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CHROMCRAFT REVINGTON INC

Form 10-Q

November 05, 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 October 2, 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 - 5,991,202 shares as of October 25, 2004

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## PART I.

### Item 1. Financial Statements

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

	Three Months Ended		Nine Months Ended	
	Oct. 2, 2004	Sept. 27, 2003	Oct. 2, 2004	Sept. 2003
Sales	\$ 41,658	\$ 44,951	\$ 130,763	\$ 138,763
Cost of sales	32,361	36,186	100,885	109,885
Gross margin	9,297	8,765	29,878	29,878
Selling, general and administrative expenses	5,881	7,084	20,342	20,342
Other (income)	--	(3,650)	--	(3,650)

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Operating income	3,416	5,331	9,536	12
Interest expense	204	276	590	
	-----	-----	-----	-----
Earnings before income tax expense	3,212	5,055	8,946	11
Income tax expense	1,233	2,436	3,435	4
	-----	-----	-----	-----
Net earnings	\$ 1,979	\$ 2,619	\$ 5,511	\$ 6
	=====	=====	=====	=====
Earnings per share of common stock				
Basic	\$ .48	\$ .63	\$ 1.33	\$
Diluted	\$ .47	\$ .62	\$ 1.31	\$
Shares used in computing earnings per share				
Basic	4,155	4,127	4,132	4
Diluted	4,224	4,209	4,212	4

See accompanying notes to condensed consolidated financial statements.

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

	Oct. 2, 2004	Sept. 27, 2003	Dec. 31, 2003
	-----	-----	-----
Assets			
-----			
Accounts receivable	\$22,045	\$23,021	\$17,768
Inventories	36,695	36,400	30,868
Prepaid expenses and other	2,065	2,326	1,362
	-----	-----	-----
Current assets	60,805	61,747	49,998
Property, plant and equipment, net	33,107	35,846	35,166
Other long-term assets	823	1,087	736
	-----	-----	-----
Total assets	\$94,735	\$98,680	\$85,900
	=====	=====	=====
Liabilities and Stockholders' Equity			
-----			
Current portion of bank debt	\$ 5,000	\$ 6,250	\$ 5,000
Accounts payable	5,624	6,177	4,642
Accrued liabilities	9,536	12,372	10,312
	-----	-----	-----
Current liabilities	20,160	24,799	19,954
Bank debt	9,050	17,000	7,050
Employment related liabilities	3,795	3,024	2,914
Other long-term liabilities	1,281	2,042	2,184
	-----	-----	-----
Total liabilities	34,286	46,865	32,102

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Stockholders' equity	60,449	51,815	53,798
	-----	-----	-----
Total liabilities and stockholders' equity	\$94,735	\$98,680	\$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)

	Common Stock	Capital in Excess of Par Value	Unearned ESOP Shares	Retained Earnings	Treasury Stock
	-----	-----	-----	-----	-----
Balance at January 1, 2004	\$ 77	\$ 14,414	\$ (18,798)	\$ 78,451	\$ (2,812)
Net earnings	--	--	--	5,511	--
ESOP compensation expense	--	191	567	--	--
Stock option compensation expense	--	149	--	--	--
Exercise of stock options (22,812 shares)	--	233	--	--	--
	-----	-----	-----	-----	-----
Balance at October 2, 2004	\$ 77	\$ 14,987	\$ (18,231)	\$ 83,962	\$ (2,812)
	=====	=====	=====	=====	=====

See accompanying notes to condensed consolidated financial statements.

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

	Nine Months Ended	
	Oct. 2, 2004	Sept. 27, 2003
	-----	-----
Operating Activities		
Net earnings	\$ 5,511	\$ 6,399
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities		
Depreciation expense	2,841	3,412

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Deferred income taxes	(278)	1,501
Non-cash gain on the resolution of a claim	--	(3,650)
Non-cash ESOP compensation expense	758	635
Stock option compensation expense	149	148
Changes in assets and liabilities		
Accounts receivable	(4,277)	(4,479)
Inventories	(5,827)	3,412
Prepaid expenses and other	(1,024)	(1,286)
Accounts payable and accrued liabilities	154	67
Other	576	423
	-----	-----
Cash provided by (used in) operating activities	(1,417)	6,582
	-----	-----
Investing Activities		
Capital expenditures, net	(787)	(564)
	-----	-----
Cash used in investing activities	(787)	(564)
	-----	-----
Financing Activities		
Net borrowing (repayment) under a bank revolving credit line	5,750	(2,300)
Principal payments on bank term loan	(3,750)	(2,500)
Stock repurchases	--	(2,226)
Exercise of stock options, net of tax benefit	204	1,008
	-----	-----
Cash provided by (used in) financing activities	2,204	(6,018)
	-----	-----
Net change in cash	--	--
Cash at beginning of period	--	--
	-----	-----
Cash at end of period	\$ --	\$ --
	=====	=====

See accompanying notes to condensed consolidated financial statements.

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

#### Note 1. Basis of Presentation

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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 nine month period ended October 2, 2004 are not necessarily indicative of the results that may be expected for the year ending

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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)		
	Oct. 2, 2004	Sept. 27, 2003	Dec. 31, 2003
Raw materials	\$ 10,932	\$ 9,494	\$ 8,811
Work-in-process	6,847	6,634	5,835
Finished goods	21,317	22,407	18,109
Inventories at FIFO cost	39,096	38,535	32,755
LIFO reserve	(2,401)	(2,135)	(1,887)
	<u>\$ 36,695</u>	<u>\$ 36,400</u>	<u>\$ 30,868</u>

## Note 3. Bank Debt

Long term bank debt consisted of the following:

	(In thousands)		
	Oct. 2, 2004	Sept. 27, 2003	Dec. 31, 2003
Term loan	\$ 5,500	\$ 18,750	\$ 9,250
Revolving credit line	8,550	4,500	2,800
	14,050	23,250	12,050
Less current portion of term loan	5,000	6,250	5,000
	<u>\$ 9,050</u>	<u>\$ 17,000</u>	<u>\$ 7,050</u>

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## Note 4. Accrued Liabilities

Accrued liabilities consisted of the following:

	(In thousands)		
	Oct. 2, 2004	Sept. 27, 2003	Dec. 31, 2003

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Salaries, wages and commissions	\$ 1,429	\$ 1,786	\$ 1,164
Vacation and holiday pay	1,352	1,311	1,009
Workers' compensation plans	992	879	915
Health benefit plans	568	1,553	1,610
Other accrued liabilities	5,195	6,843	5,614
	-----	-----	-----
	\$ 9,536	\$ 12,372	\$ 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 \$299,000 and \$758,000 for the three and nine months ended October 2, 2004, respectively, compared to \$219,000 and \$635,000 for the three and nine months ended September 27, 2003, respectively. ESOP shares consisted of the following:

	(In thousands)		
	Oct. 2, 2004	Sept. 27, 2003	Dec. 31, 2003
	-----	-----	-----
Allocated shares	120	53	120
Committed to be released shares	57	50	--
Unearned ESOP shares	1,823	1,897	1,880
	-----	-----	-----
Total ESOP shares	2,000	2,000	2,000
	=====	=====	=====
Unearned ESOP shares, at cost	\$ 18,231	\$ 18,966	\$ 18,798
	=====	=====	=====
Fair value of unearned ESOP shares	\$ 23,427	\$ 23,542	\$ 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 69,000 and 80,000 for the three and nine months ended October 2, 2004, respectively, and 82,000 and 70,000 for the three and nine months ended September 27, 2003, respectively.

Certain options to purchase shares of common stock were outstanding during the first nine 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

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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	
Third quarter	208,603	\$ 15.65	200,560	\$
First nine months	198,603	\$ 15.77	215,560	\$

## 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		Nine Months Ended	
	Oct. 2, 2004	Sept. 27, 2003	Oct. 2, 2004	S
Net earnings, as reported	\$ 1,979	\$ 2,619	\$ 5,511	\$
Add: Stock-based employee compensation expense included in reported net earnings, net of related tax effects	30	31	91	
Deduct: Total stock-based employee compensation expense determined under fair-value based method for all awards, net of related tax effects	(130)	(98)	(471)	
Pro forma net earnings	\$ 1,879	\$ 2,552	\$ 5,131	\$
Earnings per share				
Basic - as reported	\$ .48	\$ .63	\$ 1.33	\$
Basic - pro forma	\$ .45	\$ .62	\$ 1.24	\$
Diluted - as reported	\$ .47	\$ .62	\$ 1.31	\$
Diluted - pro forma	\$ .45	\$ .61	\$ 1.23	\$

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



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## 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. In addition, the Company continues to experience inflationary price increases in raw materials and other costs which have been primarily offset by offshore sourcing of furniture components and material substitution.

Three and Nine Months Ended October 2, 2004 Compared to Three and Nine Months Ended September 27, 2003

The following table sets forth the Condensed Consolidated Statements of Earnings of Chromcraft Revington for the three and nine months ended October 2, 2004 and September 27, 2003 expressed as a percentage of sales.

	Three Months Ended		Nine Months Ended	
	Oct. 2, 2004	Sept. 27, 2003	Oct. 2, 2004	Sept. 27, 2003
Sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales	77.7	80.5	77.2	78.8
Gross margin	22.3	19.5	22.8	21.2
Selling, general and administrative expenses	14.1	15.7	15.5	15.1
Other (income)	--	(8.1)	--	(2.6)
Operating income	8.2	11.9	7.3	8.7
Interest expense	0.5	0.6	0.5	0.7

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Earnings before income tax expense	7.7	11.3	6.8	8.0
Income tax expense	3.0	5.5	2.6	3.4
Net earnings	4.7 %	5.8 %	4.2 %	4.6 %

Consolidated sales were lower for the three and nine months ended October 2, 2004 as compared to the prior year primarily due to import competition, particularly in bedroom furniture. Selling prices for the first nine months of 2004 were slightly higher compared to the prior year period.

For the three months ended October 2, 2004 sales decreased 7.3% to \$41,658,000 compared to \$44,951,000 for the three months ended September 27, 2003. Shipments of dining room, bedroom, occasional and commercial furniture were lower for the third quarter as compared to the prior year period. Upholstered furniture shipments were slightly higher in the third quarter of 2004 as compared to the same period last year due to the introduction of leather sofas and chairs imported from overseas.

Sales for the nine months ended October 2, 2004 were \$130,763,000, a 5.6% decrease from sales of \$138,548,000 for the same period last year. Shipments of all furniture categories were lower for the first nine months of 2004 compared to the prior year period.

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Gross margin as a percentage of sales was 22.3% and 22.8% for the three and nine month periods ended October 2, 2004, compared to 19.5% and 21.2% for the same periods in 2003, respectively. Gross margin for 2003 was reduced by a \$950,000 inventory write down for slow moving bedroom furniture recorded in the third quarter of 2003. In addition, cost reductions, primarily in employee benefits, improved gross margin in 2004.

Selling, general and administrative expenses as a percentage of sales were 14.1% for the three months ended October 2, 2004, compared to 15.7% for the same period in 2003. The lower expense percentage for 2004 is primarily due to a decrease in performance based compensation and fringe benefits.

Selling, general and administrative expenses as a percentage of sales were 15.5% for the nine months ended October 2, 2004 compared to 15.1% for the same period in 2003. The higher expense percentage for 2004 was due, in part, 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.

Operating income for the three and nine months ended September 27, 2003 included a \$3,650,000 non-recurring non-cash gain on the resolution of a claim in connection with the Company's earlier acquisition of a subsidiary.

Interest expense for the three and nine months ended October 2, 2004 was \$204,000 and \$590,000, respectively, compared to \$276,000 and \$904,000 for the same periods 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 nine months ended October 2, 2004 as compared to 48.2% and 42.6% for the three and nine months ended September 27, 2003, respectively. The higher income tax

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rate in 2003 was due to additional income tax expense of \$515,000 recorded in the third quarter for a change in tax basis of certain acquired assets.

Earnings per share on a diluted basis was \$.47 and \$1.31 for the three and nine month periods ended October 2, 2004, respectively, as compared to diluted earnings per share of \$.62 and \$1.53 for the same periods in 2003, respectively. Net earnings for 2003 included three non-recurring items as described in the above discussion: a \$950,000 pre-tax inventory write down for slow moving bedroom furniture, a \$3,650,000 pre-tax non-cash gain from the resolution of a claim in connection with the Company's earlier acquisition of a subsidiary and \$515,000 of additional income tax expense for a change in tax basis of certain acquired assets. The net effect of these items added \$.28 to earnings per share, on a diluted basis, for the three and nine months ended September 27, 2003.

### Liquidity and Capital Resources

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Operating activities used \$1,417,000 of cash during the nine months ended October 2, 2004, as compared to \$6,582,000 of cash generated for the same period last year. Operating activities in 2004 required cash primarily to support a seasonal build in working capital, primarily in accounts receivable and inventories. Inventories at October 2, 2004 were \$36,695,000 compared to \$36,400,000 at September 27, 2003. The Company expects year-end inventory levels to be higher as compared to the December 31, 2003 inventory balance of \$30,868,000 due to an increase in raw materials and work-in-process, primarily in sourced furniture components from overseas.

Investing activities used \$787,000 of cash for net capital expenditures during the first nine months of 2004 as compared to \$564,000 spent during the same period last year. Chromcraft Revington expects capital expenditures in 2004 to be less than \$1,500,000.

Financing activities provided \$2,204,000 of cash during the first nine months of 2004. Cash provided by financing activities was primarily due to bank borrowings. At October 2, 2004, the Company had approximately \$27,100,000 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

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the fourth quarter of 2004, primarily from a reduction in working capital. Excess cash will be used to reduce bank debt or for general corporate purposes.

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

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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

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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

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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 control over financial reporting that occurred during the quarter covered by this report, that have materially affected, or are reasonably likely to materially affect, Chromcraft Revington's internal control over financial reporting.

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## PART II.

### Item 6. Exhibits

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3.2 By-laws of the Registrant, as amended July 26, 2004 (filed herewith).

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- 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).

### 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: November 5, 2004

By: /s/ Frank T. Kane

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