

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-K**

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

For the fiscal year ended December 31, 2020

or

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

Commission file number 000-01227

**CHICAGO RIVET & MACHINE CO.**

(Exact name of registrant as specified in its charter)

**ILLINOIS**  
(State or other jurisdiction of incorporation or organization)

**901 Frontenac Road, Naperville, Illinois**  
(Address of principal executive offices)

**36-0904920**  
(I.R.S. Employer Identification No.)

**60563**  
(Zip Code)

Registrant's telephone number, including area code: (630) 357-8500

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

| <u>Title of each class</u>               | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u>           |
|--|--------------------------|--|
| Common Stock, par value \$1.00 per share | CVR                      | NYSE American<br>(Trading privileges only, not registered) |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
Yes  No

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

|                         |                                     |                           |                                     |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>            | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/>            |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of common stock held by non-affiliates of the Company as of June 30, 2020 was \$16,269,718.

As of March 15, 2021, there were 966,132 shares of the Company's common stock outstanding.

**Documents Incorporated By Reference**

(1) Portions of the Company's Annual Report to Shareholders for the year ended December 31, 2020 (the "2020 Report") are incorporated by reference in Parts I and II of this report.

(2) Portions of the Company's definitive Proxy Statement which is to be filed with the Securities and Exchange Commission in connection with the Company's 2021 Annual Meeting of Shareholders are incorporated by reference in Part III of this report.

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**CHICAGO RIVET & MACHINE CO.  
YEAR ENDING DECEMBER 31, 2020**

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## PART I

### ITEM 1 – Business

Chicago Rivet & Machine Co. (the “Company”) was incorporated under the laws of the State of Illinois in December 1927, as successor to the business of Chicago Rivet & Specialty Co. The Company operates in two segments of the fastener industry: fasteners and assembly equipment. The fastener segment consists of the manufacture and sale of rivets, cold-formed fasteners and parts, and screw machine products. The assembly equipment segment consists primarily of the manufacture of automatic rivet setting machines, automatic assembly equipment and parts and tools for such machines.

The principal market for the Company’s products is the North American automotive industry. Sales are solicited by employees and by independent sales representatives.

The segments in which the Company operates are characterized by active and substantial competition. No single company dominates the industry. The Company’s competitors include both larger and smaller manufacturers, and segments or divisions of large, diversified companies with substantial financial resources. Principal competitive factors in the market for the Company’s products are price, quality and service.

The Company serves a variety of customers. Revenues are primarily derived from sales to customers involved, directly or indirectly, in the manufacture of automobiles and automotive components. The level of business activity for the Company is closely related to the overall level of industrial activity in the United States. During 2020, sales to three customers were at least 10% of the Company’s consolidated revenues. Sales to TI Group Automotive Systems, LLC accounted for approximately 14% and 16% of the Company’s consolidated revenues in 2020 and 2019, respectively. Sales to Cooper-Standard Holdings Inc. accounted for approximately 12% and 10% of the Company’s consolidated revenues in 2020 and 2019, respectively. Sales to Parker-Hannifin Corporation accounted for approximately 10% of the Company’s consolidated revenues in both 2020 and 2019.

The Company’s business has historically been stronger during the first half of the year.

The Company purchases raw material from a number of sources, primarily within the United States. There are numerous sources of raw material, and the Company does not have to rely on a single source for any of its requirements.

Patents, trademarks, licenses, franchises and concessions are not of significant importance to the business of the Company.

The Company does not engage in significant research activities, but rather in ongoing product improvement and development. The amounts spent on product development activities in the last two years were not material.

At December 31, 2020, the Company employed 209 people.

The Company has no foreign operations. Sales to foreign customers represent approximately 15% of the Company’s total sales.

## **ITEM 1A – Risk Factors**

Our business is subject to a number of risks and uncertainties. If any of the events contemplated by the following risks actually occur, then our business, financial condition or results of operations could be materially adversely affected. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition and results of operations.

### **Our business and operations have been, and may continue to be, adversely affected by the COVID-19 pandemic.**

In March 2020, the World Health Organization characterized the novel coronavirus (“COVID-19”) a pandemic and the President of the United States declared the COVID-19 outbreak a national emergency. On January 30, 2020, the World Health Organization declared a Public Health Emergency of International Concern regarding the outbreak of COVID-19. In response to the resulting pandemic, governments around the world took various preventative measures in order to control the spread of the virus, including restricting travel, full or partial business shutdowns and implementing social distancing policies. As a result, we experienced a significant drop in orders, especially in the second quarter, and the global economy was plunged into a recession. Although business conditions in our markets had improved by late in the third quarter, the effects of the pandemic have continued to impact our operations and those of our customers and suppliers. The duration of these effects and the timing of any broad economic recovery is uncertain and will likely be tied to the course of the pandemic. As we cannot predict the duration or scope of the COVID-19 pandemic, or its broader impact on the global economy, including the demand for automobiles, it is unknown how long COVID-19 restrictions will remain in place or what the impact of COVID-19 and its related effects will be on our business, results of operations or financial condition, but the impact could be material and last for an extended period of time.

### **We are dependent on the automotive industry.**

Demand for our products is directly related to conditions in the global automotive industry, which is highly cyclical and is affected by a variety of factors, including regulatory requirements, international trade policies, and consumer spending and preferences. The automotive industry is characterized by fierce competition and has undergone major restructuring in recent years. The impact of evolving technological changes, including a growing emphasis on electric vehicles, as well as any decline in the automotive industry, domestic or foreign, could have a material adverse effect on our business, results of operations and financial condition.

### **We face intense competition.**

We compete with a number of other manufacturers and distributors that produce and sell products similar to ours. Price, quality and service are the primary elements of competition. Our competitors include a large number of independent domestic and international suppliers. We are not as large as a number of these companies and do not have as many financial or other resources. The competitive environment has also changed dramatically over the past several years as our customers, faced with intense international competition and pressure to reduce costs, have expanded their worldwide sourcing of components. As a result, we have experienced competition from suppliers in other parts of the world that benefit from economic advantages, such as lower labor costs, lower health care costs and fewer regulatory burdens. There can be no assurance that we will be able to compete successfully with existing or new competitors. Increased competition could have a material adverse effect on our business, results of operations and financial condition.

**We rely on sales to major customers.**

Our sales to three customers constituted approximately 36% of our consolidated revenues in 2020. Sales to TI Group Automotive Systems, LLC, Cooper-Standard Holdings Inc. and Parker-Hannifin Corporation accounted for approximately 14%, 12% and 10% of the Company's consolidated revenues in 2020, respectively. The loss of any significant portion of our sales to these customers could have a material adverse effect on our business, results of operations and financial condition.

**We are subject to risks related to export sales.**

Our export sales have increased in recent years, and we are working to continue to expand our business relationships with customers outside of the United States. Export sales are subject to various risks, including risks related to changes in local economic, social and political conditions (particularly in emerging markets), changes in tariffs and trade policies and foreign currency exchange rate fluctuations, which could have a material adverse effect on our business, results of operations and financial condition.

**Increases in our raw material costs or difficulties with our suppliers could negatively affect us.**

While we currently maintain alternative sources for raw materials, our business is subject to the risk of price fluctuations and periodic delays in the delivery of certain raw materials. At various times in recent years, we have been adversely impacted by increased costs for steel, our principal raw material, which we have been unable to wholly mitigate, as well as increases in other materials prices. Any continued fluctuation in the price or availability of our raw materials could have a material adverse impact on our business, results of operations and financial condition.

**Supply Chain Disruptions.**

Many of our customers depend upon intricate just-in-time supply chains. A disruption in a supply chain caused by one or more suppliers, and/or an unrelated supplier, due to part shortages, work stoppages, bankruptcy, raw material shortages, natural disasters, coronavirus, tariffs, etc. could adversely impact our business, or our customers' business, which could have a material adverse effect on our results of operations and financial condition.

**We may be adversely affected by labor relations issues.**

Although none of our employees are unionized, the domestic automakers and many of their suppliers, including many of our customers, have unionized work forces. Work stoppages or slow-downs experienced by automakers or their suppliers could result in slow-downs or closures of assembly plants where our products are included in assembled components. In the event that one or more of our customers or their customers experiences a material labor relations issue, our business, results of operations and financial condition could be materially adversely affected.

**We may incur losses as a result of product liability, warranty or other claims that may be brought against us.**

We face risk of exposure to warranty and product liability claims in the event that our products fail to perform as expected or result, or are alleged to have resulted, in bodily injury, property damage or other losses. In addition, if any of our products are or are alleged to be defective, then we may be required to

participate in a product recall. We may also be involved from time to time in legal proceedings and commercial or contractual disputes. Any losses or other liabilities related to these exposures could have a material adverse effect on our business, results of operations and financial condition.

**We could be adversely impacted by environmental laws and regulations.**

Our operations are subject to environmental laws and regulations. Currently, environmental costs and liabilities with respect to our operations are not material, but there can be no assurance that we will not be adversely impacted by these costs and liabilities in the future either under present laws and regulations or those that may be adopted or imposed in the future.

**We could be adversely impacted by the loss of the services of key employees.**

Successful operations depend, in part, upon the efforts of executive officers and other key employees. Our future success will depend, in part, upon our ability to attract and retain qualified personnel. Loss of the services of any of our key employees, or the inability to attract or retain employees could have a material adverse affect upon our business, financial condition and results of operations.

**Any significant disruption, interruption or failure of our information systems could disrupt the operation of our business, result in increased costs and decreased revenues and expose us to liability.**

Cybersecurity threats are growing in number and sophistication and include, among others, malicious software, attempts to gain unauthorized access to data, and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information and corruption of data. In addition to security threats, we are also subject to other systems failures, including network, software or hardware failures, whether caused by us, third-party service providers, natural disasters, power shortages, terrorist attacks or other events. The unavailability of our information systems, the failure of these systems to perform as anticipated or any significant breach of data security could cause loss of data, disrupt our operations, lead to financial losses from remedial actions, require significant management attention and resources, and negatively impact our reputation among our customers, which could have a negative impact on our business, results of operations and financial condition.

**The price of our common stock is subject to volatility, and our stock is thinly traded.**

Various factors, such as general economic changes in the financial markets, announcements or significant developments with respect to the automotive industry, actual or anticipated variations in our or our competitors' quarterly or annual financial results, the introduction of new products or technologies by us or our competitors, changes in other conditions or trends in our industry or in the markets of any of our significant customers, changes in governmental regulation, or changes in securities analysts' estimates of our competitors or our industry, could cause the market price of our common stock to fluctuate substantially.

Our common stock is traded on the NYSE American (not registered, trading privileges only). The average daily trading volume for our common stock during 2020 was less than 1,000 shares per day. As a result, you may have difficulty selling shares of our common stock, and the price of our common stock may vary significantly based on trading volume.

**ITEM 1B – Unresolved Staff Comments**

None.

**ITEM 2 – Properties**

The Company’s headquarters is located in Naperville, Illinois. The Company conducts its manufacturing and warehousing operations at three additional facilities. All of these facilities are described below. Each facility is owned by the Company and considered suitable and adequate for its present use. The Company also maintains a small sales and engineering office in Pembroke, Massachusetts in a leased office.

Of the properties described below, the Madison Heights, Michigan facility is used entirely in the fastener segment. The Albia, Iowa facility is used exclusively in the assembly equipment segment. The Tyrone, Pennsylvania and the Naperville, Illinois facilities are utilized in both operating segments.

**Plant Locations and Descriptions**

|                           |   |
|---------------------------|---|
| Naperville, Illinois      | Brick, concrete block and partial metal construction with metal roof. |
| Tyrone, Pennsylvania      | Concrete block with small tapered beam type warehouse.                |
| Albia, Iowa               | Concrete block with prestressed concrete roof construction.           |
| Madison Heights, Michigan | Concrete, brick and partial metal construction with metal roof.       |

**ITEM 3 – Legal Proceedings**

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

**ITEM 4 – Mine Safety Disclosures**

Not applicable.



Information about our Executive Officers

The names, ages and positions of all executive officers of the Company, as of March 15, 2021, are listed below. Officers are elected annually by the Board of Directors at the meeting of the directors immediately following the Annual Meeting of Shareholders. There are no family relationships among these officers, nor any arrangement or understanding between any officer and any other person pursuant to which the officer was selected.

| <u>Name and Age of Officer</u> | <u>Position</u>                                  | <u>Years an Officer</u> |
|--------------------------------|--|-------------------------|
| Walter W. Morrissey 78         | Chairman, Chief Executive Officer                | 1                       |
| Michael J. Bourg 58            | President, Chief Operating Officer and Treasurer | 22                      |

- Mr. Morrissey has been Chairman of the Board of Directors of the Company and Chief Executive Officer since May 2020. He has been a director of the Company since 1972.
- Mr. Bourg has been President, Chief Operating Officer and Treasurer of the Company since May 2006. Prior to that, he served in various executive roles since joining the Company in December 1998. He has been a director of the Company since May 2006.

## **PART II**

### **ITEM 5 – Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

The Company’s common stock is traded on the NYSE American (trading privileges only, not registered). As of March 5, 2021 there were approximately 140 shareholders of record of such stock.

Under the terms of a stock repurchase authorization originally approved by the Board of Directors of the Company in February of 1990, as amended, the Company is authorized to repurchase up to an aggregate of 200,000 shares of its common stock, in the open market or in private transactions, at prices deemed reasonable by management. Cumulative purchases under the repurchase authorization have amounted to 162,996 shares at an average price of \$15.66 per share. The Company has not purchased any shares of its common stock since 2002.

### **ITEM 6 – Selected Financial Data**

As a Smaller Reporting Company as defined in Rule 12b-2 of the Exchange Act and in item 10(f)(1) of Regulation S-K, we have elected scaled disclosure reporting obligations with respect to this item and therefore are not required to provide the information requested by this Item 6.

### **ITEM 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations**

#### **Forward-Looking Statements**

This discussion contains certain “forward-looking statements” which are inherently subject to risks and uncertainties that may cause actual events to differ materially from those discussed herein. Factors which may cause such differences in events include those disclosed above under “Risk Factors” and elsewhere in this Form 10-K. As stated elsewhere in this filing, such factors include, among other things: risk related to the COVID-19 pandemic and its related adverse effects, conditions in the domestic automotive industry, upon which we rely for sales revenue, the intense competition in our markets, the concentration of our sales with major customers, risks related to export sales, the price and availability of raw materials, supply chain disruptions, labor relations issues, losses related to product liability, warranty and recall claims, costs relating to environmental laws and regulations, information systems disruptions and the loss of the services of our key employees. Many of these factors are beyond our ability to control or predict. Readers are cautioned not to place undue reliance on these forward-looking statements. We undertake no obligation to publish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

#### **RESULTS OF OPERATIONS**

Financial results for 2020 were adversely impacted by the COVID-19 pandemic that resulted in broad disruptions in most markets we serve. On January 30, 2020, the World Health Organization declared a Public Health Emergency of International Concern regarding the outbreak of the novel coronavirus COVID-19. In response to the resulting pandemic, governments around the world took various preventative measures in order to control the spread of the virus, including restricting travel, full or partial business shutdowns and implementing social distancing policies. As a result,

we experienced a significant drop in orders, especially during the second quarter, and the global economy was plunged into a recession. Although business conditions had improved by late in the third quarter, the effects of the pandemic continued to impact our operations and those of our customers and suppliers. We saw further improvement in the markets we serve in the fourth quarter and recorded sales of \$8,265,419 for the quarter compared to \$7,645,259 in the previous quarter and \$7,186,968 in the fourth quarter of 2019. The increase in sales resulted in an improvement in net income to \$464,263, or \$0.48 per share, in the fourth quarter of 2020 compared to a net loss of \$293,884, or \$0.30 per share, in the fourth quarter of 2019. Full year net sales were \$27,590,653 in 2020 compared to \$32,873,002 in 2019, a decline of \$5,282,349, or 16.1%. Full year net income in 2020 was \$50,450, or \$0.05 per share, compared to \$538,314, or \$0.56 per share, in 2019.

## **2020 Compared to 2019**

Fastener segment revenues were \$7,332,308 in the fourth quarter of 2020 compared to \$6,286,948 reported in the relatively weak fourth quarter of 2019, an increase of \$1,045,360, or 16.6%. Fastener segment revenues for the full year were \$24,607,863 in 2020 compared to \$28,989,667 in 2019, a decline of \$4,381,804, or 15.1%. The drop in sales in 2020 was primarily related to the COVID-19 pandemic that resulted in shutdowns of business in many parts of the world starting late in the first quarter. Those shutdowns became widespread in the second quarter as different governments struggled to contain the spread of the virus. The automotive sector is the primary market for our fastener segment products and much of that sector was idled for an extended period of time during the second quarter when government-imposed restrictions were the most severe. While sales to automotive customers improved in the fourth quarter of 2020 compared to the prior quarter and the year earlier quarter, such sales declined \$2,906,738, or 15.7% for the year. Similarly, sales to non-automotive customers improved in the fourth quarter, but declined \$1,475,066, or 14.1%, for the year. The rebound in sales in the fourth quarter, combined with the reduction in certain overhead expenses in the wake of pandemic-related shutdowns, resulted in fastener segment gross margin of \$1,638,836 compared to \$794,076 in the year earlier quarter, an increase of \$844,760. The reduction in sales for the full year was the primary factor impacting gross margins for 2020. For the full year 2020, fastener segment gross margins were \$4,170,276 compared to \$4,652,353 in 2019, a decline of \$482,077.

Assembly equipment segment revenues were \$933,111 in the fourth quarter of 2020, compared to \$900,020 in the fourth quarter of 2019, an increase of \$33,091, or 3.7%. The increase was due to improved machine sales which offset declines in parts and tool sales during the quarter. For the full year 2020, assembly equipment segment revenues were \$2,982,790, compared to \$3,883,335 reported in 2019, a decline of \$900,545, or 23.2%. The year to date decline was primarily due to the broad impact of the COVID-19 pandemic that dramatically reduced demand in the second and third quarters. Gross margins improved in the fourth quarter of 2020 to \$255,296 from \$90,954 in the fourth quarter of 2019, due in part to 2020 revenue being more heavily weighted toward higher margin machine sales and due to the disposal of certain excess inventory items in 2019. For the full year, assembly equipment segment gross margins declined, along with sales, to \$744,926 from \$1,092,177.

Selling and administrative expenses were \$4,998,216 in 2020 compared to \$5,252,946 in 2019, a decline of \$254,730, or 4.8%. The decline was primarily due to a \$214,000 reduction in salaries and benefits necessitated by the pandemic and a commission expense reduction of \$117,000 related to lower sales in 2020. These reductions were partially offset by consulting expenses of \$124,000 related to an ERP system conversion that was completed at one of our locations during the year. As a percentage of net sales, selling and administrative expenses were 18.1% in 2020 compared to 16.0% in 2019.

Other income was \$148,464 in 2020 compared to \$191,730 in 2019. Other income is primarily comprised of interest income which declined during the year due to lower interest rates.

The Company's effective income tax rates were 22.9% and 21.2% in 2020 and 2019, respectively.

## **DIVIDENDS**

In determining to pay dividends, the Board considers current profitability, the outlook for longer-term profitability, known and potential cash requirements and the overall financial condition of the Company. At the onset of the COVID-19 pandemic, the Company reduced the regular quarterly dividend from \$0.22 per share to \$0.10 per share. The Company paid four regular quarterly dividends totaling \$0.52 per share during 2020. On February 22, 2021, the Board of Directors declared a regular quarterly dividend of \$0.22 per share, restoring the dividend to the pre-pandemic amount. This dividend will be payable March 19, 2021 to shareholders of record on March 5, 2021. This continues the uninterrupted record of consecutive quarterly dividends paid by the Company to its shareholders that extends over 87 years.

## **PROPERTY, PLANT AND EQUIPMENT**

Total capital expenditures in 2020 were \$824,136. Fastener segment additions accounted for \$614,835 of the total, including \$410,114 for cold heading and screw machine equipment, \$97,908 for inspection equipment and \$40,000 for equipment to perform secondary operations on parts. The remaining \$66,813 fastener segment additions consisted of parts cleaning and loading equipment. Assembly equipment segment additions in 2020 were \$13,924 for production equipment. Investments for the benefit of both operating segments, primarily for building improvements, totaled \$195,377 during 2020.

Capital expenditures during 2019 totaled \$1,802,914. The fastener segment accounted for \$1,522,541 of the total, including cold heading and screw machine equipment additions of \$567,963, secondary processing equipment of \$631,089, quality control equipment additions of \$268,468 and \$46,066 for general plant equipment. The remainder of the fastener segment additions relate to technology equipment. Assembly equipment segment additions totaled \$233,697, primarily for production equipment. Additional investments of \$46,676 were made in 2019 for building improvements and office equipment that benefit both operating segments.

Depreciation expense amounted to \$1,347,305 in 2020 and \$1,382,235 in 2019.

## **LIQUIDITY AND CAPITAL RESOURCES**

Working capital at December 31, 2020 was approximately \$16.6 million, an increase of \$0.1 million from the beginning of the year. The net change was primarily due to increases in accounts receivable and inventory of \$0.6 million and \$0.2 million, respectively, which were only partially offset by a reduction in cash, cash equivalents and certificates of deposit of \$0.7 million. The Company's investing activities in 2020 included the net maturities of certificates of deposit of \$1.8 million, due to the near-zero interest rates brought on in response to the COVID-19 pandemic, and capital expenditures of \$0.8 million. The only financing activity during 2020 was the payment of approximately \$0.5 million in dividends. The Company's holdings in cash, cash equivalents and certificates of deposit amounted to \$7.3 million at the end of 2020.

Management believes that current cash, cash equivalents and operating cash flow will be sufficient to provide adequate working capital for the next twelve months.

#### **Off-Balance Sheet Arrangements**

The Company has not entered into, and has no current plans to enter into, any off-balance sheet financing arrangements.

#### **APPLICATION OF CRITICAL ACCOUNTING POLICIES**

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the amounts of revenue and expenses during the reporting period. A summary of critical accounting policies can be found in Note 1 of the financial statements.

#### **NEW ACCOUNTING STANDARDS**

The Company's financial statements and financial condition were not, and are not expected to be, materially impacted by new, or proposed, accounting standards. A summary of recent accounting pronouncements can be found in Note 1 of the financial statements.

#### **OUTLOOK FOR 2021**

After overcoming the worst period of the pandemic in the second quarter, the second half of 2020 results were more positive than those of the year earlier period which were negatively impacted by protracted trade disputes and slowing automotive sales. While the overall results in 2020 were heavily impacted by the global pandemic, the recent introduction of vaccines to guard against the worst effects of the virus offer hope of a return to more normal activities throughout the economy that could spur a broader economic recovery.

As we begin 2021, both our fastener segment and our assembly equipment segment have recently seen improved demand. However, both segments face challenges in the form of higher prices for raw materials, increased wages related to a tight labor market and sporadic supply chain disruptions that started during the pandemic. These factors, as well as the uncertainties that COVID-19 still presents, are expected to continue to provide challenges in the near-term. As we face the challenges ahead, we will continue our efforts to improve operational efficiency and pursue opportunities to develop new customer relationships and build on existing ones in all the markets we serve by emphasizing our experience, quality and customer service in a very competitive global marketplace.

While 2020 will likely be remembered for the COVID-19 pandemic and its impact on everyday life, it also marked Chicago Rivet's 100<sup>th</sup> year in existence. Such longevity is the result of the dedicated efforts of many people over the years, who consistently worked to exceed customer expectations related to quality, service and price. We are grateful for their contributions as well as for the loyalty of our customers and the support of our shareholders.

**ITEM 7A Quantitative and Qualitative Disclosures About Market Risk**

As a Smaller Reporting Company as defined in Rule 12b-2 of the Exchange Act and in item 10(f)(1) of Regulation S-K, we are electing scaled disclosure reporting obligations with respect to this item and therefore are not required to provide the information requested by this Item 7A.

**ITEM 8 – Financial Statements and Supplementary Data**

See the section entitled “Consolidated Financial Statements” which appears on page 19 of this report.

**ITEM 9 – Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**ITEM 9A – Controls and Procedures**

Disclosure Controls and Procedures.

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

Management’s Report on Internal Control Over Financial Reporting.

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). The Company’s management, with the participation of the Company’s Chief Executive Officer and President, Chief Operating Officer and Treasurer (the Company’s principal financial officer), assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2020, based on the 2013 criteria established in Internal Control—Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). Based on this assessment, the Company’s management has concluded that the Company’s internal controls over financial reporting are effective as of December 31, 2020.

Management’s assessment of internal control has not been audited, as the attestation report requirement for non-accelerated filers was permanently removed from the Sarbanes-Oxley Act by Section 989C of the Dodd-Frank Act as adopted by the SEC.

Changes in Internal Control Over Financial Reporting.

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**ITEM 9B – Other Information**

None.

### **PART III**

#### **ITEM 10 – Directors, Executive Officers and Corporate Governance**

The information in the Company’s 2021 Proxy Statement (i) with respect to the Board of Directors’ nominees for directors that is not related to security ownership in “Security Ownership of Management” and (ii) in the third paragraph in “Additional Information Concerning the Board of Directors and Committees” is incorporated herein by reference. The 2021 Proxy Statement is to be filed with the Securities and Exchange Commission in connection with the Company’s 2021 Annual Meeting of Shareholders. The information called for with respect to executive officers of the Company is included in Part I of this Report on Form 10-K under the caption “Information about our Executive Officers.”

The Company has adopted a code of ethics for its principal executive officer, chief operating officer and senior financial officers. A copy of this code of ethics was filed as Exhibit 14 to the Company’s Annual Report on Form 10-K dated March 29, 2005.

#### **ITEM 11 – Executive Compensation**

The information set forth in the Company’s 2021 Proxy Statement in “Compensation of Directors and Executive Officers” is incorporated herein by reference.

The Compensation Committee of the Board of Directors currently consists of Directors Kent H. Cooney and Kurt Moders.

#### **ITEM 12 – Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information set forth in the Company’s 2021 Proxy Statement in “Principal Shareholders” and the information with respect to security ownership of the Company’s directors and officers set forth in “Security Ownership of Management” is incorporated herein by reference.

The Company does not have any equity compensation plans or arrangements.

#### **ITEM 13 – Certain Relationships and Related Transactions, and Director Independence**

The information set forth in the Company’s 2021 Proxy Statement in (i) “Additional Information Concerning the Board of Directors and Committees – Policy Regarding Related Person Transactions” and (ii) the first paragraph under “Additional Information Concerning the Board of Directors and Committees” is incorporated herein by reference.

#### **ITEM 14 – Principal Accountant Fees and Services**

The information set forth in the Company’s 2021 Proxy Statement in “Ratification of Selection of Independent Auditor – Audit and Non-Audit Fees” is incorporated herein by reference.



**PART IV**

**ITEM 15 – Exhibits and Financial Statement Schedules**

(a) The following documents are filed as a part of this report:

1. Financial Statements:

See the section entitled “Consolidated Financial Statements” which appears on page 19 of this report.

2. Financial Statement Schedules:

Financial statement schedules and supplementary information has been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

3. Exhibits:

See the section entitled “Exhibits” which appears on page 17 of this report.

**ITEM 16 – Form 10-K Summary**

None.

**CHICAGO RIVET & MACHINE CO.**

**EXHIBITS**

| <b><u>Exhibit<br/>Number</u></b> |   |
|----------------------------------|---|
| 3.1                              | <a href="#"><u>Articles of Incorporation, as last amended August 18, 1997. Incorporated by reference to the Company's report on Form 10-K, dated March 27, 1998. File number 0000-01227</u></a>   |
| 3.2                              | <a href="#"><u>Amended and Restated By-Laws, as amended through February 17, 2020. Incorporated by reference to the Company's report on Form 10-K, dated March 20, 2020. Filed number 0000-01227</u></a>  |
| 13*                              | <a href="#"><u>Annual Report to Shareholders for the year ended December 31, 2020.</u></a>  |
| 14                               | <a href="#"><u>Code of Ethics for Principal Executive and Senior Financial Officers. Incorporated by reference to the Company's report on Form 10-K, dated March 29, 2005. File number 0000-01227</u></a>   |
| 21                               | <a href="#"><u>Subsidiaries of the Registrant.</u></a>  |
| 31.1                             | <a href="#"><u>Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>   |
| 31.2                             | <a href="#"><u>Certification of Principal Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>   |
| 32.1                             | <a href="#"><u>Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>   |
| 32.2                             | <a href="#"><u>Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>   |
| 101                              | Interactive Data File. Includes the following financial and related information from Chicago Rivet & Machine Co.'s Annual Report on Form 10-K for the year ended December 31, 2020 formatted in Extensible Business Reporting Language (XBRL):(1) Consolidated Balance Sheets, (2) Consolidated Statements of Income, (3) Consolidated Statements of Shareholders' Equity, (4) Consolidated Statements of Cash Flows, and (5) Notes to Consolidated Financial Statements. |

\* Only the portions of this exhibit which are specifically incorporated herein by reference shall be deemed to be filed herewith.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Chicago Rivet & Machine Co. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Chicago Rivet & Machine Co.

By /s/ Michael J. Bourg  
Michael J. Bourg  
President and Chief Operating Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

|   |  |                |
|---|--|----------------|
| <u>/s/ Walter W. Morrissey</u><br>Walter W. Morrissey | Chairman of the Board of Directors, Chief Executive Officer (Principal Executive Officer) and Member of the Executive Committee            | March 19, 2021 |
| <u>/s/ Michael J. Bourg</u><br>Michael J. Bourg       | President, Chief Operating Officer, Treasurer (Principal Financial and Accounting Officer), Director and Member of the Executive Committee | March 19, 2021 |
| <u>/s/ Kent H. Cooney</u><br>Kent H. Cooney           | Director, Member of the Audit Committee  | March 19, 2021 |
| <u>/s/ Patricia M. Miller</u><br>Patricia M. Miller   | Director   | March 19, 2021 |
| <u>/s/ Kurt Moders</u><br>Kurt Moders                 | Director   | March 19, 2020 |
| <u>/s/ James W. Morrissey</u><br>James W. Morrissey   | Director, Member of the Executive Committee  | March 19, 2021 |
| <u>/s/ John C. Osterman</u><br>John C. Osterman       | Director, Member of the Executive Committee and Audit Committee  | March 19, 2021 |
| <u>/s/ John L. Showel</u><br>John L. Showel           | Director   | March 19, 2021 |

**CHICAGO RIVET & MACHINE CO.**

**CONSOLIDATED FINANCIAL STATEMENTS**

The consolidated financial statements, together with the notes thereto and the report thereon of Crowe LLP dated March 19, 2021, appearing on pages 4 to 12 of the accompanying 2020 Annual Report, are incorporated herein by reference. With the exception of the aforementioned information and the information incorporated in Items 1, 5 and 8 herein, the 2020 Annual Report is not to be deemed filed as part of this Form 10-K Annual Report.

Consolidated Financial Statements from 2020 Annual Report (Exhibit 13 hereto):

Consolidated Balance Sheets (page 4 of 2020 Annual Report)

Consolidated Statements of Income (page 5 of 2020 Annual Report)

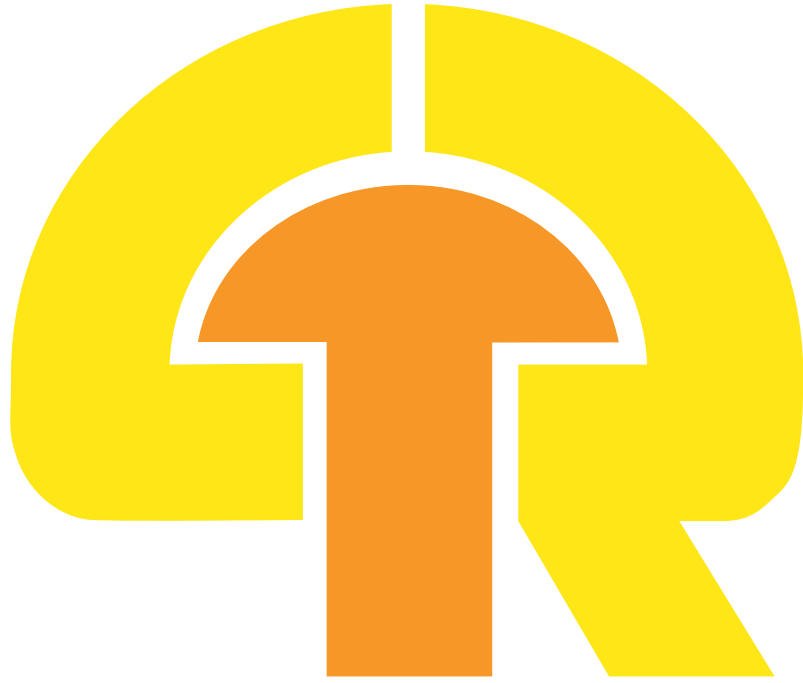
Consolidated Statements of Shareholders' Equity (page 5 of 2020 Annual Report)

Consolidated Statements of Cash Flows (page 6 of 2020 Annual Report)

Notes to Consolidated Financial Statements (pages 7 – 11 of 2020 Annual Report)

Report of Independent Registered Public Accounting Firm (page 12 of 2020 Annual Report)

**Exhibit 13**



# Chicago Rivet

Chicago Rivet & Machine Co.  
2020 Annual Report



## Highlights

|  | 2020         | 2019         |
|--|--------------|--------------|
| Net Sales .....                                      | \$27,590,653 | \$32,873,002 |
| Net Income .....                                     | 50,450       | 538,314      |
| Net Income Per Share .....                           | 0.05         | 0.56         |
| Dividends Per Share .....                            | 0.52         | 1.18         |
| Net Cash Provided by Operating Activities .....      | 623,801      | 3,171,531    |
| Expenditures for Property, Plant and Equipment ..... | 824,136      | 1,802,914    |
| Working Capital .....                                | 16,566,289   | 16,427,058   |
| Total Shareholders' Equity .....                     | 28,706,089   | 29,158,027   |
| Common Shares Outstanding at Year-End .....          | 966,132      | 966,132      |
| Shareholders' Equity Per Common Share .....          | 29.71        | 30.18        |

### Annual Meeting

The annual meeting of shareholders will be held on May 11, 2021 at 10:00 a.m. at 901 Frontenac Road Naperville, Illinois



## To Our Shareholders:

### RESULTS OF OPERATIONS

Financial results for 2020 were adversely impacted by the COVID-19 pandemic that resulted in broad disruptions in most markets we serve. On January 30, 2020, the World Health Organization declared a Public Health Emergency of International Concern regarding the outbreak of the novel coronavirus COVID-19. In response to the resulting pandemic, governments around the world took various preventative measures in order to control the spread of the virus, including restricting travel, full or partial business shutdowns and implementing social distancing policies. As a result, we experienced a significant drop in orders, especially during the second quarter, and the global economy was plunged into a recession. Although business conditions had improved by late in the third quarter, the effects of the pandemic continued to impact our operations and those of our customers and suppliers. We saw further improvement in the markets we serve in the fourth quarter and recorded sales of \$8,265,419 for the quarter compared to \$7,645,259 in the previous quarter and \$7,186,968 in the fourth quarter of 2019. The increase in sales resulted in an improvement in net income to \$464,263, or \$0.48 per share, in the fourth quarter of 2020 compared to a net loss of \$293,884, or \$0.30 per share, in the fourth quarter of 2019. Full year net sales were \$27,590,653 in 2020 compared to \$32,873,002 in 2019, a decline of \$5,282,349, or 16.1%. Full year net income in 2020 was \$50,450, or \$0.05 per share, compared to \$538,314, or \$0.56 per share, in 2019.

### 2020 Compared to 2019

Fastener segment revenues were \$7,332,308 in the fourth quarter of 2020 compared to \$6,286,948 reported in the relatively weak fourth quarter of 2019, an increase of \$1,045,360, or 16.6%. Fastener segment revenues for the full year were \$24,607,863 in 2020 compared to \$28,989,667 in 2019, a decline of \$4,381,804, or 15.1%. The drop in sales in 2020 was primarily related to the COVID-19 pandemic that resulted in shutdowns of business in many parts of the world starting late in the first quarter. Those shutdowns became widespread in the second quarter as different governments struggled to contain the spread of the virus. The automotive sector is the primary market for our fastener segment products and much of that sector was idled for an extended period of time during the second quarter when government-imposed restrictions were the most severe. While sales to automotive customers improved in the fourth quarter of 2020 compared to the prior quarter and the year earlier

quarter, such sales declined \$2,906,738, or 15.7% for the year. Similarly, sales to non-automotive customers improved in the fourth quarter, but declined \$1,475,066, or 14.1%, for the year. The rebound in sales in the fourth quarter, combined with the reduction in certain overhead expenses in the wake of pandemic-related shutdowns, resulted in fastener segment gross margin of \$1,638,836 compared to \$794,076 in the year earlier quarter, an increase of \$844,760. The reduction in sales for the full year was the primary factor impacting gross margins for 2020. For the full year 2020, fastener segment gross margins were \$4,170,276 compared to \$4,652,353 in 2019, a decline of \$482,077.

Assembly equipment segment revenues were \$933,111 in the fourth quarter of 2020, compared to \$900,020 in the fourth quarter of 2019, an increase of \$33,091, or 3.7%. The increase was due to improved machine sales which offset declines in parts and tool sales during the quarter. For the full year 2020, assembly equipment segment revenues were \$2,982,790, compared to \$3,883,335 reported in 2019, a decline of \$900,545, or 23.2%. The year to date decline was primarily due to the broad impact of the COVID-19 pandemic that dramatically reduced demand in the second and third quarters. Gross margins improved in the fourth quarter of 2020 to \$255,296 from \$90,954 in the fourth quarter of 2019, due in part to 2020 revenue being more heavily weighted toward higher margin machine sales and due to the disposal of certain excess inventory items in 2019. For the full year, assembly equipment segment gross margins declined, along with sales, to \$744,926 from \$1,092,177.

Selling and administrative expenses were \$4,998,216 in 2020 compared to \$5,252,946 in 2019, a decline of \$254,730, or 4.8%. The decline was primarily due to a \$214,000 reduction in salaries and benefits necessitated by the pandemic and a commission expense reduction of \$117,000 related to lower sales in 2020. These reductions were partially offset by consulting expenses of \$124,000 related to an ERP system conversion that was completed at one of our locations during the year. As a percentage of net sales, selling and administrative expenses were 18.1% in 2020 compared to 16.0% in 2019.

Other income was \$148,464 in 2020 compared to \$191,730 in 2019. Other income is primarily comprised of interest income which declined during the year due to lower interest rates.

The Company's effective income tax rates were 22.9% and 21.2% in 2020 and 2019, respectively.



# Management's Report

(Continued)

## DIVIDENDS

In determining to pay dividends, the Board considers current profitability, the outlook for longer-term profitability, known and potential cash requirements and the overall financial condition of the Company. At the onset of the COVID-19 pandemic, the Company reduced the regular quarterly dividend from \$0.22 per share to \$0.10 per share. The Company paid four regular quarterly dividends totaling \$0.52 per share during 2020. On February 22, 2021, the Board of Directors declared a regular quarterly dividend of \$0.22 per share, restoring the dividend to the pre-pandemic amount. This dividend will be payable March 19, 2021 to shareholders of record on March 5, 2021. This continues the uninterrupted record of consecutive quarterly dividends paid by the Company to its shareholders that extends over 87 years.

## PROPERTY, PLANT AND EQUIPMENT

Total capital expenditures in 2020 were \$824,136. Fastener segment additions accounted for \$614,835 of the total, including \$410,114 for cold heading and screw machine equipment, \$97,908 for inspection equipment and \$40,000 for equipment to perform secondary operations on parts. The remaining \$66,813 fastener segment additions consisted of parts cleaning and loading equipment. Assembly equipment segment additions in 2020 were \$13,924 for production equipment. Investments for the benefit of both operating segments, primarily for building improvements, totaled \$195,377 during 2020.

Capital expenditures during 2019 totaled \$1,802,914. The fastener segment accounted for \$1,522,541 of the total, including cold heading and screw machine equipment additions of \$567,963, secondary processing equipment of \$631,089, quality control equipment additions of \$268,468 and \$46,066 for general plant equipment. The remainder of the fastener segment additions relate to technology equipment. Assembly equipment segment additions totaled \$233,697, primarily for production equipment. Additional investments of \$46,676 were made in 2019 for building improvements and office equipment that benefit both operating segments.

Depreciation expense amounted to \$1,347,305 in 2020 and \$1,382,235 in 2019.

## LIQUIDITY AND CAPITAL RESOURCES

Working capital at December 31, 2020 was approximately \$16.6 million, an increase of \$0.1 million from the beginning of the year. The net change was primarily due to increases in accounts receivable and inventory of \$0.6 million and \$0.2 million, respectively, which were only partially offset by a reduction in cash, cash

equivalents and certificates of deposit of \$0.7 million. The Company's investing activities in 2020 included the net maturities of certificates of deposit of \$1.8 million, due to the near-zero interest rates brought on in response to the COVID-19 pandemic, and capital expenditures of \$0.8 million. The only financing activity during 2020 was the payment of approximately \$0.5 million in dividends. The Company's holdings in cash, cash equivalents and certificates of deposit amounted to \$7.3 million at the end of 2020.

Management believes that current cash, cash equivalents and operating cash flow will be sufficient to provide adequate working capital for the next twelve months.

## Off-Balance Sheet Arrangements

The Company has not entered into, and has no current plans to enter into, any off-balance sheet financing arrangements.

## APPLICATION OF CRITICAL ACCOUNTING POLICIES

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the amounts of revenue and expenses during the reporting period. A summary of critical accounting policies can be found in Note 1 of the financial statements.

## NEW ACCOUNTING STANDARDS

The Company's financial statements and financial condition were not, and are not expected to be, materially impacted by new, or proposed, accounting standards. A summary of recent accounting pronouncements can be found in Note 1 of the financial statements.

## OUTLOOK FOR 2021

After overcoming the worst period of the pandemic in the second quarter, the second half of 2020 results were more positive than those of the year earlier period which were negatively impacted by protracted trade disputes and slowing automotive sales. While the overall results in 2020 were heavily impacted by the global pandemic, the recent introduction of vaccines to guard against the worst effects of the virus offer hope of a return to more normal activities throughout the economy that could spur a broader economic recovery.

# Management's Report

(Continued)



As we begin 2021, both our fastener segment and our assembly equipment segment have recently seen improved demand. However, both segments face challenges in the form of higher prices for raw materials, increased wages related to a tight labor market and sporadic supply chain disruptions that started during the pandemic. These factors, as well as the uncertainties that COVID-19 still presents, are expected to continue to provide challenges in the near-term. As we face the challenges ahead, we will continue our efforts to improve operational efficiency and pursue opportunities to develop new customer relationships and build on existing ones in all the markets

we serve by emphasizing our experience, quality and customer service in a very competitive global marketplace.

While 2020 will likely be remembered for the COVID-19 pandemic and its impact on everyday life, it also marked Chicago Rivet's 100th year in existence. Such longevity is the result of the dedicated efforts of many people over the years, who consistently worked to exceed customer expectations related to quality, service and price. We are grateful for their contributions as well as for the loyalty of our customers and the support of our shareholders.

Respectfully,

Handwritten signature of Walter W. Morrissey in black ink.

Walter W. Morrissey  
Chairman

Handwritten signature of Michael J. Bourg in black ink.

Michael J. Bourg  
President

March 19, 2021

## FORWARD-LOOKING STATEMENTS

*This discussion contains certain "forward-looking statements" which are inherently subject to risks and uncertainties that may cause actual events to differ materially from those discussed herein. Factors which may cause such differences in events include those disclosed under "Risk Factors" in our Annual Report on Form 10-K and in the other filings we make with the United States Securities and Exchange Commission. These factors, include among other things: risk related to the COVID-19 pandemic and its related adverse effects, conditions in the domestic automotive industry, upon which we rely for sales revenue, the intense competition in our markets, the concentration of our sales with major customers, risks related to export sales, the price and availability of raw materials, supply chain disruptions, labor relations issues, losses related to product liability, warranty and recall claims, costs relating to environmental laws and regulations, information systems disruptions and the loss of the services of our key employees. Many of these factors are beyond our ability to control or predict. Readers are cautioned not to place undue reliance on these forward-looking statements. We undertake no obligation to publish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.*



## Consolidated Balance Sheets

| December 31   | 2020                | 2019                |
|---|---------------------|---------------------|
| <b>Assets</b>   |                     |                     |
| Current Assets  |                     |                     |
| Cash and Cash Equivalents .....   | \$ 2,567,731        | \$ 1,429,454        |
| Certificates of Deposit .....   | 4,733,000           | 6,574,000           |
| Accounts Receivable – Less allowances of \$170,000 and \$140,000 in<br>2020 and 2019, respectively .....                  | 5,163,450           | 4,609,314           |
| Inventories, net .....  | 5,153,294           | 4,951,177           |
| Prepaid Income Taxes .....  | 85,940              | 58,186              |
| Other Current Assets .....  | 383,772             | 427,192             |
| Total Current Assets .....  | 18,087,187          | 18,049,323          |
| Property, Plant and Equipment, net .....  | 13,150,884          | 13,674,053          |
| Total Assets .....  | <u>\$31,238,071</u> | <u>\$31,723,376</u> |
| <b>Liabilities and Shareholders' Equity</b>   |                     |                     |
| Current Liabilities   |                     |                     |
| Accounts Payable .....  | \$ 466,424          | \$ 490,580          |
| Accrued Wages and Salaries .....  | 482,008             | 629,972             |
| Other Accrued Expenses .....  | 322,968             | 349,069             |
| Unearned Revenue and Customer Deposits .....  | 249,498             | 152,644             |
| Total Current Liabilities .....   | 1,520,898           | 1,622,265           |
| Deferred Income Taxes, net .....  | 1,011,084           | 943,084             |
| Total Liabilities .....   | 2,531,982           | 2,565,349           |
| Commitments and Contingencies (Note 7)  |                     |                     |
| Shareholders' Equity  |                     |                     |
| Preferred Stock, No Par Value, 500,000 Shares Authorized: None<br>Outstanding .....                                       | —                   | —                   |
| Common Stock, \$1.00 Par Value, 4,000,000 Shares Authorized:<br>1,138,096 Shares Issued, 966,132 Shares Outstanding ..... | 1,138,096           | 1,138,096           |
| Additional Paid-in Capital .....  | 447,134             | 447,134             |
| Retained Earnings .....   | 31,042,957          | 31,494,895          |
| Treasury Stock, 171,964 Shares at cost .....  | (3,922,098)         | (3,922,098)         |
| Total Shareholders' Equity .....  | 28,706,089          | 29,158,027          |
| Total Liabilities and Shareholders' Equity .....  | <u>\$31,238,071</u> | <u>\$31,723,376</u> |

The accompanying notes are an integral part of the Consolidated Financial Statements.



## Consolidated Statements of Income

| For the Years Ended December 31           | 2020                | 2019         |
|---|---------------------|--------------|
| Net Sales .....                           | <b>\$27,590,653</b> | \$32,873,002 |
| Cost of Goods Sold .....                  | <b>22,675,451</b>   | 27,128,472   |
| Gross Profit .....                        | <b>4,915,202</b>    | 5,744,530    |
| Selling and Administrative Expenses ..... | <b>4,998,216</b>    | 5,252,946    |
| Operating Profit (Loss) .....             | <b>(83,014)</b>     | 491,584      |
| Other Income .....                        | <b>148,464</b>      | 191,730      |
| Income Before Income Taxes .....          | <b>65,450</b>       | 683,314      |
| Provision for Income Taxes .....          | <b>15,000</b>       | 145,000      |
| Net Income .....                          | <b>\$ 50,450</b>    | \$ 538,314   |
| Net Income Per Share .....                | <b>\$ 0.05</b>      | \$ 0.56      |

## Consolidated Statements of Shareholders' Equity

|   | Preferred Stock | Common Stock   |                    |                  | Additional Paid-In Capital | Retained Earnings | Treasury Stock, At Cost |                     | Total Shareholders' Equity |
|---|-----------------|----------------|--------------------|------------------|----------------------------|-------------------|-------------------------|---------------------|----------------------------|
|   |                 | Shares         | Amount             | Shares           |                            |                   | Amount                  |                     |                            |
| Balance, December 31, 2018 .....            | \$0             | 966,132        | \$1,138,096        | \$447,134        | \$32,096,617               | 171,964           | \$(3,922,098)           | \$29,759,749        |                            |
| Net Income .....                            |                 |                |                    |                  | 538,314                    |                   |                         | 538,314             |                            |
| Dividends Declared (\$1.18 per share) ..... |                 |                |                    |                  | (1,140,036)                |                   |                         | (1,140,036)         |                            |
| Balance, December 31, 2019 .....            | 0               | 966,132        | 1,138,096          | 447,134          | 31,494,895                 | 171,964           | (3,922,098)             | 29,158,027          |                            |
| Net Income .....                            |                 |                |                    |                  | 50,450                     |                   |                         | 50,450              |                            |
| Dividends Declared (\$0.52 per share) ..... |                 |                |                    |                  | (502,388)                  |                   |                         | (502,388)           |                            |
| <b>Balance, December 31, 2020 .....</b>     | <b>\$0</b>      | <b>966,132</b> | <b>\$1,138,096</b> | <b>\$447,134</b> | <b>\$31,042,957</b>        | <b>171,964</b>    | <b>\$(3,922,098)</b>    | <b>\$28,706,089</b> |                            |

The accompanying notes are an integral part of the Consolidated Financial Statements.



## Consolidated Statements of Cash Flows

| For the Years Ended December 31  | 2020                | 2019                |
|--|---------------------|---------------------|
| Cash Flows from Operating Activities:  |                     |                     |
| Net Income   | \$ 50,450           | \$ 538,314          |
| Adjustments to Reconcile Net Income to<br>Net Cash Provided by Operating Activities: |                     |                     |
| Depreciation and Amortization  | 1,347,305           | 1,382,235           |
| Gain on the Sale of Equipment  | —                   | (228)               |
| Deferred Income Taxes  | 68,000              | 22,000              |
| Changes in Operating Assets and Liabilities:   |                     |                     |
| Accounts Receivable, net   | (554,136)           | 919,993             |
| Inventories, net   | (202,117)           | 1,149,214           |
| Other Current Assets   | 15,666              | 103,530             |
| Accounts Payable   | (24,156)            | (569,651)           |
| Accrued Wages and Salaries   | (147,964)           | (71,462)            |
| Other Accrued Expenses   | (26,101)            | (126,904)           |
| Unearned Revenue and Customer Deposits   | 96,854              | (175,510)           |
| Net Cash Provided by Operating Activities  | <u>623,801</u>      | <u>3,171,531</u>    |
| Cash Flows from Investing Activities:  |                     |                     |
| Capital Expenditures   | (824,136)           | (1,802,914)         |
| Proceeds from the Sale of Equipment  | —                   | 5,000               |
| Proceeds from Certificates of Deposit  | 6,574,000           | 7,312,000           |
| Purchases of Certificates of Deposit   | (4,733,000)         | (6,823,000)         |
| Net Cash Provided by (Used in) Investing Activities                                  | <u>1,016,864</u>    | <u>(1,308,914)</u>  |
| Cash Flows from Financing Activities:  |                     |                     |
| Cash Dividends Paid  | (502,388)           | (1,140,036)         |
| Net Cash Used in Financing Activities  | <u>(502,388)</u>    | <u>(1,140,036)</u>  |
| Net Increase in Cash and Cash Equivalents  | 1,138,277           | 722,581             |
| Cash and Cash Equivalents:   |                     |                     |
| Beginning of Year  | 1,429,454           | 706,873             |
| End of Year  | <u>\$ 2,567,731</u> | <u>\$ 1,429,454</u> |
| Net Cash Paid (Refunds Received) for Income Taxes                                    | \$ (25,246)         | \$ 30,500           |

The accompanying notes are an integral part of the Consolidated Financial Statements.



# Notes to Consolidated Financial Statements

## 1 – Nature of Business and Significant Accounting Policies

**Nature of Business**—The Company operates in the fastener industry and is in the business of producing and selling rivets, cold-formed fasteners and parts, screw machine products, automatic rivet setting machines and parts and tools for such machines.

### A summary of the Company’s significant accounting policies follows:

**Principles of Consolidation**—The consolidated financial statements include the accounts of Chicago Rivet & Machine Co. and its wholly-owned subsidiary, H & L Tool Company, Inc. (“H & L Tool”). All significant intercompany accounts and transactions have been eliminated.

**Revenue Recognition**—Revenue is recognized when control of the promised goods or services is transferred to our customers, generally upon shipment of goods or completion of services, in an amount that reflects the consideration we expect to receive in exchange for those goods or services. Sales taxes we may collect concurrent with revenue producing activities are excluded from revenue. Revenue is recognized net of certain sales adjustments to arrive at net sales as reported on the statement of income. These adjustments primarily relate to customer returns and allowances, which vary over time. The Company records a liability and reduction in sales for estimated product returns based upon historical experience. If we determine that our obligation under warranty claims is probable and subject to reasonable determination, an estimate of that liability is recorded as an offset against revenue at that time. As of December 31, 2020 and 2019, reserves for warranty claims were not material. Cash received by the Company prior to shipment is recorded as unearned revenue. In 2020 and 2019 the company recognized revenue from such payments of \$151,944 and \$327,454, respectively, that was included in the unearned revenue balance at the beginning of the period. Shipping and handling fees billed to customers are recognized in net sales, and related costs as cost of sales, when incurred.

**Credit Risk**—The Company extends credit on the basis of terms that are customary within our markets to various companies doing business primarily in the automotive industry. The Company has a concentration of credit risk primarily within the automotive industry and in the Midwestern United States. The Company has established an allowance for accounts that may become uncollectible in the future. This estimated allowance is based primarily on management’s evaluation of the financial condition of the customer and historical experience. The Company monitors its accounts receivable and charges to expense an amount equal to its estimate of potential credit losses. The Company considers a number of factors in determining its estimates, including the length of time its trade accounts receivable are past due, the Company’s

previous loss history and the customer’s current ability to pay its obligation. Accounts receivable balances are charged off against the allowance when it is determined that the receivable will not be recovered.

**Cash and Cash Equivalents and Certificates of Deposit**—The Company considers all highly liquid investments, including certificates of deposit, with a maturity of three months or less when purchased to be cash equivalents. Certificates of deposit with an original maturity of greater than three months are separately presented at cost which approximates market value. The Company maintains cash on deposit in several financial institutions. At times, the account balances may be in excess of Federal Deposit Insurance Corporation insured limits.

**Fair Value of Financial Instruments**—The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, certificates of deposit, accounts receivable and accounts payable approximate fair value based on their short-term nature.

**Inventories**—Inventories are stated at the lower of cost or net realizable value, cost being determined by the first-in, first-out method. The value of inventories is reduced for estimated excess and obsolete inventories based on a review of on-hand inventories compared to historical and estimated future sales and usage.

**Property, Plant and Equipment**—Properties are stated at cost and are depreciated over their estimated useful lives using the straight-line method for financial reporting purposes. Accelerated methods of depreciation are used for income tax purposes. Direct costs related to developing or obtaining software for internal use are capitalized as property and equipment. Capitalized software costs are amortized over the software’s useful life when the software is placed in service. The estimated useful lives by asset category are:

| Asset category                       | Estimated useful life |
|--------------------------------------|-----------------------|
| Land improvements . . . . .          | 15 to 40 years        |
| Buildings and improvements . . . . . | 10 to 40 years        |
| Machinery and equipment . . . . .    | 5 to 18 years         |
| Capitalized software costs . . . . . | 3 to 5 years          |
| Other equipment . . . . .            | 3 to 10 years         |

The Company reviews the carrying value of property, plant and equipment for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. There were no triggering events requiring assessment of impairment as of December 31, 2020 and 2019.





When properties are retired or sold, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss on disposition is recognized in current operations. Maintenance, repairs and minor betterments that do not improve the related asset or extend its useful life are charged to operations as incurred.

**Income Taxes**—Deferred income taxes are determined under the asset and liability method. Deferred income taxes arise from temporary differences between the income tax basis of assets and liabilities and their reported amounts in the financial statements. Deferred taxes are shown on the balance sheet as a net long-term asset or liability.

The Company applies a comprehensive model for the financial statement recognition, measurement, classification and disclosure of uncertain tax positions. In the first step of the two-step process, the Company evaluates the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. In the second step, the Company measures the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. As of December 31, 2020 and 2019, the Company determined that there are no uncertain tax positions with a more than 50% likelihood of being realized upon settlement.

The Company classifies interest and penalties related to unrecognized tax benefits as a component of income tax expense. There were no such expenses in 2020 or 2019.

The Company's federal income tax returns for the 2017 through 2019 tax years are subject to examination by the Internal Revenue Service ("IRS"). While it may be possible that a reduction could occur with respect to the Company's unrecognized tax benefits as an outcome of an IRS examination, management does not anticipate any adjustments that would result in a material change to the results of operations or financial condition of the Company.

No statutes have been extended on any of the Company's federal income tax filings. The statute of limitations on the Company's 2017, 2018 and 2019 federal income tax returns will expire on September 15, 2021, 2022 and 2023, respectively.

The Company's state income tax returns for the 2017 through 2019 tax years are subject to examination by various state authorities with the latest closing period on October 31, 2023. The Company is currently not under examination by any state authority for income tax purposes and no statutes for state income tax filings have been extended.

**Segment Information**—The Company reports segment information based on the internal structure and reporting of the Company's operations.

**Net Income Per Share**—Net income per share of common stock is based on the weighted average number of shares outstanding of 966,132 in 2020 and 2019.

**Use of Estimates**—The preparation of financial statements in conformity with generally accepted accounting principles requires

management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and the accompanying notes. Significant items subject to estimates and assumptions include depreciable lives, deferred taxes and valuation allowances for accounts receivable and inventory obsolescence. Actual results could differ from those estimates.

**Recent Accounting Pronouncements**—In August 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2018-15, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract, which aligns the requirements for capitalizing implementation costs incurred in a cloud computing arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The guidance was effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years, with early adoption permitted. The guidance could be applied prospectively or retrospectively. We adopted this standard prospectively effective January 1, 2020. The impact of the standard on our consolidated financial statements and disclosures was not material.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments and in November 2018 issued an amendment, ASU 2018-19, Codification Improvements to Topic 326, Financial Instruments - Credit Losses. ASU 2016-13 amends the impairment model by requiring entities to use a forward-looking approach based on expected losses rather than incurred losses to estimate credit losses on certain types of financial instruments, including trade receivables. This may result in the earlier recognition of allowances for losses. ASU 2016-13 and ASU 2018-19 should be applied on either a prospective transition or modified-retrospective approach depending on the subtopic. ASU 2016-13 is effective for annual periods beginning after December 15, 2022, including interim periods within those fiscal years, with early adoption permitted. The Company believes that the most notable impact of this ASU relates to its processes around the assessment of the adequacy of its allowance for doubtful accounts on trade accounts receivable and is not expected to have a material impact on our consolidated financial statements.

In December 2019, the FASB issued ASU No. 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes. This standard addresses several specific areas of accounting for income taxes. The standard is effective for annual periods beginning after December 15, 2020, including interim periods within those fiscal years, with early adoption permitted. Portions of the standard are required to be adopted prospectively and certain aspects will be adopted using the modified retrospective approach. The impact of the standard on our consolidated financial statements and disclosures will depend on the transactions that occur subsequent to adoption, but is not expected to be material.

In October 2020, the FASB issued ASU 2020-10, Codification Improvements, which updates various codification topics by



clarifying or improving disclosure requirements for technical corrections and other minor improvements to generally accepted accounting principles. This guidance will be effective for annual periods beginning after December 15, 2020 for public business entities. The Company will adopt the ASU as of the reporting period beginning January 1, 2021. The Company does not expect the adoption of the standard to have a significant impact on the consolidated financial statements and disclosures.

## 2—Balance Sheet Details

|   | 2020                | 2019                 |
|---|---------------------|----------------------|
| Inventories:                              |                     |                      |
| Raw materials .....                       | \$ 2,245,709        | \$ 2,337,278         |
| Work in process .....                     | 1,410,868           | 1,201,099            |
| Finished goods .....                      | 2,096,717           | 1,869,800            |
|   | <u>5,753,294</u>    | <u>5,408,177</u>     |
| Valuation reserves .....                  | (600,000)           | (457,000)            |
|   | <u>\$ 5,153,294</u> | <u>\$ 4,951,177</u>  |
| Property, Plant and Equipment,<br>net:    |                     |                      |
| Land and improvements .....               | \$ 1,636,749        | \$ 1,636,749         |
| Buildings and improvements ...            | 8,534,317           | 8,331,804            |
| Machinery and equipment .....             | 35,194,944          | 35,037,010           |
| Capitalized software and<br>other .....   | 1,045,027           | 1,371,736            |
|   | <u>46,411,037</u>   | <u>46,377,299</u>    |
| Accumulated depreciation .....            | (33,260,153)        | (32,703,246)         |
|   | <u>\$13,150,884</u> | <u>\$ 13,674,053</u> |
| Other Accrued Expenses:                   |                     |                      |
| Profit sharing plan<br>contribution ..... | \$ 120,000          | \$ 175,000           |
| Property taxes .....                      | 84,570              | 83,475               |
| All other items .....                     | 118,398             | 90,594               |
|   | <u>\$ 322,968</u>   | <u>\$ 349,069</u>    |
| Allowance for Doubtful Accounts:          |                     |                      |
| Balance at beginning of year ...          | \$ 140,000          | \$ 140,000           |
| Charges to statement of<br>income .....   | 35,774              | 4,895                |
| Write-offs .....                          | (5,774)             | (4,895)              |
| Balance at end of year .....              | <u>\$ 170,000</u>   | <u>\$ 140,000</u>    |
| Inventory Valuation Reserves:             |                     |                      |
| Balance at beginning of year ...          | \$ 457,000          | \$ 579,000           |
| Charges to statement of<br>income .....   | 155,058             | (15,477)             |
| Write-offs .....                          | (12,058)            | (106,523)            |
| Balance at end of year .....              | <u>\$ 600,000</u>   | <u>\$ 457,000</u>    |

**3—Income Taxes**—The provision for income tax expense consists of the following:

|                | 2020             | 2019             |
|----------------|------------------|------------------|
| Current:       |                  |                  |
| Federal .....  | \$ (53,000)      | \$113,000        |
| State .....    | —                | 10,000           |
| Deferred ..... | 68,000           | 22,000           |
|                | <u>\$ 15,000</u> | <u>\$145,000</u> |

The following is a reconciliation of the statutory federal income tax rate to the actual effective tax rate:

|  | 2020            |             | 2019             |             |
|--|-----------------|-------------|------------------|-------------|
|  | Amount          | %           | Amount           | %           |
| Expected tax at                              |                 |             |                  |             |
| U.S. statutory rate .....                    | \$14,000        | 21.0        | \$143,000        | 21.0        |
| Permanent differences .....                  | 1,000           | 1.9         | (6,000)          | (1.0)       |
| State taxes, net of federal<br>benefit ..... | —               | —           | 8,000            | 1.2         |
| Income tax expense .....                     | <u>\$15,000</u> | <u>22.9</u> | <u>\$145,000</u> | <u>21.2</u> |

The deferred tax assets (liabilities) consist of the following:

|                                     | 2020                 | 2019                |
|-------------------------------------|----------------------|---------------------|
| Depreciation and amortization ..... | \$(1,295,804)        | \$(1,171,948)       |
| Inventory .....                     | 175,739              | 122,629             |
| Accrued vacation .....              | 70,787               | 74,385              |
| Allowance for doubtful accounts ... | 38,250               | 31,500              |
| Other, net .....                    | (56)                 | 350                 |
|                                     | <u>\$(1,011,084)</u> | <u>\$ (943,084)</u> |

Valuation allowances related to deferred taxes are recorded based on the “more likely than not” realization criteria. The Company reviews the need for a valuation allowance on a quarterly basis for each of its tax jurisdictions. A deferred tax valuation allowance was not required at December 31, 2020 or 2019.

**4—Profit Sharing Plan**—The Company has a noncontributory profit sharing plan covering substantially all employees. Total expenses relating to the profit sharing plan amounted to \$120,000 in 2020 and \$175,000 in 2019.

**5—Other Income**—consists of the following:

|                       | 2020             | 2019             |
|-----------------------|------------------|------------------|
| Interest income ..... | \$ 94,956        | \$144,730        |
| Other .....           | 53,508           | 47,000           |
|                       | <u>\$148,464</u> | <u>\$191,730</u> |





**6—Segment Information**—The Company operates in the United States in two business segments as determined by its products. The fastener segment, which comprises H & L Tool and the parent company's fastener operations, includes rivets, cold-formed fasteners and parts and screw machine products. The assembly equipment segment includes automatic rivet setting machines and parts and tools for such machines. Information by segment is as follows:

|                                      | Fastener     | Assembly Equipment | Other       | Consolidated      |
|--------------------------------------|--------------|--------------------|-------------|-------------------|
| <b>Year Ended December 31, 2020:</b> |              |                    |             |                   |
| Net sales                            | \$24,607,863 | \$2,982,790        | \$ —        | \$27,590,653      |
| Depreciation                         | 1,182,555    | 131,826            | 32,924      | 1,347,305         |
| Segment operating profit             | 1,531,933    | 513,250            | —           | 2,045,183         |
| Selling and administrative expenses  |              |                    | (2,128,197) | (2,128,197)       |
| Other income                         |              |                    | 148,464     | 148,464           |
| Income before income taxes           |              |                    |             | 65,450            |
| Capital expenditures                 | 614,835      | 13,924             | 195,377     | 824,136           |
| <b>Segment assets:</b>               |              |                    |             |                   |
| Accounts receivable, net             | 4,906,239    | 257,211            | —           | 5,163,450         |
| Inventories, net                     | 4,024,138    | 1,129,156          | —           | 5,153,294         |
| Property, plant and equipment, net   | 10,479,720   | 1,568,862          | 1,102,302   | 13,150,884        |
| Other assets                         | —            | —                  | 7,770,443   | 7,770,443         |
|                                      |              |                    |             | <u>31,238,071</u> |
| <b>Year Ended December 31, 2019:</b> |              |                    |             |                   |
| Net sales                            | \$28,989,667 | \$3,883,335        | \$ —        | \$32,873,002      |
| Depreciation                         | 1,217,174    | 126,430            | 38,631      | 1,382,235         |
| Segment operating profit             | 1,762,835    | 1,083,548          | —           | 2,846,383         |
| Selling and administrative expenses  |              |                    | (2,354,799) | (2,354,799)       |
| Other income                         |              |                    | 191,730     | 191,730           |
| Income before income taxes           |              |                    |             | 683,314           |
| Capital expenditures                 | 1,522,541    | 233,697            | 46,676      | 1,802,914         |
| <b>Segment assets:</b>               |              |                    |             |                   |
| Accounts receivable, net             | 4,313,185    | 296,129            | —           | 4,609,314         |
| Inventories, net                     | 3,985,883    | 965,294            | —           | 4,951,177         |
| Property, plant and equipment, net   | 11,047,439   | 1,686,764          | 939,850     | 13,674,053        |
| Other assets                         | —            | —                  | 8,488,832   | 8,488,832         |
|                                      |              |                    |             | <u>31,723,376</u> |

The Company does not allocate certain selling and administrative expenses for internal reporting, thus, no allocation was made for these expenses for segment disclosure purposes. Segment assets reported internally are limited to accounts receivable, inventory and long-lived assets. Certain long-lived assets of one plant location are allocated between the two segments based on estimated plant utilization, as this plant serves both fastener and assembly equipment activities. Other assets are not allocated to segments internally and to do so would be impracticable.

The following table presents revenue by segment, further disaggregated by end-market:

|                                      | Fastener            | Assembly Equipment | Consolidated        |
|--------------------------------------|---------------------|--------------------|---------------------|
| <b>Year Ended December 31, 2020:</b> |                     |                    |                     |
| Automotive                           | \$15,612,249        | \$ 136,899         | \$15,749,148        |
| Non-automotive                       | 8,995,614           | 2,845,891          | 11,841,505          |
| Total net sales                      | <u>\$24,607,863</u> | <u>\$2,982,790</u> | <u>\$27,590,653</u> |
| <b>Year Ended December 31, 2019:</b> |                     |                    |                     |
| Automotive                           | \$18,518,987        | \$ 193,517         | \$18,712,504        |
| Non-automotive                       | 10,470,680          | 3,689,818          | 14,160,498          |
| Total net sales                      | <u>\$28,989,667</u> | <u>\$3,883,335</u> | <u>\$32,873,002</u> |

The following table presents revenue by segment, further disaggregated by location:

|                                      | Fastener            | Assembly Equipment | Consolidated        |
|--------------------------------------|---------------------|--------------------|---------------------|
| <b>Year Ended December 31, 2020:</b> |                     |                    |                     |
| United States                        | \$20,743,296        | \$2,804,476        | \$23,547,772        |
| Foreign                              | 3,864,567           | 178,314            | 4,042,881           |
| Total net sales                      | <u>\$24,607,863</u> | <u>\$2,982,790</u> | <u>\$27,590,653</u> |
| <b>Year Ended December 31, 2019:</b> |                     |                    |                     |
| United States                        | \$24,626,317        | \$3,599,855        | \$28,226,172        |
| Foreign                              | 4,363,350           | 283,480            | 4,646,830           |
| Total net sales                      | <u>\$28,989,667</u> | <u>\$3,883,335</u> | <u>\$32,873,002</u> |

Sales to one customer in the fastener segment accounted for 14 percent of consolidated revenues during 2020 and 16 percent in 2019. The accounts receivable balance for this customer accounted for 17 and 18 percent of consolidated accounts receivable as of December 31, 2020 and 2019, respectively. Sales to a second customer in the fastener segment accounted for 12 percent of consolidated revenues during 2020 and 10 percent in 2019. The accounts receivable balance for this customer accounted for 15 and 13 percent of consolidated accounts receivable as of December 31, 2020 and 2019, respectively. Sales to a third customer were 10 percent of consolidated revenue in both 2020 and 2019. The accounts receivable balance for this customer accounted for 15 and 12 percent of consolidated accounts receivable as of December 31, 2020 and 2019, respectively.

**7—Commitments and Contingencies**—The Company recorded rent expense aggregating approximately \$23,000 and \$39,000 in 2020 and 2019, respectively. Total future minimum rentals at December 31, 2020 are not significant.

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



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**8—COVID-19**—In March 2020, the World Health Organization characterized the novel coronavirus (“COVID-19”) a pandemic and the President of the United States declared the COVID-19 outbreak a national emergency. The rapid spread of the virus and the evolving response domestically and internationally to combat it have had a significant negative impact on the global economy, including the automotive industry upon which we rely for sales. Beginning in March, most states issued executive orders which temporarily closed businesses deemed non-essential in an effort to prevent the spread of the coronavirus. Similar measures also took place in foreign markets we serve. As a result, our operations and the operations of our customers and suppliers have been adversely affected. Since some of our customers are classified as essential businesses and were allowed to continue to operate during this period, we were able to continue our operations, but at a significantly reduced level, in order to service those customers. Our automotive customers were particularly affected, as much of the sector was idled for an extended period of time during the second quarter due to employee safety concerns. While most shutdown orders were lifted late in the second quarter, various

work-related restrictions remained in place for some time. Due to the rapidly changing business environment and heightened degree of uncertainty resulting from COVID-19, we took measures to reduce expenses and conserve capital during this period, including reduced work schedules, delayed capital expenditures and a reduction in dividend payments. We have seen improved demand since government-imposed restrictions were relaxed. However, the timing of any broad economic recovery is uncertain and will likely be tied to the course of the pandemic. As we cannot predict the duration or scope of the COVID-19 pandemic, or its broader impact on the global economy, including the demand for automobiles, it is unknown how long COVID-19 restrictions will remain in place or what the impact of COVID-19 and its related effects will be on our business, results of operations or financial condition, but the impact could be material and last for an extended period of time.

**9—Subsequent Events**—On February 22, 2021, the Board of Directors declared a regular quarterly dividend of \$0.22 per share, or \$212,549, payable March 19, 2021 to shareholders of record on March 5, 2021.



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# Report of Independent Registered Public Accounting Firm

Shareholders and the Board of Directors of Chicago Rivet & Machine Co.  
Naperville, Illinois

## Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Chicago Rivet & Machine Co. (the “Company”) as of December 31, 2020 and 2019, the related consolidated statements of income, shareholders’ equity, and cash flows for the years then ended, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

## Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

## Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

*Crowe LLP*  
Crowe LLP

We have served as the Company’s auditor since 2014.

Oak Brook, Illinois  
March 19, 2021



## INFORMATION ON COMPANY'S COMMON STOCK

The Company's common stock is traded on the NYSE American (trading privileges only, not registered). The ticker symbol is CVR.

At December 31, 2020, there were approximately 140 shareholders of record.

The transfer agent and registrar for the Company's common stock is:

Continental Stock Transfer & Trust Company  
1 State Street, 30<sup>th</sup> Floor  
New York, New York 10004-1561

The following table shows the dividends declared and the quarterly high and low prices of the common stock for the last two years.

| Quarter      | Dividends Declared |         | Market Range   |                |         |         |
|--------------|--------------------|---------|----------------|----------------|---------|---------|
|              | 2020               | 2019    | 2020           |                | 2019    |         |
| First .....  | <b>\$0.22</b>      | \$0.52* | <b>\$27.01</b> | <b>\$18.00</b> | \$32.10 | \$26.80 |
| Second ..... | <b>0.10</b>        | 0.22    | <b>\$23.98</b> | <b>\$19.00</b> | \$30.02 | \$26.46 |
| Third .....  | <b>0.10</b>        | 0.22    | <b>\$22.00</b> | <b>\$19.50</b> | \$28.63 | \$25.85 |
| Fourth ..... | <b>0.10</b>        | 0.22    | <b>\$24.81</b> | <b>\$19.80</b> | \$28.84 | \$25.01 |

\* Includes an extra dividend of \$0.30 per share.

## BOARD OF DIRECTORS

**Walter W. Morrissey (e)**  
Chairman of the Board  
of the Company  
Attorney at Law  
Lillig & Thorsness, Ltd.  
Oak Brook, Illinois

**Michael J. Bourg (e)**  
President of the Company

**Kent H. Cooney (a) (c)**  
Private Investor  
Woodstock, Illinois

**Patricia M. Miller (n)**  
Chief Executive Officer  
Matrix 4, Inc.  
Woodstock, Illinois

**Kurt Moders (c)**  
President  
Kenmode Tool & Engineering, Inc.  
Algonquin, Illinois

**James W. Morrissey (e)**  
Attorney at Law  
Vedder Price P.C.  
Chicago, Illinois

**John C. Osterman (a) (e) (n)**  
Business Consultant  
Sugar Grove, Illinois

**John L. Showel (n)**  
Portfolio Manager  
Maggiore Fund I, LP  
Chicago, Illinois

(a) Member of Audit Committee  
(c) Member of Compensation Committee  
(e) Member of Executive Committee  
(n) Member of Nominating Committee

## CORPORATE OFFICERS

**Walter W. Morrissey**  
Chairman, Chief  
Executive Officer

**Michael J. Bourg**  
President, Chief Operating  
Officer and Treasurer

**Kimberly A. Kirhofer**  
Secretary

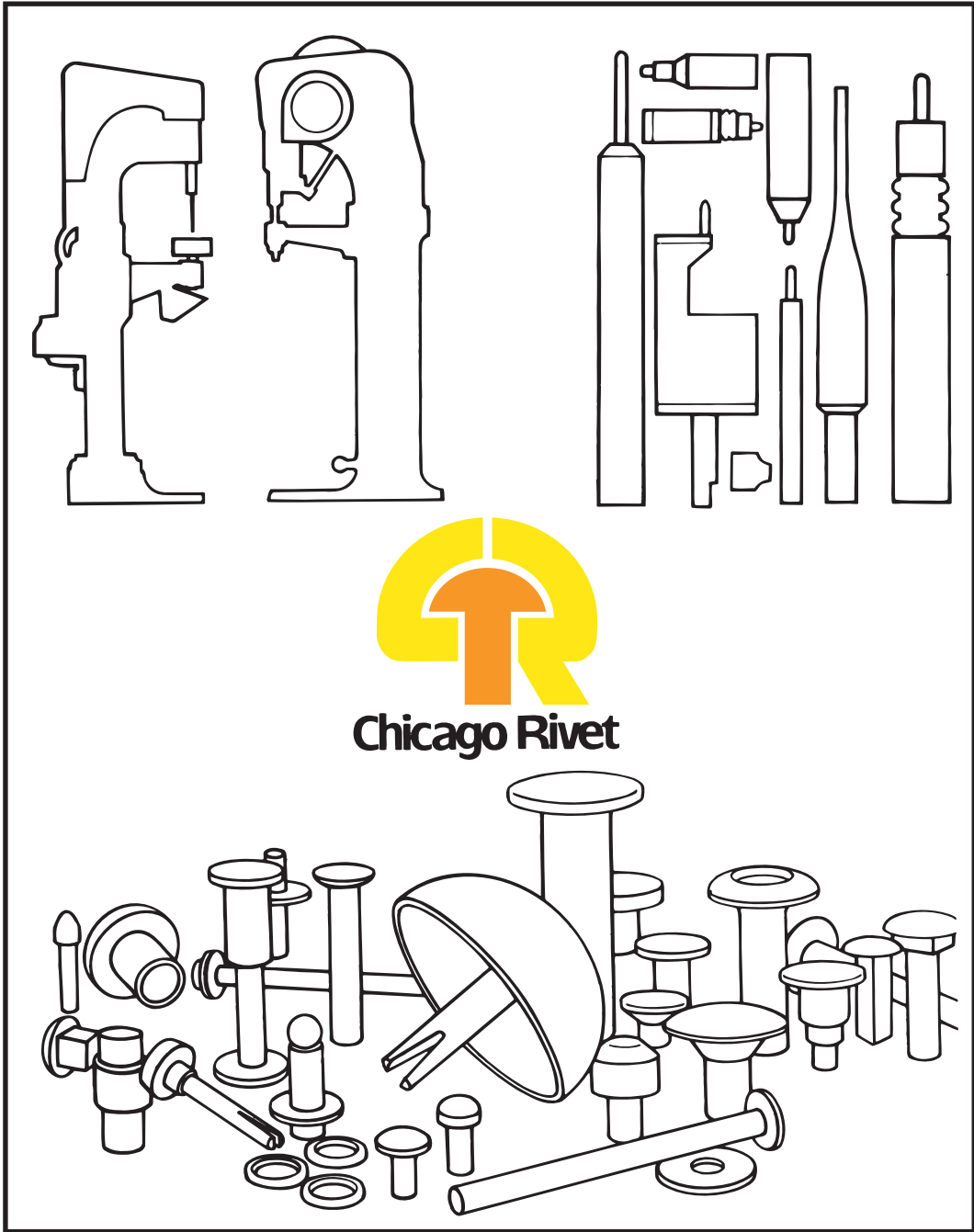
## CHICAGO RIVET & MACHINE CO.

**Administrative & Sales Offices**  
Naperville, Illinois  
Pembroke, Massachusetts

**Manufacturing Facilities**  
Albia Division  
Albia, Iowa

Tyrone Division  
Tyrone, Pennsylvania

H & L Tool Company, Inc.  
Madison Heights, Michigan



**Exhibit 21**

**CHICAGO RIVET & MACHINE CO.**

**SUBSIDIARIES OF THE REGISTRANT**

The Company's only subsidiary is H & L Tool Company, Inc., which is wholly-owned and is organized in the State of Illinois.

**Exhibit 31.1**

I, Walter W. Morrissey, certify that:

1. I have reviewed this annual report on Form 10-K of Chicago Rivet & Machine Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 19, 2021

/s/ Walter W. Morrissey

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Walter W. Morrissey  
Chief Executive Officer  
(Principal Executive Officer)

**Exhibit 31.2**

I, Michael J. Bourg, certify that:

1. I have reviewed this annual report on Form 10-K of Chicago Rivet & Machine Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 19, 2021

/s/ Michael J. Bourg

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Michael J. Bourg  
President, Chief Operating Officer and Treasurer  
(Principal Financial Officer)



**Exhibit 32.1**

**Certification Pursuant to  
18 U.S.C. Section 1350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 10-K of Chicago Rivet & Machine Co. (the “Company”) for the period ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Walter W. Morrissey, as Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Walter W. Morrissey

Name: Walter W. Morrissey  
Title: Chief Executive Officer  
(Principal Executive Officer)  
Date: March 19, 2021

**Exhibit 32.2**

**Certification Pursuant to  
18 U.S.C. Section 1350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 10-K of Chicago Rivet & Machine Co. (the “Company”) for the period ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael J. Bourg, as President, Chief Operating Officer and Treasurer of the Company, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael J. Bourg

Name: Michael J. Bourg  
Title: President, Chief Operating Officer  
and Treasurer (Principal Financial Officer)  
Date: March 19, 2021