

BASSETT FURNITURE INDUSTRIES INC
Form 10-Q
March 28, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended February 24, 2018

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 No. 0-209

BASSETT FURNITURE INDUSTRIES, INCORPORATED

(Exact name of Registrant as specified in its charter)

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Virginia

54-0135270

(State or other jurisdiction

(I.R.S. Employer

of incorporation or organization)

Identification No.)

3525 Fairystone Park Highway

Bassett, Virginia 24055

(Address of principal executive offices)

(Zip Code)

(276) 629-6000

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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, 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	Accelerated filer	<u>☒</u>
Non-accelerated filer	(Do not check if a smaller reporting company)	
	Smaller reporting company	☐
	Emerging growth company	☐

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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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes _____ No ☒ _____

At March 21, 2018, 10,755,292 shares of common stock of the Registrant were outstanding.

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BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND RETAINED EARNINGS

FOR THE PERIODS ENDED FEBRUARY 24, 2018 AND FEBRUARY 25, 2017 – UNAUDITED

(In thousands except per share data)

	Quarter Ended	
	February 24, 2018	February 25, 2017
Sales revenue:		
Furniture and accessories	\$96,123	\$93,698
Logistics	14,149	12,194
Total sales revenue	110,272	105,892
Cost of furniture and accessories sold	43,269	41,898
Selling, general and administrative expenses excluding new store pre-opening costs	64,251	58,524
New store pre-opening costs	702	806
Income from operations	2,050	4,664
Other loss, net	(627)	(733)
Income before income taxes	1,423	3,931
Income tax expense	2,336	1,070
Net income (loss)	\$(913)	\$2,861
Retained earnings-beginning of period	139,378	129,388
Reclassification of certain tax effects from accumulated other comprehensive loss	545	-
Cash dividends	(1,183)	(1,071)
Retained earnings-end of period	\$137,827	\$131,178
Basic earnings (loss) per share	\$(0.09)	\$0.27

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Diluted earnings (loss) per share	<i>\$(0.09)</i>	<i>) \$0.27</i>
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Dividends per share	<i>\$0.11</i>	<i>\$0.10</i>
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The accompanying notes to condensed consolidated financial statements are an integral part of the condensed consolidated financial statements.

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PART I – FINANCIAL INFORMATION – CONTINUED

ITEM 1. FINANCIAL STATEMENTS

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

FOR THE PERIODS ENDED FEBRUARY 24, 2018 AND FEBRUARY 25, 2017 – UNAUDITED

(In thousands)

	Quarter Ended	
	February 24, 2018	February 25, 2017
Net income (loss)	\$(913)	\$ 2,861
Other comprehensive income:		
Amortization associated with Long Term Cash Awards (LTCA)	31	-
Income taxes related to LTCA	(8)	-
Amortization associated with supplemental executive retirement defined benefit plan (SERP)	76	94
Income taxes related to SERP	(19)	(36)
Other comprehensive income, net of tax	80	58
Total comprehensive income (loss)	\$(833)	\$ 2,919

The accompanying notes to condensed consolidated financial statements are an integral part of the condensed consolidated financial statements.

PART I – FINANCIAL INFORMATION – CONTINUED

ITEM 1. FINANCIAL STATEMENTS

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

FEBRUARY 24, 2018 AND NOVEMBER 25, 2017

(In thousands)

	(Unaudited)	
	February 24, 2018	November 25, 2017
<u>Assets</u>		
Current assets		
Cash and cash equivalents	\$ 24,310	\$ 53,949
Short-term investments	23,125	23,125
Accounts receivable, net	21,543	19,640
Inventories	63,669	54,476
Other current assets	9,610	8,192
Total current assets	142,257	159,382
Property and equipment, net	103,766	103,244
Deferred income taxes	6,183	8,393
Goodwill and other intangible assets	28,840	17,351
Other	5,619	5,378
Total long-term assets	40,642	31,122
Total assets	\$ 286,665	\$ 293,748
<u>Liabilities and Stockholders' Equity</u>		
Current liabilities		
Accounts payable	\$ 25,551	\$ 21,760
Accrued compensation and benefits	12,553	14,670
Customer deposits	26,943	27,107
Dividends payable	-	3,759
Current portion of long-term debt	425	3,405
Other accrued liabilities	12,773	12,655
Total current liabilities	78,245	83,356
Long-term liabilities		

Post employment benefit obligations	13,600	13,326
Notes payable	220	329
Other long-term liabilities	5,534	5,277
Total long-term liabilities	19,354	18,932

Stockholders' equity

Common stock	53,776	53,690
Retained earnings	137,827	139,378
Additional paid-in capital	499	962
Accumulated other comprehensive loss	(3,036)	(2,570)
Total stockholders' equity	189,066	191,460
Total liabilities and stockholders' equity	\$ 286,665	\$ 293,748

The accompanying notes to condensed consolidated financial statements are an integral part of the condensed consolidated financial statements.

PART I – FINANCIAL INFORMATION – CONTINUED

ITEM 1. FINANCIAL STATEMENTS

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE PERIODS ENDED FEBRUARY 24, 2018 AND FEBRUARY 25, 2017 – UNAUDITED

(In thousands)

	Quarter Ended	
	February 24, 2018	February 25, 2017
Operating activities:		
Net income (loss)	\$(913)	\$2,861
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	3,304	3,351
Loss on sale of property and equipment	36	-
Tenant improvement allowance received from lessors	500	-
Deferred income taxes	2,210	103
Other, net	488	413
Changes in operating assets and liabilities:		
Accounts receivable	(626)	110
Inventories	(5,440)	(1,915)
Other current assets	(1,382)	1,155
Customer deposits	(164)	977
Accounts payable and accrued liabilities	588	(4,978)
Net cash provided by (used in) operating activities	(1,399)	2,077
Investing activities:		
Purchases of property and equipment	(3,958)	(5,610)
Proceeds from sales of property and equipment	-	3
Cash paid for business acquisition	(15,556)	-
Acquisition of retail licensee store	-	(655)
Other	-	223
Net cash used in investing activities	(19,514)	(6,039)
Financing activities:		
Cash dividends	(4,942)	(4,290)
Proceeds from the exercise of stock options	-	221
Other issuance of common stock	84	-
Repurchases of common stock	(244)	(26)

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Taxes paid related to net share settlement of equity awards	(522)	(474)
Repayments of notes payable	(3,102)	(3,095)
Net cash used in financing activities	(8,726)	(7,664)
Change in cash and cash equivalents	(29,639)	(11,626)
Cash and cash equivalents - beginning of period	53,949	35,144
Cash and cash equivalents - end of period	\$24,310	\$23,518

The accompanying notes to condensed consolidated financial statements are an integral part of the condensed consolidated financial statements.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-UNAUDITED

FEBRUARY 24, 2018

(Dollars in thousands except share and per share data)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do *not* include all of the information and footnotes required by accounting principles generally accepted in the United States (“GAAP”) for complete financial statements. In our opinion, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included.

References to “ASC” included hereinafter refer to the Accounting Standards Codification established by the Financial Accounting Standards Board (“FASB”) as the source of authoritative GAAP.

The condensed consolidated financial statements include the accounts of Bassett Furniture Industries, Incorporated (“Bassett”, “we”, “our”, or the “Company”) and our wholly-owned subsidiaries of which we have a controlling interest. In accordance with ASC Topic 810, we have evaluated our licensees and certain other entities to determine whether they are variable interest entities (“VIEs”) of which we are the primary beneficiary and thus would require consolidation in our financial statements. To date we have concluded that *none* of our licensees nor any other of our counterparties represent VIEs.

Revenue from the sale of furniture and accessories is reported in the accompanying condensed consolidated statements of operations net of estimates for returns and allowances.

Revenues from logistical services are generated by our wholly-owned subsidiary, Zenith Freight Lines, LLC (“Zenith”). Sales of logistical services from Zenith to our wholesale and retail segments have been eliminated in consolidation, and Zenith’s operating costs and expenses are included in selling, general and administrative expenses in our condensed consolidated statements of operations.

Lane Venture Acquisition

On *December 21, 2017*, we purchased certain assets and assumed certain liabilities of Lane Venture from Heritage Home Group, LLC. Lane Venture is being operated as a component of our wholesale segment (see Note 3, Business Combinations). Results of operations for the Lane Venture business are included in our condensed consolidated statement of operations since the date of acquisition.

2. Interim Financial Presentation

All intercompany accounts and transactions have been eliminated in the condensed consolidated financial statements. The results of operations for the quarter ended *February 24, 2018* are *not* necessarily indicative of results for the full fiscal year. These interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form *10-K* for the year ended *November 25, 2017*.

Income Taxes and Impact of the Tax Cuts and Jobs Act

We calculate an anticipated effective tax rate for the year based on our annual estimates of pretax income and use that effective tax rate to record our year-to-date income tax provision. Any change in annual projections of pretax income could have a significant impact on our effective tax rate for the respective quarter.

On *December 22, 2017* the Tax Cuts and Jobs Act (the “Act”) was signed into law. The Act reduced the Federal statutory corporate income tax rate from 35% to 21% effective *January 1, 2018* for all corporate taxpayers, while most other provisions of the Act take effect for fiscal years beginning on or after *January 1, 2018*. Therefore, we will compute our income tax expense for fiscal 2018 using a blended Federal statutory rate of 22.2%. The 21% Federal statutory rate, as well as certain other provisions of the Act including the elimination of the domestic manufacturing deduction and new limitations on certain business deductions, will apply to our 2019 fiscal year and thereafter.

The Federal rate reduction has had a significant impact on our provision for income taxes for the quarter ended *February 24, 2018*. Our effective tax rate for the quarter ended *February 24, 2018* of 164.2% differs from the fiscal 2018 blended Federal statutory rate of 22.2% primarily due to a \$2,157 discrete charge arising from the re-measurement of our deferred tax assets. Other items impacting our effective tax rate for the quarter include the effects of state income taxes and various permanent differences including the favorable impacts of excess tax benefits on stock-based compensation of \$181 and the Section 199: Domestic Production Activities Deduction.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-UNAUDITED

FEBRUARY 24, 2018

(Dollars in thousands except share and per share data)

Given the significance of the legislation, the SEC staff issued Staff Accounting Bulletin *No. 118* (“SAB 118”), which allows registrants to record provisional amounts during a *one* year “measurement period” similar to that used when accounting for business combinations. Per SAB 118, the measurement period is deemed to have an earlier end date when the registrant has obtained, prepared and analyzed the information necessary to finalize its accounting. During the measurement period, impacts of the updated tax law are expected to be recorded at the time a reasonable estimate for all, or a portion, of the effects can be made, and provisional amounts can be recognized and adjusted as information becomes available, prepared or analyzed.

SAB 118 states, that at each reporting period, companies must disclose the effects of the Act for areas where accounting is complete, disclose provisional amounts (or adjustments to provisional amounts) for the effects of the Act for areas where accounting is *not* complete but a reasonable estimate has been determined, and confirm areas where a reasonable estimate of the effects cannot yet be made, and therefore taxes are reflected in accordance with law prior to the enactment of the Act.

As of *February 24, 2018*, we were still assessing the overall impact that the Act will have on our financial statements and related disclosures. Therefore, the charge for the re-measurement of our deferred tax assets was based on reasonable estimates and has been recorded as a provisional amount in accordance with SAB 118. We *may* alter our estimates during the remainder of fiscal 2018 as we continue to process data to finalize the underlying calculations and also analyze other provisions of the Act to determine if they will impact our effective tax rate in fiscal 2018 or in the future. We will continue to refine our adjustments through the permissible measurement period as described above.

Our effective tax rate for the quarter ended *February 25, 2017* of 27.2% differed from the federal statutory rate of 35% primarily due to the effects of state income taxes and various permanent differences including the favorable impacts of excess tax benefits on stock-based compensation of \$327 and the Section 199: Domestic Production Activities Deduction.

Adoption of Accounting Standards Update No. 2018-02

The Act has also had a significant impact on the income tax effect of pension costs included in our accumulated other comprehensive loss at *November 25, 2017* due to the reduction in Federal statutory rates. Therefore we have adopted Accounting Standards Update *2018-02* (see Note *13*, Recent Accounting Pronouncements) effective as of the beginning of fiscal *2018* and have elected to reclassify the income tax effects of the Act from accumulated other comprehensive loss to retained earnings. Accordingly, during the quarter ended *February 24, 2018* we reclassified \$545 of tax benefits associated with pension costs from accumulated other comprehensive loss to retained earnings.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-UNAUDITED

FEBRUARY 24, 2018

(Dollars in thousands except share and per share data)

3. Business Combinations

Acquisition of Lane Venture

On *December 21, 2017*, we purchased certain assets and assumed certain liabilities of Lane Venture from Heritage Home Group, LLC for \$15,556 in cash. Lane Venture is a manufacturer and distributor of premium outdoor furniture, and is now being operated as a component of our wholesale segment.

Under the acquisition method of accounting, the fair value of the consideration transferred was allocated to the tangible and intangible assets acquired and the liabilities assumed based on their estimated fair values as of the acquisition date with the remaining unallocated amount recorded as goodwill.

The allocation of the fair value of the acquired business was based on a preliminary valuation. Our estimates and assumptions are subject to change as we obtain additional information for our estimates during the measurement period (up to *one* year from the acquisition date). The primary areas of the preliminary allocation of the fair value of consideration transferred that are *not* yet finalized relate to the fair values of certain tangible and intangible assets acquired and the residual goodwill. The preliminary allocation of the \$15,556 all-cash purchase price to the acquired assets and liabilities of the Lane Venture business is as follows:

Allocation of the fair value of consideration
transferred:

Identifiable assets acquired:

Accounts receivable, net of reserve (Note 5)	\$1,357
Inventory, net of reserve (Note 6)	3,753
Prepaid expenses and other current assets	37

Intangible assets	7,360
Total identifiable assets acquired	12,507
Liabilities assumed:	
Accounts payable	(357)
Other accrued liabilities	(813)
Total liabilities assumed	(1,170)
Net identifiable assets acquired	11,337
Goodwill	4,219
Total net assets acquired	\$15,556

Goodwill was determined based on the residual difference between the fair value of the consideration transferred and the value assigned to the tangible and intangible assets and liabilities recognized in connection with the acquisition and is deductible for tax purposes. Among the factors that contributed to a purchase price resulting in the recognition of goodwill are the expected synergies arising from combining the Company's manufacturing and distribution capabilities with Lane Venture's position in the outdoor furnishings market, a segment of the market *not* previously served by Bassett.

A portion of the fair value of the consideration transferred has been provisionally assigned to identifiable intangible assets as follows:

Description:	Useful Life	Fair Value
	In Years	
Trade name	<i>Indefinite</i>	\$6,848
Customer relationships	9	512
Total acquired intangible assets		\$7,360

The finite-lived intangible asset is being amortized on a straight-line basis over its estimated useful life. The indefinite-lived intangible asset and goodwill are *not* amortized but will be tested for impairment annually or between annual tests if an indicator of impairment exists.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-UNAUDITED

FEBRUARY 24, 2018

(Dollars in thousands except share and per share data)

The fair values of consideration transferred and net assets acquired were determined using a combination of Level 2 and Level 3 inputs as specified in the fair value hierarchy in ASC 820, *Fair Value Measurements and Disclosures*. See Note 4.

Acquisition costs related to the Lane Venture acquisition totaled \$228 during the quarter ended *February 24, 2018* and are included in selling, general and administrative expenses in the condensed consolidated statements of operations. Approximately \$60 of additional acquisition costs related to Lane Venture are expected to be incurred during the remainder of fiscal 2018. The acquisition costs are primarily related to legal, accounting and valuation services.

The revenue of Lane Venture since *December 21, 2017* that is included in our condensed consolidated statement of operations for the quarter ended *February 24, 2018* was *not* material. Loss from operations for Lane Venture from the date of acquisition through *February 24, 2018* is \$426, or approximately \$0.03 per share net of income tax benefit, and includes the acquisition costs noted above. The pro forma results of operations for the acquisition of Lane Venture have *not* been presented because they are *not* material to our consolidated results of operations.

Retail Store Acquisition

During the quarter ended *February 25, 2017*, we acquired the operations of the Bassett Home Furnishings (“BHF”) store located in Columbus, Ohio for a purchase price of \$655. The store had been owned and operated by a licensee that had determined that continued ownership of a BHF store was *no* longer consistent with its future business objectives. We believe that Columbus, Ohio represents a viable market for a BHF store.

The purchase price was allocated as follows:

Inventory	\$343
Goodwill	312

Purchase price \$655

The inputs into our valuation of the acquired assets reflect our market assumptions and are *not* observable. Consequently, the inputs are considered to be Level 3 inputs as specified in the fair value hierarchy in ASC 820, *Fair Value Measurements and Disclosures*. See Note 4.

The pro forma impact of the acquisition and the results of operations for the Columbus store since acquisition are *not* material to our consolidated results of operations for the quarters ended *February 24, 2018* and *February 25, 2017*.

4. Financial Instruments and Fair Value Measurements

Financial Instruments

Our financial instruments include cash and cash equivalents, short-term investments in certificates of deposit, accounts receivable, cost method investments, accounts payable and notes payable/long-term debt. Because of their short maturities, the carrying amounts of cash and cash equivalents, short-term investments in certificates of deposit, accounts receivable, and accounts payable approximate fair value.

Investments

Our short-term investments of \$23,125 at both *February 24, 2018* and *November 25, 2017* consisted of certificates of deposit (CDs) with original terms averaging *ten* months, bearing interest at rates ranging from *0.10%* to *1.80%*. At *February 24, 2018*, the weighted average remaining time to maturity of the CDs was approximately *three* months and the weighted average yield of the CDs was approximately *1.27%*. Each CD is placed with a Federally insured financial institution and all deposits are within Federal deposit insurance limits. Due to the nature of these investments and their relatively short maturities, the carrying amount of the short-term investments at *February 24, 2018* and *November 25, 2017* approximates their fair value.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-UNAUDITED

FEBRUARY 24, 2018

(Dollars in thousands except share and per share data)

Fair Value Measurement

The Company accounts for items measured at fair value in accordance with ASC Topic 820, *Fair Value Measurements and Disclosures*. ASC 820's valuation techniques are based on observable and unobservable inputs. Observable inputs reflect readily obtainable data from independent sources, while unobservable inputs reflect our market assumptions. ASC 820 classifies these inputs into the following hierarchy:

Level 1 Inputs– Quoted prices for identical instruments in active markets.

Level 2 Inputs– Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are *not* active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Inputs– Instruments with primarily unobservable value drivers.

We believe that the carrying amounts of our current assets and current liabilities approximate fair value due to the short-term nature of these items. The recurring estimate of the fair value of our notes payable for disclosure purposes (see Note 8) involves Level 3 inputs. Our primary non-recurring fair value estimates typically involve business acquisitions (Note 3) which involve a combination of Level 2 and Level 3 inputs.

5. Accounts Receivable

Accounts receivable consists of the following:

	February 24, 2018	November 25, 2017
Gross accounts receivable	\$22,421	\$ 20,257
Allowance for doubtful accounts	(878)	(617)
Accounts receivable, net	\$21,543	\$ 19,640

Activity in the allowance for doubtful accounts for the *nine* months ended *February 24, 2018* was as follows:

	2018
Balance at November 25, 2017	\$617
Acquired allowance on accounts receivable (Note 3)	200
Additions charged to expense	80
Write-offs and other reductions	(19)
Balance at February 24, 2018	\$878

We believe that the carrying value of our net accounts receivable approximates fair value. The inputs into these fair value estimates reflect our market assumptions and are *not* observable. Consequently, the inputs are considered to be Level 3 as specified in the fair value hierarchy in ASC Topic 820, *Fair Value Measurements and Disclosures*. See Note 4.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-UNAUDITED

FEBRUARY 24, 2018

(Dollars in thousands except share and per share data)

6. Inventories

Inventories are valued at the lower of cost or net realizable value. Cost is determined for domestic furniture inventories using the last-in, *first-out* (LIFO) method. The costs for imported inventories and those applicable to Lane Venture are determined using the *first-in, first-out* (FIFO) method.

Inventories were comprised of the following:

	February 24, 2018	November 25, 2017
Wholesale finished goods	\$ 29,378	\$ 26,145
Work in process	443	388
Raw materials and supplies	15,782	11,808
Retail merchandise	28,203	26,173
Total inventories on first-in, first-out method	73,806	64,514
LIFO adjustment	(8,238)	(8,143)
Reserve for excess and obsolete inventory	(1,899)	(1,895)
	\$ 63,669	\$ 54,476

We estimate an inventory reserve for excess quantities and obsolete items based on specific identification and historical write-offs, taking into account future demand, market conditions and the respective valuations at LIFO. The need for these reserves is primarily driven by the normal product life cycle. As products mature and sales volumes decline, we rationalize our product offerings to respond to consumer tastes and keep our product lines fresh. If actual demand or market conditions in the future are less favorable than those estimated, additional inventory write-downs may be required. In determining reserves, we calculate separate reserves on our wholesale and retail inventories. Our wholesale inventories tend to carry the majority of the reserves for excess quantities and obsolete inventory due to the

nature of our distribution model. These wholesale reserves primarily represent design and/or style obsolescence. Typically, product is *not* shipped to our retail warehouses until a consumer has ordered and paid a deposit for the product. We do *not* typically hold retail inventory for stock purposes. Consequently, floor sample inventory and inventory for delivery to customers account for the majority of our inventory at retail. Retail reserves are based on accessory and clearance floor sample inventory in our stores and any inventory that is *not* associated with a specific customer order in our retail warehouses.

Activity in the reserves for excess quantities and obsolete inventory by segment are as follows:

	Wholesale Segment	Retail Segment	Total
Balance at November 25, 2017	\$ 1,618	\$ 277	\$ 1,895
Acquired reserve on inventory (Note 3)	400	-	400
Additions charged to expense	355	142	497
Write-offs	(788)	(105)	(893)
Balance at February 24, 2018	\$ 1,585	\$ 314	\$ 1,899

Our estimates and assumptions have been reasonably accurate in the past. We have *not* made any significant changes to our methodology for determining inventory reserves in 2018 and do *not* anticipate that our methodology is likely to change in the future.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-UNAUDITED

FEBRUARY 24, 2018

(Dollars in thousands except share and per share data)

7. Goodwill and Other Intangible Assets

Goodwill and other intangible assets consisted of the following:

	February 24, 2018		
	Gross	Accumulated	Intangible
	Carrying	Amortization	Assets,
	Amount		Net
Intangibles subject to amortization			
Customer relationships	\$3,550	\$ (634	) \$ 2,916
Technology - customized applications	834	(367	) 467
Total intangible assets subject to amortization	4,384	(1,001	) 3,383
Intangibles not subject to amortization:			
Trade names	9,338	-	9,338
Goodwill	16,119	-	16,119
Total goodwill and other intangible assets	\$29,841	\$ (1,001	) \$ 28,840

	November 25, 2017		
	Gross	Accumulated	Intangible
	Carrying	Amortization	Assets,
	Amount		Net
Intangibles subject to amortization			
Customer relationships	\$3,038	\$ (574	) \$ 2,464

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Technology - customized applications	834	(337	)	497
Total intangible assets subject to amortization	3,872	(911	)	2,961
Intangibles not subject to amortization:				
Trade names	2,490	-		2,490
Goodwill	11,900	-		11,900
Total goodwill and other intangible assets	\$18,262	\$ (911	)	\$ 17,351

Changes in the carrying amounts of goodwill by reportable segment during the quarters ended *February 24, 2018* were as follows:

	Wholesale	Retail	Logistics	Total
Balance as of November 25, 2017	\$ 5,045	\$1,926	\$ 4,929	\$11,900
Goodwill arising from acquisition of Lane Venture (Note 3)	4,219	-	-	4,219
Balance as of February 24, 2018	\$ 9,264	\$1,926	\$ 4,929	\$16,119

The goodwill recognized in connection with our acquisition of Lane Venture remains subject to future adjustments before the close of the measurement period in the *first* quarter of fiscal 2019. See Note 3, Business Combinations, for additional information regarding the acquisition of Lane Venture. There were *no* accumulated impairment losses on goodwill as of *February 24, 2018* or *November 25, 2017*.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

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Amortization expense associated with intangible assets during the quarters ended *February 24, 2018* and *February 25, 2017* was as follows:

	Quarter Ended February 24, 25, 2018 2017	
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Intangible asset amortization expense	\$90	\$ 80
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Estimated future amortization expense for intangible assets that exist at *February 24, 2018* is as follows:

Remainder of fiscal 2018	\$284
Fiscal 2019	379
Fiscal 2020	379
Fiscal 2021	379
Fiscal 2022	279
Fiscal 2023	259
Thereafter	1,424
Total	\$3,383

8. Notes Payable and Bank Credit Facility

Our notes payable consist of the following:

**February
24,**

2018

Real estate notes payable \$ 645
Less current portion (425)

Total long-term notes payable \$ 220

November 25, 2017

**Principal Unamortized Net
Carrying**

Balance Discount Amount

Zenith acquisition note payable \$3,000 \$ (13) \$ 2,987
Real estate notes payable 747 - 747

Total notes payable 3,747 (13) 3,734
Less current portion (3,418) 13 (3,405)

Total long-term notes payable \$329 \$ - \$ 329

The future maturities of our notes payable are as follows:

Remainder of fiscal 2018 \$316
Fiscal 2019 329
 \$645

Zenith Acquisition Note Payable

The final installment of the Zenith acquisition note was paid in full on *February 2, 2018*. Interest expense resulting from the amortization of the discount was \$13 and \$37 for the quarters ended *February 24, 2018* and *February 25, 2017*, respectively.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

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Real Estate Notes Payable

Certain of our retail real estate properties have been financed through commercial mortgages with outstanding principal totaling \$645 and \$747 at *February 24, 2018* and *November 25, 2017*, respectively. The mortgages bear interest at fixed rates of 6.73%. They are collateralized by the respective properties with net book values totaling approximately \$5,695 and \$5,727 at *February 24, 2018* and *November 25, 2017*, respectively. The current portion of these mortgages due within *one* year was \$425 and \$418 as of *February 24, 2018* and *November 25, 2017*, respectively.

Fair Value

We believe that the carrying amount of our notes payable approximates fair value at both *February 24, 2018* and *November 25, 2017*. In estimating the fair value, we utilize current market interest rates for similar instruments. The inputs into these fair value calculations reflect our market assumptions and are *not* observable. Consequently, the inputs are considered to be Level 3 as specified in the fair value hierarchy in ASC Topic 820, *Fair Value Measurements and Disclosures*. See Note 3.

Bank Credit Facility

Our credit facility with our bank provides for a line of credit of up to \$15,000. This credit facility, which matures in *December* of 2018, is unsecured and contains covenants requiring us to maintain certain key financial ratios. We are in compliance with all covenants under the agreement and expect to remain in compliance for the foreseeable future.

At *February 24, 2018*, we had \$2,249 outstanding under standby letters of credit against our line, leaving availability under our credit line of \$12,751. In addition, we have outstanding standby letters of credit with another bank totaling \$511.

9. Post Employment Benefit Obligations

Defined Benefit Plans

We have an unfunded Supplemental Retirement Income Plan (the “Supplemental Plan”) that covers *one* current and certain former executives. The liability for the Supplemental Plan was \$11,333 and \$11,337 as of *February 24, 2018* and *November 25, 2017*, respectively.

We also have the Bassett Furniture Industries, Incorporated Management Savings Plan (the “Management Savings Plan”) which was established in the *second* quarter of fiscal 2017. The Management Savings Plan is an unfunded, nonqualified deferred compensation plan maintained for the benefit of certain highly compensated or management level employees. As part of the Management Savings Plan, we have made Long Term Cash Awards (“LTC Awards”) totaling \$2,000 to certain management employees in the amount of \$400 each. The liability for the LTC Awards was \$1,009 and \$985 as of *February 24, 2018* and *November 25, 2017*, respectively.

The combined pension liability for the Supplemental Plan and LTC Awards is recorded as follows in the condensed consolidated balance sheets:

	February 24, 2018	November 25, 2017
Accrued compensation and benefits	\$ 778	\$ 778
Post employment benefit obligations	11,564	11,544
Total pension liability	\$ 12,342	\$ 12,322

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

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Components of net periodic pension costs for our defined benefit plans for the quarters ended *February 24, 2018* and *February 25, 2017* are as follows:

	Quarter Ended	
	February 24,	February 25,
	2018	2017
Service cost	\$49	\$ 38
Interest cost	105	107
Amortization of prior service costs	31	-
Amortization of transition obligation	11	11
Amortization of loss	65	83
Net periodic pension cost	\$261	\$ 239

The components of net periodic pension cost other than the service cost component are included in other loss, net in our condensed consolidated statements of operations.

Deferred Compensation Plans

We have an unfunded Deferred Compensation Plan that covers *one* current executive and certain former executives and provides for voluntary deferral of compensation. This plan has been frozen with *no* additional participants or deferrals permitted. Our liability under this plan was \$1,897 and \$1,916 as of *February 24, 2018* and *November 25, 2017*, respectively.

We also have an unfunded, nonqualified deferred compensation plan maintained for the benefit of certain highly compensated or management level employees which was established under the Management Savings Plan in the *second* quarter of fiscal 2017. Our liability under this plan, including both accrued Company contributions and participant salary deferrals, was \$413 and \$139 as of *February 24, 2018* and *November 25, 2017*, respectively.

Our combined liability for all deferred compensation arrangements, including Company contributions and participant deferrals under the Management Savings Plan, is recorded as follows in the condensed consolidated balance sheets:

	February 24, 2018	November 25, 2017
Accrued compensation and benefits	\$ 274	\$ 274
Post employment benefit obligations	2,036	1,782
Total deferred compensation liability	\$ 2,310	\$ 2,056

We recognized expense under our deferred compensation arrangements during the quarters ended *February 24, 2018* and *February 25, 2017* as follows:

	Quarter Ended February 24, 2018	Quarter Ended February 25, 2017
Deferred compensation expense	\$79	\$ 54

PART I-FINANCIAL INFORMATION-CONTINUEDBASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIESNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-UNAUDITEDFEBRUARY 24, 2018(Dollars in thousands except share and per share data)**10. Commitments and Contingencies**

We are involved in various legal and environmental matters, which arise in the normal course of business. Although the final outcome of these matters cannot be determined, based on the facts presently known, we believe that the final resolution of these matters will *not* have a material adverse effect on our financial position or future results of operations.

We lease land and buildings that are used in the operation of our Company-owned retail stores as well as in the operation of certain of our licensee-owned stores, and we lease land and buildings at various locations throughout the continental United States for warehousing and distribution hubs used in our logistical services segment. We also lease tractors, trailers and local delivery trucks used in our logistical services segment. Our real estate lease terms range from *one* to *15* years and generally have renewal options of between *five* and *15* years. Some store leases contain contingent rental provisions based upon sales volume. Our transportation equipment leases have terms ranging from *two* to *seven* years with fixed monthly rental payments plus variable charges based upon mileage. The following schedule shows future minimum lease payments under non-cancellable operating leases with terms in excess of *one* year as of *February 24, 2018*:

	Retail Stores	Distribution Centers	Transportation Equipment	Total
Remainder of fiscal 2018	\$ 17,853	\$ 3,859	\$ 2,424	\$ 24,136
Fiscal 2019	23,826	4,055	2,750	30,631
Fiscal 2020	22,281	3,309	2,486	28,076
Fiscal 2021	19,246	2,694	1,552	23,492
Fiscal 2022	16,382	2,584	1,346	20,312
Fiscal 2023	13,545	1,517	637	15,699
Thereafter	38,586	437	511	39,534
Total future minimum lease payments	\$ 151,719	\$ 18,455	\$ 11,706	\$ 181,880

In connection with our long-term real estate leases, our liability for accrued straight-line rent expense was \$4,991 and \$4,821 at *February 24, 2018* and *November 25, 2017*, respectively, and is included in other accrued liabilities in our condensed consolidated balance sheets.

We also have guaranteed certain lease obligations of licensee operators. Lease guarantees range from *one* to *ten* years. We were contingently liable under licensee lease obligation guarantees in the amount of \$2,552 and \$2,743 at *February 24, 2018* and *November 25, 2017*, respectively.

In the event of default by an independent dealer under the guaranteed lease, we believe that the risk of loss is mitigated through a combination of options that include, but are *not* limited to, arranging for a replacement dealer, liquidating the collateral (primarily inventory), and pursuing payment under the personal guarantees of the independent dealer. The proceeds of the above options are expected to cover the estimated amount of our future payments under the guarantee obligations, net of recorded reserves. The fair value of lease guarantees (an estimate of the cost to the Company to perform on these guarantees) at *February 24, 2018* and *November 25, 2017* was *not* material.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

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11. Earnings (Loss) Per Share

The following reconciles basic and diluted earnings (loss) per share:

	Net Income (Loss)	Weighted Average Shares	Net Income (Loss) Per Share
<u>For the quarter ended February 24, 2018:</u>			
Basic loss per share	\$ (913)	10,686,477	\$ (0.09)
Add effect of dilutive securities:			
Options and restricted shares*	-	-	-
Diluted loss per share	\$ (913)	10,686,477	\$ (0.09)
<u>For the quarter ended February 25, 2017:</u>			
Basic earnings per share	\$ 2,861	10,613,639	\$ 0.27
Add effect of dilutive securities:			
Options and restricted shares	-	105,636	-
Diluted earnings per share	\$ 2,861	10,719,275	\$ 0.27

*Due to the net loss, the potentially dilutive securities would have been anti-dilutive and are therefore excluded.

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For the quarters ended *February 24, 2018* and *February 25, 2017*, the following potentially dilutive shares were excluded from the computations as their effect was anti-dilutive:

	Quarter Ended	
	February	February
	24,	25,
	2018	2017
Stock options	11,750	-
Unvested shares	59,138	-
Total anti-dilutive securities	70,888	-

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PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

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12. Segment Information

We have strategically aligned our business into *three* reportable segments as defined in ASC 280, *Segment Reporting*, and as described below:

Wholesale. The wholesale home furnishings segment is involved principally in the design, manufacture, sourcing, sale and distribution of furniture products to a network of Bassett stores (Company-owned and licensee-owned retail stores) and independent furniture retailers. Our wholesale segment includes our wood and upholstery operations, which now include Lane Venture (see Note 3, Business Combinations), as well as all corporate selling, general and administrative expenses, including those corporate expenses related to both Company- and licensee-owned stores. Our wholesale segment also includes our holdings of short-term investments and retail real estate previously leased as licensee stores. The earnings and costs associated with these assets are included in other loss, net, in our condensed consolidated statements of operations.

Retail – Company-owned stores. Our retail segment consists of Company-owned stores and includes the revenues, expenses, assets and liabilities and capital expenditures directly related to these stores.

Logistical services. Our logistical services operating segment reflects the operations of Zenith. In addition to providing shipping, delivery and warehousing services for the Company, Zenith also provides similar services to other customers, primarily in the furniture industry. Revenue from the performance of these services to other customers is included in logistical services revenue in our condensed consolidated statement of income. Zenith's total operating costs, including those associated with providing logistical services to the Company as well as to *third-party* customers, are included in selling, general and administrative expenses and were \$24,919 and \$22,560 for the quarters ended *February 24, 2018* and *February 25, 2017*, respectively.

Inter-company net sales elimination represents the elimination of wholesale sales to our Company-owned stores and the elimination of Zenith logistics revenue from our wholesale and retail segments. Inter-company income elimination includes the embedded wholesale profit in the Company-owned store inventory that has *not* been realized. These

profits will be recorded when merchandise is delivered to the retail consumer. The inter-company income elimination also includes rent paid by our retail stores occupying Company-owned real estate, and the elimination of shipping and handling charges from Zenith for services provided to our wholesale and retail operations.

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The following table presents our segment information:

	Quarter Ended	
	February 24,	February 25,
	2018	2017
Sales Revenue		
Wholesale	\$63,100	\$61,975
Retail - Company-owned stores	64,661	61,593
Logistical services	25,249	22,334
Inter-company eliminations:		
Furniture and accessories	(31,638)	(29,870)
Logistical services	(11,100)	(10,140)
Consolidated	\$110,272	\$105,892
Income (loss) from Operations		
Wholesale	\$3,064	\$5,893
Retail - Company-owned stores	(1,513)	(1,343)
Logistical services	330	(226)
Inter-company elimination	169	340
Consolidated	\$2,050	\$4,664
Depreciation and Amortization		
Wholesale	\$703	\$644
Retail - Company-owned stores	1,528	1,472
Logistical services	1,073	1,235
Consolidated	\$3,304	\$3,351
Capital Expenditures		
Wholesale	\$1,217	\$1,627
Retail - Company-owned stores	2,601	3,703
Logistical services	140	280
Consolidated	\$3,958	\$5,610

Identifiable Assets	As of February 24, 2018	As of November 25, 2017
Wholesale	\$ 140,701	\$ 152,181
Retail - Company-owned stores	93,490	89,271
Logistical services	52,474	52,296
Consolidated	\$ 286,665	\$ 293,748

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PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

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13. Recent Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 (ASU 2014-09), which creates ASC Topic 606, *Revenue from Contracts with Customers*, and supersedes the revenue recognition requirements in Topic 605, *Revenue Recognition*, including most industry-specific revenue recognition guidance throughout the Industry Topics of the Codification. In addition, ASU 2014-09 supersedes the cost guidance in Subtopic 605-35, *Revenue Recognition—Construction-Type and Production-Type Contracts*, and creates new Subtopic 340-40, *Other Assets and Deferred Costs—Contracts with Customers*. In summary, the core principle of Topic 606 is to recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. Companies are allowed to select between *two* transition methods: (1) a full retrospective transition method with the application of the new guidance to each prior reporting period presented, or (2) a retrospective transition method that recognizes the cumulative effect on prior periods at the date of adoption together with additional footnote disclosures. In addition, during 2016 the FASB has issued ASU 2016-08, ASU 2016-10 and ASU 2016-12, all of which clarify certain implementation guidance within ASU 2014-09, and ASU 2016-11, which rescinds certain SEC guidance within the ASC effective upon an entity's adoption of ASU 2014-09. The amendments in ASU 2014-09 are effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, and early application is *not* permitted. Therefore the amendments in ASU 2014-09 will become effective for us as of the beginning of our 2019 fiscal year. In order to evaluate the impact that the adoption of ASU 2014-09 will have on our consolidated financial statements, we have initiated a comprehensive review of the significant revenue streams across our wholesale, retail and logistical services reportable segments. The focus of this review includes, among other things, the identification of the significant contracts and other arrangements we have with our customers to identify significant performance obligations, factors affecting the determination of transaction price, such as variable consideration, and factors affecting the classification of receipts as revenue, such as principal versus agent considerations. We are also reviewing our current accounting policies, procedures and controls with respect to these contracts and arrangements to determine what changes, if any, *may* be required by the adoption of ASU 2014-09. We have *not* yet made a determination as to the impact that adoption will have on our consolidated financial statements, nor have we made any decision on the method of adoption.

In January 2016, the FASB issued Accounting Standards Update No. 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU 2016-01

requires that equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) are to be measured at fair value with changes in fair value recognized in net income. However, an entity *may* choose to measure equity investments that do *not* have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. Furthermore, equity investments without readily determinable fair values are to be assessed for impairment using a quantitative approach. The amendments in ASU 2016-01 should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption, with other amendments related specifically to equity securities without readily determinable fair values applied prospectively. The amendments in ASU 2016-01 will become effective for us as of the beginning of our 2019 fiscal year. The adoption of this guidance is *not* expected to have a material impact upon our financial condition or results of operations.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)*. The guidance in ASU 2016-02 requires that a lessee recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset *not* to recognize lease assets and lease liabilities. As with previous guidance, there continues to be a differentiation between finance leases and operating leases, however this distinction now primarily relates to differences in the manner of expense recognition over time and in the classification of lease payments in the statement of cash flows. Lease assets and liabilities arising from both finance and operating leases will be recognized in the statement of financial position. ASU 2016-02 leaves the accounting for leases by lessors largely unchanged from previous GAAP. The transitional guidance for adopting the requirements of ASU 2016-02 calls for a modified retrospective approach that includes a number of optional practical expedients that entities *may* elect to apply. The guidance in ASU 2016-02 will become effective for us as of the beginning of our 2020 fiscal year. We are currently evaluating the impact that the adoption of ASU 2016-02 will have on our consolidated financial statements, which we expect will have a material effect on our statement of financial position, and have *not* made any decision on the method of adoption with respect to the optional practical expedients.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

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In August 2016, the FASB issued Accounting Standards Update No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 addresses how certain cash receipts and cash payments are presented and classified in the statement of cash flows with the objective of reducing existing diversity in practice with respect to these items. Among the types of cash flows addressed are payments for costs related to debt prepayments or extinguishments, payments representing accreted interest on discounted debt, payments of contingent consideration after a business combination, proceeds from insurance claims and company-owned life insurance, and distributions from equity method investees, among others. The amendments in ASU 2016-15 are to be adopted retrospectively and will become effective for us at the beginning of our 2019 fiscal year. Early adoption, including adoption in an interim period, is permitted. The adoption of this guidance is *not* expected to have a material impact upon our presentation of cash flows.

In January 2017, the FASB issued Accounting Standards Update No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*. ASU 2017-01 provides a screen to determine when an integrated set of assets and activities (collectively referred to as a “set”) does *not* constitute a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is *not* a business. This screen reduces the number of transactions that need to be further evaluated. If the screen is *not* met, the amendments in ASU 2017-01 (1) require that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output and (2) remove the evaluation of whether a market participant could replace missing elements. The amendments in ASU 2017-01 shall apply prospectively and will become effective for us at the beginning of our 2019 fiscal year. The adoption of this guidance is *not* expected to have a material impact upon our financial condition or results of operations.

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, *Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. ASU 2017-04 eliminates Step 2 from the goodwill impairment test. Under Step 2, an entity had to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities (including unrecognized assets and liabilities) following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. Instead, under the amendments in ASU 2017-04, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit’s fair value; however, the loss recognized should *not* exceed the total amount of goodwill allocated to that reporting unit. Additionally, an entity

should consider income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The amendments in ASU 2017-04 will become effective for us as of the beginning of our 2021 fiscal year. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after *January 1, 2017*. The adoption of this guidance is *not* expected to have a material impact upon our financial condition or results of operations.

In *May 2017*, the FASB issued Accounting Standards Update *No. 2017-09, Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting*. ASU 2017-09 was issued to provide clarity and reduce both (1) diversity in practice and (2) cost and complexity when applying the guidance in Topic 718, *Compensation—Stock Compensation*, to a change to the terms or conditions of a share-based payment award. The amendments in this Update provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. Essentially, an entity will *not* have to account for the effects of a modification if: (1) The fair value of the modified award is the same immediately before and after the modification; (2) the vesting conditions of the modified award are the same immediately before and after the modification; and (3) the classification of the modified award as either an equity instrument or liability instrument is the same immediately before and after the modification. The amendments in ASU 2017-09 will become effective for us as of the beginning of our 2019 fiscal year. Early adoption is permitted, including adoption in any interim period. The adoption of this guidance is *not* expected to have a material impact upon our financial condition or results of operations.

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In February 2018, the FASB issued Accounting Standards Update No. 2018-02, *Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. ASU 2018-02 was issued to provide narrow-scope guidance for entities that are required to apply the provisions of Topic 220, *Income Statement—Reporting Comprehensive Income*, and have items of other comprehensive income for which the related tax effects are presented in other comprehensive income as required by GAAP. The amendments in ASU 2018-02 allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. Consequently, the amendments eliminate the stranded tax effects resulting from the Act and will improve the usefulness of information reported to financial statement users. However, because the amendments only relate to the reclassification of the income tax effects of the Tax Cuts and Jobs Act, the underlying guidance that requires that the effect of a change in tax laws or rates be included in income from continuing operations is *not* affected. The amendments in ASU 2018-02 are effective for all entities for fiscal years beginning after *December 15, 2018*, and interim periods within those fiscal years. Early adoption of the amendments in this Update is permitted, including adoption in any interim period, (1) for public business entities for reporting periods for which financial statements have *not* yet been issued and (2) for all other entities for reporting periods for which financial statements have *not* yet been made available for issuance. Because the Act has had a significant impact upon the tax effects of pension costs included in our accumulated other comprehensive loss, we have adopted the guidance in ASU 2018-02 effective as of the beginning of the *first* quarter of fiscal 2018, resulting in the reclassification of \$545 of tax benefits from accumulated other comprehensive loss to retained earnings (see Note 2).

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FEBRUARY 24, 2018

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Bassett is a leading retailer, manufacturer and marketer of branded home furnishings. Our products are sold primarily through a network of Company-owned and licensee-owned branded stores under the Bassett Home Furnishings (“BHF”) name, with additional distribution through other wholesale channels including multi-line furniture stores, many of which feature Bassett galleries or design centers. We were founded in 1902 and incorporated under the laws of Virginia in 1930. Our rich 115-year history has instilled the principles of quality, value, and integrity in everything we do, while simultaneously providing us with the expertise to respond to ever-changing consumer tastes and meet the demands of a global economy.

With 93 BHF stores at February 24, 2018, we have leveraged our strong brand name in furniture into a network of Company-owned and licensed stores that focus on providing consumers with a friendly environment for buying furniture and accessories. Our store program is designed to provide a single source home furnishings retail store that provides a unique combination of stylish, quality furniture and accessories with a high level of customer service. In order to reach markets that cannot be effectively served by our retail store network, we also distribute our products through other wholesale channels including multi-line furniture stores, many of which feature Bassett galleries or design centers. We use a network of over 30 independent sales representatives who have stated geographical territories. These sales representatives are compensated based on a standard commission rate. We believe this blended strategy provides us the greatest ability to effectively distribute our products throughout the United States and ultimately gain market share.

The BHF stores feature custom order furniture, free in-home design visits (“home makeovers”), and coordinated decorating accessories. Our philosophy is based on building strong long-term relationships with each customer. Sales people are referred to as “Design Consultants” and are each trained to evaluate customer needs and provide comprehensive solutions for their home decor. Until a rigorous training and design certification program is completed, Design Consultants are not authorized to perform in-home design services for our customers.

We have factories in Newton, North Carolina and Grand Prairie, Texas that manufacture custom upholstered furniture, a factory in Martinsville, Virginia that primarily assembles and finishes our custom casual dining offerings and a factory in Bassett, Virginia that assembles and finishes our “Bench Made” line of custom, solid hardwood furniture. Our manufacturing team takes great pride in the breadth of its options, the precision of its craftsmanship, and the speed of its process, with custom pieces often manufactured within two weeks of taking the order in our stores. Our logistics team then promptly ships the product to one of our home delivery hubs or to a location specified by our licensees. In addition to the furniture that we manufacture domestically, we source most of our formal bedroom and dining room furniture (casegoods) and certain leather upholstery offerings from several foreign plants, primarily in Vietnam and China. Over 70% of the products we currently sell are manufactured in the United States.

We also own Zenith Freight Lines, LLC (“Zenith”) which provides logistical services to both the wholesale and retail operations at Bassett along with other furniture manufacturers and retailers. Zenith delivers best-of-class shipping and logistical support services that are uniquely tailored to the needs of Bassett and the furniture industry, as well as the ability to provide the expedited delivery service which is increasingly demanded by our industry. Zenith operates seven regional freight hubs and 14 home delivery centers in 13 states. Approximately 55% of Zenith’s revenue is generated from services provided to non-Bassett customers.

On December 21, 2017, we purchased certain assets and assumed certain liabilities of Lane Venture from Heritage Home Group, LLC for \$15,556 in cash. Lane Venture is a manufacturer and distributor of premium outdoor furniture, and is now being operated as a component of our wholesale segment. This acquisition marks our entry into the market for outdoor furniture and we believe that Lane Venture will provide a foundation for us to become a significant participant in this category. We plan to distribute this brand outside of our Bassett store network with plans to introduce a Bassett-branded line in the stores in the near future. See Note 3 to our condensed consolidated financial statements for additional details regarding this acquisition.

At February 24, 2018, our BHF store network included 63 Company-owned stores and 30 licensee-owned stores. During the first quarter of fiscal 2018, we opened new stores in Chandler, Arizona; Oklahoma City, Oklahoma; and Summerlin, Nevada.

PART I-FINANCIAL INFORMATION-CONTINUEDBASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIESFEBRUARY 24, 2018(Dollars in thousands except share and per share data)

We continue to execute our strategy of growing the Company through opening new stores, repositioning stores to improved locations within a market and closing underperforming stores. The following table shows planned store openings where leases have been executed:

Location	Type	Size Sq. Ft.	Planned Opening
<i>New Stores:</i>			
El Paso, TX	Corporate	8,400	Opened March 6, 2018
La Jolla, CA	Licensed	10,000	Q2 2018
Daly City, CA	Licensed	9,000	Q3 2018
Coral Gables, FL	Corporate	10,000	Q3 2018
Frisco, TX	Corporate	15,000	Q4 2018

In addition, lease negotiations are underway for new store locations that could result in additional openings during 2018 and beyond. With a track record of seven consecutive years of positive same store sales growth and our focus on store productivity, we believe that we can take our concept to new markets and consistently grow overall store count in the years to come.

As with any retail operation, prior to opening a new store we incur such expenses as rent, training costs and other payroll related costs. These costs generally range between \$200 to \$400 per store depending on the overall rent costs for the location and the period between the time when we take physical possession of the store space and the time of the store opening. Generally, rent payments during a buildout period between delivery of possession and opening of a new store are deferred and therefore straight line rent expense recognized during that time does not require cash. Inherent in our retail business model, we also incur losses in the two to three months of operation following a new store opening. Like other furniture retailers, we do not recognize a sale until the furniture is delivered to our customer. Because our retail business model does not involve maintaining a stock of retail inventory that would result in quick delivery and because of the custom nature of many of our furniture offerings, delivery to our customers usually occurs about 30 days after an order is placed. We generally require a deposit at the time of order and collect the remaining balance when the furniture is delivered, at which time the sale is recognized. Coupled with the previously discussed store pre-opening costs, total start-up losses can range from \$400 to \$600 per store. While our retail expansion is initially costly, we believe our site selection and new store presentation will generally result in locations that operate at or above a retail break-even level within a reasonable period of time following store opening. Factors affecting the length of time required to achieve this goal on a store-by-store basis may include the level of brand recognition, the

degree of local competition and the depth of penetration in a particular market. Even as new stores ramp up to break-even, we do realize additional wholesale sales volume that leverages the fixed costs in our wholesale business. Because of the increased store openings in 2018, we expect to incur approximately \$1,000 more new store pre-opening costs and post-opening losses in 2018 than we incurred in 2017.

In 2018, Bassett will focus on its digital effort to improve the customers' journey from the time they begin on our website to the final step of delivering the goods to their homes. Today's customers expect their digital experiences and communications to be personalized and highly-relevant, and catered to match their specific needs and preferences. Bassett is laying the foundation to becoming more connected to its customers and to use the data and insights collected during the customer journey to create a more compelling customized customer experience. This year, the Company plans to invest in technology, including an order management system, and in digital talent who can direct the strategy, planning and daily business direction and critical decision making required for building a competitive omnichannel retail business.

PART I-FINANCIAL INFORMATION-CONTINUEDBASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIESFEBRUARY 24, 2018(Dollars in thousands except share and per share data)**Results of Operations -Periods ended February 24, 2018 compared with periods ended February 25, 2017:**

Net sales of furniture and accessories, logistics revenue, cost of furniture and accessories sold, selling, general and administrative (SG&A) expense, other charges and income from operations were as follows for the quarters ended February 24, 2018 and February 25, 2017:

	Quarter Ended February 24, 2018			February 25, 2017			Change Dollars Percent	
Sales revenue:								
Furniture and accessories	\$96,123	87.2	%	\$93,698	88.5	%	\$2,425	2.6 %
Logistics revenue	14,149	12.8	%	12,194	11.5	%	1,955	16.0 %
Total sales revenue	110,272	100.0	%	105,892	100.0	%	4,380	4.1 %
Cost of furniture and accessories sold	43,269	39.2	%	41,898	39.6	%	1,371	3.3 %
SG&A expenses	64,251	58.3	%	58,524	55.3	%	5,727	9.8 %
New store pre-opening costs	702	0.6	%	806	0.8	%	(104)	-12.9 %
Income from operations	\$2,050	1.9	%	\$4,664	4.4	%	\$(2,614)	-56.0 %

Refer to the segment information which follows for a discussion of the significant factors and trends affecting our results of operations for the quarter ended February 24, 2018 as compared with the prior year period.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

FEBRUARY 24, 2018

(Dollars in thousands except share and per share data)

Segment Information

We have strategically aligned our business into three reportable segments as described below:

Wholesale. The wholesale home furnishings segment is involved principally in the design, manufacture, sourcing, sale and distribution of furniture products to a network of Bassett stores (Company-owned and licensee-owned retail stores) and independent furniture retailers. Our wholesale segment includes our wood and upholstery operations, which now include Lane Venture, as well as all corporate selling, general and administrative expenses, including those corporate expenses related to both Company- and licensee-owned stores. We eliminate the sales between our wholesale and retail segments as well as the imbedded profit in the retail inventory for the consolidated presentation in our financial statements. Also included in our wholesale segment are our short-term investments and our holdings of retail real estate previously leased as licensee stores. The earnings and costs associated with these assets are included in other loss, net, in our condensed consolidated statements of operations.

Retail – Company-owned stores. Our retail segment consists of Company-owned stores and includes the revenues, expenses, assets and liabilities (including real estate) and capital expenditures directly related to these stores.

Logistical services. Our logistical services operating segment reflects the operations of Zenith. In addition to providing shipping, delivery and warehousing services for the Company, Zenith also provides similar services to other customers, primarily in the furniture industry. Revenue from the performance of these services to other customers is included in logistical services revenue in our condensed consolidated statement of income. Zenith's operating costs are included in selling, general and administrative expenses.

PART I-FINANCIAL INFORMATION-CONTINUEDBASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIESFEBRUARY 24, 2018(Dollars in thousands except share and per share data)

The following tables illustrate the effects of various intercompany eliminations on income from operations in the consolidation of our segment results:

	Quarter Ended February 24, 2018					
	Wholesale	Retail	Logistics	Eliminations		Consolidated
Sales revenue:						
Furniture & accessories	\$63,100	\$64,661	\$-	\$ (31,638)	(1)	\$ 96,123
Logistics	-	-	25,249	(11,100)	(2)	14,149
Total sales revenue	63,100	64,661	25,249	(42,738)		110,272
Cost of furniture and accessories sold	42,644	31,994	-	(31,369)	(3)	43,269
SG&A expense	17,392	33,478	24,919	(11,538)	(4)	64,251
New store pre-opening costs	-	702	-	-		702
Income (loss) from operations	\$3,064	\$(1,513)	\$ 330	\$ 169		\$ 2,050

	Quarter Ended February 25, 2017					
	Wholesale	Retail	Logistics	Eliminations		Consolidated
Sales revenue:						
Furniture & accessories	\$61,975	\$61,593	\$-	\$ (29,870)	(1)	\$ 93,698
Logistics	-	-	22,334	(10,140)	(2)	12,194
Total sales revenue	61,975	61,593	22,334	(40,010)		105,892
Cost of furniture and accessories sold	40,169	31,459	-	(29,730)	(3)	41,898
SG&A expense	15,913	30,671	22,560	(10,620)	(4)	58,524
New store pre-opening costs	-	806	-	-		806
Income (loss) from operations	\$5,893	\$(1,343)	\$(226)	\$ 340		\$ 4,664

(1) Represents the elimination of sales from our wholesale segment to our Company-owned BHF stores.

(2) Represents the elimination of logistical services billed to our wholesale and retail segments.

(3) Represents the elimination of purchases by our Company-owned BHF stores from our wholesale segment, as well as the change for the period in the elimination of intercompany profit in ending retail inventory.

(4) Represents the elimination of rent paid by our retail stores occupying Company-owned real estate, and the elimination of logistical services charged by Zenith to Bassett's retail and wholesale segments as follows:

	Quarter Ended	
	February 24,	February 25,
	2018	2017
Intercompany logistical services	\$(11,100)	\$(10,140)
Intercompany rents	(438)	(480)
Total SG&A expense elimination	\$(11,538)	\$(10,620)

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PART I-FINANCIAL INFORMATION-CONTINUEDBASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIESFEBRUARY 24, 2018(Dollars in thousands except share and per share data)Wholesale Segment

Results for the wholesale segment for the quarters ended February 24, 2018 and February 25, 2017 are as follows:

	Quarter Ended February 24, 2018			February 25, 2017			Change Dollars Percent	
Net sales	\$63,100	100.0%		\$61,975	100.0%		\$1,125	1.8 %
Gross profit	20,456	32.4 %		21,806	35.2 %		(1,350)	-6.2 %
SG&A expenses	17,392	27.6 %		15,913	25.7 %		1,479	9.3 %
Income from operations	\$3,064	4.9 %		\$5,893	9.5 %		\$(2,829)	-48.0 %

Quarterly Analysis of Results - Wholesale

The increase in net sales was driven by an 8.2% increase in furniture shipments to the open market (outside the Bassett Home Furnishings network) as compared to the prior year period partially offset by a 2.9% decrease in furniture shipments to the Bassett Home Furnishings network. A much smaller component of our wholesale revenues, shipments of wholesale accessories, increased 55% over the prior year period. Gross margins for the wholesale segment were 32.4% for the first quarter of 2018 compared to 35.2% for the prior year quarter. This decrease was primarily driven by lower margins in the Bassett Custom Upholstery operation from continued higher materials costs coupled with lower absorption of fixed costs from lower volumes, excluding Lane Venture. Also, lower margins in the imported Bassett Casegoods were primarily due to a higher sales level of discontinued and discounted goods and higher container freight costs. Wholesale SG&A increased as a percentage of sales over the prior year period primarily due to one-time acquisition and startup costs associated with the Lane Venture operation and higher digital marketing and other brand development costs.

<i>Wholesale shipments by type:</i>	Quarter Ended						Change		
	February 24, 2018			February 25, 2017			Dollars	Percent	
Bassett Custom Upholstery	\$33,568	53.2	%	\$33,455	54.0	%	\$ 113	0.3	%
Bassett Leather	6,524	10.3	%	5,582	9.0	%	942	16.9	%
Bassett Custom Wood	10,987	17.4	%	9,868	15.9	%	1,119	11.3	%
Bassett Casegoods	10,797	17.1	%	12,282	19.8	%	(1,485)	-12.1	%
Accessories	1,224	1.9	%	788	1.3	%	436	55.3	%
Total	\$63,100	100.0	%	\$61,975	100.0	%	\$ 1,125	1.8	%

Wholesale Backlog

The dollar value of wholesale backlog, representing orders received but not yet shipped to dealers and Company stores, was \$17,098 at February 24, 2018 as compared with \$17,140 at February 25, 2017.

PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

FEBRUARY 24, 2018

(Dollars in thousands except share and per share data)

Retail – Company-owned Stores Segment

Results for the retail segment for the quarters ended February 24, 2018 and February 25, 2017 are as follows:

Quarter Ended		Change
February	February	
24, 2018	25, 2017	DollarPercent

Net sales \$64,661