

CHROMCRAFT REVINGTON INC

Form DEF 14A

April 12, 2007

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

CHROMCRAFT REVINGTON, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☐ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CHROMCRAFT REVINGTON, INC.
1330 Win Hentschel Boulevard, Suite 250
West Lafayette, Indiana 47906

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD WEDNESDAY, MAY 9, 2007

To the Stockholders of Chromcraft Revington, Inc.:

The annual meeting of stockholders of Chromcraft Revington, Inc. (the Company) will be held on Wednesday, May 9, 2007 at 10:30 a.m., Indianapolis time, at the Conrad Hotel located at 50 West Washington Street, Indianapolis, Indiana, for the following purposes:

1. To elect eight directors of the Company, each of whom will serve a term expiring at the 2008 annual meeting of stockholders and until his successor is duly elected and qualified.
2. To approve the 2007 Executive Incentive Plan of the Company.
3. To transact such other business that may properly come before the annual meeting of stockholders and any adjournments or postponements of the meeting.

The Board of Directors has fixed the close of business on March 16, 2007 as the record date for determining stockholders entitled to notice of and to vote at the annual meeting of stockholders.

Whether or not you plan to attend the annual meeting, you are urged to complete, date and sign the enclosed proxy and return it promptly in the envelope provided so that your shares are represented and voted at the annual meeting.

By Order of the Board of Directors,

Frank T. Kane
Senior Vice President-Finance,
Chief Financial Officer
and Secretary
April 11, 2007

CHROMCRAFT REVINGTON, INC.
1330 Win Hentschel Boulevard, Suite 250
West Lafayette, Indiana 47906

PROXY STATEMENT

GENERAL INFORMATION

This proxy statement is furnished to the stockholders of Chromcraft Revington, Inc. (Company, we, us or our connection with the solicitation by our Board of Directors of proxies to be voted at our annual meeting of stockholders to be held on Wednesday, May 9, 2007 at 10:30 a.m., Indianapolis time, at the Conrad Hotel, 50 West Washington Street, Indianapolis, Indiana, and at any adjournments or postponements of the meeting. This proxy statement and accompanying form of proxy were first mailed to our stockholders on or about April 11, 2007.

We will pay the costs of soliciting proxies. In addition to use of the mail, proxies may be solicited personally or by telephone by our directors, officers and certain employees who will not be specially compensated for any solicitation. We also will request brokerage firms, nominees, custodians and fiduciaries to forward the proxy solicitation materials relating to the annual meeting to the beneficial owners of common stock and will reimburse these institutions for the cost of forwarding the materials.

Any stockholder giving a proxy has the right to revoke it at any time before the proxy is voted. You may revoke your proxy by providing written notice delivered to the Secretary of the Company, by executing and delivering to us a proxy having a later date or by attending the annual meeting and voting in person.

The shares represented by proxies that we receive will be voted as instructed. In the absence of specific instructions, proxies will be voted as follows:

FOR the election as directors of the eight persons named as nominees in this proxy statement, each of whom will serve for a term expiring at the 2008 annual meeting of stockholders and until his successor is duly elected and qualified; and

FOR the approval of the Company's 2007 Executive Incentive Plan.

If for any reason any director nominee named in this proxy statement becomes unable or unwilling to serve, the persons named as proxies in the accompanying form of proxy will have authority to vote for a substitute nominee should our Board of Directors determine to nominate another person. The accompanying form of proxy gives discretionary authority to the persons named as proxies to vote in accordance with the directions of our Board of Directors on any other matters that may properly come before the annual meeting.

Our principal executive office is located at 1330 Win Hentschel Boulevard, Suite 250, West Lafayette, Indiana 47906.

VOTING SECURITIES

We have one class of capital stock outstanding, which consists of our common stock. Our Board of Directors fixed the close of business on March 16, 2007 as the record date (the **Record Date**) for determining our stockholders entitled to notice of and to vote at our annual meeting of stockholders and any adjournments or postponements of the meeting. On the Record Date, we had 6,167,876 shares of common stock outstanding and entitled to vote. We have no other outstanding shares entitled to vote.

Each share of our common stock is entitled to one vote, exercisable in person or by proxy. The presence, in person or by proxy, of the holders of a majority of the outstanding shares of common stock is necessary to constitute a quorum in order for business to be conducted at the annual meeting. Shares voting, abstaining or withholding authority to vote on any matter at the annual meeting will be counted as present for purposes of determining a quorum. Assuming a quorum is present at the annual meeting, the election of directors will be determined by a plurality of the votes cast, and approval of our 2007 Executive Incentive Plan as well as any other matters that may properly come before the meeting will be approved by the affirmative vote of the holders of at least a majority of the shares present, in person or by proxy, at the annual meeting.

Abstentions and instructions on the accompanying proxy to withhold authority to vote for one or more of the director nominees will result in those nominees receiving fewer votes. In counting the votes with respect to the approval of our Executive Incentive Plan as well as any other matters that may properly come before the meeting, abstentions will have the same effect as votes against the matter. Shares that are the subject of a broker non-vote will be deemed to be not voted.

If you are a participant in our Employee Stock Ownership Plan (the **ESOP**), you will receive a voting instruction card to use to provide voting instructions to First Bankers Trust Services, Inc., the trustee for the ESOP, for the shares allocated to your account under the ESOP as of the Record Date. Your voting instructions to the trustee should be completed, dated, signed and returned in the envelope provided by May 3, 2007. Your voting instructions relating to the shares allocated to your ESOP account will be kept confidential by the ESOP trustee and will not be disclosed to any of our directors, officers or employees.

Unless the ESOP or the fiduciary duties of the ESOP trustee require otherwise, the trustee will vote (i) the shares allocated to your account under the ESOP in accordance with your instructions received by the trustee in a timely manner, and (ii) the shares that have not been allocated to participants' accounts in accordance with the directions of the Benefit Plans Administrative Committee of the Company (the **Benefits Committee**). If you do not return your voting instruction card in a timely manner or you return the voting instruction card unsigned or without indicating how you desire to vote the shares allocated to your ESOP account, the Benefits Committee will direct the ESOP trustee how to vote the shares allocated to your account.

If you are a participant in our Savings Plan, you will receive a voting instruction card to use to provide voting instructions to T. Rowe Price Trust Company, Inc., the trustee for the Savings Plan, for the shares credited to your account under the Savings Plan as of the Record Date. Your voting instructions to the trustee should be completed, dated, signed and returned in the envelope provided by May 3, 2007. Your voting instructions relating to the shares credited to your Savings Plan account will be kept confidential by the Savings Plan trustee and will not be disclosed to any of our directors, officers or employees.

Unless the Savings Plan or the fiduciary duties of the Savings Plan trustee require otherwise, the trustee will vote the shares credited to your account under the Savings Plan in accordance with your instructions received by the trustee in a timely manner. If you do not return your voting instruction card in a timely manner or if your voting instruction card is returned unsigned or without indicating how you desire to vote, the Benefits Committee will direct the Savings Plan trustee how to vote the shares credited to your account.

The Benefits Committee is comprised of two members, namely Benjamin M. Anderson-Ray, who is our Chairman and Chief Executive Officer, and Frank T. Kane, who is our Senior Vice President-Finance and Chief Financial Officer. The members of the Benefits Committee are appointed by the Board of Directors and may be changed by the Board at any time.

ITEM 1 ELECTION OF DIRECTORS

The first item to be acted upon at the annual meeting of stockholders will be the election of eight directors of our Company, each of whom will serve a term expiring at the 2008 annual meeting of stockholders and until his successor is duly elected and qualified.

The Nominating and Corporate Governance Committee has recommended to our Board of Directors that each of the director nominees named below be nominated to serve as a director of our Company. Our Board of Directors has accepted the recommendation of the Nominating and Corporate Governance Committee and has nominated these individuals to serve as directors of our Company. Except for Mr. Anderson-Ray, who is our Chairman and Chief Executive Officer, each of these nominees is independent under the independence criteria for directors and board committee members adopted by the American Stock Exchange.

We expect each nominee named in this proxy statement to be able to serve if elected. If any nominee is not able to serve, proxies will be voted in favor of the remainder of those nominated and may be voted for a substitute nominee should our Board of Directors determine to nominate another person. The persons named as proxies intend to vote each proxy, if properly signed and returned, **FOR** the election of each of the eight director nominees indicated below, unless indicated on the proxy that the stockholder's vote should be withheld from any or all of the nominees.

Set forth below are the name and age of each director nominee, his principal occupation and his directorships with other companies.

Our Board of Directors unanimously recommends voting **FOR the election as directors of each of the nominees named below**

Benjamin M. Anderson-Ray, age 52, became a director and our Chairman and Chief Executive Officer in 2005. From 2004 to 2005, Mr. Anderson-Ray served as a Managing Partner of Spring Garden Corporate Advisors, Inc., an investment advisory firm serving the horticultural industry. He is also a co-founder and member of the board of directors of PALCO Systems, a medical equipment developer. From 2002 to 2004, he served as the Chief Executive Officer of Gravograph New Hermes Holdings, LLC, a manufacturer and marketer of equipment, software, consumables and related services in the durable marking industry. Prior to Gravograph, Mr. Anderson-Ray held various senior management positions, including President of the Global Business Group at Sunrise Medical, Inc., a durable medical equipment company. Earlier in his career, he held senior marketing, sales and general management positions at Newell Rubbermaid, Inc., Black & Decker Corporation and General Electric Company.

Ronald H. Butler, age 57, is a director and the President and Chief Executive Officer of Pet Resorts, Inc., a privately-held company that builds premium pet boarding, daycare, pet training and grooming facilities. Previously, Mr. Butler served as the Chief Executive Officer of Three Dog Bakery, Inc., a manufacturer of pet foods. Mr. Butler also serves as a director of ARXX Building Products (Ontario, Canada) and has held senior management positions at various companies, including PETsMART and Payless Cashways, Inc. Mr. Butler is a member of the Board's Compensation Committee, which he chairs, and has served as a director of our Company since 2004.

John R. Hesse, age 73, is the President of Spring Garden Corporate Advisors, Inc., an investment advisory firm serving the horticultural industry. From 1997 until 2002, he served as the Chairman and Chief Executive Officer of International Garden Products, Inc., a consolidator of horticultural production companies. Mr. Hesse is a member of the Board's Audit Committee and Nominating and Corporate Governance Committee, and has served as a director of our Company since 2005.

David L. Kolb, age 68, served as the Chairman of the Board of Directors of Mohawk Industries, Inc., a worldwide producer and distributor of floor covering products, from 1988 until his retirement in 2004 and as Chief Executive Officer from 1988 until 2000. From 1980 until 1988, Mr. Kolb served as the President of Mohawk Carpet Corporation. Mr. Kolb currently serves as a director of Mohawk Industries, Inc., Aaron Rents, Inc. and Paxar Corp. Aaron Rents, Inc. is a retailer specializing in the rental and sale of residential and office furniture, consumer electronics, computers and home appliances and accessories. Paxar Corp. is a provider of identification solutions for retailers and apparel manufacturers. Mr. Kolb is a member of the Board's Compensation Committee and has served as a director of our Company since 1992.

Larry P. Kunz, age 72, served as the President and Chief Operating Officer of Payless Cashways, Inc., a retailer of building materials and home improvement products, from 1986 until his retirement in 1993. Mr. Kunz is a member of the Board's Nominating and Corporate Governance Committee, which he chairs, and has served as a director of our Company since 1992.

Theodore L. Mullett, age 65, has been a management consultant since 1998. From 1965 until his retirement in 1998, Mr. Mullett was a certified public accountant with KPMG LLP and was a partner with that firm from 1973 until 1998. Mr. Mullett is a member of the Board's Audit Committee, which he chairs, and Compensation Committee, and has served as a director of our Company since 2002.

Craig R. Stokely, age 61, has served as the President of The Stokely Partnership, Inc., a management consulting firm, since 1992. Previously, he served as Senior Vice President of Corporate Development at Fellowes, Inc., a worldwide manufacturer of office products. Earlier in his career, Mr. Stokely held senior management positions with the LeeWards and Kenner Toy divisions of General Mills, Inc. Mr. Stokely is our lead director. He is a member of the Board's Compensation Committee and Nominating and Corporate Governance Committee, and has served as a director of our Company since 2005.

John D. Swift, age 65, served as the Vice President-Finance and Chief Financial Officer of Mohawk Industries, Inc., a worldwide producer and distributor of floor covering products, from 1987 until his retirement in 2004. Earlier in his career, he held various finance and accounting positions at General Electric Company and Firestone Tire and Rubber Company. Mr. Swift is a member of the Board's Audit Committee and has served as a director of our Company since 2005.

ITEM 2 APPROVAL OF THE 2007 EXECUTIVE INCENTIVE PLAN

The second item to be acted upon at our annual meeting of stockholders will be the approval of our 2007 Executive Incentive Plan.

Our Board of Directors recommends voting FOR approval of the 2007 Executive Incentive Plan

Summary

Our Board of Directors amended and completely restated our 1992 Stock Option Plan to establish a new Executive Incentive Plan effective as of January 1, 2007 (*New Plan*). The New Plan is subject to the approval of our stockholders at the annual meeting. *The New Plan provides for an increase of only 119,179 shares available for long-term stock-based awards (which represents 1.6% of our total outstanding shares on a diluted basis).*

If approved by our stockholders, the New Plan will supersede and replace not only our 1992 Stock Option Plan but also our existing Short Term Executive Incentive Plan and Long Term Executive Incentive Plan (collectively, the *Current Plans*). All of our Current Plans were previously approved by our stockholders, and we are now seeking stockholder approval of the New Plan. Our Directors' Stock Plan, which also was approved by our stockholders, will not be affected by the New Plan and will remain a separate plan for our non-employee directors.

Reasons for the New Plan

We have determined it is important for us to establish the New Plan to provide us with the flexibility to grant various types of stock-based incentive compensation awards, rather than only stock options as currently provided by the Long Term Executive Incentive Plan and the 1992 Stock Option Plan. We believe it is essential to our Company's future to have this flexibility in order to attract, retain and motivate our executive officers and other key employees, particularly as we weather through the difficult conditions currently affecting the furniture industry and complete our restructuring process.

Our executive officers and other key employees are the individuals upon whose judgment, initiative, effort and performance our business is largely dependent. Through stock-based awards under the New Plan, we desire to motivate our executive officers and other key employees to make significant contributions to our Company's financial success and to achieve certain short-term and long-term objectives of our Company, as well as to further align the interests of our executive officers and other key employees with the interests of our stockholders.

Another important reason for establishing the New Plan is to provide us with the administrative simplification of having a single plan providing for both short-term awards and long-term awards, rather than three separate, stand-alone plans.

Background

We are asking our stockholders to approve the New Plan to comply with the requirement of the American Stock Exchange that the establishment of or a material amendment to any plan which provides for the issuance of stock options or other stock awards to our executive officers and other key employees be approved by stockholders. In addition, we are seeking approval of the New Plan from our stockholders so that awards under the plan will not be subject to certain federal income tax deduction limits, as described below.

The New Plan allows the Compensation Committee to make new awards of up to an aggregate of 440,000 nonqualified stock options, stock appreciation rights, restricted shares and performance shares. This maximum number of stock-based awards that would be available under the New Plan includes the 320,821 shares that still remain available for stock option awards under the 1992 Stock Option Plan. Thus, the New Plan provides for an increase of only 119,179 shares available for long-term, stock-based awards as illustrated in the following table (as of April 1, 2007):

Shares currently available for stock option awards under the 1992 Stock Option Plan	320,821
Additional shares available for stock-based awards under the New Plan	119,179
Total shares available for stock-based awards under the New Plan	440,000
The Directors' Stock Plan allows the award of an additional 54,400 shares bringing the total shares available under the New Plan and the Directors' Stock Plan to 494,400 as illustrated below:	

Shares available for restricted stock or stock option awards under the Directors' Stock Plan	54,400
Total shares available for new awards under the New Plan and the Directors' Stock Plan	494,400

In addition to these 494,400 shares that have not yet been issued, we have 502,992 stock options currently outstanding under our 1992 Stock Option Plan and 85,000 stock options outstanding under our Directors' Stock Plan (for a total of 587,992 outstanding stock options). If any of these outstanding stock options lapse or are unexercised at the end of the option term, then they will be available for any type of stock-based awards in the future under the New Plan or the Directors' Stock Plan, respectively. This is the same treatment of lapsed or unexercised stock options that currently exists under the 1992 Stock Option Plan and the Directors' Stock Plan.

The total number of shares that ultimately could be outstanding under the New Plan and the Directors' Stock Plan is 1,082,392 shares (494,400 *plus* 587,992 *equals* 1,082,392), which is approximately 14.9% of our outstanding shares on a diluted basis. Calculating this percentage of our outstanding shares on a diluted basis means we included in our number of outstanding shares all shares that are currently outstanding or are available for future issuance under the New Plan and the Directors' Stock Plan.

The following table illustrates the total effect of the New Plan and the Directors' Stock Plan on our outstanding shares assuming the maximum number of stock-based awards were issued under both plans (as of April 1, 2007):

Total number of new awards available under the New Plan and the Directors' Stock Plan	494,400
Total number of stock options already outstanding under the New Plan and the Directors' Stock Plan	587,992

Maximum number of shares that could be issued to satisfy awards under the New Plan and the Directors' Stock Plan	1,082,392
--	-----------

Percentage of outstanding shares represented by the increase of 119,179 shares under the New Plan	1.6%
---	------

Percentage of outstanding shares represented by both the New Plan and the Directors' Stock Plan	14.9%
---	-------

The principal differences in the New Plan which are common to both our current Short Term Executive Incentive Plan and our Long Term Executive Incentive Plan are that the New Plan provides for (i) different business criteria upon which performance measures are based, and (ii) different limitations on maximum payouts of awards.

The principal differences in the New Plan that affect only our current Long Term Executive Incentive Plan are that the New Plan (i) allows the Compensation Committee to award long-term incentive compensation in the form of nonqualified stock options, stock appreciation rights, restricted stock or performance shares (payable in the discretion of the Committee 50% in stock options or shares of our common stock and 50% in cash), whereas the current long-term plan permits awards to be paid only 50% in stock options and 50% in cash, and (ii) allows for a maximum of 440,000 shares to be issued, whereas the current long-term plan's limit on the maximum number of stock options awards is limited by the maximum number of stock options that may be issued under the Company's 1992 Stock Option Plan.

All outstanding awards (whether vested or unvested) under the Current Plans will remain outstanding and subject to the terms and conditions of those plans. If stockholders do not approve the New Plan, then awards will continue to be made under the Current Plans.

The New Plan also is intended to provide performance-based compensation to our executive officers and other key employees within the meaning of Section 162(m) of the Internal Revenue Code. Section 162(m) and the regulations under this section place a \$1,000,000 limit on the federal income tax deduction that may be taken by us for compensation paid to our Chief Executive Officer and each of our four other most highly compensated officers (these five individuals are referred to as covered employees). Compensation that is performance-based, however, is not subject to this tax deduction limit. In general, compensation is treated as performance-based if it is payable on the attainment of objective performance goals established in advance by a committee of outside directors and the material terms of the plan under which the compensation is paid are disclosed to and approved by stockholders.

A summary of the material terms of the New Plan is set forth below. A copy of the plan is attached as Appendix A to this proxy statement, and the summary below is qualified in its entirety by reference to this Appendix.

Summary of Material Provisions of the New Plan

Eligibility. Any current or future executive officer or other key employee of our Company or any of our subsidiaries is eligible to participate in the New Plan and to receive an award under the plan. Currently, there are 50 executive officers and key employees who are eligible to participate in the New Plan.

No employee will have the right to be selected to participate in the New Plan, to receive an award under the plan or, after having been selected to participate in the New Plan for a particular performance period, to be selected to participate for another performance period or to receive any future awards (whether or not on the same terms and conditions or with similar performance measures or otherwise). In addition, participation in the New Plan will not confer upon any employee any right to continued employment by our Company or any of our subsidiaries and will not affect in any way the right of our Company or a subsidiary to terminate any employee's employment at any time or to change the terms and conditions of his or her employment, unless expressly provided otherwise in a written employment agreement between the employee and our Company or a subsidiary.

Types of Awards. The New Plan permits the award of nonqualified stock options, stock appreciation rights, restricted stock, performance shares and cash.

A nonqualified stock option entitles the participant, upon exercise, to receive value equal to the difference between the exercise price of the stock option and the fair market value of a share of our common stock on the date of exercise, multiplied by the number of shares as to which the stock option is being exercised. Each option granted under the New Plan must have an exercise price that is at least equal to the fair market value of our common stock on the date of the award. Nonqualified stock options are not intended to satisfy the requirements of Section 422 of the Internal Revenue Code.

A stock appreciation right entitles the participant, upon exercise, to receive a payment based on the difference between the exercise price of the stock appreciation right and the fair market value of a share of our common stock on the date of exercise, multiplied by the number of shares as to which such stock appreciation right is being exercised. Each stock appreciation right granted under the New Plan must have an exercise price that is at least equal to the fair market value of our common stock on the date of the award.

Restricted stock is an award of our common stock that vests at the conclusion of a period of restriction and, in the case of performance-based compensation, after specified performance measures for a performance period are satisfied or achieved. Upon vesting, the participant is entitled to full ownership of the shares with a value based on the fair market value of a share of our common stock.

A performance share is an award that has an initial value equal to the fair market value of our common stock on the date of the award, and may be earned on the satisfaction or achievement of specified performance measures during a performance period. Earned performance shares may be paid in the form of shares of our common stock, nonqualified stock options or cash.

Maximum Number of Shares Subject to the New Plan. Subject to certain adjustments in the event of a stock split, stock dividend, recapitalization or reclassification, a maximum of 440,000 shares relating to nonqualified stock options, stock appreciation rights, restricted stock and performance shares, plus any shares attributable to an award under our 1992 Stock Option Plan that is unexercised upon the termination or lapse of such award and shares that otherwise cease to be subject to an award under our 1992 Stock Option Plan, may be granted under the New Plan. If a stock-based award does not vest or is not exercised or earned and is forfeited, the shares relating to that award will be available for new grants under the New Plan. The 440,000 shares under the New Plan include the 320,821 shares still available for awards under our 1992 Stock Option Plan but are in addition to the 502,992 shares relating to stock option awards currently outstanding under our 1992 Stock Option Plan (for a net increase of 119,179 shares under the New Plan). Under no circumstances will more than 942,992 shares be outstanding under the New Plan (440,000 plus 502,992 equals 942,992).

Performance Measures. For our executive officers, cash and stock-based awards under the New Plan will be subject to the achievement of performance measures. The Compensation Committee will determine the performance measures relating to an award for each performance period. The performance measures will be based on business criteria against which an executive officer's or other key employee's performance will be measured to determine whether a cash award is earned or a stock-based award will vest or become earned or exercisable. These business criteria will consist of one or more of the following as they relate to our Company or one of our subsidiaries:

Earnings before interest and taxes;

Earnings before interest, taxes, depreciation and amortization;

Earnings before interest, taxes, depreciation, amortization and non-cash employee stock ownership plan compensation expenses;

Return on net assets;

Return on equity;

Return on invested capital;

Sales or revenues;

Net income;

Earnings per share on a diluted basis; or

Such other measures, metrics or strategic actions as may be determined by the Compensation Committee that will apply to any of our key employees other than our executive officers.

Although most awards under the New Plan will be subject to one or more of these performance measures, the Compensation Committee is not required to establish performance measures for all awards under the New Plan. The Committee must, however, establish performance measures based on one or more of the above criteria for awards to our executive officers. Awards that are not subject to the achievement of performance measures will require continued service with our Company or a subsidiary for a period of at least three years prior to full vesting of the award.

The performance measures also will include award rates and will provide for a targeted level or levels of achievement relating to one or more of the business criteria listed above. Performance measures will have threshold, target and maximum levels. The performance measures, award rates and targeted levels of achievement may differ among participants, awards and performance periods.

Achievement of the performance measures will be determined based upon the audited financial statements of the Company prepared in accordance with generally accepted accounting principles (or as may otherwise be determined by our Board of Directors) and may exclude any one-time, non-recurring charges or credits as determined by our Board or the Compensation Committee.

Performance Periods. The Compensation Committee will determine the performance periods within which a participant must achieve the applicable performance measures. With respect to stock-based awards, the performance periods will normally consist of three year periods. Cash awards normally will involve performance periods of one year.

Limitations on Awards. Potential awards will be based upon the extent to which the participant has achieved or exceeded the performance measures for the applicable performance period and/or satisfied continued service requirements with our Company or one of our subsidiaries as well as the participant's position at our Company or one of our subsidiaries. In addition, the following limitations will apply to awards under the New Plan:

- (i) The maximum amount of all cash awards paid under the New Plan to any one participant in any fiscal year will under no circumstances exceed (a) with respect to each officer of our Company, the lesser of two times the officer's base salary paid in the fiscal year prior to the year in which the award is paid or \$850,000, and (b) with respect to each other participant, the lesser of the participant's base salary paid in the fiscal year prior to the year in which the award is paid or \$300,000;
- (ii) The maximum amount of all stock-based awards paid or earned under the New Plan to any one participant in any fiscal year for performance periods in excess of one year will under no circumstances exceed (i) with respect to each officer of our Company, the lesser of two times the officer's base salary paid in the fiscal year prior to the year in which the award is earned or \$850,000, and (ii) with respect to each other participant, the lesser of the participant's base salary paid in the fiscal year prior to the year in which the award is earned or \$300,000;
- (iii) In the event any award would exceed either or both of the above limitations, then the Compensation Committee will adjust and reduce the dollar value of the award to the applicable limitation in such amounts and on such basis as the Committee, in its sole discretion, deems appropriate; and
- (iv) No employee will receive an award of stock options or stock appreciation rights for any performance period that will exceed 25,000 shares in the aggregate.

The base salaries paid to the executive officers of our Company are set forth in the Summary Compensation Table appearing on page 28 of this proxy statement and will be set forth in future proxy statements relating to each annual meeting of our stockholders.

Payment of Awards. After a cash award has vested or been earned, the award will be paid within 120 days following the end of the applicable performance period. Stock-based awards will be paid, issued or become exercisable on the day on which the award has vested or been earned. The Committee may, in its discretion, determine to pay one-half of any stock-based awards in cash. Participants will be responsible for paying all income taxes and their share of employment taxes on vested, earned or exercised awards. All awards will be paid net of any applicable tax withholding obligations.

Administration. The Compensation Committee will administer the New Plan. The Compensation Committee will be comprised solely of directors who are (i) independent under the director independence requirements of the principal securities exchange or market on which shares of our common stock are then traded (currently, the American Stock Exchange), (ii) non-employee directors under Rule 16b-3 of the Securities Exchange Act of 1934, and (iii) outside directors for purposes of Code Section 162(m). The qualifications for membership on the Compensation Committee may be changed if required by applicable law or the principal securities exchange or market on which shares of our common stock are then traded.

Subject to the limitations of the New Plan and applicable law, the Compensation Committee will have full power and discretion to determine the amounts, sizes, types, vesting requirements, restrictions, pay-outs, exercise or other prices and all other attributes of awards under the plan; determine the performance measures, performance periods, award rates, targets and all other terms and conditions of awards; interpret the New Plan and all award or other agreements entered into under the plan; establish, amend or waive rules and regulations for the New Plan's administration; and make all other determinations which may be necessary or advisable for the administration of the New Plan. All determinations of the Committee will be final. The material actions of the Committee with respect to the administration of the New Plan will be presented to our Board of Directors for ratification or confirmation before such actions are taken or implemented.

Termination of Employment. If a participant's employment with our Company or one of our subsidiaries is terminated due to voluntary resignation (other than retirement after attaining age 65) or if the participant's employment is terminated by us or a subsidiary without cause, then all unvested or unearned awards under the New Plan will be forfeited, but all vested or earned awards will be paid to or exercisable by the participant in accordance with the applicable award agreement. If a participant's employment with us or one of our subsidiaries is terminated with cause, then all vested or earned but unexercised or unpaid awards, and all outstanding and unvested or unearned awards, will terminate and be forfeited.

If a participant's employment is terminated due to death or disability, then all unvested or unearned awards under the New Plan will be paid, earned or exercisable (i) on a prorated basis based on the length of time the participant was employed by us or one of our subsidiaries during the applicable performance period, and (ii) only if the performance measures and other targets, metrics, measures, terms and conditions to which the award relates are ultimately satisfied or fulfilled. In the case of a participant's retirement on or after attaining age 65, the participant's awards under the New Plan will be treated in the same manner as if he or she had died or become disabled, unless the participant's retirement occurs during the first six months of a performance period, in which case all unvested and unearned awards will be forfeited.

Change in Control. Upon a change in control of our Company and unless provided otherwise in a participant's employment or award agreement, (i) a participant's unearned or unvested stock-based awards will be treated as earned or exercisable at the target award rate immediately prior to the effectiveness of the change in control, and (ii) a participant's unearned cash awards will be treated as earned at the target award rate immediately prior to the effectiveness of the change in control on a prorated basis based on the ratio that the number of days in the performance period bears to the total number of days in the performance period.

Excess Parachute Payments Prohibited. If a participant would incur an excise tax with respect to any payment under the New Plan that constitutes an excess parachute payment as described in Section 280G of the Internal Revenue Code, then the Compensation Committee will reduce the payment by the amount necessary to avoid the excise tax. In essence, in the event of a change in control involving our Company, payments under the New Plan, an employment agreement or otherwise attributable to the change in control are limited to 2.99 times the participant's average annual compensation paid by us in the five years preceding the change in control. The effect of this provision is that the participant could receive a reduced payment for awards under the New Plan in the event of a change in control transaction involving our Company.

Amendment and Termination. Subject to the terms of the New Plan and applicable law, our Board of Directors may amend, terminate or suspend the plan under certain circumstances. However, neither our Board nor the Compensation Committee may take certain actions with respect to the New Plan without prior stockholder approval. For example, neither our Board of Directors nor the Compensation Committee may make any material amendment to the New Plan without prior stockholder approval, including an amendment that would (i) increase the total number of shares that may be issued under the New Plan, except to make an appropriate adjustment for a stock split, stock dividend, recapitalization or reclassification, (ii) utilize performance measures other than those identified above, (iii) extend the performance period applicable to any outstanding award, (iv) modify the employee eligibility requirements under the New Plan, (v) re-price stock options or stock appreciation rights that have been awarded under the New Plan, except to make appropriate adjustments for a stock split, stock dividend, recapitalization or reclassification, (vi) lapse or waive any restriction applicable to an award, or (vii) increase any benefit under a previously granted award.

Transferability. Certain awards are transferable to a limited extent to a participant's family members or a family trust or partnership, as well as by the participant's will or the laws of descent and distribution. No award, however, can be otherwise transferred, assigned or pledged nor can a lien, security interest, option or other right to acquire be placed on an award.

Deferral of Payments. Participants are not permitted to defer the receipt of the payment of cash awards that have been earned unless the Compensation Committee should determine in the future to allow deferrals to occur.

Summary of Tax Treatment of Awards

Nonqualified Stock Options. A nonqualified stock option results in no taxable income to the employee or deduction to us at the time it is granted. An employee exercising a nonqualified stock option will, at that time, recognize taxable compensation in the amount of the difference between the exercise price and the then fair market value of the shares. Subject to the applicable provisions of the Internal Revenue Code, a deduction for federal income tax purposes will be allowable to us in the year of exercise in an amount equal to the taxable compensation recognized by the participant.

If, however, a nonqualified stock option is exercised by tendering previously owned shares of our common stock in payment of the exercise price, then the employee will recognize compensation income equal to the fair market value on the date of exercise of the total number of shares relating to the option less the fair market value on the date of exercise of the shares tendered in payment of the exercise price.

Stock Appreciation Rights. Generally, the recipient of a stand-alone stock appreciation right will not recognize taxable income at the time the stock appreciation right is granted. If an employee receives the appreciation inherent in the stock appreciation right in cash, the cash will be taxed as compensation income to the employee at the time it is received. If the appreciation is paid in the form of our stock, the fair market value of the shares will also be taxed as compensation income to the employee at the time the shares are received. In general, there will be no federal income tax deduction allowed to us upon the grant or termination of stock appreciation rights. However, upon the settlement of a stock appreciation right, we will be entitled to a deduction equal to the amount of compensation income the recipient is required to recognize as a result of the settlement.

Restricted Stock, Performance Shares and Cash. The fair market value of the shares of restricted stock is generally taxed to the employee as compensation income at the time the restrictions imposed on the shares lapse, unless the employee has elected to be taxed on the value of the shares as of the date of grant. Performance shares and cash awards are generally taxed as compensation income to the employee at the time of payment. In each of these cases, we will generally be entitled to a corresponding federal income tax deduction at the same time the participant recognizes the compensation income.

Section 162(m) of the Internal Revenue Code. Compensation of persons who are covered employees (our Chief Executive Officer and our four next most highly compensated officers) is subject to the \$1 million federal income tax deduction limit of Section 162(m) of the Internal Revenue Code. Awards that qualify as performance-based compensation are exempt from Section 162(m), thus allowing us the full federal income tax deduction otherwise permitted for such compensation. If approved by our stockholders, the New Plan will enable the Compensation Committee to grant awards that will be performance-based compensation exempt from the deduction limits of Section 162(m).

Executive Incentive Plan Benefits

The future benefits to be received by any individual or group of individuals under the New Plan are not determinable at this time and will depend on future financial performance of our Company and its subsidiaries.

STOCK OWNERSHIP INFORMATION

Owners of More than Five Percent of Common Stock

The stockholders listed in the following table are known by management to beneficially own more than 5% of the outstanding shares of our common stock as of the Record Date.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Common Stock (1)
Chromcraft Revington Employee Stock Ownership Plan Trust (2) 1330 Win Henschel Boulevard West Lafayette, Indiana 47906	1,966,759	31.9%
FMR Corp. (3) 82 Devonshire Street Boston, Massachusetts 02109	957,300	15.5%
T. Rowe Price Associates, Inc. (4) 100 East Pratt Street Baltimore, Maryland 21202	509,900	8.3%
Daniel Zeff (5) 50 California Street, Suite 1500 San Francisco, California 94111	422,417	6.8%

- (1) Percentages are based on 6,167,876 shares of our common stock outstanding on the Record Date.
- (2) Unless the trust or the fiduciary duties of the trustee require otherwise, the trustee of the ESOP trust will vote (i) the shares allocated to participants accounts under the ESOP in accordance with the instructions received in a timely manner from participants, and (ii) the shares that have not been allocated to participants accounts in accordance with the directions of the Benefits Committee. Any shares allocated to a participant's account for which the trustee has not received voting instructions in a timely or proper manner will be voted by the trustee in accordance with the directions of the Benefits Committee. The Benefits

Committee consists of Benjamin M. Anderson-Ray, our Chairman and Chief Executive Officer, and Frank T. Kane, our Senior Vice President-Finance and Chief Financial Officer. The members of the Benefits Committee are appointed by the Board of Directors and may be changed by the Board at any time.

- (3) Based solely on information provided by FMR Corp. in a Schedule 13G filed with the Securities and Exchange Commission on May 10, 2002. Included as reporting persons in the Schedule 13G are FMR Corp., Edward C. Johnson 3d, Chairman of FMR Corp., and Abigail P. Johnson, a director of FMR Corp. The reporting persons have sole power to dispose of all shares beneficially owned by FMR Corp. Fidelity Management & Research

Company, a wholly-owned subsidiary of FMR Corp., also is reported as a beneficial owner of these shares.

- (4) Based solely on information provided by T. Rowe Price Associates, Inc. (Price Associates) and T. Rowe Price Small-Cap Value Fund, Inc. in a Schedule 13G/A filed with the Securities and Exchange Commission on February 13, 2007. In the Schedule 13G/A, Price Associates expressly denied beneficial ownership of these securities.

- (5) Based solely on information provided by Mr. Zeff, Zeff Holding Company, LLC, Zeff Capital Partners I L.P., and Spectrum Galaxy Fund Ltd. in a Schedule 13G/A filed with the Securities and Exchange Commission on February 13, 2007.

Stock Ownership of Directors and Executive Officers

The following table shows the number of shares of our common stock beneficially owned as of the Record Date by each of our directors and our executive officers listed in our Summary Compensation Table, as well as the number of shares beneficially owned by all directors and these executive officers as a group.

Name of Person	Number of Shares Beneficially Owned (1)	Percent of Common Stock (2)
Benjamin M. Anderson-Ray	42,000(3)	*
Ronald H. Butler	13,300	*
John R. Hesse	10,800	*
David L. Kolb	29,300	*
Larry P. Kunz	13,300	*
Theodore L. Mullett	18,500	*
Craig R. Stokely	10,800	*
John D. Swift	10,800	*
Frank T. Kane	155,320(4)	2.5%
Directors and Executive Officers as a Group (9 Persons)	304,120	4.7%

*Represents less than 1% of the outstanding common stock of our Company.

(1) Includes 236,362 shares which certain directors and executive officers have the right to acquire pursuant to stock options exercisable within sixty days of the Record Date as follows:
 Mr. Butler, 12,500;
 Mr. Hesse, 10,000;
 Mr. Kane, 151,362;
 Mr. Kolb, 12,500;
 Mr. Kunz, 12,500;
 Mr. Mullett, 17,500;
 Mr. Stokely, 10,000; and
 Mr. Swift, 10,000.

(2) Percentages are based on 6,167,876

shares of our
common stock
outstanding on the
Record Date.

- (3) Includes 14,000
shares of restricted
common stock of
our Company,
which will vest on
December 31, 2007
if
Mr. Anderson-Ray
is employed by the
Company under his
employment
agreement on that
date.

- (4) Includes 200 shares
held directly by
Mr. Kane, 1,324
shares and 2,434
shares held for the
benefit of
Mr. Kane under the
Chromcraft
Revington Savings
Plan and the
Chromcraft
Revington
Employee Stock
Ownership Plan,
respectively, and
151,362 shares
subject to options
to purchase
common stock of
our Company.

Section 16(a) Beneficial Ownership Reporting Compliance

Under the federal securities laws, our directors and executive officers, and any persons beneficially owning more than 10% of our common stock, are required to report their initial ownership of our common stock and any subsequent changes in that ownership to the Securities and Exchange Commission. Specific due dates for these reports have been established by the Securities and Exchange Commission, and we are required to disclose in this proxy statement any failure to file timely the required reports. During 2006, no director or executive officer was late in filing the required reports with the Securities and Exchange Commission. In making this disclosure, we have relied solely upon written representations of our directors and executive officers and copies of reports that those persons have filed with the Securities and Exchange Commission and provided to us.

Certain Stock Repurchases by our Company

We did not repurchase any shares of our common stock in 2006.

CORPORATE GOVERNANCE AND BOARD MATTERS

Independence

Our Board of Directors has determined that each of the directors standing for re-election at the 2007 annual meeting, with the exception of Mr. Anderson-Ray, has no relationship with us that would interfere with the exercise of his independent judgment in carrying out his responsibilities as a director and, accordingly, is independent under our director independence standards. Our director independence standards are the same as the director independence criteria adopted by the American Stock Exchange as set forth in Section 121 of the Exchange's Company Guide. Mr. Anderson-Ray is not independent because he serves as our Chairman and Chief Executive Officer.

Transactions with Related Persons

Our Board of Directors has adopted a Code of Ethics applicable to our chief executive officer and senior financial managers, a Code of Business Conduct and Ethics applicable to our directors, officers and employees and a set of Corporate Governance Guidelines. Copies of these items are available, without charge, upon request in writing to Mr. Frank T. Kane, Corporate Secretary, Chromcraft Revington, Inc., 1330 Win Henschel Boulevard, Suite 250, West Lafayette, Indiana 47906, or by telephone at (765) 807-2640.

We do not allow our directors, officers or employees to be involved in transactions with us or one of our subsidiaries where the director, officer or employee (or a relative or close friend) has a direct financial interest or will receive a personal benefit, unless a waiver of this policy is first granted by our Board of Directors with respect to a transaction involving any of our directors or executive officers or by our Chief Executive Officer or Chief Financial Officer with respect to a transaction involving any of our employees. No waivers were requested in 2006.

Board Committees

Our Board of Directors has three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. All members of each of the committees are outside directors who satisfy the independence requirements for board committee membership under the criteria adopted by the American Stock Exchange.

Audit Committee. The members of the Audit Committee are Messrs. Mullett (Chairman), Hesse and Swift, and our Board of Directors has determined that each of these individuals is an audit committee financial expert as defined by the Securities and Exchange Commission. The committee held five meetings in 2006. As specified in its charter, the Audit Committee's primary objectives are to assist the Board of Directors in its oversight of (i) the integrity of our financial statements, (ii) the qualifications and independence of our independent auditors, (iii) the performance of our internal audit function, and (iv) our compliance with certain applicable legal and regulatory requirements. The Audit Committee's charter is attached to this proxy statement as Appendix B.

In addition, among other responsibilities, the Audit Committee appoints, oversees the performance of and approves the fees of our independent auditors; reviews and discusses with management and the independent auditors our annual audited and quarterly financial statements; reviews with management and the independent auditors the adequacy and effectiveness of our internal controls; discusses with management our major financial risk exposures; assures that we maintain an internal audit function; reviews and recommends any changes to our Code of Ethics applicable to our chief executive officer and senior financial managers; annually reviews the Audit Committee's charter and evaluates the Committee's performance; and prepares the Audit Committee report for inclusion in our annual meeting proxy statement.

The report of the Audit Committee is included in this proxy statement on page 36.

Compensation Committee. The members of the Compensation Committee are Messrs. Butler (Chairman), Kolb, Mullett and Stokely. The committee held four meetings in 2006. As specified in its charter, the Compensation Committee's primary objective is to assist our Board of Directors in fulfilling its responsibilities relating to the compensation of our executive officers. The Compensation Committee's charter is attached to this proxy statement as Appendix C.

In addition, among other responsibilities, the Compensation Committee determines the compensation of our Chief Executive Officer and our other executive officers; reviews and approves the goals and objectives relevant to compensation of our Chief Executive Officer; develops the philosophies, policies and practices relating to compensation and benefits for the executive management of our Company and its subsidiaries; administers our stock plan for directors; administers our executive incentive plans; reviews and makes recommendations to our Board of Directors regarding any employment agreements for executive management of our Company and its subsidiaries; reviews and makes recommendations to our Board of Directors regarding director compensation; approves a succession plan developed by management for our chief executive officer and other executive officers; and annually reviews the Compensation Committee's charter and evaluates the Committee's performance.

The report of the Compensation Committee is included in this proxy statement on page 22.

Nominating and Corporate Governance Committee. The members of the Nominating and Corporate Governance Committee are Messrs. Kunz (Chairman), Stokely and Hesse. The committee met three times in 2006. As specified in its charter, the primary objectives of the Nominating and Corporate Governance Committee are to assist our Board of Directors by (i) identifying individuals who are qualified to serve as directors of our Company, (ii) recommending to our Board the director nominees for election at each annual meeting of stockholders, (iii) recommending to our Board any matters relating to the structure, authority and membership of the Board's committees, (iv) developing and recommending to our Board a set of Corporate Governance Guidelines, and (v) overseeing the evaluation of our Board of Directors. The Nominating and Corporate Governance Committee's charter is attached to this proxy statement as Appendix D.

In addition, among other responsibilities, the Nominating and Corporate Governance Committee reviews possible candidates for election to our Board of Directors; determines the qualifications that the Committee will consider when evaluating potential director nominees; reviews and recommends to our Board of Directors any changes in our Code of Business Conduct and Ethics for our directors, officers and employees and our Corporate Governance Guidelines; oversees the evaluations of our executive management; and annually reviews the Nominating and Corporate Governance Committee's charter and evaluates the Committee's performance.

Board Meetings

Our Board of Directors held nine meetings during 2006. Each director attended at least 75% of the aggregate of the total number of meetings of our Board of Directors and of all Board committees of which he is a member.

Director Compensation

The Compensation Committee periodically reviews and makes recommendations to our Board of Directors regarding the compensation that we pay to our directors. Our Board decides the compensation paid to our directors taking into account the Compensation Committee's recommendations.

Directors who are not employees of our Company are paid an annual retainer of \$20,000. Non-employee directors also receive a fee of \$1,500 per day on each day that they attend in person a Board of Directors or a Board committee meeting and a fee of \$750 per day on each day that they participate in a telephonic meeting of the Board or a committee, regardless of the number of Board or committee meetings held on a given day. In addition, the lead director receives an annual retainer of \$3,000, the chair of the Audit Committee receives an annual retainer of \$4,500, and the chairs of the Compensation Committee and the Nominating and Corporate Governance Committee each receive an annual retainer of \$3,000. Non-employee directors also are reimbursed for their expenses incurred while traveling on behalf of the Company. A director who is an employee of our Company does not receive a retainer or director or committee fees for his service on the Board of Directors but is reimbursed for his expenses incurred while traveling on behalf of the Company.

Directors who are not employees of our Company are eligible to participate in our Directors' Stock Plan, which was approved by our stockholders last year. Under this plan, our directors receive upon initial appointment or election to our Board of Directors either an option to purchase 10,000 shares of our common stock or 3,000 shares of restricted common stock. Our directors receive upon re-election an automatic grant of either a nonqualified option to purchase 2,500 of our shares or 800 shares of restricted common stock. Stock options vest and are exercisable immediately upon grant and have an exercise price of not less than 100% of the fair market value of the underlying shares on the grant date. Restricted stock vests on the day immediately preceding the next annual meeting of stockholders following the grant of the shares. The Compensation Committee determines whether stock options or restricted stock will be awarded under the Directors' Stock Plan.

In 2006, Messrs. Butler, Hesse, Kolb, Kunz, Mullett, Stokely and Swift each received an award of 800 shares of restricted stock under the Directors' Stock Plan. Under the Directors' Stock Plan, 85,000 stock options are currently outstanding and 54,400 shares remain available for future awards under this plan.

The following table sets forth certain information concerning the compensation that we paid to our directors in 2006.

Name	Fees Earned or Paid in Cash	Stock Awards (1)	Option Awards	Non-Equity Incentive Plan Compensation	All Other Compensation (2)	Total
Benjamin M. Anderson-Ray (3)	-0-	-0-	-0-	-0-	-0-	-0-
Ronald H. Butler	\$ 41,000	\$ 10,336	-0-	-0-	\$ 4,500	\$ 55,836
John R. Hesse	37,250	10,336	-0-	-0-	4,500	52,086
David L. Kolb	38,000	10,336	-0-	-0-	-0-	48,336
Larry P. Kunz	39,500	10,336	-0-	-0-	-0-	49,836
Theodore L. Mullett	43,250	10,336	-0-	-0-	-0-	53,586
Craig R. Stokely	38,750	10,336	-0-	-0-	4,500	53,586
John D. Swift	36,500	10,336	-0-	-0-	4,500	51,336

(1) Each of our outside directors received an award of 800 shares of restricted common stock upon re-election in 2006. These shares had a grant date fair value of \$10,336 for each outside director and will vest on the day before our 2007 annual meeting of stockholders.

(2) Represents fees paid to directors serving on our ad hoc Strategy Committee, which is not a Board committee.

(3) Mr. Anderson-Ray is employed as our Chairman and Chief Executive Officer and, as

such, is not entitled to any directors fees, stock awards or other compensation for his services as a director of our Company in addition to the compensation that he receives in his capacity as our Chief Executive Officer.

Lead Director

Since the time that the lead director concept was established at our Company, our Board of Directors had not designated a specific director to serve as the lead director but rather had each independent director serve as the lead director on a rotating basis. In February, 2007, however, our Board of Directors determined to appoint one of our independent directors to serve as the lead director of the Board for a specific term.

In accordance with the recommendation of the Nominating and Corporate Governance Committee, our Board of Directors appointed Mr. Stokely to serve as our lead director. Mr. Stokely's primary responsibilities include scheduling executive sessions of the Board, setting the agenda for the executive sessions, presiding over the executive sessions and providing feedback from the executive sessions to our Chief Executive Officer. Although no director is limited in his ability to contact our Chief Executive Officer, the lead director will be the principal liaison of our Board of Directors with our CEO. The lead director will serve a one year term ending at each annual meeting of stockholders.

Executive Sessions of the Board of Directors

Executive sessions of our Board of Directors are those at which only non-employee directors are present. There were nine executive sessions of our Board of Directors in 2006. Our lead director and any non-employee director can request that an executive session of the Board be scheduled.

Consideration of Director Candidates

Role of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee makes a recommendation to our Board of Directors each year of individuals to be nominated for election as directors at our annual meeting of stockholders. In the event vacancies occur on our Board during the year, the Committee also will make recommendations of persons to fill these vacancies. After considering the Nominating and Corporate Governance Committee's recommendations, our Board of Directors ultimately determines the director nominations or the appointments to fill vacancies.

The Nominating and Corporate Governance Committee will consider candidates for Board membership suggested by the Committee's members, by other members of our Board of Directors and by our stockholders. For existing directors to be nominated for re-election at an annual meeting, the Nominating and Corporate Governance Committee will consider the director's performance on the Board, his attendance record at Board and committee meetings, the needs of our Company and the ability of the director to continue to satisfy our established director qualifications.

With respect to new members of the Board, the Nominating and Corporate Governance Committee will consider the needs of our Company as well as whether the director satisfies the Committee's established director qualifications. When the Committee determines a need exists, the Committee will recommend new directors to replace directors who do not seek re-election, to fill vacancies or to add members to our Board of Directors in the event the size of our Board is increased. After the Committee has identified a prospective director nominee and has conducted an initial evaluation of the candidate, the Committee will interview the candidate. If the Committee believes the candidate would be an appropriate addition to our Board of Directors, it will recommend to the full Board that the individual be considered for a director position. Our Board of Directors then determines whether to nominate the person for election at an annual meeting of stockholders or be appointed to fill a vacancy on the Board.

Suggestions by Stockholders. The Nominating and Corporate Governance Committee will consider suggestions by our stockholders of individuals to serve on our Board of Directors when the Committee makes its recommendations to the full Board of Directors of director nominees. Director candidates suggested by a stockholder will be considered by the Nominating and Corporate Governance Committee in a manner similar to the way that candidates suggested by a Committee member or by a member of our Board of Directors are considered. Any stockholder desiring to make a suggestion to the Nominating and Corporate Governance Committee of a director nominee should submit to the Committee the candidate's name and address; a statement of the candidate's business experience; an identification of other boards of directors and board committees on which the candidate serves; a statement indicating any relationship between the candidate and our Company, any customer, supplier or competitor of our Company or the stockholder making the suggestion; a statement that the candidate would be willing to serve if nominated and elected; an evaluation of the candidate in light of the Committee's established director qualifications; and any other information requested by the Committee. These suggestions should be made in writing and received no later than October 31, 2007 by:

Chair, Nominating and Corporate Governance Committee

Chromcraft Revington, Inc.

1330 Win Henschel Boulevard, Suite 250

West Lafayette, Indiana 47906

Stockholders also may nominate individuals for election as directors at any annual meeting of stockholders in addition to making suggestions to the Nominating and Corporate Governance Committee as provided above. To make such a nomination, a stockholder must comply with the procedures set forth in our By-Laws. Those procedures are contained in Article IX of our By-Laws and are summarized under the heading **STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS** beginning on page 37 of this proxy statement.

Qualifications of Directors. When evaluating a prospective director nominee, the Nominating and Corporate Governance Committee will consider, among other matters, the following qualifications of the nominee: