

NOBILITY HOMES INC
Form 10-Q
May 23, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15 (d)
of the Securities Exchange Act of 1934

For the quarterly period ended August 4, 2012

Commission File number 0-6506

NOBILITY HOMES, INC.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of

59-1166102
(I.R.S. Employer

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incorporation or organization)

Identification No.)

3741 S.W. 7th Street

Ocala, Florida
(Address of principal executive offices)

(352) 732-5157

34474
(Zip Code)

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant 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, 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.

Large accelerated filer Accelerated filer
Non-accelerated filer 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 .

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Title of Class	Shares Outstanding as of
Common Stock	May 20, 2013 4,057,053

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NOBILITY HOMES, INC.

Consolidated Balance Sheets

	August 4, 2012 (Unaudited)	November 5, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 8,279,644	\$ 6,206,218
Short-term investments	291,733	799,297
Accounts and notes receivable	1,272,040	1,176,498
Mortgage notes receivable, current	762	2,364
Inventories	5,777,298	6,495,570
Pre-owned homes, current	2,401,180	2,208,767
Prepaid expenses and other current assets	635,855	419,477
Deferred income taxes	663,722	884,284
Total current assets	19,322,234	18,192,475
Property, plant and equipment, net	3,817,027	3,859,818
Pre-owned homes	4,880,061	6,549,555
Mortgage notes receivable, long term	189,597	188,559
Income tax receivable	248,164	248,164
Other investments	3,150,333	3,346,714
Deferred income taxes	1,253,278	1,032,716
Other assets	2,646,151	2,575,051
Total assets	\$ 35,506,845	\$ 35,993,052
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 284,873	\$ 388,429
Accrued compensation	112,062	113,813
Accrued expenses and other current liabilities	467,600	865,887
Customer deposits	501,182	458,057
Total current liabilities	1,365,717	1,826,186
Commitments and contingent liabilities		
Stockholders' equity:		
Preferred stock, \$.10 par value, 500,000 shares authorized; none issued and outstanding		
Common stock, \$.10 par value, 10,000,000 shares authorized; 5,364,907 shares issued	536,491	536,491
Additional paid in capital	10,608,774	10,579,467
Retained earnings	32,464,043	32,524,828
Accumulated other comprehensive income	76,877	77,773
Less treasury stock at cost, 1,307,854 shares in 2012 and 1,308,763 shares in 2011	(9,545,057)	(9,551,693)
Total stockholders' equity	34,141,128	34,166,866
Total liabilities and stockholders' equity	\$ 35,506,845	\$ 35,993,052

The accompanying notes are an integral part of these financial statements

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NOBILITY HOMES, INC.

Consolidated Statements of Comprehensive Loss

(Unaudited)

	Three Months Ended		Nine Months Ended	
	August 4, 2012	August 6, 2011	August 4, 2012	August 6, 2011
Net sales	\$ 3,828,400	\$ 2,881,572	\$ 11,446,802	\$ 9,343,475
Cost of goods sold	(3,314,488)	(2,390,136)	(9,553,196)	(7,575,835)
Gross profit	513,912	491,436	1,893,606	1,767,640
Selling, general and administrative expenses	(628,517)	(1,420,581)	(1,873,685)	(3,033,707)
Operating income (loss)	(114,605)	(929,145)	19,921	(1,266,067)
Other income (loss):				
Interest income	16,593	54,413	49,361	127,802
Undistributed earnings in joint venture Majestic 21	20,796	3,705	63,346	21,201
Losses from investments in retirement community limited partnerships	(110,342)	(2,180,145)	(259,727)	(2,290,950)
Miscellaneous	30,521	2,320	68,223	57,015
Total other loss	(42,432)	(2,119,707)	(78,797)	(2,084,932)
Loss before provision for income taxes	(157,037)	(3,048,852)	(58,876)	(3,350,999)
Income taxes				
Net loss	(157,037)	(3,048,852)	(58,876)	(3,350,999)
Other comprehensive loss				
Unrealized investment loss	(4,821)	(33,957)	(896)	(5,771)
Comprehensive loss	\$ (161,858)	\$ (3,082,809)	\$ (59,772)	\$ (3,356,770)
Weighted average number of shares outstanding:				
Basic	4,057,053	4,056,144	4,056,773	4,056,144
Diluted	4,057,053	4,056,144	4,056,773	4,056,144
Loss per share:				
Basic	\$ (0.04)	\$ (0.75)	\$ (0.01)	\$ (0.83)
Diluted	\$ (0.04)	\$ (0.75)	\$ (0.01)	\$ (0.83)

The accompanying notes are an integral part of these financial statements

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NOBILITY HOMES, INC.

Consolidated Statements of Cash Flows

(Unaudited)

	Nine Months Ended	
	August 4, 2012	August 6, 2011
Cash flows from operating activities:		
Net loss	\$ (58,876)	\$ (3,350,999)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation	100,663	123,256
Amortization of bond premium/discount	1,668	22,972
Undistributed earnings in joint venture Majestic 21	(63,346)	(21,201)
Losses from investments in retirement community limited partnerships	259,727	2,290,950
Gain on disposal of property, plant and equipment		(3,740)
Increase in cash surrender value of life insurance	(71,100)	(71,100)
Stock-based compensation	34,034	75,154
Decrease (increase) in:		
Accounts receivable	(95,542)	(214,883)
Inventories	718,272	1,096,356
Pre-owned homes	1,477,081	(2,074,910)
Minimum receivable due from escrow		(607,500)
Prepaid expenses and other current assets	(216,378)	(876,581)
(Decrease) increase in:		
Accounts payable	(103,556)	70,911
Accrued compensation	(1,751)	(38,716)
Accrued expenses and other current liabilities	(398,287)	425,171
Deferred revenue		744,748
Customer deposits	43,125	(222,206)
Reserve for guarantee liability		24,609
Net cash provided by (used in) operating activities	1,625,734	(2,607,709)
Cash flows from investing activities:		
Purchase of property, plant and equipment	(57,872)	(11,002)
Proceeds from the sale of property, plant and equipment		9,483
Collections on mortgage notes receivable	564	1,613
Proceeds from maturity of long-term investment	505,000	500,000
Net cash provided by investing activities	447,692	500,094
Increase (decrease) in cash and cash equivalents	2,073,426	(2,107,615)
Cash and cash equivalents at beginning of year	6,206,218	8,225,232
Cash and cash equivalents at end of quarter	\$ 8,279,644	\$ 6,117,617

The accompanying notes are an integral part of these financial statements

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Nobility Homes, Inc.

Notes to Consolidated Financial Statements

(Unaudited)

1. Basis of Presentation and Accounting Policies

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission for Form 10-Q. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

The unaudited financial information included in this report includes all adjustments which are, in the opinion of management, necessary to reflect a fair statement of the results for the interim periods. The operations for the three and nine months ended August 4, 2012 are not necessarily indicative of the results of the full fiscal year.

The condensed consolidated financial statements included in this report should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended November 5, 2011.

2. Inventories

New home inventory is carried at the lower of cost or market value. The cost of finished home inventories determined on the specific identification method is removed from inventories and recorded as a component of cost of sales at the time revenue is recognized. In addition, an allocation of depreciation and amortization is included in cost of goods sold. Under the specific identification method, if finished home inventory can be sold for a profit there is no basis to write down the inventory below the lower of cost or market value.

Pre-owned inventory is valued at the lower of the Company's cost to acquire the inventory plus refurbishment costs incurred to date to bring the inventory to a more saleable state, or market value.

Other inventory costs are determined on a first-in, first-out basis.

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Inventories were as follows:

	August 4, 2012	November 5, 2011
Raw materials	\$ 445,232	\$ 463,255
Work-in-process	106,262	89,695
Finished homes	5,171,007	5,859,900
Model home furniture and other	54,797	82,720
Inventories, net	\$ 5,777,298	\$ 6,495,570
Pre-owned homes	\$ 7,281,241	\$ 8,758,322
Less homes expected to sell in 12 months	(2,401,180)	(2,208,767)
Pre-owned homes, long-term	\$ 4,880,061	\$ 6,549,555

3. **Investments**

Investments in held-to-maturity and available-for-sale debt and equity securities were as follows:

	Amortized Cost	August 4, 2012 Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-sale securities (carried at fair value):				
Equity securities in a public company	\$ 167,930	\$ 123,803	\$	\$ 291,733
Total investments	\$ 167,930	\$ 123,803	\$	\$ 291,733
	Amortized Cost	November 5, 2011 Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Held-to-maturity securities (carried at amortized cost):				
Municipal debt securities, due in less than one year	\$ 506,668	\$ 9,977	\$	\$ 516,645
Available-for-sale securities (carried at fair value):				
Equity securities in a public company	167,930	124,699		292,629
Total investments	\$ 674,598	\$ 134,676	\$	\$ 809,274

The fair values were estimated based on quoted market prices using current market rates at each respective period end.

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A summary of the carrying values and balance sheet classification of all investments in debt and equity securities including held-to-maturity and available-for-sale securities disclosed above was as follows:

	August 4, 2012	November 5, 2011
Available-for-sale equity securities	\$ 291,733	\$ 292,629
Held-to-maturity debt securities included in short-term investments		506,668
Total short-term investments	\$ 291,733	\$ 799,297

4. **Fair Value of Financial Investments**

The carrying amount of cash and cash equivalents, accounts receivables, accounts payable and accrued expenses approximates fair value because of the short maturity of those instruments. The carrying amount and fair market value of the Company's short and long-term investments are as follows:

	August 4, 2012	November 5, 2011
Carrying amount	\$ 291,733	\$ 799,297
Fair value	\$ 291,733	\$ 809,274

FASB ASC No. 820 Fair Value Measurements defines fair value as the price that would be received upon the sale of an asset or paid to transfer a liability (i.e. exit price) in an orderly transaction between market participants at the measurement date. ASC No. 820 requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the assumptions (i.e. inputs) used in the valuation. Financial assets and liabilities are classified in their entirety based on the lowest level of input significant to the fair value measurement. The ASC No. 820 fair value hierarchy is defined as follows:

Level 1 Valuations are based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 Valuations are based on quoted prices for similar assets or liabilities in active markets, or quoted prices in markets that are not active for which significant inputs are observable, either directly or indirectly.

Level 3 Valuations are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Inputs reflect management's best estimate of what market participants would use in valuing the asset or liability at the measurement date.

The following table represents the Company's financial assets and liabilities which are carried at fair value at August 4, 2012 and November 5, 2011.

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	August 4, 2012		
	Level 1	Level 2	Level 3
Available for sale equity securities included in short-term investments			
Equity securities in a public company	\$ 291,733	\$	\$

	November 5, 2011		
	Level 1	Level 2	Level 3
Available for sale equity securities included in short-term investments			
Equity securities in a public company	\$ 292,629	\$	\$

5. Investments in Retirement Community Limited Partnerships

The Company's investment in retirement community limited partnerships include a 31.9% interest in Walden Woods South LLC (South) and a 48.5% interest in CRF III, Ltd. (Cypress Creek). The Cypress Creek investment was \$832,976 and \$1,092,703 at August 4, 2012 and November 5, 2011, respectively. The South investment is zero at both August 4, 2012 and November 5, 2011.

The following is summarized financial information of South and Cypress Creek*:

	June 30, 2012	September 30, 2011
Total Assets	\$ 14,373,501	\$ 14,814,992
Total Liabilities	\$ 14,806,632	\$ 14,600,044
Total Equity	\$ (433,131)	\$ 214,948

*Due to South and Cypress Creek having a calendar year-end, the summarized financial information provided is from their most recent quarter prior to the period covered by this report.

6. Warranty Costs

The Company provides for a limited warranty as the manufactured homes are sold. Amounts related to these warranties are as follows:

	Three Months Ended		Nine Months Ended	
	August 4, 2012	August 6, 2011	August 4, 2012	August 6, 2011
Beginning accrued warranty expense	\$ 75,000	\$ 75,000	\$ 75,000	\$ 75,000
Less: reduction for payments	(39,283)	(49,175)	(128,730)	(151,940)
Plus: additions to accrual	39,283	49,175	128,730	151,940
Ending accrued warranty expense	\$ 75,000	\$ 75,000	\$ 75,000	\$ 75,000

The Company's limited warranty covers substantial defects in material or workmanship in specified components of the home including structural elements; plumbing systems, electrical systems, and heating and cooling systems which are supplied by the Company that may occur under normal use and service during a period of twelve (12) months from the date of delivery to the original homeowner, and applies to the original homeowner or any subsequent homeowner to whom this product is transferred during the duration of this twelve (12) month period.

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The Company tracks the warranty claims per home. Based on the history of the warranty claims, the Company has determined that a majority of warranty claims usually occur within the first three months after the home is sold. The Company determines its warranty accrual using the last three months of home sales; therefore, the warranty accrual is approximately one fourth of annual warranty cost.

7. Earnings (Loss) Per Share

Basic earnings (loss) per share is computed by dividing earnings (loss) available to common shareholders by the weighted-average number of common shares outstanding. Diluted earnings (loss) per share is computed similarly to basic earnings (loss) per share except that the denominator is increased to include the number of additional shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. For the three and nine months ended August 4, 2012 and August 6, 2011, options to purchase 78,900 and 126,110 shares, respectively, have been excluded from the computation of potentially dilutive securities as the effect on earnings per share is antidilutive.

8. Revenues by Products and Service

Revenues by net sales from manufactured housing, insurance agent commissions and construction lending operations are as follows:

	Three Months Ended		Nine Months Ended	
	August 4, 2012	August 6, 2011	August 4, 2012	August 6, 2011
Manufactured housing	\$ 2,799,928	\$ 2,186,255	\$ 9,001,467	\$ 7,495,730
Pre-owned homes	978,125	625,402	2,264,420	1,631,300
Insurance agent commissions	43,249	56,326	155,179	177,161
Construction lending operations	7,098	13,589	25,736	39,284
Total net sales	\$ 3,828,400	\$ 2,881,572	\$ 11,446,802	\$ 9,343,475

9. Commitments and Contingent Liabilities

Majestic 21 Majestic 21 was formed in 1997 as a joint venture with an unrelated entity 21 Mortgage Corporation (21 Mortgage). While Majestic 21 has been deemed to be a variable interest entity, the Company only holds a 50% interest in this entity and all allocations of profit and loss are on a 50/50 basis. Since all allocations are to be made on a 50/50 basis and the Company s maximum exposure is limited to its investment in Majestic 21, management has concluded that the Company would not absorb a majority of Majestic 21 s expected losses nor receive a majority of Majestic 21 s expected residual returns; therefore, the Company is not required to consolidate Majestic 21 with the accounts of Nobility Homes in accordance with FASB ASC 810. On May 20, 2009, the Company became a 50% guarantor on a \$5 million note payable entered into by Majestic 21. This guarantee was a requirement of the bank that provided the \$5 million loan to Majestic 21. The \$5 million guarantee of Majestic 21 s debt is for the life of the note which matures on the earlier of May 31, 2019 or when the principal balance is less than \$750,000. The amount of the guarantee declines with

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the amortization and repayment of the loan. As collateral for the loan, 21st Mortgage has granted the lender a security interest in a pool of loans encumbering homes sold by Prestige Homes Centers, Inc. If the pool of loans securing this note should decrease in value so that the notes outstanding principal balance is in excess of 80% of the principal balance of the pool of loans, then Majestic 21 would have to pay down the note's principal balance to an amount that is no more than 80% of the principal balance of the pool of loans. The Company and 21st Mortgage are obligated jointly to contribute the amount necessary to bring the loan balance back down to 80% of the collateral provided. We do not anticipate any required contributions as the pool of loans securing the note have historically been in excess of 100% of the collateral value. As of August 4, 2012, the outstanding principal balance of the note was \$2,603,100 and the amount of collateral held by our joint venture partner for the Majestic 21 note payable was \$3,389,512. Based upon management's analysis, the fair value of the guarantee is not material and as a result, no liability for the guarantee has been recorded in the accompanying balance sheets of the Company.

On August 4, 2012 there was approximately \$229,235 in loan loss reserves or 1% of the portfolio in Majestic 21. The Majestic 21 joint venture partnership is monitoring loan loss reserves on a monthly basis and is adjusting the loan loss reserves as necessary. Management believes the loan loss reserves are adequate based upon its review of the Majestic 21 joint venture partnership's financial statements.

Finance Revenue Sharing Agreement The Company has a finance revenue sharing agreement with 21st Mortgage Corporation. Under the Finance Revenue Sharing Agreement (FRSA), prior to the Seventh Amendment, the Company had agreed to repurchase any repossessed homes and related collateral from 21st Mortgage Corporation that were financed under the agreement, upon default by the buyer. Upon the repurchase of the loan, the Company received all of the related collateral. The repurchase price was the remaining loan balance (plus 21st Mortgage Corporation's legal fees). If the loan included a mortgage on the land, the Company received the land in addition to the home. If the loan only had the home as collateral, the Company only received the home and was required to move it off the location where it was previously sited. After the Company re-sold the homes, the Company received the full proceeds from the sale of the home, plus a reimbursement from 21st Mortgage Corporation for liquidation expenses. The reimbursement covered the Company's cost of transporting homes, repairing homes to resale condition, remarketing homes and all other liquidation expenses. The Company and 21st Mortgage Corporation had agreed that the reimbursement for: (a) a home only repurchase would not exceed 60% of the Company's purchase price nor would it be less than 40% of the Company's repurchase price; and (b) a home and land repurchase would not exceed 45% of the Company's purchase price nor would it be less than 25% of the Company's purchase price.

Effective October 25, 2011, the Company entered into a Seventh Amendment to the FRSA that made the following changes:

The Company's obligation to buyback contracts on repossessed homes ceased as of October 25, 2011.

Any homes repurchased as of October 25, 2011 that had not yet been re-sold are to be liquidated by the Company and there will be no reimbursement from the FRSA escrow, for any expenses or losses upon sale of the home.

In consideration for the Company waiving its right to any reimbursement for expenses or losses on the repurchased homes in inventory, 21st Mortgage Corporation contributed \$3,000,000 to the escrow account.

As future loans in the FRSA are repossessed, 21st Mortgage Corporation will have sole responsibility for the sale of such repossessions and all expenses will be charged to the escrow account.

There will be no distributions from the escrow account until December 31, 2015.

In no event shall the Company be required to make up any shortfall in the escrow account.

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Management believes the execution of the Seventh Amendment significantly improved the Company's ability to control its liquidity and thus was willing to absorb the up-front financial cost of executing this amendment. Management expects that recovery of at least some portion of this loss will occur as a result of future distributions from the FRSA escrow account to which 21st Mortgage Corporation contributed \$3.0 million as a part of the Seventh Amendment. Such distributions, if any, will not occur before December 31, 2015 and as has been the Company's past practice, these distributions will be recorded in income on the basis of cash receipts. The Company will also maintain the value of its initial deposit to the escrow account, in the amount of \$250,000, as an asset as it expects to receive at least this amount in future cash distributions.

The following table summarizes certain key statistics regarding repurchased homes and subsequent sale of those homes under the FRSA. These homes and land are reflected as pre-owned homes in the consolidated balance sheets.

	Three Months Ended		Nine Months Ended	
	August 4, 2012	August 6, 2011	August 4, 2012	August 6, 2011
Homes repurchased		20	3	44
Cost of repurchased homes	\$	\$ 1,853,139	\$ 192,417	\$ 3,831,345
Number of repurchased homes sold	9	6	25	17
Cost of repurchased homes sold	\$ 748,175	\$ 472,955	\$ 1,756,087	\$ 1,504,771
Liquidation costs of repurchased homes sold	\$ 116,965	\$ 106,819	\$ 196,330	\$ 268,003
Liquidation reimbursement expense from 21st Mortgage Corporation	\$	\$ 189,213	\$	\$ 584,155
Impact upon results of operations	\$	\$ (381)	\$	\$ 55,202

During the quarter ended August 4, 2012, the Company had no repurchase agreements with financial institutions (floor plan lenders).

10. Subsequent Events

In November 2012, the retail model center located in Tampa, Florida was closed.

On September 17, 2012, the Company received a letter from The NASDAQ Stock Market LLC ("NASDAQ") informing the Company that it has not regained compliance with NASDAQ Listing Rule 5250(c)(1) within the 180 day extension period previously granted by NASDAQ and, on September 19, 2012, removed the Company's securities from listing and registration on the NASDAQ Stock Market.

The Company's common stock currently trades under the symbol NOBH on the OTC Markets Group, Inc. (the "Pink Sheets"). The Company's common stock will be eligible for trading only on the Pink Sheets unless and until it is eligible for trading on the OTC Bulletin Board ("OTCBB"). OTCBB trading may occur only if a market maker applies to quote the Company's common stock; however, a potential market maker's application to quote the Company's common stock on the OTCBB will not be cleared until the Company is current in its

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reporting obligations under the Securities Act of 1934. There is no assurance that the Company will become current in its reporting obligations, that any market maker will apply to quote the Company's common stock or that the Company's common stock will become eligible to trade on the OTCBB.

Late in fiscal 2011 and through 2012 and 2013 to date, the Company has become delinquent in its periodic filings required under the Securities and Exchange Act of 1934. The Securities and Exchange Commission (SEC) has issued the Company a letter of notification that inaction to bring the Company's filings current may result in the de-registration of the Company with the SEC. Loss of this status may limit the Company's ability to access capital markets. The Company is working to file the delinquent reports, but there is no assurance that the Company will be able to file its delinquent filings.

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The following table summarizes certain key sales statistics and percent of gross profit as of and for the three and nine months ended August 4, 2012 and August 6, 2011.

	Three Months Ended		Nine Months Ended	
	August 4, 2012	August 6, 2011	August 4, 2012	August 6, 2011
New homes sold through Company owned sales centers	10	24	49	70
New homes sold to independent dealers	61	26	166	108
Total new factory built homes produced	66	48	201	157
Average new manufactured home price retail	\$ 62,991	\$ 57,372	\$ 65,194	\$ 62,561
Average new manufactured home price wholesale	\$ 26,556	\$ 29,364	\$ 27,532	\$ 29,775

As a percent of net sales:

Gross profit from the Company owned retail sales centers	10%	14%	13%	14%
Gross profit from the manufacturing facilities including intercompany sales	14%	12%	16%	15%

For the three and nine months ended August 4, 2012 and August 6, 2011 results are as follows:

Total net sales in the third quarter of 2012 were \$3,828,400 compared to \$2,881,572 in the third quarter of 2011, which includes sales of pre-owned homes of \$978,125 and \$625,402, respectively. Total net sales for the first nine months of 2012 were \$11,446,802 compared to \$9,343,475 for the first nine months of 2011, which includes sales of pre-owned homes of \$2,264,420 and \$1,631,300, respectively. Sales to two public traded REIT S (Real Estate Investment Trusts) and other companies which own multiple retirement communities in our market area accounted for approximately 33% and 24% of our sales for the nine months ended August 4, 2012 and August 6, 2011, respectively. Accounts receivable due from these customers were approximately \$837,369 at August 4, 2012.

According to Florida Manufactured Housing Association, shipments in Florida for the period November 2011 through July 2012 were up approximately 9% from the same period last year. Our sales and operations for third quarter of 2012 continued to be impacted by our country's economic conditions and the continued low manufactured housing shipments in Florida. Although the overall housing picture, credit market and economy have not improved measurably during the past year and the immediate outlook for the manufactured housing industry in Florida and the nation is uncertain, the long-term demographic trends still favor future growth in the Florida market area we serve. We believe job formation, immigration growth and migration trends, plus consumers returning to more affordable housing indicate a positive future for manufactured housing in Florida. The Baby Boomer generation began to turn 65 in January 2011 and by 2030 the number of Americans 65 and over is predicted to almost double. This trend coupled with the end of the free spending credit-driven years, our 44 years of experience in the Florida market, and consumers' increased need for more affordable housing should serve us well in the coming years. We remain convinced that our specific geographic market is one of the best long-term growth areas in the country. The country must experience a better economy with less uncertainty, improved sales in the existing home market, declining unemployment, continued low interest rates, improving credit markets, increased consumer confidence and more retail financing for the sales of our affordable homes to improve significantly.

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We understand that during this very complex economic environment, maintaining our strong financial position is vital for future growth and success. Because of the poor business conditions in our market area and the lack of any clarity as to when today's economic challenges will improve measurably, we will continue to evaluate Prestige's retail model centers in Florida, along with all other expenses and react in a manner consistent with maintaining our financial position.

We have specialized for 45 years in the design and production of quality, affordable manufactured homes at our plant located in central Florida. With our multiple retail sales centers, a finance company joint venture, an insurance subsidiary, and investments in retirement manufactured home communities, we believe that we are the only vertically integrated manufactured home company headquartered in Florida.

Insurance agent commission revenues in the third quarter of 2012 were \$43,249 compared to \$56,326 in the third quarter of 2011. Total insurance agent commission revenues for the first nine months of 2012 were \$155,179 compared to \$177,161 for the first nine months of 2011. The decline in insurance agent commissions resulted from a decline in new policies written and renewals. Our wholly-owned subsidiary, Mountain Financial, Inc., is an independent insurance agent, and licensed mortgage loan originator. Its principal activity is the performance of retail insurance services, which involves placing various types of insurance, including property and casualty, automobile and extended home warranty coverage, with insurance underwriters on behalf of its Prestige customers in connection with their purchase and financing of manufactured homes. As agent, Mountain Financial assists our customers in obtaining various insurance and extended warranties coverage with insurance underwriters. As such, we have no agreements with homeowners and/or third party insurance companies other than agency agreements with various insurance carriers. Mountain Financial, Inc. has no material commitments or contingencies. We establish appropriate reserves for policy cancellations based on numerous factors, including past transaction history with customers, historical experience and other information, which is periodically evaluated and adjusted as deemed necessary. In our opinion, no reserve was deemed necessary for policy cancellations at August 4, 2012 and November 5, 2011.

The construction lending operations provide financing to buyers who have been approved for financing by an independent third party and who are purchasing a home through our retail sales centers. Such a loan provides the homeowner with enough money to pay for the land, land improvements, construction and installation of the home, impact fees and permits. The loan is disbursed in draws as construction progresses and is secured by a first mortgage on the land, home and all of the improvements. The term is typically for one year, with interest only payable monthly. There is also a finance charge which is added to the loan at closing. The construction loan is paid off when the homeowner closes on the permanent financing, typically a 30 year fixed rate mortgage. The revenues from construction lending operations in the third quarter of 2012 were \$7,098 compared to \$13,589 in the third quarter of 2011 and were \$25,736 for the first nine months of 2012 compared to \$39,284 for the first nine months of 2011.

Gross profit as a percentage of net sales was 13% in third quarter of 2012 compared to 17% in third quarter of 2011 and was 17% for the first nine months of 2012 compared to 19% for the first nine months of 2011. The decrease in gross profit was primarily due to selling of the pre-owned homes at a low margin at the retail sales centers and the decreased profit margins from a lower average sales price on new home sales at the manufacturing facility.

Selling, general and administrative expenses as a percent of net sales was 16% in third quarter of 2012 compared to 49% in the third quarter of 2011 and was 16% for the first nine months of 2012 compared to 32%

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for the first nine months of 2011. The decline in selling, general and administrative expenses as a percent of net sales resulted from the reduction of legal expenses and reducing overhead as a result of closing several retail sales centers as compared to the same period in 2011.

Our earnings from Majestic 21 in the third quarter of 2012 were \$20,796, compared to \$3,705 for the third quarter of 2011. Our earnings from Majestic 21 for the first nine months of 2012 were \$63,346, compared to \$21,201 for the first nine months of 2011. The increase in earnings in fiscal year 2012 is due to the lower cost of funds on the portfolio. The earnings from Majestic 21 represent our 50% of profit and losses related to the joint venture. The primary assets of Majestic 21 are loans that were originated by us from 1997 until 2003. In 2003, we entered into a FRSA with 21st Mortgage Corporation pursuant to which all loans originated from that point forward are owned by 21st Mortgage Corporation pursuant to the FRSA. Consequently, no additional loans are going into the Majestic 21 joint venture and the balance of the loans/assets of the partnership is declining each month due to amortization and payoffs.

We earned interest on cash, cash equivalents and short and long-term investments in the amount of \$16,593 for the third quarter of 2012 compared to \$54,413 for the third quarter of 2011. For the first nine months of 2012 interest earned on cash, cash equivalents and short and long-term investments were \$49,361 compared to \$127,802 in the first nine months of 2011. The decreased interest income was primarily due to a decrease in the amount of short and long-term investments and in the lower interest rate earned on our cash and cash equivalents balances.

We reported losses from our investment in retirement community limited partnerships of \$110,342 for the third quarter of 2012 compared to \$2,180,145 for the third quarter of 2011. For the first nine months of 2012 losses were \$259,727 compared to \$2,290,950 in the first nine months of 2011. Due to the slow home sales in Florida, we assessed the fair value of our investments in two manufactured home communities in the third quarter of 2011, using projected financial information. The analysis for Walden Woods South revealed that the market value was less than the carrying value, and we reduced our carrying value to zero, resulting in a noncash expense of \$791,355. The analysis for Cypress Creek also resulted in us writing down this investment, resulting in a noncash expense of \$1.3 million. We expect continued losses from our retirement community investments as these communities continue to experience slower growth than was originally expected.

We reported net loss of \$157,037 for the third quarter of 2012, or \$0.04 per share, compared to a net loss of \$3,048,852, or \$0.75 per share, for the third quarter of 2011. For the first nine months of 2012 net loss was \$58,876, or \$0.01 per share, compared to a net loss of \$3,350,999, or \$0.83 per share, in the third quarter 2011.

Liquidity and Capital Resources

Cash and cash equivalents were \$8,279,644 at August 4, 2012 compared to \$6,206,218 at November 5, 2011. Short-term investments were \$291,733 at August 4, 2012 compared to \$799,297 at November 5, 2011. The decrease in short investments was primarily due to the maturity of a bond in the investment portfolio. Working capital was \$17,956,517 at August 4, 2012 as compared to \$16,366,289 at November 5, 2011. We own the entire inventory for our Prestige retail sales centers which includes new, pre-owned and repossessed or foreclosed homes and we do not incur any third party floor plan financing expenses.

We view our liquidity as our total cash and short term investments. We currently have no line of credit facility and we do not believe that such a facility is currently necessary for our operations. We have no debt. We also have approximately \$2.4 million of cash surrender value of life insurance which we may be able to access as an additional source of liquidity though we have not currently viewed this to be necessary.

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Due to the slow home sales in Florida, we assessed the fair value of our investments in two manufactured home communities in the third quarter of 2011, using projected financial information. The analysis for Walden Woods South revealed that the market value was less than the carrying value, and we reduced our carrying value to zero, resulting in a noncash expense of \$791,355. The analysis for Cypress Creek also resulted in us writing down this investment, resulting in a noncash expense of \$1.3 million.

In February 2012, the retail model center located in Pace, Florida was closed.

As indicated previously, we have become delinquent in the periodic filings required under the Securities and Exchange Act of 1934. The Securities and Exchange Commission (SEC) has issued the Company a letter of notification that inaction to bring our filings current may result in de-registration of the Company with the SEC. Loss of this status may limit our ability to access capital markets. The Company has filed and is continuing to file the delinquent reports

At August 4, 2012, we have liquidity of approximately \$8.6 million, compared to \$7.0 million at November 5, 2011. The increase in our liquidity is due primarily from sales and decrease in inventory.

Our latest internal financial statements as of the date of this filing include liquidity of \$8.8 million.

Our strong balance sheet and significant cash reserves allow the Company to remain sufficiently liquid so as to allow continuation of operations and enable us to take advantage of market opportunities when presented. We believe the FRSA amendment has significantly improved our ability to manage our liquidity and will result in positive cash flows as pre-owned homes repossessed under the repurchase provisions of the FRSA are sold. We believe we have sufficient liquidity to allow us to operate into the foreseeable future.

Critical Accounting Policies and Estimates

In Item 7 of our Form 10-K, under the heading Critical Accounting Policies and Estimates, we have provided a discussion of the critical accounting policies and estimates that management believes affect its more significant judgments and estimates used in the preparation of our Consolidated Financial Statements. No significant changes have occurred since that time.

Forward-Looking Statements

Certain statements in this report are forward-looking statements within the meaning of the federal securities laws, including our statement that working capital requirements will be met with internal sources. Although Nobility believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, there are risks and uncertainties that may cause actual results to differ materially from expectations. These risks and uncertainties include, but are not limited to, competitive pricing pressures at both the wholesale and retail levels, increasing material costs, continued excess retail inventory, increase in repossessions, changes in market demand, changes in interest rates, availability of financing for retail and wholesale purchasers, consumer confidence, adverse weather conditions that reduce sales at retail centers, the risk of manufacturing plant shutdowns due to storms or other factors, the impact of marketing and cost-management programs, reliance on the Florida economy, impact of labor shortage, impact of materials shortage, increasing labor cost, cyclical nature of the manufactured housing industry, impact of rising fuel costs, catastrophic events impacting insurance costs, availability of insurance coverage for various risks to Nobility, market demographics, management's ability to attract and retain executive officers and key personnel, increased global tensions, market disruptions resulting from terrorist or other attack and any armed conflict involving the United States and the impact of inflation.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15e and 15d-15e under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report (the Evaluation Date). Based on their evaluation as of the Evaluation Date, our Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were not effective to ensure that the information required to be disclosed by us in this report was recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that the information required to be disclosed in this report was accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. As indicated below, we identified several material internal control weaknesses.

We believe that for purposes of the financial statements included in this filing that we have taken appropriate steps to mitigate the impact of these weaknesses and believe that the financial statements included in this filing are properly prepared to fairly reflect the financial position and results of operations of the Company, including the aspects of our financial statements most affected by these weaknesses.

Changes in Internal Control over Financial Reporting. We identified or re-affirmed certain significant matters in our internal controls over financial reporting relating to the preparation of these financial statements and have reported these as material weaknesses in our internal control as further discussed below. Absent these matters, we do not believe that there have been any other changes in our internal controls with respect to matters related to the preparation of these financial statements.

In the Company's Annual Report on Form 10-K for the year ended November 5, 2011, the Company reported that, in the preparation of its financial statements included in that filing, it had assessed that it has an inadequate level of expertise in a number of areas relating to its accounting and financial reporting function. Specifically, the Company encountered difficulties in accounting for certain transactions all of which resulted in significant adjustments being recorded either in that current period financial reporting or in a requirement to revise previously issued financial statements and some of which resulted in a significant delay in the completion of that filing and caused significant delinquencies in other periodic SEC filings. The Company identified specific material control weaknesses in its accounting processes in four areas. These related to (i) accounting for minority owned investments; (ii) income tax accounting matters; (iii) accounting for the FRSA; and (iv) inability to complete periodic filings required by the Securities and Exchange Act of 1934 on a timely basis.

As of the date of this filing, the Company has taken specific remediation actions to address the material control weaknesses identified in its Annual Report on Form 10-K for the year ended November 5, 2011. Due to the revision of the FRSA as discussed in the notes to the Company's financial statements, certain complexities of that arrangement have been eliminated but others relating to the valuation of pre-owned inventory remain. The Company has engaged an independent consultant who is a Certified Public Accountant and is familiar with periodic SEC filings to assist Company personnel with periodic accounting and financial reporting for (i) minority owned investments; (ii) income taxes; (iii) inventory valuation, (iv) preparation of periodic filings required by the Securities and Exchange Act of 1934, and (v) other areas as identified by us or our consultant.

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Part II. OTHER INFORMATION AND SIGNATURES

There were no reportable events for Item 1 through Item 5.

Item 6. Exhibits

- 31. (a) Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934
- (b) Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934
- 32. (a) Written Statement of Chief Executive Officer Pursuant to 18 U.S.C. §1350
- (b) Written Statement of Chief Financial Officer Pursuant to 18 U.S.C. §1350
- 101. Interactive data filing formatted in XBRL

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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.

NOBILITY HOMES, INC.

DATE: May 23, 2013

By: /s/ Terry E. Trexler
Terry E. Trexler, Chairman,
President and Chief Executive Officer

DATE: May 23, 2013

By: /s/ Thomas W. Trexler
Thomas W. Trexler, Executive Vice President,
and Chief Financial Officer

DATE: May 23, 2013

By: /s/ Lynn J. Cramer, Jr.
Lynn J. Cramer, Jr., Treasurer
and Principal Accounting Officer