

CHICAGO RIVET & MACHINE CO

Form 10-Q

May 09, 2011

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

**FORM 10-Q**

**(Mark One)**

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

**For the quarterly period ended March 31, 2011**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**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)

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

**901 Frontenac Road, Naperville, Illinois**  
(Address of Principal Executive Offices)

**60563**  
(Zip Code)

Registrant's Telephone Number, Including Area Code (630) 357-8500

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 and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 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  No

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

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

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

Yes  No

As of March 31, 2011, there were 966,132 shares of the registrant's common stock outstanding.



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## Item 1. Financial Statements.

CHICAGO RIVET & MACHINE CO.  
Condensed Consolidated Balance Sheets  
March 31, 2011 and December 31, 2010

| Assets   | March 31,<br>2011<br>(Unaudited) | December 31,<br>2010 |
|--|----------------------------------|----------------------|
| Current Assets:  |                                  |                      |
| Cash and cash equivalents  | \$ 591,993                       | \$ 725,524           |
| Certificates of deposit  | 5,828,000                        | 6,380,000            |
| Accounts receivable, net of allowance of \$137,000 and \$135,000, respectively | 5,052,930                        | 4,017,081            |
| Inventories, net   | 4,800,527                        | 4,310,154            |
| Deferred income taxes  | 388,191                          | 394,191              |
| Prepaid income taxes   |                                  | 72,249               |
| Other current assets   | 322,361                          | 280,768              |
| <br>Total current assets   | <br>16,984,002                   | <br>16,179,967       |
| Property, Plant and Equipment:   |                                  |                      |
| Land and improvements  | 1,250,875                        | 1,250,875            |
| Buildings and improvements   | 6,424,597                        | 6,354,014            |
| Production equipment and other   | 28,238,501                       | 28,019,687           |
|  | 35,913,973                       | 35,624,576           |
| Less accumulated depreciation  | 28,374,059                       | 28,145,698           |
| <br>Net property, plant and equipment  | <br>7,539,914                    | <br>7,478,878        |
| <br>Total assets   | <br>\$ 24,523,916                | <br>\$ 23,658,845    |

See Notes to the Condensed Consolidated Financial Statements

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CHICAGO RIVET & MACHINE CO.  
Condensed Consolidated Balance Sheets  
March 31, 2011 and December 31, 2010

|   | March 31,<br>2011<br>(Unaudited) | December 31,<br>2010 |
|---|----------------------------------|----------------------|
| Liabilities and Shareholders' Equity  |                                  |                      |
| Current Liabilities:  |                                  |                      |
| Accounts payable  | \$ 1,561,861                     | \$ 748,781           |
| Accrued wages and salaries  | 574,297                          | 405,604              |
| Other accrued expenses  | 251,016                          | 312,123              |
| Unearned revenue and customer deposits  | 65,017                           | 84,698               |
| Total current liabilities   | 2,452,191                        | 1,551,206            |
| Deferred income taxes   | 708,275                          | 745,275              |
| Total liabilities   | 3,160,466                        | 2,296,481            |
| Commitments and contingencies (Note 4)  |                                  |                      |
| Shareholders' Equity:   |                                  |                      |
| Preferred stock, no par value, 500,000 shares authorized: none 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   | 23,700,318                       | 23,699,232           |
| Treasury stock, 171,964 shares at cost  | (3,922,098)                      | (3,922,098)          |
| Total shareholders' equity  | 21,363,450                       | 21,362,364           |
| Total liabilities and shareholders' equity  | \$ 24,523,916                    | \$ 23,658,845        |

See Notes to the Condensed Consolidated Financial Statements

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CHICAGO RIVET & MACHINE CO.  
Condensed Consolidated Statements of Operations  
For the Three Months Ended March 31, 2011 and 2010  
(Unaudited)

|                                     | 2011         | 2010         |
|-------------------------------------|--------------|--------------|
| Net sales                           | \$ 7,814,368 | \$ 6,761,393 |
| Cost of goods sold                  | 6,369,860    | 5,495,530    |
| Gross profit                        | 1,444,508    | 1,265,863    |
| Selling and administrative expenses | 1,283,015    | 1,233,835    |
| Operating profit                    | 161,493      | 32,028       |
| Other income:                       |              |              |
| Interest income                     | 11,929       | 13,241       |
| Other income                        | 3,600        | 3,600        |
| Income before income taxes          | 177,022      | 48,869       |
| Provision for income taxes          | 60,000       | 15,000       |
| Net income                          | \$ 117,022   | \$ 33,869    |
| Average common shares outstanding   | 966,132      | 966,132      |
| Per share data:                     |              |              |
| Net income per share                | \$ 0.12      | \$ 0.04      |
| Cash dividends declared per share   | \$ 0.12      | \$ 0.10      |

See Notes to the Condensed Consolidated Financial Statements

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CHICAGO RIVET & MACHINE CO.  
 Condensed Consolidated Statements of Retained Earnings  
 For the Three Months Ended March 31, 2011 and 2010  
 (Unaudited)

|  | 2011          | 2010          |
|--|---------------|---------------|
| Retained earnings at beginning of period   | \$ 23,699,232 | \$ 23,498,982 |
| Net income   | 117,022       | 33,869        |
| Cash dividends declared in the period; \$.12 per share in 2011 and \$.10 per share in 2010 | (115,936)     | (96,613)      |
| Retained earnings at end of period   | \$ 23,700,318 | \$ 23,436,238 |

See Notes to the Condensed Consolidated Financial Statements

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CHICAGO RIVET & MACHINE CO.  
Condensed Consolidated Statements of Cash Flows  
For the Three Months Ended March 31, 2011 and 2010  
(Unaudited)

|   | 2011        | 2010        |
|---|-------------|-------------|
| Cash flows from operating activities:   |             |             |
| Net income  | \$ 117,022  | \$ 33,869   |
| Adjustments to reconcile net income to net cash used in operating activities: |             |             |
| Depreciation  | 243,244     | 245,730     |
| Net gain on disposal of equipment   | (1,990)     |             |
| Deferred income taxes   | (31,000)    | (45,000)    |
| Changes in operating assets and liabilities:                                  |             |             |
| Accounts receivable, net  | (1,035,849) | (420,752)   |
| Inventories, net  | (490,373)   | (614,883)   |
| Other current assets  | 30,656      | 6,198       |
| Accounts payable  | 749,714     | 354,022     |
| Accrued wages and salaries  | 168,693     | 276,436     |
| Other accrued expenses  | (61,107)    | (17,744)    |
| Unearned revenue and customer deposits  | (19,681)    | 40,457      |
| Net cash used in operating activities   | (330,671)   | (141,667)   |
| Cash flows from investing activities:   |             |             |
| Capital expenditures  | (240,914)   | (37,656)    |
| Proceeds from the sale of equipment   | 1,990       |             |
| Proceeds from certificates of deposit   | 850,000     | 2,450,000   |
| Purchases of certificates of deposit  | (298,000)   | (2,200,000) |
| Net cash provided by investing activities                                     | 313,076     | 212,344     |
| Cash flows from financing activities:   |             |             |
| Cash dividends paid   | (115,936)   | (96,613)    |
| Net cash used in financing activities   | (115,936)   | (96,613)    |
| Net decrease in cash and cash equivalents                                     | (133,531)   | (25,936)    |
| Cash and cash equivalents at beginning of period                              | 725,524     | 569,286     |
| Cash and cash equivalents at end of period                                    | \$ 591,993  | \$ 543,350  |
| Supplemental schedule of non-cash investing activities:                       |             |             |
| Capital expenditures in accounts payable                                      | \$ 63,366   | \$          |
| See Notes to the Condensed Consolidated Financial Statements                  |             |             |



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CHICAGO RIVET & MACHINE CO.  
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

1. In the opinion of the Company, the accompanying unaudited interim financial statements contain all adjustments necessary to present fairly the financial position of the Company as of March 31, 2011 (unaudited) and December 31, 2010 (audited) and the results of operations and changes in cash flows for the indicated periods. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted from these unaudited financial statements in accordance with applicable rules. Please refer to the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. The results of operations for the three month period ended March 31, 2011 are not necessarily indicative of the results to be expected for the year.

3. 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.

4. The Company is, from time to time, involved in litigation, including environmental claims and contract disputes, 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.

5. The Company's federal income tax returns for the 2008, 2009 and 2010 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 2008, 2009 and 2010 federal income tax returns will expire on September 15, 2012, 2013 and 2014, respectively.

The Company's state income tax returns for the 2008 through 2010 tax years remain subject to examination by various state authorities with the latest closing period on October 31, 2014. The Company is not currently under examination by any state authority for income tax purposes and no statutes for state income tax filings have been extended.

6. Inventories are stated at the lower of cost or net realizable value, cost being determined by the first-in, first-out method. A summary of inventories is as follows:

|                    | March 31,<br>2011 | December 31,<br>2010 |
|--------------------|-------------------|----------------------|
| Raw material       | \$ 1,964,906      | \$ 1,821,397         |
| Work-in-process    | 1,764,275         | 1,363,637            |
| Finished goods     | 1,558,946         | 1,641,720            |
|                    | 5,288,127         | 4,826,754            |
| Valuation reserves | (487,600)         | (516,600)            |
|                    | \$ 4,800,527      | \$ 4,310,154         |

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CHICAGO RIVET & MACHINE CO.  
 NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (Unaudited)

7. Segment Information The Company operates in two business segments as determined by its products. The fastener segment includes rivets, cold-formed fasteners 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<br>Equipment | Other     | Consolidated |
|-------------------------------------|--------------|-----------------------|-----------|--------------|
| Three Months Ended March 31, 2011:  |              |                       |           |              |
| Net sales                           | \$ 7,109,655 | \$ 704,713            |           | \$ 7,814,368 |
| Depreciation                        | 208,947      | 15,877                | 18,420    | 243,244      |
| Segment profit                      | 564,166      | 111,755               |           | 675,921      |
| Selling and administrative expenses |              |                       | (510,828) | (510,828)    |
| Interest income                     |              |                       | 11,929    | 11,929       |
| Income before income taxes          |              |                       |           | 177,022      |
| Capital expenditures                | 235,301      | 31,250                | 37,729    | 304,280      |
| Segment assets:                     |              |                       |           |              |
| Accounts receivable, net            | 4,717,467    | 335,463               |           | 5,052,930    |
| Inventories, net                    | 3,955,201    | 845,326               |           | 4,800,527    |
| Property, plant and equipment, net  | 5,726,679    | 1,113,867             | 699,368   | 7,539,914    |
| Other assets                        |              |                       | 7,130,545 | 7,130,545    |
|                                     |              |                       |           | 24,523,916   |
| Three Months Ended March 31, 2010:  |              |                       |           |              |
| Net sales                           | \$ 6,039,861 | \$ 721,532            |           | \$ 6,761,393 |
| Depreciation                        | 215,571      | 14,199                | 15,960    | 245,730      |
| Segment profit                      | 416,620      | 121,442               |           | 538,062      |
| Selling and administrative expenses |              |                       | (502,434) | (502,434)    |
| Interest income                     |              |                       | 13,241    | 13,241       |
| Income before income taxes          |              |                       |           | 48,869       |
| Capital expenditures                | 37,656       |                       |           | 37,656       |
| Segment assets:                     |              |                       |           |              |
| Accounts receivable, net            | 3,815,927    | 418,488               |           | 4,234,415    |
| Inventories, net                    | 3,331,706    | 1,037,113             |           | 4,368,819    |

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|                                    |           |         |           |            |
|------------------------------------|-----------|---------|-----------|------------|
| Property, plant and equipment, net | 5,946,584 | 986,770 | 665,047   | 7,598,401  |
| Other assets                       |           |         | 7,975,863 | 7,975,863  |
|                                    |           |         |           | 24,177,498 |

8. Subsequent Event On April 20, 2011, the Company completed the sale of its Jefferson, Iowa property that had formerly been used in its fastener operations, for a net gain of approximately \$140,000.

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## CHICAGO RIVET &amp; MACHINE CO.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Revenues for the first quarter of 2011 were \$7,814,368, an increase of \$1,052,975, or 15.6%, compared with the \$6,761,393 recorded in last year's first quarter. The increase in sales reflects the continued improvement in our operations, as well as growing confidence in the broader economy. The increase in revenue and continued emphasis on cost control measures have resulted in a net profit of \$117,022, or \$0.12 per share, compared to net income of \$33,869, or \$0.04 per share, in the first quarter of 2010.

Fastener segment revenues were \$7,109,655 in the first quarter of 2011, an increase of \$1,069,794, or 17.7%, from the \$6,039,861 reported in the first quarter of 2010. This marks the sixth consecutive quarter of increased sales for the fastener segment compared with the year earlier quarter. With the majority of such revenues derived from the automotive industry, the segment has benefited from improved domestic demand for autos and trucks during the current year. Raw material costs were higher in the first quarter compared to last year while other variable cost of sales items were little changed as a percentage of net sales due to cost control efforts. Fixed costs, while higher on an absolute dollar basis, accounted for a smaller percentage of net sales due to the higher level of sales achieved in the current year. The combination of higher sales and improved plant utilization offset higher raw material prices, contributing to an increase in segment gross margin of approximately \$193,000.

Assembly equipment segment revenues declined by \$16,819, or 2.3%, from \$721,532 in the first quarter of 2010 to \$704,713 in 2011. Machine shipments showed a slight improvement over the first quarter of 2010, however, tools and machine parts sales declined by a greater amount, resulting in a net decline. Cost of sales components were little changed, individually or by category, from the year earlier period with higher raw material prices accounting for the largest negative component of change. As a result of the net decline in sales and smaller decline in cost of sales, segment margins were \$14,000 lower in the first quarter of 2011 than in 2010.

Selling and administrative expenses during the first quarter of 2011 were \$1,283,015, an increase of \$49,180, or 4%, compared to the first quarter of 2010. The increase is primarily due to a \$20,000 increase in commissions related to higher sales, and a \$15,000 increase in profit sharing expense related to improved operating results. Compared to net sales, selling and administrative expenses for the quarter declined from 18.2% in 2010 to 16.4% in 2011.

Working capital amounted to \$14.5 million as of March 31, 2011, a decline of \$.1 million from the beginning of the current year. The largest component of the net change in the first quarter was accounts receivable, which increased by \$1 million primarily due to the greater sales activity during the quarter, especially in the final month, compared to the fourth quarter of 2010. Largely offsetting this change was an increase of \$.8 million in accounts payable and \$.2 million in accrued salaries and wages since the beginning of the year. These balances are consistent with the level of activity during the quarter. Inventories increased by \$.5 million in the first quarter of 2011 due to increased production activity and higher prices for raw materials. Additionally, cash expenditures for capital items totaled \$.2 million during the first quarter. The net result of these changes and other cash flow items on cash and certificates of deposit was a decrease of \$.7 million, to \$6.4 million, as of March 31, 2011. Management believes that current cash, cash equivalents and operating cash flow will provide adequate working capital for the foreseeable future.

While we are pleased to report solid improvement in sales and profits in the first quarter of 2011, compared with the previous quarter and the first quarter of 2010, we are cautious in our outlook due to factors over which we have little influence, such as higher raw material prices and a sluggish economy. We are also mindful of the potential negative impact that disruptions in the automotive supply chain may have for our automotive customers due to the recent earthquake and related nuclear catastrophe in Japan. Even amidst these uncertainties, our sound financial condition allows us to continue to look for opportunities to profitably grow our revenues and improve our bottom line. We will continue to make adjustments to our activities which we feel are necessary based on conditions in our markets, while maintaining the high level of quality our customers demand.

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*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: 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, the loss of the services of our key employees and difficulties in achieving cost savings. 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.*

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CHICAGO RIVET & MACHINE CO.

Item 4. Controls and Procedures.

(a) 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 President, Chief Operating Officer and Treasurer 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.

(b) 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 fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II OTHER INFORMATION

Item 4. Exhibits

- 31 Rule 13a-14(a) or 15d-14(a) Certifications
- 31.1 Certification Pursuant to Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification Pursuant to Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Section 1350 Certifications
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CHICAGO RIVET & MACHINE CO.**

(Registrant)

Date: May 9, 2011

/s/ John A. Morrissey  
John A. Morrissey  
Chairman of the Board of Directors and  
Chief Executive Officer  
(Principal Executive Officer)

Date: May 9, 2011

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

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CHICAGO RIVET & MACHINE CO.  
EXHIBITS

INDEX TO EXHIBITS

| Exhibit<br>Number |   | Page |
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| 31                | Rule 13a-14(a) or 15d-14(a) Certifications  |      |
| 31.1              | Certification Pursuant to Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | 15   |
| 31.2              | Certification Pursuant to Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | 16   |
| 32                | Section 1350 Certifications   |      |
| 32.1              | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002      | 17   |
| 32.2              | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002      | 18   |