

CROWN CRAFTS INC  
Form 10-Q  
November 12, 2008

**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 September 28, 2008**

**○ 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

58-0678148

(State or other jurisdiction of incorporation or organization)

(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, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ○

Accelerated filer ○

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

Smaller reporting company ☐

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

Yes ○ No ☐

The number of shares of common stock, \$0.01 par value, of the registrant outstanding as of October 28, 2008 was 9,285,645.

|  |    |
|--|----|
| <u>PART I FINANCIAL INFORMATION</u>  | 1  |
| <u>Item 1. Financial Statements</u>  | 1  |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 11 |
| <u>Item 4. Controls And Procedures</u>   | 14 |
| <u>PART II OTHER INFORMATION</u>   | 14 |
| <u>Item 1. Legal Proceedings</u>   | 14 |
| <u>Item 1A. Risk Factors</u>   | 14 |
| <u>Item 3. Defaults Upon Senior Securities</u>   | 14 |
| <u>Item 4. Submission of Matters to a Vote of Security Holders</u>                                   | 15 |
| <u>Item 5. Other Information</u>   | 15 |
| <u>Item 6. Exhibits</u>  | 15 |
| <u>SIGNATURES</u>  | 16 |
| <u>INDEX TO EXHIBITS</u>   | 17 |
| <u>EX-31.1</u>   |    |
| <u>EX-31.2</u>   |    |
| <u>EX-32.1</u>   |    |
| <u>EX-32.2</u>   |    |

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**Table of Contents**

## PART I FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

CROWN CRAFTS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
September 28, 2008 and March 30, 2008

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

|   | September 28,<br>2008<br><br>(Unaudited) | March 30,<br>2008 |
|---|--|-------------------|
| <b>ASSETS</b>   |  |                   |
| <b>Current assets:</b>  |  |                   |
| Cash and cash equivalents   | \$ 12,096                                | \$ 7,930          |
| Accounts receivable (net of allowances of \$1,413 at September 28, 2008 and \$1,268 at March 30, 2008): |  |                   |
| Due from factor   | 15,136                                   | 16,081            |
| Other   | 3,391                                    | 2,197             |
| Inventories, net  | 14,884                                   | 13,777            |
| Prepaid expenses  | 818                                      | 1,064             |
| Assets held for sale  | 644                                      | 663               |
| Deferred income taxes   | 781                                      | 885               |
| <b>Total current assets</b>   | <b>47,750</b>                            | <b>42,597</b>     |
| <b>Property, plant and equipment at cost:</b>   |  |                   |
| Land, buildings and improvements  | 203                                      | 203               |
| Machinery and equipment   | 2,357                                    | 2,241             |
| Furniture and fixtures  | 755                                      | 742               |
|   | 3,315                                    | 3,186             |
| Less accumulated depreciation   | 2,754                                    | 2,597             |
| Property, plant and equipment net   | 561                                      | 589               |
| <b>Other assets:</b>  |  |                   |
| Goodwill, net   | 22,884                                   | 22,884            |
| Intangible assets, net  | 6,352                                    | 7,276             |
| Other   | 190                                      | 131               |
| <b>Total other assets</b>   | <b>29,426</b>                            | <b>30,291</b>     |
| <b>Total Assets</b>   | <b>\$ 77,737</b>                         | <b>\$ 73,477</b>  |

**LIABILITIES AND SHAREHOLDERS EQUITY**

|                             |          |          |
|-----------------------------|----------|----------|
| <b>Current liabilities:</b> |          |          |
| Accounts payable            | \$ 5,688 | \$ 5,614 |

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|   |                  |                  |
|---|------------------|------------------|
| Accrued wages and benefits  | 905              | 1,179            |
| Accrued royalties   | 1,671            | 1,023            |
| Other accrued liabilities   | 502              | 711              |
| Current maturities of long-term debt  | 2,500            | 2,504            |
| <b>Total current liabilities</b>  | <b>11,266</b>    | <b>11,031</b>    |
| <b>Non-current liabilities:</b>   |                  |                  |
| Long-term debt  | 25,018           | 22,311           |
| Deferred income taxes   | 101              | 402              |
| <b>Total non-current liabilities</b>  | <b>25,119</b>    | <b>22,713</b>    |
| <b>Commitments and contingencies</b>  |                  |                  |
| <b>Shareholders equity:</b>   |                  |                  |
| Common stock \$0.01 par value per share; Authorized 74,000,000 shares;<br>Issued 10,044,941 shares at September 28, 2008 and 10,039,942 shares at<br>March 30, 2008 | 100              | 100              |
| Additional paid-in capital  | 39,634           | 39,247           |
| Treasury stock at cost 679,296 shares at September 28, 2008 and<br>562,647 shares at March 30, 2008   | (2,493)          | (2,071)          |
| Retained earnings   | 4,111            | 2,457            |
| <b>Total shareholders equity</b>  | <b>41,352</b>    | <b>39,733</b>    |
| <b>Total Liabilities and Shareholders Equity</b>  | <b>\$ 77,737</b> | <b>\$ 73,477</b> |

*See notes to unaudited condensed consolidated financial statements.*

**Table of Contents**

**CROWN CRAFTS, INC. AND SUBSIDIARIES**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
For the Three and Six-Month Periods Ended September 28, 2008 and September 30, 2007  
(amounts in thousands, except per share amounts)

|  | Three Months Ended       |                          | Six Months Ended         |                          |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
|  | September<br>28,<br>2008 | September<br>30,<br>2007 | September<br>28,<br>2008 | September<br>30,<br>2007 |
| Net sales  | \$ 23,759                | \$ 17,111                | \$ 43,514                | \$ 32,471                |
| Cost of products sold  | 18,904                   | 13,148                   | 34,421                   | 24,202                   |
| Gross profit   | 4,855                    | 3,963                    | 9,093                    | 8,269                    |
| Marketing and administrative expenses                          | 2,973                    | 2,972                    | 5,879                    | 5,376                    |
| Income from operations   | 1,882                    | 991                      | 3,214                    | 2,893                    |
| Other income (expense):  |                          |                          |                          |                          |
| Interest expense   | (308)                    | (119)                    | (635)                    | (231)                    |
| Other net  | 38                       | 11                       | 50                       | (24)                     |
| Income before income taxes                                     | 1,612                    | 883                      | 2,629                    | 2,638                    |
| Income tax expense   | 614                      | 337                      | 1,006                    | 1,013                    |
| Income from continuing operations after income taxes           | 998                      | 546                      | 1,623                    | 1,625                    |
| Income (loss) from discontinued operations net of income taxes | 37                       | (5)                      | 31                       | (98)                     |
| Net income   | \$ 1,035                 | \$ 541                   | \$ 1,654                 | \$ 1,527                 |
| Weighted average shares outstanding basic                      | 9,363                    | 9,990                    | 9,389                    | 9,997                    |
| Weighted average shares outstanding diluted                    | 9,635                    | 10,285                   | 9,662                    | 10,295                   |
| Basic earnings per share:                                      |                          |                          |                          |                          |
| Income from continuing operations                              | \$ 0.11                  | \$ 0.05                  | \$ 0.18                  | \$ 0.16                  |
| Income (loss) from discontinued operations                     |                          |                          |                          | (0.01)                   |
| Total basic earnings per share                                 | \$ 0.11                  | \$ 0.05                  | \$ 0.18                  | \$ 0.15                  |
| Diluted earnings per share:                                    |                          |                          |                          |                          |
| Income from continuing operations                              | \$ 0.11                  | \$ 0.05                  | \$ 0.17                  | \$ 0.16                  |
| Income (loss) from discontinued operations                     |                          |                          |                          | (0.01)                   |

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|                                  |         |         |         |         |
|----------------------------------|---------|---------|---------|---------|
| Total diluted earnings per share | \$ 0.11 | \$ 0.05 | \$ 0.17 | \$ 0.15 |
|----------------------------------|---------|---------|---------|---------|

*See notes to unaudited condensed consolidated financial statements.*

2

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**Table of Contents**

CROWN CRAFTS, INC. AND SUBSIDIARIES  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 For the Six-Month Periods Ended September 28, 2008 and September 30, 2007  
 (amounts in thousands)

|   | Six Months Ended         |                          |
|---|--------------------------|--------------------------|
|   | September<br>28,<br>2008 | September<br>30,<br>2007 |
| <b>Operating activities:</b>  |                          |                          |
| Net income  | \$ 1,654                 | \$ 1,527                 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                          |                          |
| Depreciation of property, plant and equipment                                     | 161                      | 171                      |
| Amortization of intangibles   | 877                      | 37                       |
| Deferred income taxes   | (197)                    | 787                      |
| (Gain) loss on sale of property, plant and equipment                              | (66)                     | 8                        |
| Discount accretion  | 120                      | 112                      |
| Stock-based compensation  | 382                      | 277                      |
| Changes in assets and liabilities:  |                          |                          |
| Accounts receivable   | (191)                    | 898                      |
| Inventories, net  | (1,106)                  | (2,846)                  |
| Prepaid expenses  | 245                      | 316                      |
| Other assets  | (70)                     | 11                       |
| Accounts payable  | 74                       | 2,262                    |
| Accrued liabilities   | 165                      | 45                       |
| <b>Net cash provided by operating activities</b>                                  | <b>2,048</b>             | <b>3,605</b>             |
| <b>Investing activities:</b>  |                          |                          |
| Capital expenditures  | (135)                    | (92)                     |
| Proceeds from disposition of assets   | 86                       | 14                       |
| <b>Net cash used in investing activities</b>                                      | <b>(49)</b>              | <b>(78)</b>              |
| <b>Financing activities:</b>  |                          |                          |
| Payments on long-term debt  | (1,254)                  | (11)                     |
| Borrowings (repayments) under revolving line of credit, net                       | 3,837                    | (2,742)                  |
| Purchase of treasury stock  | (422)                    | (335)                    |
| Issuance of common stock  | 6                        | 13                       |
| <b>Net cash provided by (used in) financing activities</b>                        | <b>2,167</b>             | <b>(3,075)</b>           |
| <b>Net increase in cash and cash equivalents</b>                                  | <b>4,166</b>             | <b>452</b>               |
| Cash and cash equivalents at beginning of period                                  | 7,930                    | 33                       |
| <b>Cash and cash equivalents at end of period</b>                                 | <b>\$ 12,096</b>         | <b>\$ 485</b>            |
| <b>Supplemental cash flow information:</b>  |                          |                          |
| Income taxes paid   | \$ 1,218                 | \$ 382                   |

|               |     |     |
|---------------|-----|-----|
| Interest paid | 439 | 123 |
|---------------|-----|-----|

**Noncash investing activity:**

|  |      |
|--|------|
| Adjustment to purchase price of Springs Baby Products from resolution of pre-acquisition contingency | (58) |
|--|------|

*See notes to unaudited condensed consolidated financial statements.*

**Table of Contents**

CROWN CRAFTS, INC. AND SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
AS OF AND FOR THE THREE AND SIX-MONTH PERIODS ENDED SEPTEMBER 28, 2008 AND  
SEPTEMBER 30, 2007

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 ( GAAP ) applicable to interim financial information and the rules and regulations of the Securities and Exchange Commission ( SEC ). Accordingly, they do not include all of the information and disclosures required by GAAP 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. and its subsidiaries (collectively, the Company ) as of September 28, 2008 and the results of its operations and cash flows for the periods presented. Such adjustments include normal, recurring accruals. Operating results for the three and six-month periods ended September 28, 2008 are not necessarily indicative of the results that may be expected for the year ending March 29, 2009. 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 March 30, 2008.

*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 recorded commensurate with sales activity and the cost of such allowances are netted against sales in reporting the results of operations. Shipping and handling costs, net of amounts reimbursed by customers, are included in net sales.

*Use of Estimates:* The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the consolidated balance sheets and the reported amounts of revenues and expenses during the periods presented on the consolidated statements of income and cash flows. 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 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 and toddler products. These products consist of infant and toddler bedding, infant bibs and related soft goods.

*Impairment of Long-lived Assets, Identifiable Intangibles and Goodwill:* The Company reviews for impairment long-lived assets and certain identifiable intangible assets 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 sheets.

The Company reviews the carrying value of goodwill annually and sooner if facts and circumstances suggest that the asset has been impaired. Impairment of goodwill and write-downs, if any, are measured based on estimates of future cash flows. Goodwill of \$22.9 million is stated net of accumulated amortization of \$6.4 million at September 28, 2008 and March 30, 2008. On April 1, 2002, the Company implemented Statement of Financial Accounting Standards ( SFAS ) No. 142, *Goodwill and Other Intangible Assets*. 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

determined that the fair value of its goodwill exceeded the recorded value at April 2, 2007 and March 31, 2008.

*Provisions 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 years 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. The effect on deferred tax assets and liabilities of any change in statutory tax rates is recognized in income in the period that includes the enactment date.

The Company's provision for income taxes is based upon an effective tax rate of 39.0%, which is the sum of the top U.S. statutory federal income tax rate and a composite rate for state income taxes (net of federal tax benefit) in the various states in which the Company operates.

Beginning with the Company's adoption on April 2, 2007 of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* — an interpretation of FASB Statement No. 109 (FIN 48), the Company recognizes the effect of income tax positions only

**Table of Contents**

if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. Based on its recent evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in the Company's consolidated financial statements. Tax years still open to general examination or other adjustment as of September 28, 2008 include tax years ended April 3, 2005, April 2, 2006, April 1, 2007, and March 30, 2008. The Company's policy is to accrue interest expense and penalties as appropriate on any estimated unrecognized tax benefits as a charge to interest expense in the Company's consolidated statements of income. Prior to the adoption of FIN 48, the Company recognized the effect of income tax positions only if such positions were probable of being sustained.

*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, net of royalty income, included in cost of sales amounted to \$3.0 million and \$1.8 million for the six-month periods ended September 28, 2008 and September 30, 2007, respectively.

*Earnings Per Share:* Earnings per share are calculated in accordance with SFAS No. 128, *Earnings per Share*, which requires dual presentation of basic and diluted earnings per share on the face of the consolidated statements of income for all entities with complex capital structures. Earnings per common share are based on the weighted average number of shares outstanding during the period. Basic and diluted weighted average shares are calculated in accordance with the treasury stock method, which assumes that the proceeds from the exercise of all options would be used to repurchase common shares at market value. The number of shares remaining after the exercise proceeds are exhausted represents the potentially dilutive effect of the options.

The following table sets forth the computation of basic and diluted net income per common share for the three and six-month periods ended September 28, 2008 and September 30, 2007.

|   | <b>Three Months Ended</b>                     |                          | <b>Six Months Ended</b>  |                          |
|---|---|--------------------------|--------------------------|--------------------------|
|   | September<br>28,<br>2008                      | September<br>30,<br>2007 | September<br>28,<br>2008 | September<br>30,<br>2007 |
|   | (Amounts in thousands, except per share data) |                          |                          |                          |
| Income from continuing operations             | \$ 998  | \$ 546                   | \$ 1,623                 | \$ 1,625                 |
| Income (loss) from discontinued operations    | 37  | (5)                      | 31                       | (98)                     |
| Net income, basic and diluted                 | \$ 1,035                                      | \$ 541                   | \$ 1,654                 | \$ 1,527                 |
| Weighted average number of shares outstanding |   |                          |                          |                          |
| Basic   | 9,363   | 9,990                    | 9,389                    | 9,997                    |
| Effect of dilutive securities                 | 272   | 295                      | 273                      | 298                      |
| Diluted                                       | 9,635   | 10,285                   | 9,662                    | 10,295                   |
| Earnings per common share                     |   |                          |                          |                          |
| Basic   |   |                          |                          |                          |
| Continuing operations                         | \$ 0.11                                       | \$ 0.05                  | \$ 0.18                  | \$ 0.16                  |
| Discontinued operations                       |   |                          |                          | (0.01)                   |

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|                                      |         |         |         |         |
|--------------------------------------|---------|---------|---------|---------|
| Total                                | \$ 0.11 | \$ 0.05 | \$ 0.18 | \$ 0.15 |
| Earnings per common share<br>Diluted |         |         |         |         |
| Continuing operations                | \$ 0.11 | \$ 0.05 | \$ 0.17 | \$ 0.16 |
| Discontinued operations              |         |         |         | (0.01)  |
| Total                                | \$ 0.11 | \$ 0.05 | \$ 0.17 | \$ 0.15 |

5

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**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 Issue No. 01-9, *Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)* (EITF 01-9), by the Emerging Issues Task Force of the Financial Accounting Standards Board (FASB), 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 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.

*Recently Issued Accounting Standards:* In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS No. 157), which defines fair value, establishes a framework for a reporting entity to measure fair value in GAAP, and expands disclosure requirements related to fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007 and for interim periods within those fiscal years. In February 2008, the FASB issued FASB Staff Position (FSP) No. 157-2, which delayed the effective date of SFAS No. 157 for non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis, to fiscal years beginning after November 15, 2008. The Company has not yet determined the impact that the adoption of SFAS No. 157 will have on its non-financial assets and liabilities which are not recognized on a recurring basis; however, the Company does not anticipate that it will materially impact 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* (SFAS No. 159). This statement provides companies an option to report selected financial assets and liabilities at fair value. SFAS No. 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007. Accordingly, on March 31, 2008, the Company adopted the provisions of SFAS No. 159. Upon adoption, the Company did not elect the fair value option for any items within the scope of SFAS No. 159; therefore, the adoption of SFAS No. 159 did not have an impact on the Company's consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), *Business Combinations* (SFAS No. 141(R)), which establishes principles and requirements for the reporting entity in a business combination, including recognition and measurement in the financial statements of the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree. This statement also establishes disclosure requirements to enable financial statement users to evaluate the nature and financial effects of the business combination. SFAS No. 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited.

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

The Company uses the Black-Scholes option-pricing model to determine the fair-value of stock options 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

**Table of Contents**

modified prospective transition method permitted by SFAS No. 123(R). Under the modified prospective transition method, SFAS No. 123(R) applies to stock options granted on or after April 3, 2006 as well as the unvested portion of stock options that were outstanding as of April 2, 2006, including those that are subsequently modified, repurchased or cancelled. Under the modified prospective transition method, compensation expense recognized during the fiscal year ended April 1, 2007 included compensation for all stock options 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 SFAS No. 123(R).

The Company recorded \$217,000 and \$382,000 of share-based compensation expense during the three and six-month periods ended September 28, 2008, which affected basic and diluted earnings per share by \$0.02 and \$0.04, respectively. The Company recorded \$152,000 and \$277,000 of share-based compensation expense during the three and six-month periods ended September 30, 2007, which affected basic and diluted earnings per share by \$0.02 and \$0.03, respectively. No share-based compensation costs have been capitalized as part of the cost of an asset as of September 28, 2008.

*Stock Options:* The following table represents stock option activity for fiscal year 2009:

|                                   | <b>Weighted-Average<br/>Exercise Price</b> | <b>Number of<br/>Options<br/>Outstanding</b> |
|-----------------------------------|--|--|
| Outstanding at March 30, 2008     | \$ 2.15                                    | 651,330                                      |
| Granted                           | 3.58                                       | 200,000                                      |
| Exercised                         | 3.57                                       | (4,999)                                      |
| Forfeited                         | 3.77                                       | (3,000)                                      |
| Outstanding at September 28, 2008 | \$ 2.49                                    | 843,331                                      |
| Exercisable at September 28, 2008 | \$ 1.97                                    | 588,331                                      |

During the quarter ended June 29, 2008, the Company granted 200,000 non-qualified stock options to certain employees at the closing price of the Company's common stock on the date of grant, which options vest over a two-year period, assuming continued service. The following assumptions were used for the stock options granted during the quarter ended June 29, 2008:

|                         |        |
|-------------------------|--------|
| Dividend Yield          |        |
| Expected Volatility     | 55.00% |
| Risk free interest rate | 3.54%  |
| Expected life in years  | 5.75   |
| Forfeiture rate         | 5.00%  |

For the three and six-month periods ended September 28, 2008, the Company recognized compensation expense associated with stock options as follows (in thousands):

|                                     | <b>Three-month period</b>                |  |                          | <b>Six-month period</b>                  |  |                          |
|-------------------------------------|--|--|--------------------------|--|--|--------------------------|
|                                     | <b>Cost<br/>of<br/>Products<br/>Sold</b> | <b>Marketing<br/>&amp;<br/>Administrative<br/>Expenses</b> | <b>Total<br/>Expense</b> | <b>Cost<br/>of<br/>Products<br/>Sold</b> | <b>Marketing<br/>&amp;<br/>Administrative<br/>Expenses</b> | <b>Total<br/>Expense</b> |
| Options granted in fiscal year 2007 | \$ 12<br>11                              | \$ 36<br>26  | \$ 48<br>37              | \$ 23<br>20                              | \$ 73<br>49  | \$ 96<br>69              |

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|                                     |       |    |     |    |     |    |        |
|-------------------------------------|-------|----|-----|----|-----|----|--------|
| Options granted in fiscal year 2008 |       |    |     |    |     |    |        |
| Options granted in fiscal year 2009 | 12    |    | 37  |    | 49  |    | 15     |
| Unvested options at April 3, 2006   |       |    | (1) |    | (1) |    |        |
| Total stock option compensation     | \$ 35 | \$ | 98  | \$ | 133 | \$ | 58     |
|                                     |       |    |     |    |     | \$ | 166    |
|                                     |       |    |     |    |     |    | \$ 224 |

7

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**Table of Contents**

For the three and six-month periods ended September 30, 2007, the Company recognized compensation expense associated with stock options as follows (in thousands):

|                                   | Three-month period |                |         | Six-month period |                |         |
|-----------------------------------|--------------------|----------------|---------|------------------|----------------|---------|
|                                   | Cost of            | Marketing      | Total   | Cost of          | Marketing      | Total   |
|                                   | Products           | &              | Expense | Products         | &              | Expense |
|                                   | Sold               | Administrative | Expense | Sold             | Administrative | Expense |
|                                   |                    | Expense        |         |                  | Expense        |         |
| Option grants in fiscal year 2007 | \$15               | \$ 46          | \$61    | \$26             | \$ 85          | \$111   |
| Option grants in fiscal year 2008 | 5                  | 12             | 17      | 5                | 12             | 17      |
| Unvested options at April 3, 2006 |                    |                |         |                  | 1              | 1       |
| Total stock option compensation   | \$20               | \$ 58          | \$78    | \$31             | \$ 98          | \$129   |

*Non-vested Stock:* The fair value of non-vested stock granted is determined based on the number of shares granted multiplied by the closing price of the Company's common stock on the date of grant. All non-vested stock granted under the 2006 Plan vests based upon continued service.

On August 25, 2006, the Company granted 375,000 shares of non-vested stock to certain employees with a fair value of \$3.15 as of the date of the stock grants. These shares have four-year cliff vesting. The Company recognized \$74,000 and \$148,000 of compensation expense related to these non-vested stock grants during each of the three and six-month periods ended September 28, 2008 and September 30, 2007, respectively, which was included in marketing and administrative expenses in the accompanying consolidated statements of income. The deferred amount of these non-vested stock grants is being amortized by monthly charges to earnings over the remaining portion of the vesting period.

At September 28, 2008, the amount of unrecognized compensation expense related to these stock grants amounted to \$566,000. The amount of compensation expense related to non-vested stock grants to be recognized in future periods will be affected by any future non-vested stock grants and by the separation from the Company of any of these employees whose stock grants are unvested as of such employee's separation date.

During the quarter ended September 28, 2008, the Company granted 30,000 shares of non-vested stock to its non-employee directors with a fair value of \$3.87 as of the date of the stock grants. These shares vest over a two-year period. The Company recognized \$10,000 of compensation expense related to these non-vested stock grants during the quarter ended September 28, 2008, which was included in marketing and administrative expenses in the accompanying consolidated statements of income. The deferred amount of these non-vested stock grants is being amortized by monthly charges to earnings over the remaining portion of the vesting period.

At September 28, 2008, the amount of unrecognized compensation expense related to these stock grants amounted to \$106,000. The amount of compensation expense related to non-vested stock grants to be recognized in future periods will be affected by any future non-vested stock grants and by the discontinuance of service on the Company's board of any of these non-employee directors whose stock grants are unvested as of the date of such non-employee director's discontinued service.

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

|                 | <b>September 28,<br/>2008</b> | <b>March 30,<br/>2008</b> |
|-----------------|-------------------------------|---------------------------|
| Raw Materials   | \$ 42                         | \$ 40                     |
| Finished Goods  | 14,842                        | 13,737                    |
| Total inventory | \$ 14,884                     | \$ 13,777                 |

Inventory is recorded net of reserves for inventories classified as irregular or discontinued of \$0.4 million at September 28, 2008 and \$0.3 million at March 30, 2008.

**Table of Contents**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.

*Long-term debt:* At September 28, 2008 and March 30, 2008, long term debt consisted of (in thousands):

|                            | September<br>28,<br>2008 | March 30,<br>2008 |
|----------------------------|--------------------------|-------------------|
| Revolving line of credit   | \$ 21,220                | \$ 17,383         |
| Term loan                  | 2,917                    | 4,167             |
| Non-interest bearing notes | 4,000                    | 4,000             |
| Original issue discount    | (619)                    | (739)             |
| Capital leases             |                          | 4                 |
|                            | 27,518                   | 24,815            |
| Less current maturities    | 2,500                    | 2,504             |
|                            | \$ 25,018                | \$ 22,311         |

The Company's credit facilities at September 28, 2008 consisted of the following:

*Revolving Line of Credit* of up to \$26 million, including a \$1.5 million sub-limit for letters of credit, with an interest rate of prime minus 1.00% (4.00% at September 28, 2008) for base rate borrowings or LIBOR plus 2.25% (4.74% at September 28, 2008), maturing on July 11, 2010 and secured by a first lien on all assets of the Company. The Company had \$1.7 million available under the revolving line of credit based on eligible accounts receivable and inventory balances as of September 28, 2008. As of September 28, 2008, letters of credit of \$0.5 million were outstanding against the \$1.5 million sub-limit for letters of credit.

The financing agreement for the \$26 million revolving line of credit 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 September 28, 2008.

*Term Loan* of an original amount of \$5 million, with an interest rate of prime plus 0.5% (5.50% at September 28, 2008) and requiring equal monthly installments of principal until final maturity on November 1, 2009.

*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 discount of \$619,000 is included in the consolidated balance sheet as of September 28, 2008.

Minimum annual maturities as of September 28, 2008 are as follows (in thousands):

| Fiscal | Revolver | Total |
|--------|----------|-------|
|--------|----------|-------|

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|       |           | Term<br>Loan | Sub<br>Notes |           |
|-------|-----------|--------------|--------------|-----------|
| 2009  |           | \$ 1,250     |              | \$ 1,250  |
| 2010  |           | 1,667        |              | 1,667     |
| 2011  | \$ 21,220 |              | \$ 2,000     | 23,220    |
| 2012  |           |              | 2,000        | 2,000     |
| Total | \$ 21,220 | \$ 2,917     | \$ 4,000     | \$ 28,137 |

9

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**Table of Contents****5. Acquisitions**

*Kimberly Grant:* On December 29, 2006, Crown Crafts Infant Products, Inc. ( CCIP ), a wholly-owned subsidiary of the Company, acquired substantially all of the assets of Kimberly Grant, Inc., a designer of various infant and toddler products. The purchase price consisted of \$550,000 paid at closing and \$50,000 paid upon renewal of the acquired Kimberly Grant trademark.

The assets acquired were limited to certain intangible assets, the fair values of which were determined by the Company. The Company's resulting allocation of the purchase price, the estimated useful life of the assets acquired, the accumulated amortization and the amortization expense as of and for the three and six-month periods ended September 28, 2008 is as follows:

|                  | Gross<br>Carrying<br>Amount | Estimated<br>Useful<br>Life | Accumulated<br>Amortization | Aggregate Amortization<br>Expense<br>Periods Ended September 28,<br>2008 |                     |
|------------------|-----------------------------|-----------------------------|-----------------------------|--|---------------------|
|                  |                             |                             |                             | Three-month<br>period  | Six-month<br>period |
| Tradename        | \$ 466,387                  | 15<br>years                 | \$ 54,418                   | \$ 7,773   | \$ 15,546           |
| Existing designs | 35,924                      | 1 year                      | 35,924                      |  |                     |
| Non-compete      | 97,689                      | 15<br>years                 | 11,352                      | 1,629  | 3,258               |
| Totals           | \$ 600,000                  |                             | \$ 101,694                  | \$ 9,402   | \$ 18,804           |

CCIP recorded \$18,000 and \$37,000 of amortization expense related to the intangible assets acquired from Kimberly Grant, Inc. during the three and six-month periods ended September 30, 2007.

*Springs:* On November 5, 2007, CCIP acquired certain assets from, and assumed certain liabilities of, Springs Global US, Inc. ( Springs Global ) with respect to the baby products line of Springs Global. The purchase price consisted initially of \$12.4 million for the inventory and certain intangible assets, which was subject to an adjustment pending the completion of a final valuation of the inventory purchased. Upon the completion of this valuation, \$1.4 million was returned to the Company for a net purchase price of \$11.0 million. During the three-month period ended September 28, 2008, the resolution of the final pre-acquisition contingency resulted in a further reduction to the purchase price of \$0.1 million. The Company also capitalized \$0.4 million of direct costs associated with this acquisition for a total capitalized acquisition cost of \$11.3 million.

The fair values of the intangible assets acquired were determined by the Company. The Company's allocation of the intangible assets acquired, their estimated useful life, the accumulated amortization and the amortization expense as of and for the three and six-month periods ended September 28, 2008 is as follows:

|                             | Gross<br>Carrying<br>Amount | Estimated<br>Useful<br>Life | Accumulated<br>Amortization | Aggregate Amortization<br>Expense<br>Periods Ended September 28,<br>2008 |                     |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|--|---------------------|
|                             |                             |                             |                             | Three-month<br>period  | Six-month<br>period |
| Licenses & existing designs | \$ 1,655,188                | 2 years                     | \$ 758,630                  | \$ 206,898   | \$ 413,796          |

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|                           |              |         |              |            |            |
|---------------------------|--------------|---------|--------------|------------|------------|
| Licenses & future designs | 1,846,822    | 4 years | 423,247      | 115,425    | 230,850    |
| Non-compete               | 114,981      | 4 years | 26,366       | 7,185      | 14,370     |
|                           |              | 10      |              |            |            |
| Customer relationships    | 3,759,288    | years   | 349,921      | 95,439     | 190,878    |
| Totals                    | \$ 7,376,279 |         | \$ 1,558,164 | \$ 424,947 | \$ 849,894 |

Amortization expense related to these acquisitions affected basic and diluted earnings per share by \$0.05 and \$0.09 for the three and six-month periods ended September 28, 2008, respectively.

The Springs Global baby products line represented less than 2% of the total revenues of Springs Global, and separate financial statements for the baby products line were not historically prepared. Nonetheless, in connection with the acquisition, the management of Springs Global furnished to the Company abbreviated statements of revenues and direct expenses with respect to the baby products line of Springs Global for the nine-month period ended September 29, 2007 (unaudited) and the twelve-month period ended December 30, 2006. These statements excluded charges for corporate overhead, interest expense and income taxes, but included estimates of charges for customer service, cash management, purchasing, accounting and information technology services that were directly charged to the baby products line and/or allocated to it based on a relative percentage of sales in the baby products line to the total sales of Springs Global. The periods covered by these statements are not coterminous with the Company's fiscal periods. Additionally, such charges and allocations are not necessarily indicative of the costs that would have been incurred if the Springs Global baby products line had been a separate entity, or if the business had been owned and operated by the Company. Certain of the Company's costs incurred to operate the Springs Global baby products line are anticipated to be less than those

**Table of Contents**

incurred by Springs Global; however, no reliably verifiable information is available to adjust the estimated results of operations of the Springs Global baby products line, and no pro forma adjustments have been made to give effect to these anticipated reduced costs.

For pro forma purposes, the revenues and direct expenses reported by the baby products line of Springs Global for the three and six-month periods ended September 30, 2007 (derived on a pro rata basis using the abbreviated statements of revenues and direct expenses for the nine-month period ended September 29, 2007, because the Company does not have actual results of revenues and direct expenses for the three and six-month periods ended September 30, 2007) were combined with the revenues and expenses reported by the Company for the three and six-month periods ended September 30, 2007. This activity was performed to provide the following unaudited proforma financial information, which presents a summary of the Company's consolidated results of operations for the three and six-month periods ended September 30, 2007, as if the acquisition of the baby products line from Springs Global had occurred on April 2, 2007. This unaudited proforma financial information includes adjustments to reflect the amortization expense related to the intangible assets acquired and an estimate of the interest expense that would have been incurred, but is not otherwise necessarily indicative of the consolidated results of operations that would have been reported by the Company if the acquisition had occurred on April 2, 2007 (in thousands):

|   | <b>Three-Month<br/>Period Ended<br/>September 30,<br/>2007</b> | <b>Six-Month<br/>Period Ended<br/>September 30,<br/>2007</b> |
|---|--|--|
| Net sales                                   | \$ 23,120  | \$ 44,489  |
| Total operating expenses                    | 22,569   | 42,476   |
| Income from continuing operations           | \$ 217   | \$ 956   |
| Income from continuing operations per share |  |  |
| Basic                                       | \$ 0.02  | \$ 0.10  |
| Diluted                                     | \$ 0.02  | \$ 0.09  |

6. *Discontinued Operations:* On February 2, 2007, the Company announced that it would liquidate Churchill Weavers, Inc. (Churchill). During the first quarter of fiscal year 2008, Churchill's operations ceased and all employees were terminated. 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, the property is classified as assets held for sale in the consolidated balance sheets, and the operations of Churchill are classified as discontinued operations in the consolidated statements of income.

7. *Treasury Stock:* In June 2007, the board of directors of the Company created a capital committee and authorized the committee to adopt a program that would allow the Company to spend an aggregate of up to \$6 million to repurchase shares of the Company's common stock from July 1, 2007 through July 1, 2008. Pursuant to this program, the Company repurchased 679,296 shares at a cost of \$2.5 million.

## ITEM 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 and toddler products segments within the consumer products industry. The Company's offices are located in Compton, California; Gonzales, Louisiana; Rogers, Arkansas; and Roslyn Heights, New York.

The infant and toddler products segment consists of infant and toddler bedding, bibs, soft goods and accessories. Sales of the Company's products are generally made directly to retailers, which are primarily mass merchants, chain stores, juvenile specialty stores, internet accounts, wholesale clubs and catalogue and direct mail houses. The Company's products are manufactured primarily in China and marketed under a variety of Company-owned trademarks, under trademarks licensed from others and as private label goods.

The infant and toddler 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 and CoCaLo, Inc., divisions of Russ Berrie and Co., Inc. in its infant and juvenile segment; Summer Infant, Inc.; Lambs & Ivy; The Betesh Group; Carters, Inc.; Luv n Care, Ltd.; Danara International, Ltd.; 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.

**Table of Contents****RESULTS OF OPERATIONS**

The following table contains results of operations for the three and six-month periods ended September 28, 2008 and September 30, 2007 and the dollar and percentage changes for those periods (in thousands, except percentages):

|   | Three-month period ended |                          |           |          | Six-month period ended   |                          |           |          |
|---|--------------------------|--------------------------|-----------|----------|--------------------------|--------------------------|-----------|----------|
|   | September<br>28,<br>2008 | September<br>30,<br>2007 | \$ change | % change | September<br>28,<br>2008 | September<br>30,<br>2007 | \$ change | % change |
| Net sales by category                         |                          |                          |           |          |                          |                          |           |          |
| Bedding, blankets and accessories             | \$20,071                 | \$12,425                 | \$7,646   | 61.5%    | \$36,378                 | \$23,831                 | \$12,547  | 52.6%    |
| Bibs and bath                                 | 3,688                    | 4,686                    | (998)     | -21.3%   | 7,136                    | 8,640                    | (1,504)   | -17.4%   |
| Total net sales                               | 23,759                   | 17,111                   | 6,648     | 38.9%    | 43,514                   | 32,471                   | 11,043    | 34.0%    |
| Cost of products sold                         | 18,904                   | 13,148                   | 5,756     | 43.8%    | 34,421                   | 24,202                   | 10,219    | 42.2%    |
| Gross profit                                  | 4,855                    | 3,963                    | 892       | 22.5%    | 9,093                    | 8,269                    | 824       | 10.0%    |
| <i>% of net sales</i>                         | 20.4%                    | 23.2%                    |           |          | 20.9%                    | 25.5%                    |           |          |
| Marketing and administrative expenses         | 2,973                    | 2,972                    | 1         | 0.0%     | 5,879                    | 5,376                    | 503       | 9.4%     |
| <i>% of net sales</i>                         | 12.5%                    | 17.4%                    |           |          | 13.5%                    | 16.6%                    |           |          |
| Interest expense                              | 308                      | 119                      | 189       | 158.8%   | 635                      | 231                      | 404       | 174.9%   |
| Other income (expense)                        | 38                       | 11                       | 27        | 245.5%   | 50                       | (24)                     | 74        | -308.3%  |
| Income tax expense                            | 614                      | 337                      | 277       | 82.2%    | 1,006                    | 1,013                    | (7)       | -0.7%    |
| Income from continuing operations after taxes | 998                      | 546                      | 452       | 82.8%    | 1,623                    | 1,625                    | (2)       | -0.1%    |
| Discontinued operations net of taxes          | 37                       | (5)                      | 42        | -840.0%  | 31                       | (98)                     | 129       | -131.6%  |
| Net income                                    | 1,035                    | 541                      | 494       | 91.3%    | 1,654                    | 1,527                    | 127       | 8.3%     |
| <i>% of net sales</i>                         | 4.4%                     | 3.2%                     |           |          | 3.8%                     | 4.7%                     |           |          |

*Net Sales:* Sales of bedding, blankets and accessories increased for the three-month period of fiscal year 2009 as compared to the same period in fiscal year 2008. Sales increased by \$5.7 million due to the acquisition of the baby products line of Springs Global on November 5, 2007, and increased by \$3.6 million due to shipments of new bedding and blanket programs. These increases were offset by \$1.7 million in lower replenishment orders or discontinued programs.

Sales of bedding, blankets and accessories increased for the six-month period of fiscal year 2009 as compared to the same period in fiscal year 2008. Sales increased by \$10.3 million due to the Springs Global acquisition and increased by \$6.7 million due to shipments of new bedding and blanket programs. These increases were offset by \$4.5 million in lower replenishment orders or discontinued programs.

Bib and bath sales decreased for the three-month period of fiscal year 2009 as compared to the same period in fiscal year 2008. Sales decreased by \$2.2 million due to programs that were discontinued or had lower replenishment orders.

Offsetting this decrease was an increase of \$1.2 million related to sales of new designs and promotions, including \$0.4 million of initial program shipments.

Bib and bath sales decreased for the six-month period of fiscal year 2009 as compared to the same period in fiscal year 2008. Sales decreased by \$3.4 million due to programs that were discontinued or had lower replenishment orders. Offsetting this decrease was an increase of \$1.9 million related to sales of new designs and promotions.

*Gross Profit:* Gross profit increased in amount, but decreased as a percentage of net sales for the three-month period of fiscal year 2009 as compared to the same period of fiscal year 2008. The decrease in the percentage is due primarily to increased amortization costs of \$330,000 in the current year associated with the acquisition of the baby products line of Springs Global and costs of \$134,000 related to the establishment of a Foreign Representative Office in China. In addition, the Company incurred higher product development and design costs of \$107,000 and increased testing costs of \$44,000. The Company has also experienced an increase in product costs from Asia. These increased costs were offset somewhat by a \$215,000 charge related to vinyl bibs in the prior year.

Gross profit increased in amount, but decreased as a percentage of net sales for the six-month period of fiscal year 2009 as compared to the same period of fiscal year 2008. The decrease in the percentage is due primarily to increased amortization costs of \$641,000 in the current year associated with the acquisition of the baby products line of Springs Global as well as costs of \$233,000 related to the establishment in late fiscal year 2008 of a Foreign Representative Office in China, increased product development and design costs of \$231,000 and increased testing costs of \$116,000. In addition, the Company has experienced an increase in product costs from Asia. Offsetting these increased costs was a \$215,000 charge related to vinyl bibs in the prior year.

**Table of Contents**

*Marketing and Administrative Expenses:* Marketing and administrative expenses for the three-month period of fiscal year 2009 decreased as a percentage of net sales as compared to the same period of fiscal year 2008 due primarily to \$463,000 of costs incurred in the prior year associated with the Company's proxy contest, offset by increased salaries and amortization costs of \$91,000 and \$95,000, respectively, associated with the acquisition of the baby products line of Springs Global. The remaining decrease as a percentage of net sales is directly related to the increase in sales. Marketing and administrative expenses for the six-month period of fiscal year 2009 increased in amount but decreased as a percentage of net sales as compared to the same period of fiscal year 2008. In the current year, the Company incurred increased salaries of approximately \$187,000 and increased amortization of approximately \$191,000, as the Company integrated the acquisition of the baby products line of Springs Global, and \$194,000 in expenses associated with the Governance and Standstill Agreement entered into on July 1, 2008 with Wynnefield Small Cap Value, L.P. and its affiliates. These increases were partially offset by \$478,000 of costs incurred in the prior year associated with the Company's proxy contest. The decrease in marketing and administrative expenses as a percentage of net sales, aside from the aforementioned factors, is due to the increase in net sales.

*Interest Expense:* The increase in interest expense for the three and six-month periods of fiscal year 2009 as compared to the same periods in fiscal year 2008 is due to a higher revolving line of credit balance and a new term loan executed in conjunction with the acquisition of the baby products line of Springs Global on November 5, 2007.

**FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES**

Net cash provided by operating activities was \$2.0 million for the six-month period ended September 28, 2008, compared to net cash provided by operating activities of \$3.6 million for the six-month period ended September 30, 2007. The change in cash provided by operating activities was primarily due to changes in accounts payable, accounts receivable and deferred income tax balances, offset by changes in inventory balances and amortization expense. Net cash used in investing activities was \$49,000 in the current year compared to \$78,000 in the prior year. Net cash provided by financing activities was \$2.2 million in the current year compared to net cash used in financing activities of \$3.1 million in the prior year. Cash provided in the current year was primarily from net borrowings on the revolving line of credit, offset by payments on long-term debt and treasury stock purchases. Cash used in the prior year was primarily payments on the revolving line of credit. Total debt outstanding under the Company's credit facilities increased from \$3.1 million at September 30, 2007 to \$27.5 million at September 28, 2008. The increase is due to debt incurred to purchase the baby products line from Springs Global on November 5, 2007 and borrowings on the revolving line of credit drawn down due to uncertainties in the United States credit markets.

On September 28, 2008, the Company had \$12.1 million in cash and \$1.7 million available under the Company's \$26 million revolving credit facility, based on eligible accounts receivable and inventory balances as of that date. Also, \$1.0 million was available for letters of credit against the \$1.5 million sub-limit for letters of credit associated with the revolving credit facility.

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 its cash balance, its cash flow from operations, and its availability from the revolving line of credit will be adequate to meet liquidity needs.

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 approves customer accounts and credit lines and collects the Company's accounts receivable balances. Under the terms of the factoring agreement, which expires in July 2010, 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 4.00% at September 28, 2008, until payment is received. The factor bears credit losses with respect to assigned accounts receivable from approved customers that are within approved credit limits. The Company bears losses resulting from returns, allowances, claims and discounts. The Company's factor may at any time terminate or limit its approval of shipments to a particular customer. If such a termination occurs, the Company must 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 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 September 28, 2008, 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. 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 the Company's Form 10-K for the year ended March 30, 2008, other than as set forth below.

***The Company's business is impacted by general economic conditions and related uncertainties affecting markets in which the Company operates.***

Current economic conditions, including the credit crisis affecting global financial markets and the possibility of a global recession, could adversely impact the Company's business. These conditions could result in reduced demand for some of the Company's products, increased order cancellations and returns, an increased risk of excess and obsolete inventories, increased pressure on the prices of the Company's products, and greater difficulty in obtaining necessary financing on favorable terms. Also, although the Company's use of a commercial factor significantly reduces the risk associated with collecting accounts receivable, the factor may at any time terminate or limit its approval of shipments to a particular customer, and the likelihood of the factor's doing so may increase as a result of current economic conditions. Such an action by the factor would result in the loss of future sales to the affected customer.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**Table of Contents****ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The Annual Meeting of Shareholders of the Company was held on August 12, 2008 at the Company's corporate headquarters in Gonzales, Louisiana. The proposals set forth below were voted on at the meeting with the following results:

1. Election of two members to the board of directors to hold office for a three-year term. The results of the voting were as follows:

| Director Nominee | For       | Authority Withheld |
|------------------|-----------|--------------------|
| Donald Ratajczak | 8,764,641 | 5,574              |
| Joseph Kling     | 8,673,832 | 96,383             |

The following members of the board of directors currently serve in their respective three-year terms, until the annual meeting to be held in the year set forth below:

| Director               | Year Term Expiring |
|------------------------|--------------------|
| Sidney Kirschner       | 2009               |
| Zenon S. Nie           | 2009               |
| E. Randall Chestnut    | 2010               |
| William T. Deyo, Jr    | 2010               |
| Frederick G. Wasserman | 2010               |

2. Transaction of such other matters as may properly come before the annual meeting or any adjournment or postponement thereof. The results of the voting were as follows:

| For       | Against | Abstain |
|-----------|---------|---------|
| 7,966,243 | 784,140 | 19,832  |

Each of the foregoing proposals was set forth in the Notice of Annual Meeting and Proxy Statement of the Company dated July 8, 2008.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

## Exhibit

| No.  | Exhibit   |
|------|---|
| 10.1 | Governance and Standstill Agreement dated July 1, 2008 by and among Crown Crafts, Inc., Wynnefield Small Cap Value, L.P., Wynnefield Partners Small Cap Value Offshore Fund, Ltd., Wynnefield Partners Small Cap Value, L.P. I, Wynnefield Capital Management, LLC, Wynnefield Capital, Inc., Channel Partnership II, L.P., Nelson Obus and Joshua Landes (1) |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification by the Company's Chief Executive Officer (2)   |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification by the Company's Chief Financial Officer (2)   |
| 32.1 | Section 1350 Certification by the Company's Chief Executive Officer (2)   |
| 32.2 | Section 1350 Certification by the Company's Chief Financial Officer (2)   |

(1)

Incorporated  
herein by  
reference to  
Registrant's  
Current Report  
on Form 8-K  
dated July 1,  
2008.

(2) Filed herewith.

**Table of Contents**

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: November 12, 2008

/s/ Olivia W. Elliott  
OLIVIA W. ELLIOTT  
Chief Financial Officer  
(duly authorized signatory and  
Principal Financial Officer)

16

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**Table of Contents**

Index to Exhibits

Exhibit

| No.  | Exhibit   |
|------|---|
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| 32.1 | Section 1350 Certification by the Company's Chief Executive Officer (2)   |
| 32.2 | Section 1350 Certification by the Company's Chief Financial Officer (2)   |
| (1)  | Incorporated herein by reference to Registrant's Current Report on Form 8-K dated July 1, 2008.   |
| (2)  | Filed herewith.   |