

CHICAGO RIVET & MACHINE CO
Form 10-Q
May 09, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2014

OR

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

For the transition period from _____ to _____

Commission file number 000-01227

Chicago Rivet & Machine Co.

(Exact Name of Registrant as Specified in Its Charter)

Illinois
(State or Other Jurisdiction of

36-0904920
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

901 Frontenac Road, Naperville, Illinois
(Address of Principal Executive Offices)

60563
(Zip Code)

(630) 357-8500

Registrant's Telephone Number, Including Area Code

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if smaller reporting company)

Smaller reporting company

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

As of April 30, 2014, there were 966,132 shares of the registrant's common stock outstanding.

CHICAGO RIVET & MACHINE CO.

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Item 1. Financial Statements.

CHICAGO RIVET & MACHINE CO.

Condensed Consolidated Balance Sheets

March 31, 2014 and December 31, 2013

| | March 31, 2014 (Unaudited) | December 31, 2013 |
|--|----------------------------------|----------------------|
| Assets | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 737,073 | \$ 443,608 |
| Certificates of deposit | 5,460,348 | 6,207,348 |
| Accounts receivable, net of allowance of \$150,000 | 6,458,610 | 5,510,770 |
| Inventories, net | 5,153,432 | 4,880,788 |
| Deferred income taxes | 423,191 | 410,191 |
| Other current assets | 319,492 | 295,521 |
| Total current assets | 18,552,146 | 17,748,226 |
| Property, Plant and Equipment: | | |
| Land and improvements | 1,238,150 | 1,238,150 |
| Buildings and improvements | 6,438,022 | 6,438,022 |
| Production equipment and other | 32,288,421 | 31,806,103 |
| | 39,964,593 | 39,482,275 |
| Less accumulated depreciation | 29,310,181 | 29,073,155 |
| Net property, plant and equipment | 10,654,412 | 10,409,120 |
| Total assets | \$ 29,206,558 | \$ 28,157,346 |

See Notes to the Condensed Consolidated Financial Statements

CHICAGO RIVET & MACHINE CO.

Condensed Consolidated Balance Sheets

March 31, 2014 and December 31, 2013

| | March 31, 2014 (Unaudited) | December 31, 2013 |
|--|----------------------------------|----------------------|
| Liabilities and Shareholders Equity | | |
| Current Liabilities: | | |
| Accounts payable | \$ 1,793,079 | \$ 924,943 |
| Accrued wages and salaries | 780,508 | 560,114 |
| Other accrued expenses | 592,872 | 609,846 |
| Unearned revenue and customer deposits | 75,706 | 126,066 |
| Total current liabilities | 3,242,165 | 2,220,969 |
| Deferred income taxes | 1,085,275 | 1,065,275 |
| Total liabilities | 4,327,440 | 3,286,244 |
| Commitments and contingencies (Note 3) | | |
| Shareholders Equity: | | |
| Preferred stock, no par value, 500,000 shares authorized: none outstanding | | |
| Common stock, \$1.00 par value, 4,000,000 shares authorized: 1,138,096 shares issued; 966,132 shares outstanding | 1,138,096 | 1,138,096 |
| Additional paid-in capital | 447,134 | 447,134 |
| Retained earnings | 27,215,986 | 27,207,970 |
| Treasury stock, 171,964 shares at cost | (3,922,098) | (3,922,098) |
| Total shareholders equity | 24,879,118 | 24,871,102 |
| Total liabilities and shareholders equity | \$ 29,206,558 | \$ 28,157,346 |

See Notes to the Condensed Consolidated Financial Statements

CHICAGO RIVET & MACHINE CO.

Condensed Consolidated Statements of Income

For the Three Months Ended March 31, 2014 and 2013

(Unaudited)

| | 2014 | 2013 |
|-------------------------------------|--------------|--------------|
| Net sales | \$ 9,950,424 | \$ 9,125,736 |
| Cost of goods sold | 7,705,116 | 7,115,475 |
| Gross profit | 2,245,308 | 2,010,261 |
| Selling and administrative expenses | 1,414,052 | 1,351,814 |
| Operating profit | 831,256 | 658,447 |
| Other income: | | |
| Interest income | 6,517 | 8,485 |
| Gain from the disposal of equipment | 17,000 | |
| Other income | 3,600 | 3,600 |
| Income before income taxes | 858,373 | 670,532 |
| Provision for income taxes | 290,000 | 217,000 |
| Net income | \$ 568,373 | \$ 453,532 |
| Average common shares outstanding | 966,132 | 966,132 |
| Per share data: | | |
| Net income per share | \$ 0.59 | \$ 0.47 |
| Cash dividends declared per share | \$ 0.58 | \$ 0.15 |

See Notes to the Condensed Consolidated Financial Statements

CHICAGO RIVET & MACHINE CO.

Condensed Consolidated Statements of Retained Earnings

For the Three Months Ended March 31, 2014 and 2013

(Unaudited)

| | 2014 | 2013 |
|--|---------------|---------------|
| Retained earnings at beginning of period | \$ 27,207,970 | \$ 25,337,604 |
| Net income | 568,373 | 453,532 |
| Cash dividends declared in the period; \$.58 per share in 2014 and \$.15 per share in 2013 | (560,357) | (144,920) |
| Retained earnings at end of period | \$ 27,215,986 | \$ 25,646,216 |

See Notes to the Condensed Consolidated Financial Statements

CHICAGO RIVET & MACHINE CO.

Condensed Consolidated Statements of Cash Flows

For the Three Months Ended March 31, 2014 and 2013

(Unaudited)

| | 2014 | 2013 |
|---|------------|--------------|
| Cash flows from operating activities: | | |
| Net income | \$ 568,373 | \$ 453,532 |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: | | |
| Depreciation | 305,326 | 265,581 |
| Gain on disposal of equipment | (17,000) | |
| Deferred income taxes | 7,000 | (84,000) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable, net | (947,840) | (1,285,084) |
| Inventories, net | (272,644) | (348,120) |
| Other current assets | (23,971) | 104,329 |
| Accounts payable | 855,106 | 499,342 |
| Accrued wages and salaries | 220,394 | 246,031 |
| Other accrued expenses | (16,974) | 14,827 |
| Unearned revenue and customer deposits | (50,360) | (11,209) |
| Net cash provided by (used in) operating activities | 627,410 | (144,771) |
| Cash flows from investing activities: | | |
| Capital expenditures | (537,588) | (50,988) |
| Proceeds from the sale of equipment | 17,000 | |
| Proceeds from certificates of deposit | 1,245,000 | 2,450,000 |
| Purchases of certificates of deposit | (498,000) | (747,000) |
| Net cash provided by investing activities | 226,412 | 1,652,012 |
| Cash flows from financing activities: | | |
| Cash dividends paid | (560,357) | (144,920) |
| Net cash used in financing activities | (560,357) | (144,920) |
| Net increase in cash and cash equivalents | 293,465 | 1,362,321 |
| Cash and cash equivalents at beginning of period | 443,608 | 392,810 |
| Cash and cash equivalents at end of period | \$ 737,073 | \$ 1,755,131 |
| Supplemental schedule of non-cash investing activities: | | |
| Capital expenditures in accounts payable | \$ 13,030 | \$ 31,602 |
| See Notes to the Condensed Consolidated Financial Statements | | |

CHICAGO RIVET & MACHINE CO.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. In the opinion of the Company, the accompanying unaudited interim financial statements contain all adjustments necessary to present fairly the financial position of the Company as of March 31, 2014 (unaudited) and December 31, 2013 (audited) and the results of operations and changes in cash flows for the indicated periods. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted from these unaudited financial statements in accordance with applicable rules. Please refer to the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The results of operations for the three month period ended March 31, 2014 are not necessarily indicative of the results to be expected for the year.

2. The Company extends credit on the basis of terms that are customary within our markets to various companies doing business primarily in the automotive industry. The Company has a concentration of credit risk primarily within the automotive industry and in the Midwestern United States.

3. The Company is, from time to time, involved in litigation, including environmental claims and contract disputes, in the normal course of business. While it is not possible at this time to establish the ultimate amount of liability with respect to contingent liabilities, including those related to legal proceedings, management is of the opinion that the aggregate amount of any such liabilities, for which provision has not been made, will not have a material adverse effect on the Company's financial position.

4. The Company's effective tax rates were approximately 33.8% and 32.4% for the first quarter of 2014 and 2013, respectively. Rates were lower than the U.S. federal statutory rate primarily due to the Domestic Production Activities Deduction allowed under Internal Revenue Code Section 199.

The Company's federal income tax returns for the 2011, 2012 and 2013 tax years are subject to examination by the Internal Revenue Service (IRS). While it may be possible that a reduction could occur with respect to the Company's unrecognized tax benefits as an outcome of an IRS examination, management does not anticipate any adjustments that would result in a material change to the results of operations or financial condition of the Company. No statutes have been extended on any of the Company's federal income tax filings. The statute of limitations on the Company's 2011, 2012 and 2013 federal income tax returns will expire on September 15, 2015, 2016 and 2017, respectively.

The Company's state income tax returns for the 2011 through 2013 tax years remain subject to examination by various state authorities with the latest closing period on October 31, 2017. The Company is not currently under examination by any state authority for income tax purposes and no statutes for state income tax filings have been extended.

5. Inventories are stated at the lower of cost or net realizable value, cost being determined by the first-in, first-out method. A summary of inventories is as follows:

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| | March 31, 2014 | December 31, 2013 |
|--------------------|----------------|-------------------|
| Raw material | \$ 2,180,351 | \$ 2,130,718 |
| Work-in-process | 1,772,722 | 1,507,755 |
| Finished goods | 1,784,359 | 1,806,315 |
| Inventory, gross | 5,737,432 | 5,444,788 |
| Valuation reserves | 584,000 | 564,000 |
| Inventory, net | \$ 5,153,432 | \$ 4,880,788 |

CHICAGO RIVET & MACHINE CO.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

6. Segment Information The Company operates in two business segments as determined by its products. The fastener segment includes rivets, cold-formed fasteners and screw machine products. The assembly equipment segment includes automatic rivet setting machines and parts and tools for such machines. Information by segment is as follows:

| | Fastener | Assembly Equipment | Other | Consolidated |
|---|--------------|-----------------------|-----------|---------------|
| Three Months Ended March 31, 2014: | | | | |
| Net sales | \$ 9,087,735 | \$ 862,689 | \$ | \$ 9,950,424 |
| Depreciation | 271,198 | 16,066 | 18,062 | 305,326 |
| Segment profit | 1,161,991 | 231,039 | | 1,393,030 |
| Selling and administrative expenses | | | (541,174) | (541,174) |
| Interest income | | | 6,517 | 6,517 |
| Income before income taxes | | | | \$ 858,373 |
| Capital expenditures | 550,618 | | | 550,618 |
| Segment assets: | | | | |
| Accounts receivable, net | 6,036,691 | 421,919 | | 6,458,610 |
| Inventories, net | 4,349,163 | 804,269 | | 5,153,432 |
| Property, plant and equipment, net | 9,006,961 | 1,121,067 | 526,384 | 10,654,412 |
| Other assets | | | 6,940,104 | 6,940,104 |
| | | | | \$ 29,206,558 |
| Three Months Ended March 31, 2013: | | | | |
| Net sales | \$ 8,302,744 | \$ 822,992 | \$ | \$ 9,125,736 |
| Depreciation | 232,479 | 14,050 | 19,052 | 265,581 |
| Segment profit | 996,164 | 212,416 | | 1,208,580 |
| Selling and administrative expenses | | | (546,533) | (546,533) |
| Interest income | | | 8,485 | 8,485 |
| Income before income taxes | | | | \$ 670,532 |
| Capital expenditures | 48,979 | 29,547 | 4,064 | 82,590 |
| Segment assets: | | | | |
| Accounts receivable, net | 5,481,700 | 381,316 | | 5,863,016 |
| Inventories, net | 4,485,868 | 798,624 | | 5,284,492 |

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| | | | | |
|------------------------------------|-----------|-----------|-----------|---------------|
| Property, plant and equipment, net | 6,179,780 | 1,121,815 | 593,280 | 7,894,875 |
| Other assets | | | 7,886,325 | 7,886,325 |
| | | | | \$ 26,928,708 |

CHICAGO RIVET & MACHINE CO.

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

Revenues for the first quarter of 2014 were \$9,950,424, an increase of \$824,688, or 9%, compared with \$9,125,736 recorded in the first quarter of 2013. The increase in sales is the result of our continued efforts to grow our business, as well as an increase in U.S. automotive production. The increase in revenue during the quarter was enough to offset certain higher expenses incurred, resulting in net income of \$568,373, or \$0.59 per share, in the first quarter of this year compared to \$453,532, or \$0.47 per share, in the first quarter of 2013. In addition to a regular quarterly dividend of \$.18 per share, an extra dividend of \$.40 per share was paid in the first quarter based on 2013 results.

Fastener segment revenues were \$9,087,735 in the first quarter of 2014, increasing \$784,991, or 9.5%, from \$8,302,744 reported in the first quarter of 2013. This marks the fourth straight quarterly increase in sales over the previous year quarter. The increase was due to our successful efforts to grow sales, especially among automotive customers upon which we rely for the majority of our fastener segment sales. Partially offsetting the higher sales was a \$61,000 increase in heating and gas expense, primarily related to the harsh winter conditions this year, and a \$36,000 increase in depreciation due to equipment placed in service recently. With material prices being relatively unchanged during the quarter, the higher sales volume resulted in an increase in fastener segment gross margin of approximately \$221,000.

Assembly equipment segment revenues were \$862,689 in the first quarter of 2014 compared to \$822,992 in the first quarter of 2013. The 4.8% increase in revenue was primarily due to an increase in the average selling price of machines shipped in the current year quarter. The increase in sales during the quarter, while keeping manufacturing costs comparable to the same period last year, resulted in an improvement in segment margins of approximately \$14,000 in the first quarter of 2014. As of March 31, 2014, machine orders trail the level of a year earlier.

Selling and administrative expenses during the first quarter of 2014 were \$1,414,052, an increase of \$62,238, or 4.6%, compared to \$1,351,814 recorded in the first quarter of 2013. Sales commissions increased by approximately \$21,000 for the quarter due to higher sales in the current year, while profit sharing expense increased by \$15,000 due to improved profitability. Most of the remaining net increase relates to higher payroll and health insurance expense. When compared to net sales, selling and administrative expenses declined to 14.2% for the current year quarter compared to 14.8% in the first quarter of 2013.

Working capital amounted to \$15.3 million as of March 31, 2014, a decrease of approximately \$.2 million from the beginning of the current year. The largest component of the net change in the first quarter was accounts receivable, which increased by \$.9 million due to greater sales activity during the quarter, compared to the seasonally lower fourth quarter of 2013. Partially offsetting this change was an increase of \$.8 million in accounts payable and accrued expenses since the beginning of the year. These balances are consistent with the level of activity during the quarter. Also contributing to the reduction in working capital was the \$.5 million increase in capital expenditures in the first quarter of 2014 compared to the same period of 2013 and a \$.4 million increase in dividends paid as a result of an extra dividend of \$.40 per share paid on March 20, 2014. The net result of these changes and other cash flow items on cash and certificates of deposit was a decrease of \$.5 million, to \$6.2 million, as of March 31, 2014. Management believes that current cash, cash equivalents and operating cash flow will provide adequate working capital for the foreseeable future.

We are pleased to report positive results for the first quarter of 2014. While demand for fastener segment products remains positive and is supported by expected growth in domestic auto sales in 2014, our equipment segment backlog is currently lower than a year ago, which is likely to impact results in the near-term. Our sound financial condition has allowed us to make significant investments in our operations in recent years in an effort to remain competitive, as well as pursue opportunities to profitably grow our revenues and improve our bottom line. We will continue to make

adjustments to our activities which we feel are necessary based on conditions in our markets, while maintaining an emphasis on quality and reliability of service our customers demand.

This discussion contains certain forward-looking statements which are inherently subject to risks and uncertainties that may cause actual events to differ materially from those discussed herein. Factors which may cause such differences in events include, those disclosed under Risk Factors in our Annual Report on Form 10-K and in the other filings we make with the United States Securities and Exchange Commission. These factors, include among other things: conditions in the domestic automotive industry, upon

which we rely for sales revenue, the intense competition in our markets, the concentration of our sales to two major customers, the price and availability of raw materials, labor relations issues, losses related to product liability, warranty and recall claims, costs relating to environmental laws and regulations, the loss of the services of our key employees and difficulties in achieving cost savings. Many of these factors are beyond our ability to control or predict. Readers are cautioned not to place undue reliance on these forward-looking statements. We undertake no obligation to publish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

CHICAGO RIVET & MACHINE CO.

Item 4. Controls and Procedures.

(a) Disclosure Controls and Procedures. The Company's management, with the participation of the Company's Chief Executive Officer and President, Chief Operating Officer and Treasurer (the Company's principal financial officer), has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and President, Chief Operating Officer and Treasurer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

(b) Internal Control Over Financial Reporting. There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

Item 6. Exhibits

- 31 Rule 13a-14(a) or 15d-14(a) Certifications
- 31.1 Certification Pursuant to Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification Pursuant to Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Section 1350 Certifications
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 Interactive Data File. Includes the following financial and related information from Chicago Rivet & Machine Co.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 formatted in Extensible Business Reporting Language (XBRL): (1) Condensed Consolidated Balance Sheets, (2) Condensed Consolidated Statements of Income, (3) Condensed Consolidated Statements of Retained Earnings, (4) Condensed Consolidated Statements of Cash Flows, and (5) Notes to Condensed Consolidated Financial Statements.*

* Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

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

CHICAGO RIVET & MACHINE CO.
(Registrant)

Date: May 9, 2014

/s/ John A. Morrissey
John A. Morrissey
Chairman of the Board of Directors

and Chief Executive Officer
(Principal Executive Officer)

Date: May 9, 2014

/s/ Michael J. Bourg
Michael J. Bourg
President, Chief Operating

Officer and Treasurer
(Principal Financial Officer)

CHICAGO RIVET & MACHINE CO.

EXHIBITS

INDEX TO EXHIBITS

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| Number | | |
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| 31.2 | Certification Pursuant to Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | 16 |
| 32 | Section 1350 Certifications | |
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