

CROWN CRAFTS INC
Form 10-Q
August 15, 2007

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 10-Q**

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

For the quarterly period ended July 1, 2007

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

For the transition period from _____ to _____

**Commission File No. 1-7604
CROWN CRAFTS, INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

58-0678148
(I.R.S. Employer Identification No.)

916 South Burnside Avenue, Gonzales, Louisiana 70737

(Address of principal executive offices)
(225) 647-9100

(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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-Accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of common stock, \$0.01 par value, of the registrant outstanding as of July 1, 2007 was 10,005,192.

TABLE OF CONTENTS

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

ITEM 4 CONTROLS AND PROCEDURES

PART II OTHER INFORMATION

Item 1 Legal Proceedings

Item 1A Risk Factors

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds

Item 3 Defaults Upon Senior Securities

Item 4 Submission of Matters to a Vote of Security Holders

Item 5 Other Information

Item 6 Exhibits

SIGNATURES

Index to Exhibits

Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer

Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer

Section 1350 Certification by the Chief Executive Officer

Section 1350 Certification by the Chief Financial Officer

Table of Contents

CROWN CRAFTS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

July 1, 2007 and April 1, 2007

(UNAUDITED)

(amounts in thousands, except share and per share amounts)

| | July 1, 2007 | April 1, 2007 |
|--|------------------|------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 484 | \$ 33 |
| Accounts receivable (net of allowances of \$914 at July 1, 2007 and \$989 at April 1, 2007): | | |
| Due from factor | 9,697 | 11,764 |
| Other | 1,798 | 1,121 |
| Inventories, net | 11,553 | 7,145 |
| Prepaid expenses | 1,210 | 1,313 |
| Assets held for sale | 663 | |
| Deferred income taxes | 1,906 | 2,408 |
| Total current assets | 27,311 | 23,784 |
| Property, plant and equipment at cost: | | |
| Land, buildings and improvements | 200 | 1,322 |
| Machinery and equipment | 2,268 | 2,502 |
| Furniture and fixtures | 746 | 654 |
| | 3,214 | 4,478 |
| Less accumulated depreciation | 2,480 | 3,037 |
| Property, plant and equipment net | 734 | 1,441 |
| Other assets: | | |
| Goodwill, net | 22,884 | 22,884 |
| Other | 774 | 807 |
| Total other assets | 23,658 | 23,691 |
| Total Assets | \$ 51,703 | \$ 48,916 |

LIABILITIES AND SHAREHOLDERS EQUITY

Current liabilities:

| | | |
|--------------------------------------|----------|----------|
| Accounts payable | \$ 7,084 | \$ 3,552 |
| Accrued wages and benefits | 1,603 | 1,300 |
| Accrued royalties | 1,116 | 671 |
| Other accrued liabilities | 162 | 73 |
| Current maturities of long-term debt | 17 | 19 |

| | | |
|--|-----------|-----------|
| Total current liabilities | 9,982 | 5,615 |
| Non-current liabilities: | | |
| Long-term debt | 3,089 | 5,780 |
| Deferred income taxes | 698 | 698 |
| Total non-current liabilities | 3,787 | 6,478 |
| Commitments and contingencies | | |
| Shareholders' equity: | | |
| Common stock - par value \$0.01 per share; 74,000,000 shares authorized; 10,005,192 shares outstanding at July 1, 2007 and 10,003,692 outstanding at April 1, 2007 | 100 | 100 |
| Additional paid-in capital | 38,745 | 38,619 |
| Accumulated deficit | (911) | (1,896) |
| Total shareholders' equity | 37,934 | 36,823 |
| Total Liabilities and Shareholders' Equity | \$ 51,703 | \$ 48,916 |

See notes to unaudited condensed consolidated financial statements.

Table of Contents

CROWN CRAFTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
For the Three-Month Periods Ended July 1, 2007 and July 2, 2006
(UNAUDITED)
(amounts in thousands, except per share amounts)

| | Three Months Ended | |
|---|--------------------|-----------------|
| | July 1, 2007 | July 2, 2006 |
| Net sales | \$ 15,360 | \$ 15,753 |
| Cost of products sold | 11,054 | 11,286 |
| Gross profit | 4,306 | 4,467 |
| Marketing and administrative expenses | 2,404 | 2,167 |
| Income from operations | 1,902 | 2,300 |
| Other income (expense): | | |
| Interest expense | (112) | (723) |
| Other net | (35) | 140 |
| Income before income taxes | 1,755 | 1,717 |
| Income tax expense | 676 | 665 |
| Income from continuing operations after income taxes | 1,079 | 1,052 |
| Loss from discontinued operations net of income taxes | (94) | (141) |
| Net income | \$ 985 | \$ 911 |
| Weighted average shares outstanding basic | 10,004 | 9,506 |
| Weighted average shares outstanding diluted | 10,297 | 22,137 |
| Basic earnings per share: | | |
| Income from continuing operations | \$ 0.11 | \$ 0.11 |
| Loss from discontinued operations | (0.01) | (0.01) |
| Income per share | \$ 0.10 | \$ 0.10 |
| Diluted earnings per share: | | |
| Income from continuing operations | \$ 0.11 | \$ 0.05 |
| Loss from discontinued operations | (0.01) | (0.01) |
| Income per share | \$ 0.10 | \$ 0.04 |

Table of Contents

CROWN CRAFTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Three-Month Periods Ended July 1, 2007 and July 2, 2006
(UNAUDITED)
(amounts in thousands)

| | Three Months Ended | |
|---|--------------------|-----------------|
| | July 1, 2007 | July 2, 2006 |
| Operating activities: | | |
| Net income | \$ 985 | \$ 911 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation of property, plant and equipment | 83 | 117 |
| Goodwill write-off | | 90 |
| Amortization of intangibles | 18 | 1 |
| Deferred income taxes | 503 | 471 |
| Loss (gain) on sale of property, plant and equipment | 8 | (11) |
| Discount accretion | 55 | 207 |
| Stock-based compensation | 126 | |
| Changes in assets and liabilities | | |
| Accounts receivable | 1,390 | 2,247 |
| Inventories, net | (4,408) | (3,782) |
| Prepaid expenses | 103 | 119 |
| Other assets | 15 | (84) |
| Accounts payable | 3,532 | 2,434 |
| Accrued liabilities | 837 | 1,083 |
| Net cash provided by operating activities | 3,247 | 3,803 |
| Investing activities: | | |
| Capital expenditures | (61) | (17) |
| Proceeds from disposition of assets | 13 | 11 |
| Net cash used in investing activities | (48) | (6) |
| Financing activities: | | |
| Payments on long-term debt | (6) | (9) |
| Repayments under line of credit, net | (2,742) | |
| Net cash used in financing activities | (2,748) | (9) |
| Net increase in cash and cash equivalents | 451 | 3,788 |
| Cash and cash equivalents at beginning of period | 33 | 3,790 |
| Cash and cash equivalents at end of period | \$ 484 | \$ 7,578 |
| Supplemental cash flow information: | | |
| Income taxes paid | \$ 15 | \$ |
| Interest paid | 63 | 389 |

Table of Contents

CROWN CRAFTS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
AT AND FOR THE THREE-MONTH PERIODS ENDED JULY 1, 2007 AND JULY 2, 2006

1. *Basis of Presentation:* The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America applicable to interim financial information and the rules and regulations of the Securities and Exchange Commission (the SEC). Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, such interim consolidated financial statements contain all adjustments necessary to present fairly the financial position of Crown Crafts, Inc. (the Company) as of July 1, 2007 and the results of its operations and cash flows for the periods presented. Such adjustments include normal, recurring accruals. Operating results for the three-month period ended July 1, 2007 are not necessarily indicative of the results that may be expected for the year ending March 30, 2008. For further information, refer to the Company's consolidated financial statements and notes thereto included in the annual report on Form 10-K for the year ended April 1, 2007.

Revenue Recognition: Sales are recorded when goods are shipped to customers and are reported net of allowances for estimated returns and allowances in the consolidated statements of income. Allowances for returns are estimated based on historical rates. Allowances for returns, advertising allowances, warehouse allowances and volume rebates are netted against sales. These allowances are recorded commensurate with sales activity and the cost of such allowances is netted against sales in reporting the results of operations. Shipping and handling costs, net of amounts reimbursed by customers, are relatively insignificant and are included in net sales.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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. Significant estimates are made with respect to the allowances related to accounts receivable for customer deductions for returns, allowances and disputes. The Company has a certain amount of discontinued and irregular raw materials and finished goods which necessitate the establishment of inventory reserves which are highly subjective. Actual results could differ from those estimates.

Segment and Related Information: The Company operates primarily in one principal segment, infant products. These products consist of infant bedding, bibs and soft goods.

Impairment of Long-lived Assets, Identifiable Intangibles and Goodwill: The Company reviews for impairment of long-lived assets and certain identifiable intangibles whenever events or changes in circumstances indicate that the carrying amount of any asset may not be recoverable. In the event of impairment, the asset is written down to its fair market value. Assets to be disposed of, if any, are recorded at the lower of net book value or fair market value less cost to sell at the date management commits to a plan of disposal and are classified as assets held for sale on the consolidated balance sheet.

The Company reviews the carrying value of goodwill annually and sooner if facts and circumstances suggest that the asset may be impaired. Impairment of goodwill and write-downs, if any, are measured based on estimates of future cash flows. Goodwill is stated net of accumulated amortization of \$6.4 million at July 1, 2007 and April 1, 2007. On April 1, 2002, the Company implemented Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets* (SFAS No. 142). As a result, the Company discontinued amortizing goodwill but continued to amortize other long-lived intangible assets. In lieu of amortization, the Company is required to perform an annual impairment review of its goodwill. The Company has performed a transitional fair value based impairment test on its goodwill in accordance with SFAS No. 142. With the

exception of goodwill related to Churchill Weavers, Inc. (Churchill), the Company determined that the fair value exceeded the recorded value at April 3, 2006 and April 2, 2007. Churchill s goodwill of \$90,000 was written off in June 2006 due to an impairment indicator, the decline in sales volume and decline in profitability in recent years. Churchill has ceased operations and the remaining assets are held for sale (see Note 7 to the Company s consolidated financial statements).

Provision for Income Taxes: The provisions for income taxes include all currently payable federal, state and local taxes that are based upon the Company s taxable income and the change during the fiscal year in net deferred income tax assets and liabilities. The Company provides for deferred income taxes based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates that will be in effect when the differences are expected to reverse.

Table of Contents

Allowances Against Accounts Receivable: The Company's allowances against accounts receivable are primarily contractually agreed upon deductions for items such as advertising and warehouse allowances and volume rebates. These deductions are recorded throughout the year commensurate with sales activity. Funding of the majority of the Company's allowances occurs on a per-invoice basis.

The allowances for customer deductions, which are netted against accounts receivable in the consolidated balance sheets, consist of agreed upon advertising support, markdowns and warehouse and other allowances. Consistent with the guidance provided in Emerging Issues Task Force 01-9, all such allowances are recorded as direct offsets to sales, and such costs are accrued commensurate with sales activities. When a customer requests deductions, the allowances are reduced to reflect such payments.

The Company analyzes the components of the allowances for customer deductions monthly and adjusts the allowances to the appropriate levels. The timing of the customer initiated funding requests for advertising support can cause the net balance in the allowance account to fluctuate from period to period. The timing of such funding requests should have no impact on the consolidated statements of income since such costs are accrued commensurate with sales activity.

Royalty Payments: The Company has entered into agreements that provide for royalty payments based on a percentage of sales with certain minimum guaranteed amounts. These royalty amounts are accrued based upon historical sales rates adjusted for current sales trends by customers. Total royalty expenses included in cost of sales amounted to \$0.9 million and \$1.0 million in the three-month periods ended July 1, 2007 and July 2, 2006, respectively.

Recently Issued Accounting Standards: In July 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation (FIN) No. 48, *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109* (FIN No. 48), which clarifies the accounting and disclosure for uncertain tax positions, as defined. FIN No. 48 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes. On April 2, 2007, the Company adopted the provisions of FIN No. 48. Based on our recent evaluation, we have concluded that there are no significant uncertain tax positions requiring recognition in the Company's consolidated financial statements. Our evaluation was performed for the tax years ended March 28, 2004, April 3, 2005, April 2, 2006 and April 1, 2007, the tax years which remain subject to examination by major tax jurisdictions as of July 1, 2007. The Company's policy is to accrue interest expense and penalties as appropriate on its estimated unrecognized tax benefits as a charge to interest expense in the Company's consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. This statement provides companies an option to report selected financial assets and liabilities at fair value. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. The Company is assessing SFAS No. 159 and has not determined yet the impact that the adoption of SFAS No. 159 will have on its result of operations or financial position.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. Earlier application is encouraged provided that the reporting entity has not yet issued financial statements for that fiscal year including financial statements for an interim period within that fiscal year. The Company is assessing SFAS No. 157 and has not determined yet the impact that the adoption of SFAS No. 157 will have on its result of operations or financial position.

2. *Stock-Based Compensation:* The Company has two incentive stock plans, the 1995 Stock Option Plan (1995 Plan) and the 2006 Omnibus Incentive Plan (2006 Plan). The Company granted non-qualified stock options to employees and non-employee directors from the 1995 Plan through the fiscal year ended April 2, 2006. In conjunction with the approval of the 2006 Plan by the Company's stockholders at its Annual Meeting in August 2006, options may no longer be issued from the 1995 Plan.

The 2006 Plan is intended to attract and retain directors, officers and employees of the Company and its subsidiaries and to motivate these persons to achieve performance objectives related to the Company's overall goal of increasing stockholder value. The principal reason for adopting the 2006 Plan is to ensure that the Company has a mechanism for long-term, equity-based incentive compensation to directors, officers and employees. Awards granted under the 2006 Plan may be in the form of qualified or non-qualified stock options, restricted stock, stock appreciation rights (SARs), long-term incentive compensation units consisting of a combination of cash and shares of the Company's common stock, or any combination thereof within the limitations set forth in the 2006 Plan. The 2006 Plan is administered by the compensation committee of the board of directors,

Table of Contents

which selects eligible employees and non-employee directors to participate in the 2006 Plan and determines the type, amount and duration of individual awards.

On April 3, 2006, the Company adopted SFAS No. 123(R), *Share-Based Payment*. This standard requires expensing of stock options and other share-based payments and supersedes SFAS No. 123, *Accounting for Stock-Based Compensation*, and Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related implementation guidance that had previously allowed companies to choose between expensing stock options or providing pro-forma disclosure only. SFAS No. 123(R) eliminates the ability to account for stock-based compensation transactions using the intrinsic value method under APB Opinion No. 25 and instead requires that such transactions be accounted for using a fair-value-based method. In addition, the SEC issued Staff Accounting Bulletin 107 in April 2005, which provides supplemental implementation guidance for SFAS No. 123(R).

The Company uses the Black-Scholes option-pricing model to determine the fair-value of stock-based awards under SFAS No. 123(R), consistent with the method previously used for pro forma disclosures under SFAS No. 123. The Company elected to use the modified prospective transition method permitted by SFAS No. 123(R). Under the modified prospective method, SFAS No. 123(R) applies to new awards issued on or after April 3, 2006 as well as the unvested portion of awards that were outstanding as of April 2, 2006, including those that are subsequently modified, repurchased or cancelled. Under the modified prospective approach, compensation cost recognized in fiscal year 2007 includes compensation cost for all share-based payments granted prior to, but not yet vested as of, April 2, 2006 in accordance with the original provisions of SFAS No. 123. Prior periods were not restated to reflect the impact of adopting the new standard.

The Company recorded \$126,000 of stock-based compensation during the quarter ended July 1, 2007, which affected basic and diluted earnings per share by \$0.01. No stock-based compensation costs were capitalized as part of the cost of an asset as of July 1, 2007.

Stock Options: The following table represents stock option activity for fiscal year 2008:

| | Weighted-Average Exercise Price | Number of Options Outstanding |
|------------------------------|--|--|
| Outstanding at April 1, 2007 | \$ 1.68 | 593,346 |
| Granted | | |
| Exercised | 0.18 | 1,500 |
| Forfeited | | |
| Outstanding, July 1, 2007 | \$ 1.68 | 591,846 |
| Exercisable, July 1, 2007 | \$ 0.87 | 367,852 |

For the quarter ended July 1, 2007, the Company recognized \$52,000 of compensation expense associated with the stock option grants, of which \$12,000 was included in cost of products sold and \$39,000 was also included in marketing and administrative expenses in the accompanying consolidated statements of income. The Company recognized \$1,000 of compensation expense associated with unvested stock options outstanding at April 2, 2006.

Non-vested Stock: The fair value of non-vested stock is determined based on the number of shares granted and the quoted closing price of the Company's common stock on the date of grant. All non-vested stock awards issued under the 2006 Plan vest based upon continued service.

Edgar Filing: CROWN CRAFTS INC - Form 10-Q

During the quarter ended October 1, 2006, the Company granted 375,000 shares of non-vested stock with a weighted-average grant date fair value of \$3.15. These shares have four-year cliff vesting. The Company recognized \$74,000 of compensation expense in the quarter ended July 1, 2007 that was included in marketing and administrative expenses in the accompanying consolidated statements of income. The deferred amount is being amortized by monthly charges to earnings over the four-year vesting period.

As of July 1, 2007, the amount of unrecognized non-vested stock compensation costs amounted to \$0.9 million. The amount of unrecognized non-vested stock compensation will be affected by any future non-vested stock grants and by the separation from the Company of any employee who has received non-vested stock grants that are unvested as of such employee's separation date.

Table of Contents

3. *Inventory*: Major classes of inventory were as follows (in thousands):

| | July 1, 2007 | April 1, 2007 |
|-----------------|---------------------|----------------------|
| Raw Materials | \$ 20 | \$ 15 |
| Work in Process | | 12 |
| Finished Goods | 11,533 | 7,118 |
| | \$ 11,553 | \$ 7,145 |

Inventory is net of reserves for inventories classified as irregular or discontinued of \$0.3 million at July 1, 2007 and April 1, 2007.

4. *Financing Arrangements*

Factoring Agreement: The Company assigns the majority of its trade accounts receivable to a commercial factor. Under the terms of the factoring agreement, the factor remits payments to the Company on the average due date of each group of invoices assigned. The factor bears credit losses with respect to assigned accounts receivable that are within approved credit limits. The Company bears losses resulting from returns, allowances, claims and discounts.

Notes Payable and Other Credit Facilities: At July 1, 2007 and April 1, 2007, long-term debt consisted of:

| | July 1, 2007 | April 1, 2007 |
|----------------------------|-----------------|------------------|
| Revolving credit facility | \$ | \$ 2,742 |
| Non-interest bearing notes | 4,000 | 4,000 |
| Capital leases | 17 | 23 |
| Original issue discount | (911) | (966) |
| | 3,106 | 5,799 |
| Less current maturities | 17 | 19 |
| | \$ 3,089 | \$ 5,780 |

The Company's credit facilities at July 1, 2007 include the following:

Revolving Credit of up to \$22 million, including a \$1.5 million sub-limit for letters of credit. The interest rate is prime minus 1.00% (7.25% at July 1, 2007) for base rate borrowings or LIBOR plus 2.25% (7.57% at July 1, 2007). The maturity date is July 11, 2009. The facility is secured by a first lien on all assets. There was no balance outstanding at July 1, 2007. Based on eligible accounts receivable and inventory balances as of July 1, 2007, the Company had \$15.1 million available under the revolving credit facility. As of July 1, 2007, letters of credit of \$550,000 were outstanding against the \$1.5 million sub-limit for letters of credit.

The financing agreement for the \$22 million revolving credit facility contains usual and customary covenants for transactions of this type, including limitations on other indebtedness, liens, transfers of assets, investments and acquisitions, merger or consolidation transactions, dividends, transactions with affiliates and changes in or amendments to the organizational documents for the Company and its subsidiaries. The Company was in compliance with these covenants as of July 1, 2007.

Subordinated Notes of \$4 million. The notes do not bear interest and are due in two equal installments of \$2 million each, the first of which is payable on July 11, 2010, and the second of which is payable on July 11, 2011. The original issue discount of \$1.1 million on this non-interest bearing obligation at a market interest rate of 7.25% is being amortized over the life of the notes. The remaining unamortized balance of \$0.9 million is included in the consolidated balance sheet as of July 1, 2007.

Table of Contents

Minimum annual maturities are as follows (in thousands):

| Fiscal | Sub Notes | Other | Total |
|--------|-----------|-------|----------|
| 2008 | | \$ 13 | \$ 13 |
| 2009 | | 4 | 4 |
| 2010 | | | |
| 2011 | \$ 2,000 | | 2,000 |
| 2012 | 2,000 | | 2,000 |
| Total | \$ 4,000 | \$ 17 | \$ 4,017 |

5. *Earnings per Share:* The weighted average number of shares outstanding on a fully diluted basis was 10,297,000 for the three-month period ended July 1, 2007 compared to 22,137,000 for the three-month period ended July 2, 2006. The Company had issued to its previous lenders Common Stock Purchase Warrants for non-voting common stock that were convertible into common stock equivalent to 65% of the shares of the Company on a fully diluted basis at a price of 11.3 cents per share. These warrants were extinguished and are, therefore, no longer included in the Company's calculation of diluted earnings per share.
6. *Acquisitions:* On December 29, 2006, the Company, through its wholly-owned subsidiary Crown Crafts Infant Products, Inc., acquired substantially all of the assets of Kimberly Grant, Inc., a designer of various infant and toddler products. The following table summarizes the allocation of the \$550,000 paid at closing and the \$50,000 paid upon renewal of the acquired Kimberly Grant trademark based upon fair values of the assets acquired assumed at the date of the acquisition. The fair values of certain intangibles were based upon a third-party valuation of such assets.

The table below represents estimated amortization expense for the following periods:

| | Gross Carrying Amount | Estimated Useful Life | Accumulated Amortization | Aggregate Amortization Expense in 2007 |
|------------------|-----------------------|-----------------------|--------------------------|--|
| Tradename | \$ 466,387 | 15 years | \$ 15,553 | \$ 7,773 |
| Existing Designs | 35,924 | 1 year | 8,978 | 8,978 |
| Non-compete | 97,689 | 15 years | 3,207 | 1,629 |
| | \$ 600,000 | | \$ 27,738 | \$ 18,380 |

7. *Discontinued Operations:* On February 2, 2007, the Company announced that it would liquidate Churchill. Goodwill of \$90,000 associated with the acquisition of Churchill was written-off in June 2006. In anticipation of the liquidation of Churchill, the Company recorded valuation allowances approximating \$550,000 in the quarter ended December 31, 2006 to reflect the expected net realizable value of Churchill's receivables, inventories and prepaid expenses. In the fourth quarter of fiscal year 2007, the Company sold the Churchill Weavers name, together with Churchill's other intellectual property, domain name and website, yarn inventory, looms and other weaving, sewing and laundry equipment for \$275,000. The Company also sold in the fourth quarter of fiscal year 2007 a small portion of the Churchill property in Berea, Kentucky, and Churchill's archives and certain antiquities for \$110,000. During the first quarter of fiscal year 2008, Churchill's operations ceased and all employees were terminated.

Edgar Filing: CROWN CRAFTS INC - Form 10-Q

The Company is actively marketing Churchill's land and building for sale. The property has been appraised at greater than net book value. In accordance with accounting guidelines, in the first quarter of fiscal year 2008, the property is classified as assets held for sale in the consolidated balance sheet and the operations of Churchill are classified as discontinued operations in the consolidated statement of income. These classifications were not used prior to the end of fiscal year 2007 because Churchill's operations were continuing at that time.

8

Table of ContentsITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company operates indirectly through its subsidiaries, Crown Crafts Infant Products, Inc. and Hamco, Inc., primarily in the Infant Products segment within the Consumer Products industry. The Company's offices are located in Compton, California; Gonzales, Louisiana; and Rogers, Arkansas.

The Infant Products segment consists of bedding, bibs, soft goods and accessories. The Company's infant products are marketed under a variety of Company-owned trademarks, under trademarks licensed from others, without trademarks as unbranded merchandise and with customers' private labels. The products are produced primarily by foreign contract manufacturers, then warehoused and shipped from a facility in Compton, California. Sales are generally made directly to retailers, primarily mass merchants, large chain stores and specialty stores.

The infant consumer products industry is highly competitive. The Company competes with a variety of distributors and manufacturers (both branded and private label), including Kids Line, LLC, a division of Russ Berrie and Co., Inc.; Springs Industries; Dolly Inc.; Co Ca Lo, Inc.; Carters, Inc.; Riegel Textile Corporation; Danara International, Ltd.; Luv n' Care, Ltd.; The First Years Inc.; Sassy Inc., a division of Russ Berrie and Co., Inc.; Triboro Quilt Manufacturing, Inc.; and Gerber Childrenswear, Inc., on the basis of quality, design, price, brand name recognition, service and packaging. The Company's ability to compete depends principally on styling, price, service to the retailer and continued high regard for the Company's products and trade names.

RESULTS OF OPERATIONS

The following table contains results of operations data for the three-month periods ended July 1, 2007 and July 2, 2006 and the dollar and percentage variances among those periods.

| | July 1, 2007 | Three-month period ended | | |
|---|-----------------|--------------------------|-----------|----------|
| | | July 2, 2006 | \$ change | % change |
| Dollars in thousands | | | | |
| Net Sales by Category | | | | |
| Bedding, Blankets and Accessories | \$11,406 | \$10,905 | \$ 501 | 4.6% |
| Bibs and Bath | 3,954 | 4,848 | (894) | -18.4% |
| Total Net Sales | 15,360 | 15,753 | (393) | -2.5% |
| Cost of Products Sold | 11,054 | 11,286 | (232) | -2.1% |
| Gross Profit | 4,306 | 4,467 | (161) | -3.6% |
| <i>% of Net Sales</i> | 28.0% | 28.4% | | |
| Marketing and Administrative Expenses | 2,404 | 2,167 | 237 | 10.9% |
| <i>% of Net Sales</i> | 15.7% | 13.8% | | |
| Interest Expense | 112 | 723 | (611) | -84.5% |
| Other Income - net | 35 | (140) | 175 | 125.0% |
| Income Tax Expense | 676 | 665 | 11 | 1.7% |
| Income from continuing operations after taxes | 1,079 | 1,052 | 27 | 2.6% |
| Discontinued Operations - net of taxes | (94) | (141) | 47 | 33.3% |
| Net Income | 985 | 911 | 74 | 8.1% |
| <i>% of Net Sales</i> | 6.4% | 5.8% | | |

Net Sales: Sales of bedding, blankets and accessories increased for the first three-month period of fiscal year 2008 as compared to the same period in fiscal year 2007. Sales increased by \$3.7 million due to sales of new designs and programs. Some of these designs and programs began shipping in the latter part of fiscal year 2007, while others began shipping during the first quarter of fiscal year 2008. This increase was offset by a decrease of \$1.9 million related to programs that were discontinued in the latter part of 2007 and the first quarter of fiscal year 2008. In addition, there was a net decrease of \$1 million in shipments of replenishment orders and a \$0.3 million decrease due to initial shipments made in the first quarter of fiscal year 2007.

Bib and bath sales decreased for the first three-month period of fiscal year 2008 as compared to the same period in fiscal year 2007. Sales decreased \$0.2 million due to programs that were discontinued and \$0.3 million due to promotions in the prior year quarter that were not repeated in the current year. Also, there was a net decrease of \$0.4 million in shipments of replenishment orders related to

Table of Contents

the vinyl bib replacement program announced in the fourth quarter of fiscal year 2007. Offsetting these decreases was an increase of \$0.1 million related to sales of new designs.

Gross Profit: Gross profit decreased in both amount and as a percentage of net sales for the first three-month period of fiscal year 2008 as compared to the same period in fiscal year 2007. The decrease is a direct result of the decrease in net sales. Additionally, both the current and prior year quarters were favorably impacted by an over-absorption of overhead related to the increase in inventory. The over-absorption caused gross margin to increase 2.6% and 2.8% in the first quarter of fiscal year 2007 and 2008, respectively. Consistent with the prior year, the current year over-absorption should reverse over the remaining quarters of fiscal year 2008.

Marketing and Administrative Expenses: Marketing and administrative expenses for the first three-month period of fiscal year 2008 increased in both dollars and as a percentage of net sales as compared to the same period of fiscal year 2007. As discussed in Note 2 to the Company's consolidated financial statements, the Company recorded \$114,000 of stock-based compensation during the three-month period ended July 1, 2007. Also in the current year first quarter, the Company incurred additional compensation costs of \$82,000 due to newly created positions and \$36,000 of additional public company costs, primarily due to the Company's listing on The NASDAQ Stock Market in March 2007. The remaining increase as a percentage of net sales is a direct result of the changes in net sales for the comparative periods.

Interest Expense: The decrease in interest expense for the first three-month period of fiscal year 2008 as compared to fiscal year 2007 is due to a lower average debt balance and lower interest rates primarily as a result of the Company's debt refinancing on July 11, 2006. The Company had \$3.1 million in total debt at July 1, 2007, compared to \$24.2 million at July 2, 2006.

Other Income Net: Other income in fiscal year 2007 is composed primarily of interest income received on the Company's overnight investment sweep through July 11, 2006. The Company had \$7.8 million cash on July 11, 2006, \$7.4 million of which was used to reduce debt in connection with the July 11, 2006 debt refinancing.

FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities was \$3.2 million for the first three months of fiscal year 2008 compared to net cash provided by operating activities of \$3.8 million for the first three months of fiscal year 2007. The decrease in cash provided by operating activities is primarily due to changes in accounts payable and accounts receivable balances, offset by a change in the inventory balance. Net cash used in investing activities was \$48,000 in the first three months of fiscal year 2008 and \$6,000 in the prior year period. Net cash used in financing activities was \$2.7 million compared to net cash used in financing activities of \$9,000 in the prior year period. During the first quarter of fiscal year 2007, the Company had a cash balance of \$7.6 million and was not required to make payments on its credit facilities. In July 2006, the Company refinanced its credit facilities using cash of \$7.4 million to reduce debt. Cash used in the current year period was to pay down the line of credit obtained as a result of the refinancing. The Company's ability to make scheduled payments of principal, to pay the interest on or to refinance its maturing indebtedness, to fund capital expenditures or to comply with its debt covenants will depend upon future performance. The Company's future performance is, to a certain extent, subject to general economic, financial, competitive, legislative, regulatory and other factors beyond its control. Based upon the current level of operations, the Company believes that cash flow from operations together with revolving credit availability will be adequate to meet liquidity needs.

In June 2007, the Company created a capital committee of the board of directors that is authorized to spend up to \$6 million in the aggregate to repurchase from stockholders shares of the Company's Series A common stock from July 1, 2007 through July 1, 2008. The Company did not repurchase any shares in the first quarter of fiscal year 2008. To reduce its exposure to credit losses and to enhance its cash flow, the Company assigns the majority of its trade accounts receivable to a commercial factor. The Company's factor establishes customer credit lines and accounts for and collects receivable balances. Under the terms of the factoring agreement, which expires in July, 2009, the factor remits payments to the Company on the average due date of each group of invoices assigned. If a customer fails to pay the factor on the due date, the Company is charged interest at prime less 1.0%, which was 7.25% at July 1, 2007, until payment is received. The factor bears credit losses with respect to assigned accounts receivable that are within approved credit limits. The Company bears losses resulting from returns, allowances, claims and discounts. The

Company's factor at any time may terminate or limit its approval of shipments to a particular customer. If such a termination occurs, the Company may either assume the credit risks for shipments after the date of such termination or cease shipments to such customer.

Table of Contents

FORWARD-LOOKING INFORMATION

This Quarterly Report contains forward-looking statements within the meaning of the Securities Act of 1933, the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Such statements are based upon management's current expectations, projections, estimates and assumptions. Words such as expects, believes, anticipates and variations of such words and similar expressions identify such forward-looking statements.

Forward-looking statements involve known and unknown risks and uncertainties that may cause future results to differ materially from those suggested by the forward-looking statements. These risks include, among others, general economic conditions, including changes in interest rates, in the overall level of consumer spending and in the price of oil, cotton and other raw materials used in the Company's products, changing competition, changes in the retail environment, the level and pricing of future orders from the Company's customers, the Company's dependence upon third-party suppliers, including some located in foreign countries with unstable political situations, the Company's ability to successfully implement new information technologies, customer acceptance of both new designs and newly-introduced product lines, actions of competitors that may impact the Company's business, disruptions to transportation systems or shipping lanes used by the Company or its suppliers, and the Company's dependence upon licenses from third parties. Reference is also made to the Company's periodic filings with the Securities and Exchange Commission for additional factors that may impact the Company's results of operations and financial condition. The Company does not undertake to update the forward-looking statements contained herein to conform to actual results or changes in the Company's explanations, whether as a result of new information, future events or otherwise.

**ITEM 3 QUANTITATIVE AND QUALITATIVE
DISCLOSURES ABOUT MARKET RISK**

The Company is exposed to market risk from changes in interest rates on debt, changes in commodity prices, changes in international trade regulations, the concentration of the Company's customers and the Company's reliance upon licenses. The Company's exposure to interest rate risk relates to the Company's floating rate debt, of which there was no balance outstanding at July 1, 2007 and July 2, 2006. The Company's exposure to commodity price risk primarily relates to changes in the price of cotton and oil, which are the principal raw materials used in a substantial number of the Company's products. Also, changes in import quantity allotments can materially impact the availability of the Company's products and the prices at which those products can be purchased by the Company for resale. Additionally, the Company's top three customers represent 83% of gross sales, and 38% of the Company's gross sales is of licensed products. The Company could be materially impacted by the loss of one or more of these customers or licenses.

ITEM 4 CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer have 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, as required by paragraph (b) of Rules 13a-15 or 15d-15 of the Exchange Act. Based on such evaluation, such officers have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures are effective.

During the quarter ended July 1, 2007, there was not any change in the Company's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 of the Exchange Act that has materially affected, or is reasonably likely to materially affect, the Company's control over financial reporting.

PART II OTHER INFORMATION

Item 1 Legal Proceedings

From time to time, the Company is involved in various legal proceedings relating to claims arising in the ordinary course of its business. Except as set forth in the Company's annual report on Form 10-K for the year ended April 1, 2007, neither the Company nor any of its subsidiaries is a party to any such legal proceeding the outcome of which, individually or in the aggregate, is expected to have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Item 1A Risk Factors

There have been no material changes to the risk factors disclosed in Item 1A. of Part 1 in our Form 10-K for the year ended April 1, 2007.

Table of Contents

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3 Defaults Upon Senior Securities

None.

Item 4 Submission of Matters to a Vote of Security Holders

None.

Item 5 Other Information

None.

Item 6 Exhibits

Exhibit

No. Exhibit

31.1 Rule 13a-14(a)/15d-14(a) Certification by the Company's Chief Executive Officer

31.2 Rule 13a-14(a)/15d-14(a) Certification by the Company's Chief Financial Officer

32.1 Section 1350 Certification by the Company's Chief Executive Officer

32.2 Section 1350 Certification by the Company's Chief Financial Officer

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.

CROWN CRAFTS, INC.

Date: August 15, 2007

/s/ Amy Vidrine Samson
AMY VIDRINE SAMSON
Chief Financial Officer
(duly authorized signatory and
Principal Financial and Accounting
Officer)

12

Table of Contents

Index to Exhibits

| Exhibit No. | Exhibit |
|----------------|---|
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification by the Company's Chief Executive Officer |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification by the Company's Chief Financial Officer |
| 32.1 | Section 1350 Certification by the Company's Chief Executive Officer |
| 32.2 | Section 1350 Certification by the Company's Chief Financial Officer |