CHROMCRAFT REVINGTON INC
Form 10-K
March 05, 2004

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

FORM 10-K

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

For the fiscal year ended December 31, 2003
or
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND 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)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, $.01 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

As of February 17, 2004, there were 5,966,890 shares of the registrant's common stock ($.01 par value) outstanding. The aggregate market value of the voting stock held by nonaffiliates of the registrant as of June 27, 2003 was $49.2 million.

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

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the annual meeting of stockholders to be held May 4, 2004 are incorporated by reference into Part III.

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INDEX

			Pag
PART I			
	Item 1.	Business	
	Item 2.	Properties	
	Item 3.	Legal Proceedings	
	Item 4.	Submission of Matters to a Vote of Security Holders	
PART II			
	Item 5.	Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	
	Item 6.	Selected Financial Data	
	Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	
	Item 7A.	Quantitative and Qualitative Disclosures about Market Risk	
	Item 8.	Financial Statements and Supplementary Data	
	Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	
	Item 9A.	Controls and Procedures	
PART III			
	Item 10.	Directors and Executive Officers of the Registrant	
	Item 11.	Executive Compensation	
	Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	
	Item 13.	Certain Relationships and Related Transactions	
	Item 14.	Principal Accountant Fees and Services	
PART IV			
	Item 15.	Exhibits, Financial Statement Schedules and Reports on Form 8-K	
Signatures			

PART I

Item 1. Business

General

Chromcraft Revington, Inc. ("Chromcraft Revington"), incorporated in 1992 under the laws of Delaware, is engaged in the design, manufacture and sale of residential and commercial furniture through its wholly-owned subsidiaries, Chromcraft Corporation ("Chromcraft"), Peters-Revington Corporation ("Peters-Revington"), Silver Furniture Co., Inc. ("Silver Furniture"), Cochrane Furniture Company, Inc. ("Cochrane Furniture") and Korn Industries, Incorporated ("Korn Industries"). Chromcraft Revington is headquartered in Delphi, Indiana.

In 1992, Chromcraft Revington acquired all of the outstanding common stock of Chromcraft and Peters-Revington from Consolidated Furniture Corporation (formerly Mohasco Corporation) pursuant to merger agreements. Concurrently, Chromcraft Revington completed its initial public offering and restructured its long-term debt. Chromcraft Revington had no operations prior to 1992. Chromcraft, located in Senatobia, Mississippi, manufactures casual dining and commercial furniture. Peters-Revington, located in Delphi, Indiana, manufactures occasional and bedroom furniture. Chromcraft and Peters-Revington were both founded in 1946.

In April 1995, Chromcraft Revington acquired Silver Furniture, a distributor of imported occasional furniture. Silver Furniture is located in Knoxville, Tennessee. In November 1996, Chromcraft Revington acquired Cochrane Furniture, a manufacturer of dining room, bedroom and upholstered furniture. Cochrane Furniture has manufacturing facilities in Lincolnton and Warrenton, North Carolina. In September 1999, Chromcraft Revington acquired Korn Industries, based in Sumter, South Carolina. Korn Industries manufactures and sells bedroom and dining room furniture through its Sumter Cabinet Company ("Sumter Cabinet") division.

In March 2002, Chromcraft Revington and its newly formed Employee Stock Ownership Trust ("ESOP Trust") purchased 5,695,418 shares of Chromcraft Revington common stock from Court Square Capital Limited ("Court Square") for a total purchase price of $60,529,000. The ESOP Trust purchased 2,000,000 of the shares from Court Square for $20,000,000, using funds borrowed from Chromcraft Revington, with the remainder of the shares purchased by Chromcraft Revington. The transaction was financed with available cash and bank borrowings. At December 31, 2003, the ESOP Trust held approximately 33.5% of the issued and outstanding shares of Chromcraft Revington's common stock.

Chromcraft Revington and its subsidiaries (collectively the "Company") have several operating segments which are aggregated into one reportable segment, in accordance with Financial Accounting Standards Board Statement No. 131, Disclosures about Segments of an Enterprise and Related Information. No material amount of Chromcraft Revington's sales is dependent upon a single customer. Sales outside of the United States represent less than 1% of total sales.

Products and Distribution

Occasional Furniture

Medium-priced occasional furniture, including tables, bookcases, entertainment centers, library and modular wall units and curio cabinets in traditional, contemporary and country styles, are manufactured and sold under the Peters-Revington brand name. Occasional furniture is manufactured primarily from American hardwoods, such as oak, cherry, ash and maple. Many Peters-Revington table collections include twelve or more pieces in matching styles. In addition,

different pieces of occasional furniture incorporate the same design and styling themes, thereby enabling consumers to coordinate furniture for the same room. Peters-Revington's furniture is sold in the United States and Canada through independent sales representatives primarily to independent furniture retailers.

Entry level-to-medium priced occasional tables and entertainment centers are imported and sold under the Silver Furniture brand name. These products are generally designed with a contemporary appeal and unique styling. Silver Furniture tables are constructed using a variety of materials, including wood, medium-density fiberboard, glass and

metal. Silver's occasional furniture is sourced mainly from factories located in the Pacific Rim. Imported furniture is purchased in U.S. dollars and, as a result, Chromcraft Revington is not subject to foreign exchange risk. Silver Furniture occasional furniture is sold primarily in the United States and Canada through company sales personnel to national and regional furniture retailers and through independent sales representatives to independent furniture retailers.

Bedroom Furniture
Solid wood bedroom furniture, primarily in oak, cherry, ash or maple, is manufactured and sold at medium price points under the Cochrane Furniture brand name and at mid-to-higher price points under the Sumter Cabinet brand name. Peters-Revington bedroom furniture is constructed of hardwoods, solids and veneers and is sold at medium price points.

Bedroom furniture includes beds, dressers, night stands, entertainment armoires and mirrors primarily in traditional styling. Bedroom furniture is sold through independent sales representatives to regional and independent furniture retail stores.

Dining Room Furniture
Casual dining furniture is manufactured and sold under the Chromcraft brand name. Casual dining furniture is designed for use in dining rooms, family rooms, recreation rooms, kitchens and apartments without formal dining areas. The product line consists primarily of coordinated dining suites in a contemporary or traditional style that include tables with laminated, wood or glass table tops, stationary and tilt-swivel chairs, pedestal chairs and barstools. Chairs are upholstered in a variety of fabrics and vinyls, while tables are manufactured from metal, wood, glass, faux marble and other materials, and come in a variety of shapes. Chromcraft competes primarily at the medium-to-higher price points in casual dining. Chromcraft's casual dining furniture is sold in the United States through company sales personnel and independent sales representatives to national, regional, independent and specialty dining retail furniture stores.

Solid wood dining room furniture, primarily in oak, cherry, ash or maple, is manufactured and sold at medium price points under the Cochrane Furniture brand name and at mid-to-higher price points under the Sumter Cabinet brand name. Dining room furniture includes a broad line of tables, armed and side chairs, buffets, china cabinets and serving pieces, mainly in traditional or country styling. Cochrane Furniture dining room tables are offered in solid wood or a high pressure laminate table top. Sumter Cabinet dining room tables feature solid wood tops, leaves, and legs. Dining room furniture is sold primarily in the United States through independent sales representatives to regional and independent furniture retail stores.

Upholstered Furniture
Upholstered sofas, chairs and ottomans are manufactured and sold under the Cochrane Furniture brand name. Upholstered furniture is styled in traditional or

contemporary patterns in a wide selection of fabrics using a heat tempered coil seat construction to evenly distribute body weight. Seat cushions are made with high-density, high-resilience polyurethane foam and wrapped in polyester fiber for consistent comfort. Cochrane Furniture's upholstered furniture is sold primarily at medium price points. Upholstered furniture is sold through independent sales representatives primarily to independent furniture retail stores.

Commercial Furniture

Commercial furniture, sold under the Chromcraft brand name, includes stationary and tilt-swivel office chairs, conference and meeting room tables, and lounge-area seating products for airports and other public waiting areas. Chairs are offered in both contemporary and transitional styles and are upholstered in various grades and colors of fabric or leather. They include executive models with high backs, management models, ergonomic computer task chairs, and secretarial models with no arm rests. Products are sold through company sales personnel and independent sales representatives to office product dealers, wholesalers/distributors and various contract customers.

Manufacturing

Manufacturing operations include cutting, shaping, sanding, finishing and final assembly of wood furniture, metal

fabricating, plating, powder-coat painting and chair foam production for casual dining furniture and cutting and sewing of upholstery fabric. Cochrane Furniture and Sumter Cabinet also have rough mill operations and woodworking plants which process green lumber into parts for internal use. In addition, the Company supplements its domestic manufacturing by sourcing parts and finished furniture primarily from the Pacific Rim.

Raw Materials

Major raw materials are wood, steel, fabrics, glass, medium-density fiberboard, wood finishing materials, cartons, foam for cushions and paddings and mechanisms. Suppliers are selected for their ability to deliver high quality products on a timely basis and at competitive prices. Chromcraft Revington believes that supplies of raw materials are available in sufficient quantities from an adequate number of suppliers. No significant shortages of raw materials were experienced during 2003.

Inventory and Seasonal Requirements

Chromcraft Revington maintains a finished goods inventory for occasional, dining room and bedroom furniture in order to respond quickly to customer delivery needs. Most casual dining, upholstered and commercial furniture is made to customer specifications and, therefore, not carried in stock. A limited number of casual dining, upholstered and commercial furniture items are maintained for quick delivery programs. Sales have historically not been subject to material seasonal fluctuations.

Competition

The U.S. furniture industry is highly fragmented and Chromcraft Revington encounters intense domestic and import competition in the sale of all its products. In recent years, low-cost foreign competitors, primarily from China, have significantly increased shipments into the United States. Many of Chromcraft Revington's competitors, some of which are larger and have greater financial resources, produce a number of products which are not competitive with

Chromcraft Revington's products. In many cases, such companies do not disclose the portion of their sales attributable to products similar to those manufactured by Chromcraft Revington. It is, therefore, impractical to state with any certainty Chromcraft Revington's relative position in a particular product line. Competition in Chromcraft Revington's products is in the form of the quality of its products, service and selling prices.

Backlog

Chromcraft Revington's backlog of sales orders was approximately $15.8 million at December 31, 2003, as compared to approximately $16.2 million at December 31, 2002. Order backlog at any particular time is not necessarily indicative of the level of future shipments.

Environment

Chromcraft Revington believes it is in compliance in all material respects with all federal, state and local environmental laws and regulations which impose limitations on the discharge of pollutants into the environment and establish standards for the treatment of hazardous wastes.

Employees

Chromcraft Revington employs a total of approximately 1,500 people.

Additional Information

Chromcraft Revington files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission ("SEC"). Stockholders may inspect and copy these materials at the Public Reference Room maintained by the SEC at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information on the operation of the Public Reference Room. The SEC maintains

an internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. The address of the site is http://www.sec.gov. Copies of the Company's annual, quarterly and current reports will be available to stockholders without charge upon request to: Corporate Secretary, Chromcraft Revington, Inc., 1100 North Washington Street, Delphi, IN 46923.

Item 2. Properties

The following table summarizes Chromcraft Revington's facilities as of December 31, 2003.

Location	Square Feet	Operations	Type of Furniture	Owned/ Leased
Delphi, IN	519,000	Manufacturing/ warehousing	Occasional/ bedroom	Owned
Knoxville, TN	160,000	Warehousing	Occasional	Owned
Lincolnton, NC	368,000	Manufacturing/ warehousing	Dining room/ bedroom	Owned

Lincolnton, NC	152,000	Manufacturing	Upholstery	Owned
Lincolnton, NC	159,000	Warehousing	Upholstery	Owned
Senatobia, MS	560,000	Manufacturing/ warehousing	Dining room/ commercial	Leased (expires 2061)
Sumter, SC	521,000	Manufacturing/ warehousing	Dining room/ bedroom	Owned
Warrenton, NC	166,000	Manufacturing	Dining room/ bedroom	Owned

Chromcraft Revington also leases trucks, trailers and other transportation equipment and showroom facilities in High Point, North Carolina and Chicago, Illinois. Management believes the properties and equipment of its subsidiaries are well maintained, in good operating condition and adequate to support present operations. All of the owned properties and equipment are pledged as collateral under Chromcraft Revington's bank agreement.

Item 3. Legal Proceedings

Not applicable.

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

Not applicable.

PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Chromcraft Revington's common stock is traded on the New York Stock Exchange under the ticker symbol "CRC". The following table sets forth the high and low prices, as reported on the New York Stock Exchange.

	2003		2002	
	High	Low	High	Low
First quarter	$ 13.35	$ 12.15	$ 12.80	$ 10.30
Second quarter	13.06	10.76	16.50	12.65
Third quarter	13.61	12.05	14.96	12.30
Fourth quarter	13.05	11.02	13.65	12.30

As of February 17, 2004, there were approximately 44 security holders of record of Chromcraft Revington's common stock. The Company has never paid cash dividends on shares of its common stock. Under its bank agreement, Chromcraft Revington is not permitted to pay cash dividends. On February 17, 2004, the closing price of Chromcraft Revington's common stock was $13.10 as reported by the New York Stock Exchange.

Equity Compensation Plan Information

The following table provides certain information as of December 31, 2003 with respect to the Company's equity compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number remainin future equity plans (exc reflected i
Equity compensation plans approved by security holders(1)	908,865	$11.88	
Equity compensation plans not approved by security holders(2)	-	-	
Total	908,865	$11.88	

(1) Includes the Chromcraft Revington, Inc. 1992 Stock Option Plan as amended and restated effective March 15, 2002 and the Directors' Stock Option Plan of Chromcraft Revington, Inc., effective January 1, 2002.
(2) The Company has no equity compensation plan that has not been authorized by its stockholders.

Item 6. Selected Financial Data

(In thousands, except per share data)	Year Ended December 31, 2003	2002	2001	2000
Operating Results				
Sales	$ 184,228	$ 214,186	$ 228,492	$ 270,555
Cost of sales	145,592	164,745	180,434	208,056
Gross margin	38,636	49,441	48,058	62,499
Selling, general and administrative expenses	27,263	30,364	30,087	35,163
Other (income) (a)	(3,650)	--	--	--
Operating income	15,023	19,077	17,971	27,336
Interest expense	1,147	1,758	687	2,008
Earnings before income taxes and accounting change	13,876	17,319	17,284	25,328
Income tax expense	5,788	6,581	6,741	9,878
Earnings before accounting change	8,088	10,738	10,543	15,450
Cumulative effect of an accounting				

change (net of tax benefit)	--	(26,727)	--	--
Net earnings (loss)	$ 8,088	$ (15,989)	$ 10,543	$ 15,450
Earnings per share of common stock before accounting change				
Basic	$ 1.97	$ 2.08	$ 1.10	$ 1.59
Diluted	$ 1.94	$ 2.04	$ 1.09	$ 1.57
Earnings (loss) per share of common stock after accounting change				
Basic	$ 1.97	$ (3.09)	$ 1.10	$ 1.59
Diluted	$ 1.94	$ (3.09)	$ 1.09	$ 1.57
Shares used in computing earnings per share (b)				
Basic	4,109	5,168	9,577	9,727
Diluted	4,173	5,273	9,685	9,847
Financial Position (December 31,)				
Cash and cash equivalents	$ --	$ --	$ 8,207	$ 441
Working capital	35,044	39,141	52,064	64,210
Total assets	85,900	100,465	149,068	160,092
Total bank debt	12,050	28,050	--	19,200
Stockholders' equity	53,798	45,770	120,744	110,245
Other Data				
Depreciation and amortization	$ 4,188	$ 4,718	$ 6,109	$ 5,855
Capital expenditures	674	1,538	2,191	4,953

(a) Resolution of a claim that existed as part of the Company's earlier acquisition of a subsidiary.
(b) The lower average number of shares used in computing earnings per share in 2002 and 2003, as compared to the prior year periods, was primarily due to the purchase of 5,695,418 shares of Company common stock by Chromcraft Revington and its ESOP Trust that was completed on March 15, 2002.
(c) Korn Industries is included in Chromcraft Revington's consolidated financial results from its acquisition date of September 2, 1999.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

For the year ended December 31, 2003, Chromcraft Revington had lower sales and net earnings of $184,228,000 and $8,088,000, respectively, compared to sales and net earnings before an accounting change of $214,186,000 and $10,738,000, respectively, in 2002. Sales for 2003 were negatively impacted by foreign import competition and a weak economic environment. Earnings were lower primarily due to the lower sales volume and a reduced production level, which impacted fixed cost absorption and manufacturing efficiencies. Earnings for 2003 included a

$3,650,000 pre-tax non-cash gain, or $2,263,000 on an after-tax basis, for the resolution of a claim in connection with the Company's earlier acquisition of a subsidiary.

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 China. Foreign importers compete based on price, utilizing their low wage and overhead cost structure. In addition, China's government continues to hold its currency value fixed to the U.S. dollar, which has helped to keep its goods cheaper, thereby increasing its exports. Low-cost imports and the global oversupply of furniture capacity have begun to cause deflationary pricing pressures in the U.S. market. These competitive conditions are expected to continue.

Significant factors that influence furniture sales include consumer confidence levels, interest rates, consumer spending and new and existing home sales.

Chromcraft Revington's business strategy is to operate as a low-cost, high-quality manufacturer and distributor of residential and commercial furniture. In response to the reduced sales level, the Company has adjusted production schedules to lower inventories, implemented cost reduction programs and reduced employment levels. Also, the Company has supplemented its domestic manufacturing with imports of low-cost, labor-intensive furniture components and finished furniture from the Far East. 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 operating segments, 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. Also, the Company's operating units have experienced inflationary price increases in raw materials and other costs. The Company is seeking ways to mitigate this impact through product engineering, offshore sourcing of low-cost inventory components and material substitution. Due to the competitive environment, the Company does not expect to be able to pass through any significant cost increases to its customers in the near future.

Results of Operations

The following table sets forth the results of operations of Chromcraft Revington for the years ended December 31, 2003, 2002 and 2001 expressed as a percentage of sales.

	Year Ended December 31,		
	2003	2002	2001
Sales	100.0 %	100.0 %	100.0 %
Cost of sales	79.0	76.9	79.0
Gross margin	21.0	23.1	21.0
Selling, general and administrative expenses	14.8	14.2	13.1
Other (income)	(2.0)	--	--

Operating income	8.2	8.9	7.9
Interest expense	.7	.8	.3
Earnings before income taxes and cumulative effect of a change in accounting principle	7.5	8.1	7.6
Income tax expense	3.1	3.1	3.0
Earnings before cumulative effect of a change in accounting principle	4.4	5.0	4.6
Cumulative effect of a change in accounting principle	--	(12.5)	--
Net earnings (loss)	4.4 %	(7.5)%	4.6 %

2003 Compared to 2002

Consolidated sales for the year ended December 31, 2003 were $184,228,000, a 14.0% decrease from sales of $214,186,000 for the year ended December 31, 2002. Shipments of all residential furniture categories were lower during 2003 as compared to 2002. Commercial furniture shipments were slightly higher as compared to 2002. The sales decline in 2003 was primarily due to a lower number of units sold, attributable to foreign import competition and a weak economic environment. Selling prices in 2003 remained unchanged from the prior year.

Gross margin was $38,636,000, or 21.0% of sales, in 2003, as compared to $49,441,000, or 23.1% of sales in 2002. The decrease in gross margin percentage was primarily due to a reduced production level, which impacted fixed cost absorption and manufacturing efficiencies. In addition, gross margin in 2003 was reduced by a $950,000 write down for slow moving bedroom furniture. In response to the lower sales volume, the Company continues to reduce costs and lower employment levels.

Selling, general and administrative expenses decreased $3,101,000 to $27,263,000 from $30,364,000 in 2002. The lower expense in 2003 was primarily due to a decrease in sales commission expense of $1,399,000 and reduced performance based compensation of $1,258,000.

Operating income was $15,023,000 in 2003 as compared to $19,077,000 in 2002. Operating income for 2003 includes 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 decreased to $1,147,000 in 2003 from $1,758,000 in 2002. The lower interest expense for 2003 was primarily due to a decrease in bank borrowings.

Chromcraft Revington's effective income tax rate was 41.7% for the year ended December 31, 2003 as compared to 38.0% for the year ended December 31, 2002. The effective income tax rate was higher in 2003 primarily due to additional income tax expense of $515,000 for a change in the tax basis of certain acquired assets.

Earnings per share on a diluted basis were $1.94 in 2003 as compared to diluted earnings per share before an accounting change of $2.04 in 2002. For the year ended December 31, 2003, shares used in computing diluted earnings per share decreased to 4,173,000 from 5,273,000 for 2002. The lower number of shares used in 2003 was primarily due to the purchase of 5,695,418 shares of Company common stock by Chromcraft Revington and the ESOP Trust that was completed on March 15, 2002.

2002 Compared to 2001

Consolidated sales for the year ended December 31, 2002 were $214,186,000, a 6.3% decrease from sales of $228,492,000 for the year ended December 31, 2001. Shipments of occasional, dining room, bedroom, upholstered and commercial furniture were lower during 2002 as compared to 2001. The residential furniture sales decline was mainly due to a weak economic environment and increased import competition, primarily from China. Shipments of commercial furniture were impacted by a downturn in the office furniture industry. In general, selling prices were at approximately the same level as compared to the prior year.

Gross margin was $49,441,000, or 23.1% of sales, in 2002, as compared to $48,058,000, or 21.0% of sales, in 2001. The increase in gross margin percentage was primarily due to improved operating efficiencies, cost reductions, and a more favorable product mix. In 2002, cost reductions included sourcing of low-cost furniture components primarily from China.

Selling, general and administrative expenses increased $277,000 to $30,364,000 in 2002 from $30,087,000 in 2001. Selling, general and administrative expenses, as a percentage of sales, were 14.2% for 2002 as compared to 13.1% for 2001. The expense percentage increase for 2002 was primarily due to higher compensation-related expenses, partially offset by the Company not recording goodwill amortization expense of $1,304,000 due to the adoption of Financial Accounting Standards Board Statement No. 142, Goodwill and Other Intangible Assets ("Statement 142").

Interest expense increased to $1,758,000 in 2002 from $687,000 in 2001. The higher interest expense for 2002 was due to higher average bank borrowings during 2002.

Chromcraft Revington's effective income tax rate was 38% for the year ended December 31, 2002 as compared to 39% for the year ended December 31, 2001. The decrease in the effective rate was primarily due to the elimination of non-tax deductible goodwill amortization expense upon implementation of Statement 142.

The Company adopted Statement 142 effective January 1, 2002 and recorded a one time non-cash transition charge of $26,727,000 (net of tax benefit) for impairment of goodwill in the first quarter of 2002. The loss was recorded as a cumulative effect of a change in accounting principle. See Note 3 "Goodwill Impairment Loss" to the Consolidated Financial Statements.

Diluted earnings per share before the accounting change were $2.04 in 2002 as compared to $1.09 in 2001. For the year ended December 31, 2002, shares used in computing diluted earnings per share decreased to 5,273,000 from 9,685,000 for 2001. The reduction in the number of shares in 2002 was primarily due to the purchase of 5,695,418 shares of Company common stock by Chromcraft Revington and the ESOP Trust that was completed March 15, 2002.

Liquidity and Capital Resources

Operating activities provided $17,870,000 of cash during the year ended December 31, 2003, a decrease of $7,149,000 from the amount provided in 2002. The decrease in cash flow in 2003 was primarily due to lower cash earnings. In 2003, a decrease in inventories generated cash of $8,944,000. Inventories were reduced in response to the lower sales activity. The Company does not anticipate a further reduction in inventories in 2004.

Investing activities used $652,000 of cash for net capital expenditures during the year ended December 31, 2003 as compared to $1,413,000 during 2002. Chromcraft Revington expects to spend approximately $2,000,000 for capital expenditures in 2004.

Financing activities used $17,218,000 of cash during 2003 primarily to reduce bank debt and to acquire shares of Company common stock. During 2003, the Company acquired 168,700 shares of its common stock for $2,225,860, or approximately $13.19 per share. The share repurchase includes 98,200 shares purchased from the Company's Chairman, President and Chief Executive Officer for $1,303,605, or $13.275 per share with the share price determined based on an average selling price of the Company's common stock prior to the sale date.

Financing activities used $31,813,000 of cash during 2002. On March 15, 2002, Chromcraft Revington and its newly formed ESOP Trust purchased 5,695,418 shares of Company common stock from Court Square for a total purchase price of $60,529,000. The ESOP Trust purchased 2,000,000 of the shares for $20,000,000, using funds borrowed from the Company, with the remainder of the shares purchased by the Company. The transaction was financed with available cash and bank borrowings

Under its bank agreement, interest rates under the term loan and revolving credit line are determined at the time of borrowing at either the prime rate or LIBOR plus a spread based on a leverage ratio. The weighted average interest rate on borrowings outstanding at December 31, 2003 was 2.5%. The Company has $1,997,000 of standby letters of credit outstanding at December 31, 2003 in connection with workers compensation insurance programs. These letters of credit expire on December 6, 2004 and are generally renewed annually.

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. At December 31, 2003, Chromcraft Revington had $36,600,000 in unused availability under a bank revolving credit line that matures in 2007. Chromcraft Revington expects to generate excess cash flow in 2004 which will be used to reduce bank debt, repurchase Company common stock or for general corporate purposes.

Contractual Obligations

The following table summarizes the Company's contractual obligations at December 31, 2003:

	Payments Due by Period				
(In thousands)	Total	Less than 1 Year	1 - 3 Years	4 - 5 Years	More than 5 Years
Bank debt					
Term loan	$ 9,250	$ 5,000	$ 4,250	$ --	$ --
Revolving credit line	2,800	--	--	2,800	--
Operating leases	1,153	938	209	6	--
Other long-term liabilities (less non-current deferred taxes of $921)	4,177	168	679	1,595	1,735
Total contractual cash obligations	$17,380	$ 6,106	$ 5,138	$ 4,401	$ 1,735

Critical Accounting Policies

The preparation of consolidated financial statements of the Company requires management to make estimates and judgments that affect the amounts reported in the financial statements and the related footnotes. Chromcraft Revington considers the following accounting policies to be most significantly impacted by the estimates and judgments used in the preparation of its consolidated financial statements.

Allowance for Doubtful Accounts

The Company provides for an allowance for doubtful accounts based on expected collectability of trade receivables. The allowance for doubtful accounts is determined based on the Company's analysis of customer credit-worthiness, historical loss experience and general economic conditions and trends.

Inventories

Inventories are valued at the lower of cost or market. Inventories valued using the last-in, first-out (LIFO) basis represent approximately 57% of total inventories at December 31, 2003. All remaining inventories are valued using the first-in, first-out (FIFO) basis. The Company evaluates its inventories for excess or slow moving items based on sales order activity and expected market changes. If circumstances indicate the cost of inventories exceed their recoverable value, inventories are reduced to net realizable value.

Employee Related Benefits

Accounting for self-insured health care and workers compensation liabilities involves assumptions of expected claims based on past experience and a review of individual claims. The Company establishes a liability based on claim information supplied by insurance and third party administrators. Actual claim expense could differ from the estimates made by the Company.

Property, Plant and Equipment

The Company reviews for impairment of long-lived assets whenever events or changes in facts and circumstances indicate the possibility that the carrying value may not be recoverable. Factors that may trigger an impairment evaluation include under-performance relative to historical or projected future operating results and significant negative industry or economic trends. If the forecast of undiscounted future cash flows is less than the carrying amount of the assets, an impairment charge to reduce the carrying value of the assets to fair value will be recognized in the current period.

Recently Issued Accounting Standards

In January 2003, The Financial Accounting Standards Board ("FASB") issued Interpretation 46, Consolidation of Variable Interest Entities ("Interpretation 46"), which addresses the consolidation of certain entities in which a company has a controlling financial interest through means other than voting rights. This interpretation was revised in December 2003. For calendar year companies, Interpretation 46 contains an effective date of December 31, 2003 for special purpose entities, and periods ending after March 15, 2004 for all other entities. The Company does not own interests in special purpose entities and management does not believe that the adoption of this Interpretation will have a

material impact on the Company's consolidated financial statements.

The FASB also recently issued Statement No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity ("Statement 150"), which establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). Many of those instruments were previously classified as equity. Statement 150 is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. FASB Staff Position Financial Accounting Standard 150-3, "Effective Date, Disclosures, and Transition for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests under FASB Statement No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity," defers the effective date of Statement 150 for certain mandatorily redeemable noncontrolling interests of all entities. Management does not believe the adoption of these statements will have a material impact on the Company's consolidated financial statements.

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

Certain information and statements contained in this report, including, without limitation, the section captioned "Management's Discussion and Analysis of Financial Condition and Results of Operations," 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 "anticipate," "believes," "may," or "expects," or words of similar import.

Forward-looking statements are not guarantees of 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 the risks and uncertainties that could cause actual results or outcomes to differ materially from those reported, expected or anticipated 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 and existing home sales; and other factors that generally affect 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 7A. 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 have had a $153,000 impact on net earnings in 2003.

The Company sources certain raw materials 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 8. Financial Statements and Supplementary Data

The financial statements and schedule are listed in Part IV, Items 15(a) (1) and (2).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

(a) Evaluation of disclosure 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-14(c) and 15d-14(c) under the Securities Exchange Act of 1934, as amended), based on their evaluation of these controls and procedures as of the end of the period covered by this Form 10-K, are effective.

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 error 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.

Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. The design of any system of controls also is based, in part, upon certain assumptions about the likelihood of future events, and there can only be reasonable assurance that any design will succeed in achieving its stated goals under all potential future conditions.

(b) Changes in internal controls. There have been no significant changes in Chromcraft Revington's internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation.

Part III

Item 10. Directors and Executive Officers of the Registrant

Code of Ethics

The Company has adopted a code of ethics that applies to all of its directors, officers (including its chief executive officer, chief financial and accounting officer, controller and any person performing similar functions) and employees. The Company has filed a copy of this Code of Ethics as Exhibit 14.1 to this Form 10-K. A copy of the Code of Ethics is available without charge upon written request.

Audit Committee Financial Expert

The Company's Board of Directors has determined that each member of its Audit Committee is a "financial expert", as defined under Item 401 of Regulation S-K of the Securities Exchange Act of 1934. Those members of the Company's Audit Committee who are deemed to be financial experts are as follows:

Warren G. Wintrub	Larry P. Kunz
Theodore L. Mullett	David L. Kolb

All persons identified as financial experts are independent from management as defined by Item 7 (e) (3), of Schedule 14A.

In accordance with the provisions of General Instruction G to Form 10-K, the information required for the remainder of required disclosures under Item 10 is not set forth herein because Chromcraft Revington intends to file with the Securities and Exchange Commission a definitive Proxy Statement pursuant to Regulation 14A not later than 120 days following the end of its 2003 fiscal year, which Proxy Statement will contain such information. The information required by Item 10, not presented above, is incorporated herein by reference to such Proxy Statement.

Items 11 through 14.

In accordance with the provisions of General Instruction G to Form 10-K, the information required by Item 11 (Executive Compensation), Item 12 (Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters), Item 13 (Certain Relationships and Related Transactions), and Item 14 (Principal Accountant Fees and Services) is not set forth herein because Chromcraft Revington intends to file with the Securities and Exchange Commission a definitive Proxy Statement pursuant to Regulation 14A not later than 120 days following the end of its 2003 fiscal year, which Proxy Statement will contain such information. The above information required by Items 11, 12, 13, and 14 is incorporated herein by reference to such Proxy Statement.

Part IV

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) 1. and 2. List of Financial Statements and Financial Statement Schedule:

The following Consolidated Financial Statements of Chromcraft Revington are included in this report on Form 10-K:

	Page Reference
Consolidated Statements of Operations for the years ended December 31, 2003, 2002 and 2001	F-1
Consolidated Balance Sheets at December 31, 2003 and 2002	F-2
Consolidated Statements of Stockholders' Equity for the years ended December 31, 2003, 2002 and 2001	F-3
Consolidated Statements of Cash Flows for the years ended December 31, 2003, 2002 and 2001	F-4
Notes to Consolidated Financial Statements	F-5
Independent Auditors' Report	F-16
Quarterly Financial Information (unaudited)	F-17

The following consolidated financial statement schedule of Chromcraft Revington is included in response to Item 15(d):

Schedule II - Valuation and Qualifying Accounts	S-1

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and, therefore, have been omitted.

(a) 3. Listing of Exhibits

(2.1) Stock Purchase Agreement, dated as of February 19, 2002, by and between the Registrant and Court Square, filed as Exhibit 10.16 to Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2002, is incorporated herein by reference.

(2.2) Stock Purchase Agreement, dated as of February 19, 2002, by and between Court Square and GreatBanc Trust Company, not in its individual or corporate capacity, but solely as trustee of the Chromcraft Revington Employee Stock Ownership Trust, filed as Exhibit 10.17 to Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2002, is incorporated herein by reference.

(3)(i) Certificate of Incorporation of the Registrant, as amended, filed as Exhibit 3.1 to Form S-1, registration number 33-45902, as filed with the Securities and Exchange Commission on February 21, 1992, is incorporated herein by reference.

(3)(iii) By-laws of the Registrant, as amended, filed as Exhibit 3(iii) to Form 10-Q for the quarter ended June 28, 2003, is incorporated herein by reference.

(4.8) Credit Agreement, dated March 12, 2002, among the Registrant, the Lenders party thereto and National City Bank of Indiana, as agent for the Lenders, filed as Exhibit 4.8 to Form 8-K, as filed with the Securities and Exchange Commission on March

20, 2002, is incorporated herein by reference.

(10.1) Lease, dated February 15, 1962, between the Board of Supervisors of Tate County, Mississippi as Landlord and Chromcraft Corporation as Tenant, filed as Exhibit 10.1 to Form S-1, registration number 33-45902, as filed with the Securities and Exchange Commission on February 21, 1992, is incorporated herein by reference.

(10.12) Contract, dated April 3, 1961, between the City of Senatobia, Tate County, Mississippi, the Board of Supervisors of Tate County, Mississippi and Chromcraft Corporation, filed as Exhibit 10.12 to Form S-1, Pre-Effective Amendment No. 1, registration number 33-45902, as filed with the Securities and Exchange Commission on March 17, 1992, is incorporated herein by reference.

(10.13) Lease, dated September 9, 1966, between the Board of Supervisors of Tate County, Mississippi as Landlord and Chromcraft Corporation as Tenant, filed as Exhibit 10.13 to Form S-1, Pre-Effective Amendment No. 1, registration number 33-45902, as filed with the Securities and Exchange Commission on March 17, 1992, is incorporated herein by reference.

(10.14) Contract, dated May 5, 1969, between the Board of Supervisors of Tate County, Mississippi and Chromcraft Corporation, filed as Exhibit 10.14 to Form S-1, Pre-Effective Amendment No. 1, registration number 33-45902, as filed with the Securities and Exchange Commission on March 17, 1992, is incorporated herein by reference.

(10.15) Contract and Lease Agreement, dated April 17, 1972, between Tate County, Mississippi as Landlord and Chromcraft Corporation as Tenant, filed as Exhibit 10.15 to Form S-1, Pre-Effective Amendment No. 1, registration number 33-45902, as filed with the Securities and Exchange Commission on March 17, 1992, is incorporated herein by reference.

(10.19) Term Loan and Security Agreement, dated March 15, 2002, by and between the Registrant and LaSalle Bank National Association (as successor trustee), not in its individual or corporate capacity, but solely as trustee of the Chromcraft Revington Employee Stock Ownership Trust filed as Exhibit 10.19, to Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2002, is incorporated herein by reference.

(10.2) Amendment No. 1 to the Term Loan and Security Agreement, dated July 14, 2003, by and between the Registrant and LaSalle Bank National Association, not in its individual or corporate capacity, but solely as trustee of the Chromcraft Revington Employee Stock Ownership Trust (filed herewith).

(10.3) Chromcraft Revington Employee Stock Ownership Trust, effective January 1, 2002, by and between the Registrant and LaSalle Bank National Association (as successor trustee), filed as Exhibit 10.3 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.31) First Amendment to the Chromcraft Revington Employee Stock Ownership Trust, effective January 1, 2002, by and between

the Registrant and LaSalle Bank National Association (as successor trustee), filed as Exhibit 10.31 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.32) Second Amendment to the Chromcraft Revington Employee Stock Ownership Trust, effective July 14, 2003, by and between the Registrant and LaSalle Bank National Association (filed herewith).

Executive Compensation Plans and Arrangements

(10.4) Chromcraft Revington, Inc. 1992 Stock Option Plan, as amended and restated effective March 15, 2002, filed as Exhibit 10.4 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.45) Directors' Stock Option Plan of Chromcraft Revington, Inc., effective January 1, 2002, filed as Exhibit 10.45 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.52) Chromcraft Revington, Inc. Short Term Executive Incentive Plan, as amended and restated effective January 1, 2002 filed as Appendix A to the 2002 Proxy Statement, is incorporated herein by reference.

(10.56) Chromcraft Revington, Inc. Long Term Executive Incentive Plan, as amended and restated effective January 1, 2002, filed as Appendix B to the 2002 Proxy Statement, is incorporated herein by reference.

(10.6) Chromcraft Revington Directors Deferred Compensation Plan, effective January 1, 1999, filed as Exhibit 10.6 to Form 10-K for the year ended December 31, 1998, is incorporated herein by reference.

(10.8) Employment Agreement, dated March 31, 1992, between the Registrant and Michael E. Thomas, filed as Exhibit 10.8 to Form 10-K for the year ended December 31, 1992, is incorporated herein by reference.

(10.81) Amendment No. 1 to Employment Agreement between the Registrant and Michael E. Thomas, dated March 15, 2002, filed as Exhibit 10.81 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.85) Supplemental Retirement Benefits Agreement, dated August 21, 1992, between the Registrant and Michael E. Thomas filed as Exhibit 10.85 to Form 10-K for the year ended December 31, 1992, is incorporated herein by reference.

(10.86) First Amendment to the Supplemental Retirement Benefits Agreement between the Registrant and Michael E. Thomas, dated March 15, 2002, filed as Exhibit 10.86 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.9) Employment Agreement, dated March 15, 2002, between the Registrant and Frank T. Kane, filed as Exhibit 10.9 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(14.1) Code of Ethics for Chief Executive Officer and Senior Financial Officers, and Code of Business Conduct and Ethics of Chromcraft Revington, Inc. (filed herewith).

(21.1) Subsidiaries of the Registrant (filed herewith).

(23.1) Consent of Independent Auditors (filed herewith).

(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 October 31, 2003 Chromcraft Revington, Inc. filed a report on Form 8-K, announcing third quarter 2003 operating results.

(c) Exhibits

The response to this portion of Item 15 is submitted as a separate section of this report.

(d) Financial Statement Schedules

The response to this portion of Item 15 is submitted as a separate section of this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Chromcraft Revington, Inc. has duly caused this annual report on

Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Chromcraft Revington, Inc.

(Registrant)

Date: March 5, 2004

By:/s/ Michael E. Thomas

Michael E. Thomas, Chairman,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Chromcraft Revington, Inc. and in the capacities and on the date indicated.

Signatures	Title	Date
/s/ Michael E. Thomas Michael E. Thomas	Chairman, President, Chief Executive Officer and Director (principal executive officer)	March 5, 2004
/s/ Frank T. Kane Frank T. Kane	Vice President - Finance (principal accounting and financial officer)	March 5, 2004
/s/ Stephen D. Healy Stephen D. Healy	Director	March 5, 2004
/s/ David L. Kolb David L. Kolb	Director	March 5, 2004
/s/ Larry P. Kunz Larry P. Kunz	Director	March 5, 2004
/s/ Theodore L. Mullett Theodore L. Mullett	Director	March 5, 2004
/s/ Warren G. Wintrub Warren G. Wintrub	Director	March 5, 2004

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Consolidated Statements of Operations

Chromcraft Revington, Inc.
(In thousands, except per share data)

	Year Ended December 31,		
	2003	2002	2001
Sales	$ 184,228	$ 214,186	$ 228,492
Cost of sales	145,592	164,745	180,434
Gross margin	38,636	49,441	48,058
Selling, general and administrative expenses	27,263	30,364	30,087
Other (income)	(3,650)	--	--
Operating income	15,023	19,077	17,971
Interest expense	1,147	1,758	687
Earnings before income taxes and cumulative effect of a change in accounting principle	13,876	17,319	17,284
Income tax expense	5,788	6,581	6,741
Earnings before cumulative effect of a change in accounting principle	8,088	10,738	10,543
Cumulative effect of a change in accounting principle (net of tax benefit of $1,453)	--	(26,727)	--
Net earnings (loss)	$ 8,088	$ (15,989)	$ 10,543
Earnings per share of common stock before cumulative effect of a change in accounting principle			
Basic	$ 1.97	$ 2.08	$ 1.10
Diluted	$ 1.94	$ 2.04	$ 1.09
Earnings (loss) per share of common stock after cumulative effect of a change in accounting principle			
Basic	$ 1.97	$ (3.09)	$ 1.10

Diluted	$ 1.94	$ (3.09)	$ 1.09
Shares used in computing earnings per share			
Basic	4,109	5,168	9,577
Diluted	4,173	5,273	9,685

See accompanying notes to the consolidated financial statements

Consolidated Balance Sheets

Chromcraft Revington, Inc.
(In thousands, except share data)

	December 31, 2003	December 31, 2002
Assets		
Accounts receivable, less allowances of $1,356 in 2003 and $1,373 in 2002	$ 17,768	$ 18,54
Inventories	30,868	39,81
Prepaid expenses and other	1,362	1,04
Current assets	49,998	59,39
Property, plant and equipment, at cost, less accumulated depreciation	35,166	38,70
Other	736	2,36
Total assets	$ 85,900	$ 100,46
Liabilities and Stockholders' Equity		
Current portion of bank debt	$ 5,000	$ 5,00
Accounts payable	4,642	5,64
Accrued liabilities	10,312	14,61
Current liabilities	19,954	25,25
Bank debt	7,050	23,05
Deferred compensation	2,914	2,51
Deferred income taxes and other	2,184	3,87
Total liabilities	32,102	54,69
Stockholders' equity		
Preferred stock, $1.00 par value, 100,000 shares authorized, none issued or outstanding	--	-
Common stock, $.01 par value, 20,000,000 shares authorized, 7,676,190 and 7,572,390 shares issued	77	7
Capital in excess of par value	14,414	12,92
Unearned ESOP shares	(18,798)	(19,46
Retained earnings	78,451	70,36

	74,144	63,89
Less cost of common stock in treasury, 1,710,300 shares in 2003 and 1,541,600 shares in 2002	(20,346)	(18,12
Total stockholders' equity	53,798	45,77
Total liabilities and stockholders' equity	$ 85,900	$ 100,46

See accompanying notes to the consolidated financial statements

Consolidated Statements of Stockholders' Equity

Chromcraft Revington, Inc.
(In thousands, except share data)

	Common Stock	Capital in Excess of Par Value	Unearned ESOP Shares	Retained Earnings	T
Balance at January 1, 2001	$ 109	$ 10,385	$ --	$ 116,301	$
Exercise of stock options (229,680 shares)	3	1,523	--	--	
Purchase of treasury stock (165,800 shares)	--	--	--	--	
Net earnings	--	--	--	10,543	
Balance at December 31, 2001	112	11,908	--	126,844	
Repurchase and cancellation of common stock (3,695,418 shares)	(37)	--	--	(40,492)	
ESOP stock purchase (2,000,000 shares)	--	--	(20,000)	--	
Exercise of stock options (89,080 shares)	1	665	--	--	
ESOP compensation expense	--	191	531	--	
Stock option compensation expense	--	156	--	--	
Net loss	--	--	--	(15,989)	
Balance at December 31, 2002	76	12,920	(19,469)	70,363	
Purchase of treasury stock (168,700 shares)	--	--	--	--	
Exercise of stock options (103,800 shares)	1	1,130	--	--	
ESOP compensation expense	--	166	671	--	
Stock option compensation expense	--	198	--	--	
Net earnings	--	--	--	8,088	
Balance at December 31, 2003	$ 77	$ 14,414	$ (18,798)	$ 78,451	$

See accompanying notes to the consolidated financial statements

Consolidated Statements of Cash Flows

Chromcraft Revington, Inc.
(In thousands)

	Year Ended December 31,		
	2003	2002	20
Operating Activities			
Net earnings (loss)	$ 8,088	$(15,989)	$ 10
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities			
Depreciation and amortization	4,188	4,718	6
Loss on disposal of property, plant and equipment	3	97	
Deferred income taxes	1,084	267	
Non-cash goodwill impairment loss	--	26,727	
Non-cash gain on the resolution of a claim	(3,650)	--	
Non-cash ESOP expense	837	722	
Stock option compensation expense	198	156	
Changes in assets and liabilities			
Accounts receivable	774	2,483	4
Inventories	8,944	3,783	11
Accounts payable	(1,000)	42	
Accrued liabilities	(1,830)	1,931	
Other	234	82	(1
Cash provided by operating activities	17,870	25,019	29
Investing Activities			
Capital expenditures	(674)	(1,538)	(2
Proceeds on disposal of property, plant and equipment	22	125	
Cash used in investing activities	(652)	(1,413)	(2
Financing Activities			
Net borrowing (repayment) under a bank revolving credit line	(4,000)	6,800	(19
Principal payments on bank term loan	(12,000)	(3,750)	
Proceeds from a bank term loan	--	25,000	
Stock repurchase and related costs	(922)	(40,529)	(1
Stock repurchase from related party	(1,304)	--	
Purchase of common stock by ESOP	--	(20,000)	
Proceeds from exercise of stock options	1,008	666	1
Cash used in financing activities	(17,218)	(31,813)	(19
Increase (decrease) in cash	--	(8,207)	7
Cash and cash equivalents at beginning of the year	--	8,207	

Cash and cash equivalents at end of the year	$ --	$ --	$ 8

See accompanying notes to the consolidated financial statements

Notes to Consolidated Financial Statements
Chromcraft Revington, Inc.

Note 1. Summary of Significant Accounting Policies

The consolidated financial statements include the accounts of Chromcraft Revington, Inc. and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

Chromcraft Revington manufactures and sells residential and commercial furniture. Products are sold primarily through furniture dealers throughout the United States and Canada. Chromcraft Revington has several operating segments which are aggregated into one reportable segment, in accordance with Financial Accounting Standards Board Statement No. 131, Disclosures about Segments of an Enterprise and Related Information.

Revenue Recognition

Revenue from sales is recognized when the goods are shipped and risk and rewards of ownership transfer to the customer.

Use of Estimates

The preparation of the financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Accounts Receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company provides for an allowance for doubtful accounts based on expected collectability of trade receivables. The allowance for doubtful accounts is determined based on the Company's analysis of customer credit-worthiness, historical loss experience and general economic conditions and trends. The Company reviews past due balances and its allowance for doubtful accounts monthly. Any accounts receivable balances that are determined to be uncollectible along with a general reserve are included in the overall allowance for doubtful accounts. After all attempts to collect a receivable have been exhausted, the receivable is written off against the allowance. The Company does not have any off-balance-sheet credit exposure related to its customers.

Inventories

All inventories (materials, labor and overhead) are valued at the lower of cost or market. Inventories valued using the last-in, first-out (LIFO) basis represent approximately 57% and 62% of total inventories at December 31, 2003 and 2002, respectively. Remaining inventories are valued using the first-in,

first-out (FIFO) basis.

Property, Plant and Equipment

Property, plant and equipment is stated on the basis of cost. Depreciation is computed principally by the straight-line method for financial reporting purposes and by accelerated methods for tax purposes. The following estimated useful lives are used for financial reporting purposes: buildings and improvements, 15 to 45 years; machinery and equipment, 3 to 12 years; and leasehold improvements, 5 to 10 years.

Impairment of Long-lived Assets

When changes in circumstances indicate the carrying amount of certain long-lived assets may not be recoverable, the assets will be evaluated for impairment. If the forecast of undiscounted future cash flows is less than the carrying amount of the assets, an impairment charge to reduce the carrying value of the assets to fair value will be recognized in the current period.

Deferred Income Taxes

Deferred income taxes are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Earnings per Share

Basic earnings per share is calculated based on the average number of common shares outstanding. Diluted earnings per share include dilutive potential common shares (stock options).

Financial Instruments

The carrying amounts reported in the balance sheets for accounts receivable, accounts payable and bank debt approximate their fair values. Concentration of credit risk with respect to trade accounts receivable is limited due to the large number of entities comprising Chromcraft Revington's customer base.

Stock Options

At December 31, 2003, the Company has two stock-based compensation plans, which are described more fully in Note 14 "Stock Options". The Company accounts for those plans under the recognition and measurement principles of APB 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 estimated per share weighted average fair value of stock options granted during 2003 and 2002 was $4.77 and $6.15, respectively, on the date of grant. No stock options were granted during 2001. The fair value of stock options on the date of grant was estimated using the Black-Scholes model with an expected life, interest rate and volatility for 2003 of 6 years, 3.5% and 34.0% and for 2002, 6 years, 5.1% and 34.6%, respectively.

The following table illustrates the effect on net earnings (loss) and earnings (loss) per share if the Company had applied the fair value recognition provisions of Statement No. 123 to stock-based employee compensation.

	Year Ended December 31,		
	2003	2002	2001
Net earnings (loss), as reported	$ 8,088	$ (15,989)	$ 10,543
Add: Stock-based employee compensation expense included in reported net earnings (loss), net of related tax effects	122	97	--
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(726)	(416)	(60)
Pro forma net earnings (loss)	$ 7,484	$ (16,308)	$ 10,483
Earnings (loss) per share			
Basic - as reported	$ 1.97	$ (3.09)	$ 1.10
Basic - pro forma	$ 1.82	$ (3.16)	$ 1.09
Diluted - as reported	$ 1.94	$ (3.09)	$ 1.09
Diluted - pro forma	$ 1.81	$ (3.16)	$ 1.08

Note 2. Other Income

Operating income for 2003 included a $3,650,000 non-cash gain on the resolution of a claim in connection with the Company's earlier acquisition of a subsidiary.

Note 3. Goodwill Impairment Loss

Chromcraft Revington adopted Financial Accounting Standards Board Statement No. 142, Goodwill and Other Intangible Assets ("Statement 142") effective January 1, 2002 and recorded a non-cash transition charge of $26,727,000 (net of tax benefit), or $5.17 loss per share, for the year ended December 31, 2002, for impairment of goodwill. The charge was recorded as a cumulative effect of a change in accounting principle.

On January 1, 2002, the Company's fair value (based on quoted market prices) was less than the carrying value of its net assets, including goodwill, which indicated an impairment of goodwill. Under Statement 142, fair value was allocated to the assets and liabilities of the Company based on the purchase accounting method. This calculation indicated that the full amount of goodwill was impaired at the date of adoption of Statement 142.

The following table presents earnings before the cumulative effect of a change in accounting principle for the years ended December 31, 2003, 2002 and 2001, after adjustment for goodwill amortization.

	(in thousands, except per share amounts)		
	2003	2002	2001

Earnings before cumulative effect of a change in accounting principle			
As reported	$ 8,088	$ 10,738	$ 10,543
Goodwill amortization (net of tax benefit)	--	--	1,155
Adjusted	$ 8,088	$ 10,738	$ 11,698
Basic earnings per share before cumulative effect of a change in accounting principle			
As reported	$ 1.97	$ 2.08	$ 1.10
Goodwill amortization (net of tax benefit)	--	--	.12
Adjusted	$ 1.97	$ 2.08	$ 1.22
Diluted earnings per share before cumulative effect of a change in accounting principle			
As reported	$ 1.94	$ 2.04	$ 1.09
Goodwill amortization (net of tax benefit)	--	--	.12
Adjusted	$ 1.94	$ 2.04	$ 1.21

Note 4. Stockholders' Equity

On March 15, 2002, Chromcraft Revington and the Chromcraft Revington Employee Stock Ownership Trust ("ESOP Trust"), which forms a part of the Chromcraft Revington Employee Stock Ownership Plan ("ESOP"), completed the purchase of 5,695,418 shares of common stock of Chromcraft Revington, comprising approximately 59% of Chromcraft Revington's issued and outstanding shares of common stock on such date, from Court Square Capital Limited ("Court Square"), an affiliate of Citigroup Inc. With respect to the shares of common stock purchased from Court Square, 3,695,418 shares were repurchased by Chromcraft Revington ("Company Stock Transaction") and 2,000,000 shares were purchased by the ESOP Trust ("ESOP Stock Transaction" together with the Company Stock Transaction being referred to herein as the "Transaction"). Chromcraft Revington and the ESOP Trust each paid $10 per share for the shares acquired from Court Square for a total purchase price of $56,954,180. In addition, Chromcraft Revington paid fees and expenses of $3,575,000 in connection with the Transaction. See Note 11 "Employee Stock Ownership Plan" for additional information on the ESOP.

In 2003, the Company bought 98,200 shares of Chromcraft Revington common stock from Michael E. Thomas, Chairman, President and Chief Executive Officer for $1,303,605, or $13.275 per share with the purchase price determined based on an average selling price of the Company's common stock prior to the sale date.

Note 5. Inventories

Inventories at December 31, 2003 and 2002 consisted of the following:

(In thousands)

	2003	2002
Raw materials	$ 8,811	$ 11,988
Work-in-process	5,835	7,396
Finished goods	18,109	22,437
Inventories at FIFO cost	32,755	41,821
LIFO reserve	(1,887)	(2,009)
	$ 30,868	$ 39,812

During the years 2003 and 2002, LIFO inventory layers were reduced. This reduction resulted in charging lower inventory costs prevailing in previous years to cost of sales, thus reducing cost of sales by $122,000 and $34,000 below the amount that would have resulted from liquidating inventory recorded at December 31, 2003 and December 31, 2002 prices, respectively.

Note 6. Property, Plant and Equipment

Property, plant and equipment at December 31, 2003 and 2002 consisted of the following:

	(In thousands)	
	2003	2002
Land	$ 2,231	$ 2,231
Buildings and improvements	34,676	34,583
Machinery and equipment	51,411	51,559
Leasehold improvements	787	787
Construction in progress	54	83
	89,159	89,243
Less accumulated depreciation and amortization	(53,993)	(50,538)
	$ 35,166	$ 38,705

Note 7. Accrued Liabilities

Accrued liabilities at December 31, 2003 and 2002 consisted of the following:

	(In thousands)	
	2003	2002
Health and benefit plans	$ 1,610	$ 1,922
Profit sharing and bonus	1,223	2,450
Salaries, wages and commissions	1,164	1,333
Vacation and holiday pay	1,009	1,027
Workers' compensation plans	915	1,215
Other accrued liabilities	4,391	6,664
	$ 10,312	$ 14,611

Note 8. Bank Debt

Chromcraft Revington has a bank agreement with a group of banks that provides for a term loan and a revolving credit line. The interest rate under the bank agreement is determined at the time of borrowing at either the prime rate or LIBOR plus a spread based on a leverage ratio. The weighted average interest rate on borrowings outstanding as of December 31, 2003 and 2002 was 2.5% and 3.2%, respectively. A commitment fee, of up to .25% per annum, is payable on the unused portion of the revolving credit line.

At December 31, 2003, the Company had approximately $36,600,000 in unused availability under the revolving credit line. The bank agreement requires compliance with certain financial loan covenants related to net worth, fixed charge coverage and debt leverage. The Company has granted a security interest in all of its assets to the banks under the bank agreement. The Company also has pledged to the banks the shares of common stock owned by the ESOP Trust and pledged by the ESOP Trust to the Company. The bank agreement does not permit the payment of cash dividends.

Long-term bank debt at December 31, 2003 and 2002 consisted of the following:

	(In thousands)	
	2003	2002
Term loan	$ 9,250	$ 21,250
Revolving credit line	2,800	6,800
	12,050	28,050
Less current portion of term loan	5,000	5,000
	$ 7,050	$ 23,050

The term loan is payable in quarterly installments of $1,250,000. The revolving credit line expires on March 13, 2007. Annual required payments on bank debt over the next five years are $5,000,000 in 2004, $4,250,000 in 2005 and $2,800,000 in 2007.

Note 9. Income Taxes

Components of total income taxes for the years ended December 31, 2003, 2002 and 2001 were as follows:

	(In thousands)		
	2003	2002	2001
Current:			
Federal	$ 3,904	$ 5,504	$ 6,454
State	800	810	711
	4,704	6,314	7,165
Deferred:			
Federal	986	345	(342)
State	98	(78)	(82)
	1,084	267	(424)
Total provision for income taxes on earnings before cumulative effect of a change in accounting principle	5,788	6,581	6,741

Tax benefit recorded as part of a cumulative effect of a change in accounting principle	--	(1,453)	--
	$ 5,788	$ 5,128	$ 6,741

A reconciliation of the provision for income taxes attributable to earnings before the cumulative effect of a change in accounting principle included in the Consolidated Statements of Operations and the amount computed by applying the U.S. Federal income tax rate for the years ended December 31, 2003, 2002 and 2001 is summarized below:

	(In thousands)		
	2003	2002	2001
Tax expense, at U.S. statutory rate	35.0%	35.0%	35.0%
State taxes, net of federal benefit	3.6%	2.8%	2.7%
Non-deductible amortization of goodwill	--	--	2.0%
Change in the tax basis of certain acquired assets	3.7%	--	--
Other, net	(0.6%)	0.2%	(0.7%)
Total provision for income taxes	41.7%	38.0%	39.0%

The tax effects of temporary differences that give rise to significant portions of net deferred tax assets (liabilities) at December 31, 2003 and 2002 are summarized below:

	(In thousands)	
	2003	2002
Deferred tax assets attributable to:		
Accounts receivable	$ 577	$ 532
Accrued vacation and holiday pay	361	351
Workers compensation	357	471
ESOP compensation expense	266	120
Deferred compensation	1,878	2,465
Goodwill	1,154	1,303
Net operating loss carryforwards	1,716	1,942
Other liabilities	1,212	2,646
Total gross deferred tax assets	7,521	9,830
Deferred tax liabilities attributable to:		
Inventories	(1,662)	(3,154)
Property, plant and equipment	(6,065)	(5,340)
Other	(394)	(852)
Total gross deferred tax liabilities	(8,121)	(9,346)
Net deferred tax asset (liability)	$ (600)	$ 484

Balance sheet classifications of deferred taxes at December 31, 2003 and 2002 were as follows:

	(In thousands)	
	2003	2002
Deferred tax asset (liability), current	$ 321	$ (626)
Deferred tax asset (liability), noncurrent	(921)	1,110
Net deferred tax asset (liability)	$ (600)	$ 484

Chromcraft Revington has federal and state net operating loss carryforwards ("NOL's") available of $3,233,000 and $7,182,000, respectively, with expiration dates through 2010 and 2018, respectively. The NOL's were acquired in connection with the acquisitions of Cochrane Furniture and Korn Industries. The use of the state NOL is primarily limited to the future taxable earnings of Korn Industries. Based upon the level of historical taxable income and projections for future income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that Chromcraft Revington will realize these tax benefits.

Note 10. 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 64,000, 105,000 and 108,000 for the years ended December 31, 2003, 2002 and 2001, respectively.

Certain options to purchase shares of common stock were outstanding during 2003, 2002 and 2001, 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 223,060 shares at $15.26 at December 31, 2003, 148,900 shares at $16.41 at December 31, 2002 and 376,060 shares at $13.48 at December 31, 2001.

Note 11. Employee Stock Ownership Plan

Chromcraft Revington sponsors a leveraged employee stock ownership plan 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 its loan to the Company. Chromcraft Revington loaned $20,000,000 to the ESOP Trust to finance the ESOP Stock Transaction. The loan to the ESOP Trust provides for repayment to Chromcraft Revington over a 30-year term at a fixed rate of interest of 5.48% per annum. The shares of common stock owned by the ESOP Trust are pledged to the Company as collateral for the Company's loan to the ESOP Trust. As the ESOP loan is repaid, shares are released from collateral and allocated to ESOP accounts of active employees based on the proportion of debt service paid in the year. Chromcraft Revington accounts for its ESOP in accordance with AICPA Statement of Position 93-6, Employers' Accounting for Employee Stock Ownership Plans. Accordingly, unearned ESOP shares are reported as a reduction of stockholders' equity as reflected in the Consolidated Statements of Stockholders' Equity of the Company. As shares are committed to be released, Chromcraft Revington reports compensation expense equal to the current market price of the shares, and the shares become outstanding for earnings per share computations. ESOP compensation expense, a non-cash charge, was $837,000 in 2003 and $722,000 in 2002. ESOP shares consisted of the following:

	(In thousands)	
	December 31,	
	2003	2002
Allocated shares	120	53
Committed to be released shares	--	--
Unearned ESOP shares	1,880	1,947
Total ESOP shares	2,000	2,000
Unearned ESOP shares, at cost	$18,798	$19,469
Fair value of unearned ESOP shares	$21,317	$25,407

At December 31, 2003 the ESOP Trust owned approximately 33.5% of the issued and outstanding shares of Chromcraft Revington's common stock.

Note 12. Other Benefit Plans

Chromcraft Revington sponsors a tax-qualified defined contribution plan. Company contributions to the plan were $11,000 in 2003, $74,000 in 2002 and $524,000 in 2001. Beginning in 2002, Company retirement contributions for most employees were made to the ESOP.

Chromcraft Revington also provides supplemental retirement benefits to key employees and executive officers of Chromcraft Revington. Expenses under these arrangements were $702,000 in 2003, $908,000 in 2002 and $63,000 in 2001.

Note 13. Supplemental Cash Flow Information

Interest paid during the years ended December 31, 2003, 2002 and 2001 was $1,152,000, $1,755,000 and $735,000, respectively. Income taxes paid during the years ended December 31, 2003, 2002 and 2001 were $4,511,000 $5,883,000 and $6,871,000, respectively.

Note 14. Stock Options

Chromcraft Revington's 1992 Stock Option Plan, as amended ("1992 Plan"), provides for the granting of either incentive stock options ("ISO's") or stock options which do not qualify as incentive stock options ("non-ISO's"). The total number of shares of common stock which may be issued under stock options granted pursuant to the 1992 Plan is 1,800,000 shares. ISO's granted under the 1992 Plan vest over no greater than a 10-year period, and are granted at exercise prices no less than the fair market value of Chromcraft Revington's common shares as of the date of grant. The compensation committee of the Board of Directors determines the vesting period and exercise prices of non-ISO's. At December 31, 2003 and 2002, there were 154,627 and 238,730 shares, respectively, available for future grants.

Chromcraft Revington's Directors' Stock Option Plan ("Directors' Plan") was adopted effective January 1, 2002, and provides for the granting of non-ISO's to members of the Board of Directors of the Company who are not employees. Under the Directors' Plan, eligible directors of the Company receive an option to

purchase 2,500 shares of common stock on the day following each annual meeting of stockholders. Any new director who is elected or appointed for the first time to the Board of Directors receives an option to purchase 10,000 shares of common stock. The total number of shares of common stock which may be issued under stock options granted pursuant to the Directors' Plan is 75,000 shares. Non-ISO's granted under the Plan are 100% vested on the day of the grant and are granted at exercise prices equal to the fair market value of Chromcraft Revington's common shares as of the date of grant. The options are exercisable for a period of ten years. At December 31, 2003 and 2002, there were 40,000 and 50,000 shares, respectively, available for future grants.

A summary of Chromcraft Revington's stock option activity and related information for the three years ended December 31, 2003 follows:

	Number of Shares	Weighted Average Exercise Price
2001		
Exercised	(229,680)	$ 5.50
Outstanding at end of year	597,642	$ 11.33
Exercisable	587,642	$ 11.39
2002		
Granted	410,000	$ 10.79
Exercised	(89,080)	$ 5.85
Outstanding at end of year	918,562	$ 11.62
Exercisable	527,562	$ 12.43
2003		
Granted	94,103	$ 12.08
Exercised	(103,800)	$ 9.71
Outstanding at end of year	908,865	$ 11.88
Exercisable	618,198	$ 12.50

Stock options outstanding have exercise prices ranging from $8.00 to $19.78. Significant option groups outstanding at December 31, 2003 and related weighted average price and remaining life information follow:

	Options Outstanding		Options Exercisable		
Range of Exercise Prices	Number of Shares	Exercise Price	Number of Shares	Exercise Price	Remaining Life (Years)
$8.00 to $8.09	51,702	$ 8.08	47,702	$ 8.09	6.1
$10.49 to $11.63	510,000	$10.73	233,333	$11.01	6.3
$12.09 to $14.83	258,625	$12.88	248,625	$12.84	5.4
$16.00 to $19.78	88,538	$17.88	88,538	$17.88	4.7

Note 15. Rental Commitments

Chromcraft Revington leases certain showroom facilities and transportation equipment under non-cancelable operating leases. The future minimum lease payments under non-cancelable leases for the years ending December 31, 2004, 2005, 2006, 2007 and 2008 are $938,000, $170,000, $39,000, $4,000 and $2,000, respectively. It is expected that, in the normal course of business, leases that expire will be renewed or replaced.

Rental expense was $1,563,000, $1,650,000 and $1,731,000 for the years ended December 31, 2003, 2002 and 2001, respectively.

Note 16. Contingencies

At December 31, 2003, the Company or its subsidiaries were parties to various lawsuits arising in the ordinary course of business. The Company is defending these claims and believes that none of such matters will have a material adverse effect on the financial condition, results of operations or liquidity of Chromcraft Revington.

Note 17. Recently Issued Accounting Standards

In January 2003, The Financial Accounting Standards Board ("FASB") issued Interpretation 46, Consolidation of Variable Interest Entities ("Interpretation 46"), which addresses the consolidation of certain entities in which a company has a controlling financial interest through means other than voting rights. This interpretation was revised in December 2003. For calendar year companies, Interpretation 46 contains an effective date of December 31, 2003 for special purpose entities, and periods ending after March 15, 2004 for all other entities. The Company does not own interests in special purpose entities and the adoption of this Interpretation did not have any effect on the Company's consolidated financial statements.

The FASB also recently issued Statement No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity ("Statement 150"), which establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). Many of those instruments were previously classified as equity. Statement 150 is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. FASB Staff Position Financial Accounting Standard 150-3, "Effective Date, Disclosures, and Transition for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests under FASB Statement No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity," defers the effective date of Statement 150 for certain mandatorily redeemable noncontrolling interests of all entities. The adoption of these statements did not have any effect on the Company's consolidated financial statements.

Independent Auditors' Report

The Board of Directors and Stockholders
Chromcraft Revington, Inc.:

We have audited the consolidated financial statements of Chromcraft Revington, Inc. and subsidiaries as listed in item 15(a) (1) and (2). In connection with our audits of the consolidated financial statements, we also have audited the consolidated financial statement schedule as listed in item 15(a) (1) and (2). These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Chromcraft Revington, Inc. and subsidiaries as of December 31, 2003 and 2002, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in note 3 to the consolidated financial statements, the Company changed its method of accounting for goodwill amortization and impairment in 2002.

KPMG LLP
Indianapolis, Indiana
January 30, 2004

Quarterly Financial Information (unaudited)

Chromcraft Revington, Inc.

	(In thousands, except per share			
	First Quarter	Second Quarter	Third Quarter	Four Quar
2003				
Sales	$ 49,431	$ 44,166	$ 44,951	$ 45
Gross margin	11,035	9,598	8,765	9
Operating income	3,858	2,866	5,331 (a)	2
Net earnings	2,191	1,589	2,619	1
Earnings per share of common stock				
Basic	.53	.38	.63	
Diluted	.52	.38	.62	
2002				
Sales	$ 60,814	$ 54,660	$ 49,676	$ 49
Gross margin	13,492	11,812	11,260	12
Operating income	5,496	4,040	4,119	5
Earnings before cumulative effect of a change in accounting principle	3,329	2,169	2,228	3
Cumulative effect of a change in accounting principle (net of tax benefit)	(26,727)	--	--	
Net earnings (loss)	(23,398)	2,169	2,228	3

Earnings per share of common stock before cumulative effect of a change in accounting principle			
Basic	.39	.54	.55
Diluted	.38	.52	.53
Earnings (loss) per share of common stock after cumulative effect of a change in accounting principle			
Basic	(2.71)	.54	.55
Diluted	(2.71)	.52	.53

(a) Includes a $3,650,000 non-cash gain on the resolution of a claim in connection with the Company's earlier acquisition of a subsidiary.

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

Chromcraft Revington, Inc.
(In thousands)

Classification	Balance at Beginning of Period	Additions: Charged to Costs and Expenses	Additions: Charged to Other Accounts	Deductions	Balance at End of Period
Year ended December 31, 2003					
Allowance for doubtful accounts	$ 1,373	$ 231	$ --	$ (248) (a)	$ 1,356
Year ended December 31, 2002					
Allowance for doubtful accounts	$ 1,334	$ 434	$ --	$ (395) (a)	$ 1,373
Year ended December 31, 2001					
Allowance for doubtful accounts	$ 1,253	$ 258	$ --	$ (177) (a)	$ 1,334

(a) Represents charge-offs, net of recoveries, to the allowance for doubtful accounts.

EXHIBIT INDEX

(2.1) Stock Purchase Agreement, dated as of February 19, 2002, by and between the Registrant and Court Square, filed as Exhibit 10.16 to Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2002, is incorporated herein by

reference.

(2.2) Stock Purchase Agreement, dated as of February 19, 2002, by and between Court Square and GreatBanc Trust Company, not in its individual or corporate capacity, but solely as trustee of the Chromcraft Revington Employee Stock Ownership Trust, filed as Exhibit 10.17 to Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2002, is incorporated herein by reference.

(3)(i) Certificate of Incorporation of the Registrant, as amended, filed as Exhibit 3.1 to Form S-1, registration number 33-45902, as filed with the Securities and Exchange Commission on February 21, 1992, is incorporated herein by reference.

(3)(iii) By-laws of the Registrant, as amended, filed as Exhibit 3(iii) to Form 10-Q for the quarter ended June 28, 2003, is incorporated herein by reference.

(4.8) Credit Agreement, dated March 12, 2002, among the Registrant, the Lenders party thereto and National City Bank of Indiana, as agent for the Lenders, filed as Exhibit 4.8 to Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2002, is incorporated herein by reference.

(10.1) Lease, dated February 15, 1962, between the Board of Supervisors of Tate County, Mississippi as Landlord and Chromcraft Corporation as Tenant, filed as Exhibit 10.1 to Form S-1, registration number 33-45902, as filed with the Securities and Exchange Commission on February 21, 1992, is incorporated herein by reference.

(10.12) Contract, dated April 3, 1961, between the City of Senatobia, Tate County, Mississippi, the Board of Supervisors of Tate County, Mississippi and Chromcraft Corporation, filed as Exhibit 10.12 to Form S-1, Pre-Effective Amendment No. 1, registration number 33-45902, as filed with the Securities and Exchange Commission on March 17, 1992, is incorporated herein by reference.

(10.13) Lease, dated September 9, 1966, between the Board of Supervisors of Tate County, Mississippi as Landlord and Chromcraft Corporation as Tenant, filed as Exhibit 10.13 to Form S-1, Pre-Effective Amendment No. 1, registration number 33-45902, as filed with the Securities and Exchange Commission on March 17, 1992, is incorporated herein by reference.

(10.14) Contract, dated May 5, 1969, between the Board of Supervisors of Tate County, Mississippi and Chromcraft Corporation, filed as Exhibit 10.14 to Form S-1, Pre-Effective Amendment No. 1, registration number 33-45902, as filed with the Securities and Exchange Commission on March 17, 1992, is incorporated herein by reference.

(10.15) Contract and Lease Agreement, dated April 17, 1972, between Tate County, Mississippi as Landlord and Chromcraft Corporation as Tenant, filed as Exhibit 10.15 to Form S-1, Pre-Effective Amendment No. 1, registration number 33-45902, as filed with the Securities and Exchange Commission on March 17, 1992, is incorporated herein by reference.

(10.19) Term Loan and Security Agreement, dated March 15, 2002, by and between the Registrant and LaSalle Bank National Association (as successor trustee), not in its individual or corporate capacity, but solely as trustee of the Chromcraft Revington Employee Stock Ownership Trust filed as Exhibit 10.19, to Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2002, is incorporated herein by reference.

(10.2) Amendment No. 1 to the Term Loan and Security Agreement, dated July 14, 2003, by and between the Registrant and LaSalle Bank National Association, not in its individual or corporate capacity, but solely as trustee of the Chromcraft Revington Employee Stock Ownership Trust. (filed herewith)

(10.3) Chromcraft Revington Employee Stock Ownership Trust, effective January 1, 2002, by and between the Registrant and LaSalle Bank National Association (as successor trustee), filed as Exhibit 10.3 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.31) First Amendment to the Chromcraft Revington Employee Stock Ownership Trust, effective January 1, 2002, by and between the Registrant and LaSalle Bank National Association (as successor trustee), filed as Exhibit 10.31 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.32) Second Amendment to the Chromcraft Revington Employee Stock Ownership Trust, effective July 14, 2003, by and between the Registrant and LaSalle Bank National Association (filed herewith).

Executive Compensation Plans and Arrangements

(10.4) Chromcraft Revington, Inc. 1992 Stock Option Plan, as amended and restated effective March 15, 2002, filed as Exhibit 10.4 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.45) Directors' Stock Option Plan of Chromcraft Revington, Inc., effective January 1, 2002, filed as Exhibit 10.45 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.52) Chromcraft Revington, Inc. Short Term Executive Incentive Plan, as amended and restated effective January 1, 2002 filed as Appendix A to the 2002 Proxy Statement, is incorporated herein by reference.

(10.56) Chromcraft Revington, Inc. Long Term Executive Incentive Plan, as amended and restated effective January 1, 2002, filed as Appendix B to the 2002 Proxy Statement, is incorporated herein by reference.

(10.6) Chromcraft Revington Directors Deferred Compensation Plan,

effective January 1, 1999, filed as Exhibit 10.6 to Form 10-K for the year ended December 31, 1998, is incorporated herein by reference.

(10.8) Employment Agreement, dated March 31, 1992, between the Registrant and Michael E. Thomas, filed as Exhibit 10.8 to Form 10-K for the year ended December 31, 1992, is incorporated herein by reference.

(10.81) Amendment No. 1 to Employment Agreement between the Registrant and Michael E. Thomas, dated March 15, 2002, filed as Exhibit 10.81 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.85) Supplemental Retirement Benefits Agreement, dated August 21, 1992, between the Registrant and Michael E. Thomas filed as Exhibit 10.85 to Form 10-K for the year ended December 31, 1992, is incorporated herein by reference.

(10.86) First Amendment to the Supplemental Retirement Benefits Agreement between the Registrant and Michael E. Thomas, dated March 15, 2002, filed as Exhibit 10.86 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(10.9) Employment Agreement, dated March 15, 2002, between the Registrant and Frank T. Kane, filed as Exhibit 10.9 to Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.

(14.1) Code of Ethics for Chief Executive Officer and Senior Financial Officers, and Code of Business Conduct and Ethics of Chromcraft Revington, Inc. (filed herewith).

(21.1) Subsidiaries of the Registrant (filed herewith).

(23.1) Consent of Independent Auditors (filed herewith).

(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).