CHICAGO RIVET & MACHINE CO
Form 10-K
March 23, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

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

For the fiscal year ended December 31, 2009

OR

o **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	**36-0904920**
(State of incorporation)	(I.R.S. Employer Identification Number)
901 Frontenac Road, Naperville, Illinois	**60563**
(Address of principal executive offices)	(Zip Code)

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

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock $1.00 Par Value (including Preferred Stock Purchase Rights)	NYSE Amex (Trading privileges only, not registered)

Securities registered pursuant to Section 12(g) of the Act: None

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

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 o No þ

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 þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes o No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. þ

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

Large accelerated filer o	Accelerated filer o	Non-accelerated filer o (Do not check if smaller reporting company)	Smaller reporting company þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No þ
The aggregate market value of common stock held by non-affiliates of the Company as of June 30, 2009 was $9,142,221.
As of March 22, 2010, 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, 2009 (the 2009 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 2010 Annual Meeting of Shareholders are incorporated by reference in Part III of this report.

CHICAGO RIVET & MACHINE CO.
YEAR ENDING DECEMBER 31, 2009

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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. For further discussion regarding the Company s operations and segments, see Note 6 of the financial statements which appears on page 10 of the Company s 2009 Annual Report to Shareholders. The 2009 Annual Report is filed as an exhibit to this report.

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. Information concerning backlog of orders is not considered material to the understanding of the Company s business due to relatively short production cycles. The level of business activity for the Company is closely related to the overall level of industrial activity in the United States. During 2009, sales to two customers exceeded 10% of the Company s consolidated revenues. Sales to Fisher & Company accounted for approximately 19% and 25% of the Company s consolidated revenues in 2009 and 2008, respectively. Sales to TI Group Automotive Systems Corporation accounted for approximately 15% of the Company s consolidated revenues in both 2009 and 2008.

The Company s business has historically been stronger during the first half of the year, although demand was greater in the second half of 2009 due to the improvement in economic conditions in the second 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. Prices for ferrous materials increased dramatically in 2008 before retreating late in the year as much of the world entered into a recession.

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, 2009, the Company employed 208 people.

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The Company has no foreign operations, and sales to foreign customers represent only a minor portion 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.

We are dependent on the domestic automotive industry.

Demand for our products is directly related to conditions in the domestic 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 domestic automotive industry is characterized by significant overcapacity, fierce competition and significant pension and health care liabilities, and automotive production in the United States has declined between 1999 and 2009. Certain domestic automakers and component suppliers, including several of our customers, are financially distressed, may become financially distressed or have filed for bankruptcy protection. In recent years, our gross margins have been negatively impacted in part due to the declines in domestic automotive production, and we have experienced increased accounts receivable write-offs as a result of bankruptcy filings by some of our customers. Conditions in the domestic automotive industry declined significantly during 2008, and worsened further in 2009 as the global recession took hold, resulting in a substantial decline in automobile sales. Continued weakness or any further decline in the domestic automotive industry 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 enjoy 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 two major customers.

Our sales to two customers in 2009 and 2008 constituted approximately 34% and 40% of our consolidated revenues, respectively. Sales to Fisher & Company accounted for approximately 19% and 25% of the Company s consolidated revenues in 2009 and 2008, respectively. Sales to TI Group Automotive Systems Corporation accounted for approximately 15% of the Company s consolidated revenues in both 2009 and 2008. 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.

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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. 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.

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.

We could be adversely impacted by our failure to comply with Section 404 of the Sarbanes-Oxley Act.

As a public company we are required to comply with the reporting obligations of the Exchange Act and will be required to comply with Section 404 of the Sarbanes-Oxley Act of 2002. If we fail to comply with the reporting obligations of the Exchange Act and Section 404 of the Sarbanes-Oxley Act, or if we fail to achieve and maintain adequate internal controls over financial reporting, our business, results of operations and financial condition, and investors confidence in us, could be materially adversely affected.

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 Amex (not registered, trading privileges only). The average daily trading volume for our common stock during 2009 was less than 2,000 shares per day, and on some days we have zero volume. 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

Not applicable.

ITEM 2 Properties

The Company s headquarters is located in Naperville, Illinois. It 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 currently maintains a small sales and engineering office in Norwell, Massachusetts in a leased facility. The Company also owns a facility in Jefferson, Iowa, that was formerly used in the fastener segment.

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 facilites 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

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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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Executive Officers of the Registrant

The names, ages and positions of all executive officers of the Company, as of March 15, 2010, 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.

Name and Age of Officer		Position	Years an Officer
John A. Morrissey	74	Chairman, Chief Executive Officer	29
Michael J. Bourg	47	President, Chief Operating Officer and Treasurer	11
Kimberly A. Kirhofer	51	Secretary	19

Mr. Morrissey has been Chairman of the Board of Directors of the Company since November 1979, and Chief Executive Officer since August 1981. He has been a director of the Company since 1968.

Mr. Bourg has been President, Chief Operating Officer and Treasurer of the Company since May 2006. He was Corporate Controller from December 1998 to November 2005. He became Vice President Finance in November 2005 and was named Executive Vice President in February 2006. He has been a director of the Company since May 2006.

Mrs. Kirhofer has been Secretary of the Company since August 1991, and was Assistant Secretary of the Company from February 1991 through August 1991. Prior to that, she held various administrative positions with the Company since May 1983.

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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 Amex (trading privileges only, not registered). As of February 20, 2010 there were approximately 220 shareholders of record of such stock. The information on the market price of, and dividends paid with respect to, the Company s common stock, set forth in the section entitled Information on Company s Common Stock which appears on page 12 of the 2009 Annual Report is incorporated herein by reference. The 2009 Annual Report is filed as an exhibit to this report. See Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations Dividends, for additional information about the Company s dividend policy.

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: conditions in the domestic automotive industry, upon which we rely for sales revenue, the intense competition in our markets, the concentration of our sales to two major customers, the price and availability of raw materials, labor relations issues, losses related to product liability, warranty and recall claims, costs relating to environmental laws and regulations, 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

Results for 2009 were negatively impacted by the severe economic crisis that existed throughout the year. The combination of a deep recession that began in 2008, high unemployment and tight credit markets caused sharply reduced demand in most of the markets we serve. The automotive market, upon which we rely for the majority of our revenue, was particularly hard hit as North American auto and truck production

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was 32 percent lower in 2009 than the year before and several high profile bankruptcies further weakened demand. These conditions contributed to the decline in sales of $7,127,928, or 25 percent, and resulted in a net loss of $1,282,751, or $1.33 per share, for the year.

Although overall results for 2009 were disappointing, we can report that our ongoing efforts to improve efficiencies and reduce costs have resulted in a lower breakeven point for operations. That, combined with an increase in sales of 19.8 percent, compared to the year earlier quarter, contributed to reporting a profit of $.03 per share for the fourth quarter of 2009.

2009 Compared to 2008

Economic conditions, which were weak at the close of 2008, worsened in early 2009 and had a dramatic impact on revenues in both the fastener and assembly equipment segments. Fastener segment revenues totaled $18,286,342 for the year, compared to $24,679,510 in 2008, a decline of 25.9 percent. This was largely due to the continued drop in domestic automotive production during the year, which reached its lowest level since 1982. During the first half of 2009, automotive production in North America declined over 50 percent compared to the same period of 2008. During that period, our fastener segment sales declined by 46.2 percent. Sales in this segment improved in the second half of the year by $2,817,140, or 36.4 percent, compared to the first six months of 2009 and also improved by 2.3 percent compared to the second half of 2008, when the recession started.

To offset the decline in demand, fastener segment payroll was reduced by more than 20 percent through reductions in hours worked and headcount. Additional savings were generated by reductions in all significant overhead categories, including tooling, containers, maintenance and supplies. While the drop in demand is partially responsible for these declines, a more rigorous quoting process for obtaining various services and supplies provided additional savings that should continue to provide benefits as demand improves. Although we were successful in our cost control efforts, it wasn t until demand improved late in the year that those savings became apparent in improved financial results compared to a year earlier. For the whole year period, the decline in sales was too severe to be offset by cost controls, resulting in a decline in fastener segment gross margin to $1,891,870, from $2,585,306 reported in 2008.

Assembly equipment segment revenues were $3,104,661 in 2009, a decline of $734,760, or 19.1 percent, compared to the $3,839,421 recorded in 2008. Demand for our products in this segment reflected the weakness in domestic manufacturing activity during 2009. Machine sales, which are included in this segment, are particularly sensitive to economic conditions, and we have seen our unit shipments and revenues decline as a result of the current environment. In response to the lower level of sales activity in 2009, we have taken steps to reduce and control expenses to better match customer demand, including reductions in staffing levels. The cumulative effect of these actions did not fully offset the effects of reduced volume and, as a result, the assembly equipment gross margin declined to $788,778 in 2009, from $1,101,401 in 2008.

Selling and administrative expenses were $4,762,284 in 2009, a decline of $423,503, or 8.2 percent, compared with 2008. Salaries and related benefits were reduced approximately $137,000 due to reduced headcount and benefit changes. Sales commissions declined $114,000 due to the lower sales level in 2009. Fees paid to directors were reduced by $65,000, reflecting a reduction in the number of directors and recognition of the overall results of the Company. Bad debt expense declined by $45,000, partially reversing a prior year increase of $66,000 that was related to write-offs and an increase in reserve in 2008. The balance of the net reduction includes lower expenses for various other items, including outside services, travel, office supplies and maintenance.

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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. During the second quarter of 2009, the regular quarterly dividend was reduced from $.18 to $.10 per share, due to prevailing economic conditions and uncertainty with respect to the strength and timing of any future economic recovery, especially within the automotive sector upon which we rely for the majority of our revenue. The total distribution for the year was $.48 per share. On February 15, 2010, your Board of Directors declared a regular quarterly dividend of $.10 per share, payable March 19, 2010 to shareholders of record on March 5, 2010. This continues the uninterrupted record of consecutive quarterly dividends paid by the Company to its shareholders that extends over 76 years.

PROPERTY, PLANT AND EQUIPMENT

Total capital expenditures in 2009 were $448,177. Fastener segment additions totaled $443,643, which included: $115,000 for cold heading and screw machine equipment, $92,000 for various equipment that expanded our secondary processing capabilities, $63,000 for inspection and other quality related equipment, and the balance for general plant and material handling equipment. The majority of these additions were acquired in the used equipment market as economic conditions created opportunities to expand our capabilities at favorable prices. Assembly equipment segment additions were $4,534, for building improvements.

Capital expenditures during 2008 totaled $373,183, of which $358,148 was invested in equipment for our fastener operations. Electrical system upgrades account for $103,000 of the additions. Inspection equipment comprises $72,000 of the total, while vehicle purchases account for an additional $86,000. The remaining $97,000 of fastener segment additions related to miscellaneous items, including conveyors and waste treatment equipment. Assembly equipment segment additions totaled $15,035, for a new vertical mill.

Depreciation expense amounted to $1,028,610 in 2009 and $1,075,796 in 2008.

LIQUIDITY AND CAPITAL RESOURCES

Working capital at December 31, 2009 was $14.1 million, a reduction of $1.3 million from the beginning of the year. Due to the dramatic drop in customer demand experienced during most of 2009, inventories were aggressively reduced by $1.3 million. Improved sales in the fourth quarter of 2009 compared to the year earlier period accounts for the $.5 million increase in accounts receivable since the beginning of the year. Offsetting the increase in accounts receivable is a similar increase in accounts payable as purchasing activity increased late in the year to meet improved customer demand. The Company s holdings in cash, cash equivalents and certificates of deposit amounted to $7 million at the end of 2009, declining from approximately $7.6 million held at the beginning of the year. The Company s investing activities in 2009 consisted of capital expenditures of $.4 million and a net investment in certificates of deposit of $.4 million. The only financing activity during 2009 was the payment of $.5 million in dividends.

Off-Balance Sheet Arrangements

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

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

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 2010

As we begin 2010, the worst of the economic crisis appears to be behind us, but current conditions remain challenging. Credit markets today are functioning very differently compared to two years ago, which has had a dampening effect on demand for equipment and has caused many companies to keep inventory at relatively low levels. While we are pleased to report a return to profitability in the fourth quarter, we remain cautious as the economic recovery struggles to remain on track. Demand from our automotive customers, in particular, is likely to remain restrained while unemployment remains at current levels or until consumer confidence improves.

We have made significant changes to our operations due to the difficult environment that has existed in the last two years, and we will continue to look for additional improvements while pursuing profitable opportunities. The best opportunity to further improve our bottom line performance rests with our ability to grow revenues. During 2009, we were able to add to our customer base, which along with an improving economy, should aid our top line growth in 2010. As always, we face intense competition in the marketplace and expect customers will continue to demand higher quality and lower prices as their own operations look to recover from recent setbacks. We will continue our efforts to increase sales revenues in all markets we serve by emphasizing value over price and excellent customer service as well as our sound financial condition, which provides our customers with a stable sourcing alternative in uncertain times.

We gratefully acknowledge our dedicated workforce that has met the challenges of the worst economic disruption since the Great Depression, the loyalty of our customers and the continuing 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 sections entitled Consolidated Financial Statements and Financial Statement Schedule which appear on pages 17 through 20 of this report.

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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) of the Exchange Act. 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, 2009, based on 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, 2009.

This annual report does not include an attestation report of the Company s registered public accounting firm regarding internal control over financial reporting. Management s report was not subject to attestation by the Company s registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management s report in this annual report.

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, 2009 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

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PART III

ITEM 10 Directors, Executive Officers and Corporate Governance

The information in the Company s 2010 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 (ii) in the third paragraph in Additional Information Concerning the Board of Directors and Committees and (iii) in Section 16(a) Beneficial Ownership Reporting Compliance is incorporated herein by reference. The 2010 Proxy Statement is to be filed with the Securities and Exchange Commission in connection with the Company s 2010 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 Executive Officers of the Registrant.

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 2010 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 Edward L. Chott, William T. Divane, Jr. and George P. Lynch.

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

The information set forth in the Company s 2010 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 2010 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 2010 Proxy Statement in Ratification of Selection of Independent Auditor Audit and Non-Audit Fees is incorporated herein by reference.

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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 17 of this report.

2. Financial statement schedule and supplementary information required to be submitted:

   See the section entitled Financial Statement Schedule which appears on pages 18 through 20 of this report.

3. Exhibits:

   See the section entitled Exhibits which appears on page 21 of this report.

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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:

/s/ John A. Morrissey John A. Morrissey	Chairman of the Board of Directors, Chief Executive Officer (Principal Executive Officer) and Member of the Executive Committee March 23, 2010
/s/ Michael J. Bourg Michael J. Bourg	President, Chief Operating Officer, Treasurer (Principal Financial and Accounting Officer), Director and Member of the Executive Committee March 23, 2010
/s/ Edward L. Chott Edward L. Chott	Director, Member of the Audit Committee March 23, 2010
/s/ Kent H. Cooney Kent H. Cooney	Director, Member of the Audit Committee March 23, 2010
/s/ William T. Divane, Jr. William T. Divane	Director, Member of the Audit Committee March 23, 2010
/s/ George P. Lynch George P. Lynch	Director March 23, 2010
/s/ Walter W. Morrissey Walter W. Morrissey	Director, Member of the Executive Committee March 23, 2010

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CHICAGO RIVET & MACHINE CO.
CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements, together with the notes thereto and the report thereon of Grant Thornton LLP dated March 23, 2010, appearing on pages 4 to 11 of the accompanying 2009 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 2009 Annual Report is not to be deemed filed as part of this Form 10-K Annual Report.

Consolidated Financial Statements from 2009 Annual Report (Exhibit 13 hereto):

Consolidated Balance Sheets (page 4 of 2009 Annual Report)

Consolidated Statements of Operations (page 5 of 2009 Annual Report)

Consolidated Statements of Retained Earnings (page 5 of 2009 Annual Report)

Consolidated Statements of Cash Flows (page 6 of 2009 Annual Report)

Notes to Consolidated Financial Statements (pages 7, 8, 9, and 10 of 2009 Annual Report)

Report of Independent Registered Public Accounting Firm (page 11 of 2009 Annual Report)

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FINANCIAL STATEMENT SCHEDULE
2009 and 2008

The following financial statement schedule should be read in conjunction with the consolidated financial statements and the notes thereto in the 2009 Annual Report. Financial statement schedules not included herein have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

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Chicago Rivet & Machine Co.
Schedule II Valuation and Qualifying Accounts
For the Years Ended December 31, 2009 and 2008

Classification	Balance at Beginning of Year	Additions Charged to Expenses	Deductions(1)	Balance at End of Year
2009				
Allowance for doubtful accounts, returns and allowances	$165,000	$ 13,702	$ 23,702	$155,000
Inventory valuation allowance	$580,000	$316,065	$331,565	$564,500
2008				
Allowance for doubtful accounts, returns and allowances	$ 95,000	$ 58,715	$ (11,285)	$165,000
Inventory valuation allowance	$475,000	$385,166	$280,166	$580,000

(1) Accounts receivable written off are net of recoveries.

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Report of Independent Registered Public Accounting Firm on Financial Statement Schedule

To the Board of Directors and Shareholders
of Chicago Rivet & Machine Co.

We have audited in accordance with the standards of the Public Company Accounting Oversight Board (United States) the consolidated financial statements of Chicago Rivet & Machine Co. and subsidiary referred to in our report dated March 23, 2010, which is included in the 2009 Annual Report to Shareholders. Our audits of the basic financial statements included the financial statement schedule listed in the index appearing under Item 15(a)(2), which is the responsibility of the Company s management. In our opinion, this financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

Grant Thornton LLP
Chicago, Illinois
March 23, 2010

CHICAGO RIVET & MACHINE CO.

EXHIBITS
INDEX TO EXHIBITS

Exhibit Number		Page
3.1	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	
3.2	Amended and Restated By-Laws, as amended through August 17, 2009	22 46
4.1	Rights Agreement, dated December 3, 2009, between the Company and Continental Stock Transfer & Trust Company as Rights Agent. Incorporated by reference to the Company s report on Form 8-K, dated November 16, 2009. File number 0000-01227	
13*	Annual Report to Shareholders for the year ended December 31, 2009.	47 62
14	Code of Ethics for Principal Executive and Senior Financial Officers. Incorporated by reference to the Company s report on Form 10K, dated March 29, 2005. File number 0000-01227	
21	Subsidiaries of the Registrant.	63
31.1	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.	64
31.2	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.	65
32.1	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.	66
32.2	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.	67

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