.

Investing activities used $620,000 of cash for net capital expenditures during the first six months of 2004 as compared to $428,000 spent during the same period last year. Chromcraft Revington expects capital expenditures in 2004 to be less than $1,500,000.

Financing activities provided $2,677,000 of cash during the first six months of 2004. Cash provided by financing activities was primarily due to bank borrowings. At July 3, 2004, the Company had approximately $31,700,000 in unused availability under its bank revolving credit line that matures in 2007.

Management expects that cash flow from operations and availability under its bank revolving credit line will continue to be sufficient to meet future liquidity needs. Chromcraft Revington expects to generate excess cash flow in 2004 which will be used to reduce bank debt, to repurchase Company common stock or for general corporate purposes.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

Certain information and statements contained in this report are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements can be generally identified as such because they include future tense or dates, or are not historical or current facts, or include words such as "expects", "may", "anticipates", "believes" or words of similar import. Forward-looking statements are not guarantees of results or performance and are subject to certain risks and uncertainties that could cause actual results or outcomes to differ materially from those reported, expected or anticipated as of the date of this report.

Among such risks and uncertainties are general economic conditions; import and domestic competition in the furniture industry; market interest rates; consumer confidence levels; cyclical nature of the furniture industry; consumer spending; changes in relationships with customers; customer acceptance of existing and new products; new home and existing home sales; and other factors that generally effect business.

The Company does not undertake any obligation to update or revise publicly any forward-looking statements to reflect information, events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events or circumstances.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Borrowings under Chromcraft Revington's bank agreement bear interest at a variable rate and, therefore, are subject to changes in interest rates. A one-percentage point fluctuation in market interest rates would not have a material impact on net earnings in 2004. The Company supplements its domestic manufacturing by sourcing parts and finished furniture primarily from the Pacific Rim. These purchases are payable in U.S. dollars and, therefore, the Company has no material foreign exchange rate risk exposure.

Item 4. Controls and Procedures

Chromcraft Revington's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended), were effective as of the end of the period covered by this Form 10-Q.

Chromcraft Revington's management, including its principal executive officer and principal financial officer, does not expect that the Company's disclosure controls and procedures or its internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control.

There have been no significant changes in Chromcraft Revington's internal controls, or in other factors that could significantly affect these controls, during the period covered by this Form 10-Q.

PART II.

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

(a) Chromcraft Revington held its annual meeting of stockholders on May 4, 2004.

(b) All director nominees were elected to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified. Set forth below are the votes cast for each director.

	Votes	
Directors	For	Withheld
Stephen D. Healy	5,732,880	54,138
David L. Kolb	5,733,124	53,894
Larry P. Kunz	5,733,143	53,875
Theodore L. Mullett	5,533,143	253,875
Michael E. Thomas	5,732,404	54,614
Warren G. Wintrub	5,733,143	53,875

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(c) Set forth below is the vote tabulation regarding the ratification of the appointment of KPMG LLP as the independent auditors of the Company for the fiscal year ending December 31, 2004.

Votes Cast		
For	Against	Abstain
5,712,831	50,597	23,590

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

31.1 Certification of Chief Executive Officer required pursuant to Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended (filed herewith).

31.2 Certification of Chief Financial Officer required pursuant to Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended (filed herewith).

32.1 Certifications of Chief Executive Officer and Chief Financial Officer required pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

(b) Reports on Form 8-K

On April 27, 2004, Chromcraft Revington, Inc. filed a report on Form 8-K, announcing first quarter 2004 operating results.

SIGNATURES

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

Chromcraft Revington, Inc.

(Registrant)

Date: August 2, 2004 By: /s/ Frank T. Kane

Frank T. Kane
Vice President-Finance
(Duly Authorized Officer and Principal Accounting and Financial Officer)

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