

NATIONAL RV HOLDINGS INC

Form 10-Q

October 26, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2005

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

Commission file number 001-12085

NATIONAL R.V. HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

33-0371079

(I.R.S. Employer Identification No.)

3411 N. Perris Blvd., Perris, California

(Address of principal executive offices)

92571

(Zip Code)

Registrant's telephone number, including area code: **(951) 943-6007**

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 ☒

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Indicate by check mark whether the registrant is an accelerated filer.

YES ☒ NO ☐

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act 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.

| Class | Outstanding at October 10, 2005 |
|--|---------------------------------|
| Common stock, par value \$0.01 per share | 10,339,484 |

NATIONAL R.V. HOLDINGS, INC.

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PART I, ITEM 1**Consolidated Financial Statements****NATIONAL R.V. HOLDINGS, INC.****CONSOLIDATED BALANCE SHEETS****(In thousands, except share and per share amounts)**

| | March 31, 2005 (Unaudited) | December 31, 2004 |
|---|---|------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 11 | \$ 11 |
| Restricted cash | 25 | 251 |
| Receivables, less allowance for doubtful accounts of \$211 and \$137, respectively | 36,357 | 20,276 |
| Inventories | 82,874 | 74,826 |
| Deferred income taxes | 1,269 | 1,294 |
| Note receivable | 1,264 | 1,913 |
| Prepaid expenses | 2,715 | 2,924 |
| Total current assets | 124,515 | 101,495 |
| Property, plant and equipment, net | 38,217 | 37,809 |
| Other assets | 1,397 | 1,338 |
| | \$ 164,129 | \$ 140,642 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 28,651 | \$ 16,612 |
| Accrued expenses | 23,167 | 22,242 |
| Line of credit | 15,588 | 12,690 |
| Book overdraft | 9,747 | 803 |
| Current portion of capital leases | 51 | 51 |
| Total current liabilities | 77,204 | 52,398 |
| Long-term accrued expenses | 7,085 | 7,069 |
| Deferred income taxes | 1,269 | 1,294 |
| Long-term portion of capital leases | 179 | 185 |
| Total liabilities | 85,737 | 60,946 |
| Commitments and contingent liabilities | | |
| Stockholders' equity: | | |
| Preferred stock - \$0.01 par value; 5,000 shares authorized, 4,000 issued and Outstanding | | |
| Common stock - \$0.01 par value; 25,000,000 shares authorized, 10,339,484 and 10,302,109 issued and outstanding, respectively | 103 | 103 |
| Additional paid-in capital | 37,563 | 37,423 |
| Retained earnings | 40,726 | 42,170 |
| Total stockholders' equity | 78,392 | 79,696 |
| | \$ 164,129 | \$ 140,642 |

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

NATIONAL R.V. HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

(Unaudited)

| | Three-Months Ended March 31, | |
|--|---------------------------------|--------------------|
| | 2005 | 2004 (Restated) |
| Net sales | \$ 125,625 | \$ 103,146 |
| Cost of goods sold | 120,010 | 96,052 |
| Gross profit | 5,615 | 7,094 |
| Selling expenses | 3,639 | 2,708 |
| General and administrative expenses | 3,252 | 2,435 |
| Operating (loss) income | (1,276) | 1,951 |
| Interest expense | 277 | 62 |
| Other income | (109) | (48) |
| (Loss) income from continuing operations before income taxes | (1,444) | 1,937 |
| Provision for income taxes | | 720 |
| (Loss) income from continuing operations | (1,444) | 1,217 |
| Loss from discontinued operations | | (872) |
| Benefit for income taxes | | 324 |
| Net loss from discontinued operations | | (548) |
| Net (loss) income | \$ (1,444) | \$ 669 |
| Basic (loss) earnings per common share: | | |
| Continuing operations | \$ (0.14) | \$ 0.12 |
| Discontinued operations | | (0.05) |
| Total | \$ (0.14) | \$ 0.07 |
| Diluted (loss) earnings per common share: | | |
| Continuing operations | \$ (0.14) | \$ 0.12 |
| Discontinued operations | | (0.06) |
| Total | \$ (0.14) | \$ 0.06 |
| Weighted average number of shares: | | |
| Basic | 10,335 | 10,190 |
| Diluted | 10,335 | 10,334 |

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

NATIONAL R.V. HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

| | Three-Months Ended March 31, | |
|--|---------------------------------|----------|
| | 2005 | 2004 |
| <u>Cash flows from operating activities:</u> | | |
| Net (loss) income | \$ (1,444) | \$ 669 |
| Adjustments to reconcile net (loss) income to net cash used in operating activities: | | |
| Depreciation and amortization | 933 | 989 |
| Bad debt expense (recovery) | 80 | (30) |
| Provision for excess and obsolete inventories | 982 | 372 |
| Gain on asset disposal | (19) | (46) |
| Changes in assets and liabilities: | | |
| Decrease in restricted cash | 226 | |
| Increase in receivables | (16,161) | (3,878) |
| Increase in inventories | (9,030) | (12,945) |
| Decrease (increase) in prepaid expenses | 209 | (347) |
| Increase in accounts payable | 12,039 | 12,778 |
| Increase in accrued expenses | 941 | 789 |
| Net cash used in operating activities | (11,244) | (1,649) |
| <u>Cash flows from investing activities:</u> | | |
| (Increase) decrease in other assets | (59) | 95 |
| Repayments on note receivable | 649 | |
| Proceeds from sale of assets | 20 | 1,932 |
| Purchase of property, plant and equipment | (1,342) | (1,341) |
| Net cash (used in) provided by investing activities | (732) | 686 |
| <u>Cash flows from financing activities:</u> | | |
| Net advances under line of credit | 2,898 | |
| Increase in book overdraft | 8,944 | |
| Principal payments on capital leases | (6) | |
| Principal payments on long-term debt | | (6) |
| Proceeds from issuance of common stock | 140 | |
| Net cash provided by (used in) financing activities | 11,976 | (6) |
| Net decrease in cash and cash equivalents | | (969) |
| Cash and cash equivalents, beginning of the year | 11 | 2,059 |
| Cash and cash equivalents, end of period | \$ 11 | \$ 1,090 |

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

NATIONAL R.V. HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

NOTE 1 BASIS OF PRESENTATION

General

The consolidated financial statements include the financial statements of National RV Holdings, Inc. (the Company) and its wholly-owned subsidiaries National RV, Inc. (National RV) and Country Coach, Inc. (Country Coach). As further discussed in Note 9, the operating results of the travel trailer division have been reclassified as a discontinued operation for the prior period.

The accompanying unaudited 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 of America for complete consolidated financial statements. These consolidated financial statements should be read in conjunction with the audited consolidated financial statement for the year ended December 31, 2004 and notes thereto included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on October 11, 2005.

In the opinion of management, the accompanying unaudited financial statements contain all adjustments necessary, consisting of normal recurring adjustments, to state fairly the financial position, the results of operations and cash flows for all periods presented, including the elimination of significant intercompany accounts in consolidation. In addition to the restatement adjustments discussed in Note 2, certain reclassifications have been made to prior period amounts to conform to current period presentation.

Seasonal Nature of Business Activities

Results for the interim period are not necessarily indicative of the results for an entire year. Seasonal factors, over which the Company has no control, have an effect on the demand for the Company's products. Demand in the RV industry characteristically declines over the winter season, while sales are generally highest during the spring and summer months.

Use of Accounting Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses for each period. On an on-going basis, management evaluates its estimates and judgments. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

History of Recent Losses

The Company experienced a net loss in the first three months of 2005 of \$1.4 million compared to a net profit of \$0.7 million during the same period last year. The Company used cash from operating activities in the first three months of 2005 of \$11.2 million compared to a use of cash of \$1.6 million for the same period last year.

The Company has incurred net losses of \$9.3 million and \$8.4 million for the years ended December 31, 2004 and 2003, respectively. The Company has used cash from operating activities of \$15.8 million for the year ended December 31, 2004 and provided cash from operating activities of \$8.1 million for the year ended December 31, 2003. The RV industry has been historically cyclical and subject to downturns during periods of weak economic conditions. With rising fuel prices and continued economic uncertainty, the Company experienced a further decline in demand for its products in 2005. These conditions led the Company to assess its short-term liquidity needs and plans to achieve profitability.

Management's plan to achieve operational profitability includes continuing or starting a variety of initiatives to improve its earnings and working capital position, including: i) new product introductions in the fourth quarter of 2005 with additional new product and floor plan introductions in the first half of 2006, ii) new dealer additions to fill open market areas or replace under-performing dealers, iii) reductions in all categories of inventory, iv) head count re-balancings to current retail sales-supported production levels, v) engineering reviews of material components for the removal of non-value added items to reduce both material and assembly costs, vi) continued thorough motorhome inspections to improve quality and to more timely report failures, and vii) manufacturing cost reductions resulting from the continued implementation of lean manufacturing concepts.

In order to fund on-going operations in the short-term, the Company remains dependent upon its ability to utilize outside financing through borrowings on its line-of-credit until it achieves sustained operational profitability through a combination of increased sales, cost reductions and improved product margins. After consideration of the restrictions of the borrowing capacity noted in Note 5, the Company believes it has sufficient financial resources to fund its operations in the short-term. However, the Company's ability to meet its obligations in the long-term is dependent on its ability to generate positive cash flows from operations and is dependent on continued borrowings under its line of credit. If management is unable to achieve its operational profitability plan or unforeseen events occur and its existing line of credit is insufficient to allow the Company to meet its obligations, the Company may need to implement alternative plans that could include long-term financing collateralized by real estate (which is presently unencumbered) or obtaining additional debt financing, additional reductions in operating costs, deferral of capital expenditures, and further reductions in working capital. While the Company believes that it could successfully complete the alternative plans, if necessary, there can be no assurance that such alternatives would be available on acceptable terms and conditions or that the Company would be successful in its implementation of such plans.

NOTE 2 RESTATEMENT OF A PRIOR PERIOD

The consolidated financial statements for the three months ended March 31, 2004 reflect the restatement of certain dealer sales incentives, which include rebates and floorplan interest reimbursement paid to dealers to promote the sale of the product and retail incentives paid directly to dealer retail salespersons to promote the sale of the product and the return of sale and warranty information. The consolidated statement of operations for the three months ended March 31, 2004 has been restated to reclassify these sales incentives from selling expenses to a reduction of revenue, as required by Emerging Issues Task Force (EITF) Issue No. 01-09, "Accounting for Consideration Given by a Vendor to a Customer (including a Reseller) of the Vendor's Products."

The following table presents the effect of changes in the consolidated statement of operations caused by the restatement.

Statements of Operations

| (in thousands) | Three Months Ended March 31, 2004 | |
|------------------|--------------------------------------|----------------|
| | As previously reported | As restated |
| Net sales | \$ 103,784 | \$ 103,146 |
| Gross profit | \$ 7,732 | \$ 7,094 |
| Selling expenses | \$ 3,346 | \$ 2,708 |
| Net income | \$ 669 | \$ 669 |

NOTE 3 RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In November 2004, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 151, Inventory Costs-an Amendment of ARB No. 43, Chapter 4. SFAS No. 151 requires that accounting for items such as idle facility expense, freight, handling costs, and wasted materials (spoilage) be recognized as current period charges regardless of whether they meet the criterion of so abnormal. In addition, this Statement requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. This Statement is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The provision of this Statement shall be applied prospectively. The Company has not determined the impact that adoption of this standard will have on its consolidated financial statements.

In December 2004, the FASB issued FSP 109-1, Application of FASB Statement No. 109, Accounting for Income Taxes, to the Tax Deduction on Qualified Production Activities Provided by the American Jobs Creation Act of 2004. The American Jobs Creation Act, or AJCA, introduces a special 9% tax deduction on qualified production activities. FAS 109-1 clarifies that this tax deduction should be accounted for as a special tax deduction in accordance with Statement 109. FSP 109-1 is effective upon its issuance. The adoption of FSP 109-1 did not have a material impact on the Company's consolidated financial statements.

In December 2004, the FASB issued SFAS No. 123 (revised 2004), Share-Based Payment (SFAS No. 123R), which replaces SFAS No. 123, Accounting for Stock-Based Compensation, (SFAS 123) and supercedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values beginning with the first annual period after June 15, 2005, with early adoption encouraged. The pro forma disclosures previously permitted under SFAS 123 no longer will be an alternative to financial statement recognition. The Company

is required to adopt SFAS No. 123R in the first calendar quarter of 2006, beginning January 1, 2006. Under SFAS No. 123R, the Company must determine the appropriate fair value model to be used for valuing share-based payments, the amortization method for compensation cost and the transition method to be used at date of adoption. The transition methods include modified prospective and modified retrospective adoption options. Under the modified retrospective option, prior periods may be restated either as of the beginning of the year of adoption or for all periods presented. The modified prospective method requires that compensation expense be recorded for all unvested stock options and restricted stock at the beginning of the first quarter of adoption of SFAS No. 123R, while the modified retrospective method would record compensation expense for all unvested stock options and restricted stock beginning with the first period restated. The Company is evaluating the requirements of SFAS 123R. The Company has not yet determined the method of adoption or the effect of adopting SFAS No. 123R, and the Company has not determined whether the adoption will result in amounts that are similar to the current pro forma disclosures under SFAS No. 123.

In June 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections* a replacement of APB No. 20 and FAS No. 3 (SFAS 154). SFAS 154 provides guidance on the accounting for and reporting of accounting changes and error corrections. It establishes, unless impracticable, retrospective application as the required method for reporting a change in accounting principle in the absence of explicit transition requirements specific to the newly adopted accounting principle. SFAS 154 also provides guidance for determining whether retrospective application of a change in accounting principle is impracticable and for reporting a change when retrospective application is impracticable. The correction of an error in previously issued financial statements is not an accounting change. However, the reporting of an error correction involves adjustments to previously issued financial statements similar to those generally applicable to reporting an accounting change retrospectively. Therefore, the reporting of a correction of an error by restating previously issued financial statements is also addressed by SFAS 154. SFAS 154 is required to be adopted in fiscal years beginning after December 15, 2005. The Company does not believe that adoption of this standard will have an impact on its consolidated financial statements.

NOTE 4 SUPPLEMENTAL BALANCE SHEET INFORMATION

Inventories consist of the following (in thousands):

| | March 31, 2005 | December 31, 2004 |
|-------------------|---------------------------|------------------------------|
| Finished goods | \$ 9,076 | \$ 16,379 |
| Work-in-process | 48,836 | 35,388 |
| Raw materials | 18,084 | 18,398 |
| Chassis | 6,878 | 4,661 |
| Total inventories | \$ 82,874 | \$ 74,826 |

Accrued expenses consist of the following (in thousands):

| | March 31, 2005 | December 31, 2004 |
|--|---------------------------|------------------------------|
| Current accrued expenses: | | |
| Workers' compensation self-insurance reserve | \$ 2,618 | \$ 2,720 |
| Warranty reserve | 8,449 | 8,330 |
| Payroll and other accrued expenses | 12,100 | 11,192 |
| Total current accrued expenses | \$ 23,167 | \$ 22,242 |

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Long-term accrued expenses:

| | | | | |
|--|----|-------|----|-------|
| Workers' compensation self-insurance reserve | \$ | 6,063 | \$ | 6,151 |
| Warranty reserve | | 279 | | 175 |
| Deferred compensation | | 743 | | 743 |
| Total long-term accrued expenses | \$ | 7,085 | \$ | 7,069 |

NOTE 5 CREDIT FACILITY

At March 31, 2005, the Company had an asset-based revolving credit facility of \$20 million with UPSC, which was scheduled to expire in August 2005. At March 31, 2005 and December 31, 2004, the Company had outstanding loans under the line of credit of \$15.6 and \$12.7 million, respectively. At March 31, 2005, the Company was in default with the covenant requiring delivery of the Company's annual financial statements within a required period of time and on that date the Company received an extension letter from UPSC waiving the default on the Company's required delivery date of its annual financial statements and extending the required delivery date of the annual financial statements to August 31, 2005 (which date was extended to December 15, 2005 as part of the execution of the new credit facility discussed below). At March 31, 2005, the interest rate on the outstanding borrowings under the line-of-credit was 6.50%. The weighted average interest rate for the borrowings under the line-of-credit during the three-month period ended March 31, 2005 and 2004 was 6.19% and 4.80%, respectively.

On August 12, 2005, the original facility was replaced by a new three-year asset-based revolving credit facility with UPSC and Wells Fargo Bank for \$25 million, with the Company having the option, subject to certain conditions, of increasing the revolver in \$5 million increments up to a total credit facility of \$40 million. On September 29, 2005, the Company effected such an increase in the amount of the credit facility from \$25 million to \$30 million. The new credit facility is collateralized by all of the Company's assets other than real estate. Borrowing availability is based on eligible accounts receivable and inventory. The facility also includes a requirement to maintain a blocked account arrangement, whereby remittances from the Company's customers reduce the debt outstanding. The new credit facility contains, among other provisions, certain financial covenants, including funded debt to EBITDA and a fixed charge coverage ratio. If these financial covenants are not met, the Company's availability under the credit facility will be reduced. The Company did not meet these financial covenants as of March 31, 2005, and currently does not expect to until September 30, 2006. Until these covenants are met, the Company's borrowing availability under its \$40 million facility is limited to an amount between \$27 to \$32 million, depending on eligible inventory and accounts receivable. Initial amounts borrowed under the revolving credit facility bear interest at the prime rate listed in the Wall Street Journal plus 0.50 percentage points and may be subsequently adjusted down based on a trailing twelve month funded debt to EBITDA calculation.

NOTE 6 COMMITMENTS AND CONTINGENCIES

Most of the Company's motorhome sales are made on terms requiring payment within 15 business days or less of the dealer's receipt of the unit. Most dealers finance all, or substantially all, of the purchase price of their inventory under floor plan arrangements with banks or finance companies under which the lender pays the Company directly. Dealers typically are not required to commence loan repayments to such lenders for a period of at least six months. The loan is collateralized by a lien on the motorhome. Consistent with industry practice, the Company has entered into repurchase agreements with these lenders. In general, the repurchase agreements require the Company to repurchase a unit if the dealer defaults on the financed unit. Upon a dealer default, the agreements generally require the Company to repurchase RVs at the election of the lender provided certain conditions are met, such as repossession of the RV by the lender, the RV being new and unused and the time

elapsed between invoice date and demand for repurchase being no longer than a specified period which is typically 18 months or less. The Company's maximum potential exposure under these agreements approximated \$153 million at March 31, 2005. As with receivables, the risk of loss under the repurchase agreements was spread over a number of dealers and lenders and was reduced by the resale value of the RVs, which the Company would be required to repurchase. Losses under these agreements have not been material in the past and management does not believe that any future losses under such agreements will have a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows.

The Company is involved in legal proceedings in the ordinary course of business, including a variety of warranty, lemon law and product liability claims typical in the recreation vehicle industry. With respect to product liability claims, the Company's insurance policies cover, in whole or in part, defense costs and liability costs for personal injury or property damage (excluding damage to Company motorhomes). While it is impossible to estimate with certainty the ultimate legal and financial liability with respect to this litigation, management is of the opinion that while the final resolution of any such litigation may have an impact on the Company's consolidated results for a particular reporting period, the ultimate disposition of such litigation will not have any material adverse effect on the Company's financial position, results of operations or liquidity.

The Company's warranty reserve is established based on its best estimate of the amounts necessary to settle future and existing claims on products sold as of the balance sheet date. The Company records an estimate for future warranty-related costs based on recent actual warranty claims. Also, as part of the warranty reserve the Company's recall reserve is established, as necessary, based on management's estimate of the cost per unit to remedy the problem and the estimated number of units that will ultimately be brought in for the repair.

Three Months Ended March 31, 2005 (in thousands)

| | Beginning Balance | Additions | Deductions | Ending Balance |
|------------------|----------------------|-----------|------------|-------------------|
| Warranty reserve | \$ 8,505 | \$ 4,480 | \$ 4,257 | \$ 8,728 |

In August 2004, the Company entered into an agreement to acquire, for \$3 million, approximately 73 acres of land adjacent to its Country Coach, Inc. facility in Junction City, Oregon. The Company paid a deposit of \$0.1 million. The closing of the purchase is subject to customary closing conditions and is expected to occur in 2006.

NOTE 7 STOCK BASED COMPENSATION

The Company has stock option plans that enable it to offer equity participation to employees, officers, and directors as well as certain non-employees. Stock options may be granted as incentive or nonqualified options.

The Company has four fixed option plans that reserve shares of common stock for issuance to executives, key employees, consultants, and directors. The Company has also issued fixed options outside of such plans pursuant to individual stock option agreements. Options granted to non-employee directors generally vest immediately upon grant and generally expire five to ten years from the date of grant. Options granted to employees, including employee directors, generally vest in three equal annual installments and expire five to ten years from the date of grant. The price of the options granted pursuant to these plans will not be less than 100 percent of the market value of the shares on the date of grant. There were no options granted for the three month

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period ended March 31, 2005 and 236,500 for the three-month period ended March 31, 2004.

The Company has adopted the provisions of Statement of Financial Accounting Standards No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure (SFAS 148), which amends SFAS Statement 123, Accounting for Stock-Based Compensation. As permitted by SFAS 148, the Company continues to measure compensation cost in accordance with Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB 25) and related interpretations, but provides pro forma disclosures of net income and earnings per share as if the fair-value method had been applied.

The following table illustrates the effect on net (loss) income and (loss) earnings per share if the Company had applied the fair value recognition provisions to stock-based employee compensation (all amounts in thousands, except per share amounts):

| | Three Months Ended March 31, | |
|---|---------------------------------|----------|
| | 2005 | 2004 |
| (Loss) income from continuing operations | \$ (1,444) | \$ 1,217 |
| Loss from discontinued operations | | (548) |
| Net (loss) income as reported | (1,444) | 669 |
| Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | 194 | 122 |
| Pro forma net (loss) income | \$ (1,638) | \$ 547 |
| Basic (loss) earnings per share as reported | | |
| Continuing operations | \$ (0.14) | \$ 0.12 |
| Discontinued operations | | (0.05) |
| Total basic (loss) earnings per share | \$ (0.14) | \$ 0.07 |
| Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | 0.02 | 0.02 |
| Basic (loss) earnings per share pro forma | \$ (0.16) | \$ 0.05 |
| Diluted (loss) earnings per share | | |
| Continuing operations | \$ (0.14) | \$ 0.12 |
| Discontinued operations | | (0.06) |
| Total diluted (loss) earnings per share | \$ (0.14) | \$ 0.06 |
| Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | 0.02 | 0.01 |
| Diluted (loss) earnings per share pro forma | \$ (0.16) | \$ 0.05 |

The weighted-average fair value of the stock options has been estimated on the date of grant using the Black-Scholes option-pricing model. There were no new stock option grants during the three-month period ended March 31, 2005. The assumptions used to calculate weighted-average fair value are listed below for new grants during the three-month period ended March 31, 2004.

March 31, 2004

| | |
|-------------------------|---------|
| Dividend yield | 0.0% |
| Expected volatility | 279.0% |
| Risk-free interest rate | 2.74% |
| Expected lives | 4 years |

NOTE 8 INCOME TAXES

As of March 31, 2005, the Company has a current deferred tax asset of \$1.3 million and a long-term deferred tax liability of \$1.3 million. The Company recorded a non-cash charge of \$0.6 million during the three months ended March 31, 2005 to increase the valuation allowance to offset the change in net deferred tax assets. As a result, the valuation allowance for deferred tax assets increased from \$11.1 million at December 31, 2004 to approximately \$11.7 million at March 31, 2005. Recent cumulative losses, the downturn in current market conditions and its impact on near term earnings led the Company to conclude that it was more likely than not that all or a portion of the net deferred tax asset will not be realized. The Company expects to record a full valuation allowance on future benefits until it can sustain an appropriate level of profitability and until such time, the Company would not expect to recognize any significant tax benefits in its future results of operations.

NOTE 9 DISCONTINUED OPERATIONS

On September 24, 2004, the Company sold its travel trailer business assets to Weekend Warrior, a privately owned, California-based ramp-trailer manufacturer. The sale was designed to allow the Company to further concentrate its efforts and resources on its growing motorhome business. The total selling price of the business was \$3.2 million. The sale included inventory totaling \$2.8 million and equipment totaling \$0.1 million. In addition, the Company recognized a \$0.3 million gain on the sale. Weekend Warrior paid \$0.5 million at closing with the balance to be paid in ten equal monthly payments. In addition, a payment of 1% of monthly sales for other assets and trademarks will be made on a monthly basis over a twelve-month period ending October 10, 2005 with a minimum due of \$0.3 million which has been included in note receivable in the accompanying consolidated balance sheets. The Company also entered into a sublease agreement, which allows Weekend Warrior to lease a portion of the Company's facilities for up to twelve months. Net sales from discontinued operations were \$6.6 million for the three months ended March 31, 2004.

NOTE 10 (LOSS) EARNINGS PER SHARE

Basic (loss) earnings per share is computed by dividing net (loss) earnings by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution that could occur if options were exercised or converted into common stock. Shares attributable to the exercise of outstanding options that are anti-dilutive are excluded from the calculation of diluted loss per share for the three months ended March 31, 2005.

All amounts in thousands except per share amounts.

| | Three Months Ended March 31, | |
|--|---------------------------------|-----------|
| | 2005 | 2004 |
| (Loss) income from continuing operations | \$ (1,444) | \$ 1,217 |
| Loss from discontinued operations | | (548) |
| Net (loss) income | \$ (1,444) | \$ 669 |
| Basic weighted average common shares outstanding | 10,335 | \$ 10,190 |
| Effect of dilutive stock options | | 144 |
| Diluted weighted average common shares Outstanding | 10,335 | \$ 10,334 |
| Basic (loss) earnings per share: | | |
| Continuing operations | \$ (0.14) | \$ 0.12 |
| Discontinued operations | | (0.05) |
| Total basic (loss) earnings per share | \$ (0.14) | \$ 0.07 |
| Diluted (loss) earnings per share: | | |
| Continuing operations | \$ (0.14) | \$ 0.12 |
| Discontinued operations | | (0.06) |
| Total diluted (loss) earnings per share | \$ (0.14) | \$ 0.06 |

For three-month periods ended March 31, 2005 and 2004, excluded from the computation of diluted earnings per share were stock options to purchase 910,327 and 265,300 shares, respectively.

NOTE 11 SUBSEQUENT EVENTS

As more fully discussed in Note 5, the Company executed a new three-year asset-based revolving credit facility on August 12, 2005 with UPSC and Wells Fargo Bank for \$25 million, with the Company having the option, subject to certain conditions, of increasing the revolver in \$5 million increments up to a total credit facility of \$40 million. On September 29, 2005, the Company effected such an increase in the amount of the credit facility from \$25 million to \$30 million.

NATIONAL R.V. HOLDINGS, INC.**PART I, ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Disclosure Regarding Forward Looking Statements**

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that forward-looking statements are inherently uncertain. Actual performance and results may differ materially from that projected or suggested herein due to certain risks and uncertainties including, without limitation, potential fluctuations in the Company's operating results; any material weaknesses in the Company's internal control over financial reporting or the failure to remediate any of the previously disclosed material weaknesses; any failure to implement required new or improved controls; resumption of losses; seasonality and economic conditions; dependence on certain dealers and concentration of dealers in certain regions; dependence on chassis suppliers; potential liabilities under repurchase agreements; competition; government regulation; warranty claims; and product liability claims. Certain risks and uncertainties that could cause actual results to differ materially from that projected or suggested are set forth in the Form 10-K, in the Company's filings with the Securities and Exchange Commission (the "SEC") and the Company's public announcements, copies of which are available from the SEC or from the Company upon request. The Company undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

Restatement of Financial Statements

The following discussion and analysis gives effect to the restatement described in Note 2 to the unaudited consolidated financial statements for the period ended March 31, 2004 contained herein. Accordingly, certain of the data set forth in this section is not comparable to discussions and data in our previously filed annual and quarterly reports for corresponding periods.

The following table presents the effect of changes in the consolidated statement of operations caused by the restatement.

Statements of Operations

| (in thousands) | Three Months Ended March 31, 2004 | |
|------------------|--------------------------------------|----------------|
| | As previously reported | As restated |
| Net sales | \$ 103,784 | \$ 103,146 |
| Gross profit | \$ 7,732 | \$ 7,094 |
| Selling expenses | \$ 3,346 | \$ 2,708 |
| Net income | \$ 669 | \$ 669 |

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, assumptions and estimates that affect the amounts reported. See the discussion of critical accounting policies in our Annual Report on Form 10-K for the year ended December 31, 2004. For the quarter ended March 31, 2005, there were no unusual uncertainties of a material nature involved in the application of these principles nor any unusual, material variation in estimates related to these principles.

Executive Overview

National R.V. Holdings, Inc. (the Company) operates in one business segment that designs, manufactures, and markets motorhomes through its wholly owned subsidiaries, National R.V., Inc. (NRV) and Country Coach, Inc. (CCI). The RVs are marketed primarily in the United States of America by NRV under the Dolphin, Islander, Sea Breeze, Tradewinds and Tropi-Cal brand names and by CCI under brand names including Affinity, Allure, Inspire, Intrigue, Magna and Prevost by Country Coach.

The following table sets forth for the periods indicated the percentage of net sales represented by certain items reflected in the Company's Consolidated Statements of Operations:

| | Percentage of Net Sales Three Months Ended March 31, | |
|--|--|--------------------|
| | 2005 | 2004 (Restated) |
| Net sales | 100.0% | 100.0% |
| Cost of goods sold | 95.5 | 93.1 |
| Gross profit | 4.5 | 6.9 |
| Selling expenses | 2.9 | 2.6 |
| General and administrative expenses | 2.6 | 2.4 |
| Operating (loss) income | (1.0) | 1.9 |
| Interest expense | 0.2 | 0.1 |
| Other income | (0.1) | (0.1) |
| (Loss) income from continuing operations before income taxes | (1.1) | 1.9 |
| Provision for income taxes | 0.0 | 0.7 |
| (Loss) income from continuing operations | (1.1)% | 1.2% |
| Loss from discontinued operations | 0.0 | (0.9) |
| Benefit for income taxes | 0.0 | 0.3 |
| Net loss from discontinued operations | 0.0 | (0.6) |
| Net (loss) income | (1.1)% | 0.6% |

During the first quarter of 2005, the Company incurred a net loss of \$1.4 million compared to net income of \$1.2 million from continuing operations for the same quarter last year. The first quarter of 2005 loss per diluted share was \$0.14 compared to earnings per diluted share from continuing operations of \$0.12 for the first quarter of 2004. The net loss for the first quarter of 2005 was \$1.4 million, or \$0.14 per diluted share, as compared to a net income of \$0.7 million, or \$0.06 per diluted share in the first quarter of 2004.

Looking Forward

Many of the same objectives the Company addressed last year remain in place for the current year, including aggressive product development, improved productivity and cost control, and increasing its dealer body.

During the first quarter of 2005, the Company rolled out the majority of its 2006 model-year Highline products, including the completely redesigned Country Coach Intrigue. In addition, the 2006 model-year National RV Tradewinds and Islander, which begin to hit the market in meaningful numbers in the second quarter of 2005, represent significant additions to the Company's offerings given the relative strength of the Class A motorhome diesel segment. In its peak year, the Company sold more than 600 of these units and believes it has a large customer base that has been awaiting a product in which to upgrade their aged units.

Improved productivity and cost control remain significant objectives. The Company is making a significant investment this year in manufacturing engineers at its Country Coach facilities in an effort to increase productivity. Controlling costs also remains a high priority, specifically in the manufacturing cost areas, warranty, and workers' compensation. The Company continues to focus on improving the quality of its motorhomes to increase consumer satisfaction and decrease future warranty costs.

A continued focus on dealer acquisition and enhanced training programs for the Company's workforce, service centers, dealers, and consumers are also key initiatives. The Company has undertaken efforts in the areas of safety; with new distance learning capabilities, the Company is looking forward to broadcasting its service training programs directly to dealers and service

providers, driving the movement for increased customer satisfaction in areas of technical maintenance. In addition, factory-training programs are providing the Company's customers a basis for self-diagnostics and a better understanding of the equipment they are operating.

The Recreational Vehicle Industry Association's (RVIA) market expansion campaign, GO RVing, now in its eighth year, is fostering greater awareness and garnering media attention. Though RVIA expects substantial growth for the industry in the long-term or decade ahead, RVIA expects a decline in the industry in the near term or each of the years 2005 and 2006.

Results of Operations

Comparison of Continuing Operations for the Three Months Ended March 31, 2005 to the Three Months Ended March 31, 2004:

(Amounts in tables are in thousands, except percentages)

Net sales

| | 2005 | Three Months Ended March 31, Percent Change | 2004 (Restated) |
|---------------------------|------------|---|--------------------|
| Net sales | \$ 125,625 | 21.8% | \$ 103,146 |
| as a percent of net sales | 100.0% | | 100.0% |

Net sales of \$125.6 million for the three-month period ended March 31, 2005 represent an increase of \$22.5 million or 21.8% from the three-month period ended March 31, 2004. Wholesale unit shipments of diesel motorhomes for the three-month period ended March 31, 2005 were 406, up 38.6% from 293 units for the three-month period ended March 31, 2004. Shipments of gas motorhomes for the three-month period ended March 31, 2005 were 401, down 19.6% from 499 units for the three-month period ended March 31, 2004. The increase in net sales is mainly attributable to the change in the sales mix. The Company sold more diesel units, which have higher average sales prices, than gas powered units.

Gross profit margin

| | 2005 | Three Months Ended March 31, Percent Change | 2004 (Restated) |
|--------------|----------|---|--------------------|
| Gross profit | \$ 5,615 | (20.8)% | \$ 7,094 |

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| | | |
|---------------------|------|------|
| Gross profit margin | 4.5% | 6.9% |
|---------------------|------|------|

The gross profit margin for the three-month period ended March 31, 2005 was 4.5% compared to a 6.9% gross margin for the three-month period ended March 31, 2004. The primary factors that led to the decrease in gross margins were increased manufacturing overhead costs (including higher inventory control-related costs), increased engineering costs to support a more aggressive product introduction schedule and higher warranty costs. To a lesser degree, gross margin was affected by somewhat higher direct labor costs, partially related to the introduction of the Tradewinds and Islander products to the National RV manufacturing environment, and increased discounting due to the overall weakening sales environment.

Selling expenses

| | | 2005 | Three Months Ended March 31, Percent Change | | 2004 (Restated) |
|---------------------------|----|-------|---|----|--------------------|
| Selling expenses | \$ | 3,639 | 34.4% | \$ | 2,708 |
| as a percent of net sales | | 2.9% | | | 2.6% |

Selling expenses increased \$0.9 million or 34.4% for the three-month period ended March 31, 2005 over the three-month period ended March 31, 2004. Sales expenses increased mainly due to increased sales commissions resulting from higher sales, but also from increased media and marketing costs to support the Company's dealer expansion initiative.

General and administrative expenses

| | | 2005 | Three Months Ended March 31, Percent Change | | 2004 |
|-------------------------------------|----|-------|---|----|-------|
| General and administrative expenses | \$ | 3,252 | 33.6% | \$ | 2,435 |
| as a percent of net sales | | 2.6% | | | 2.4% |

General and administrative expenses totaling \$3.3 million for the three-month period ended March 31, 2005 were up \$0.8 million, or 33.6%, compared to the three-month period ended March 31, 2004. The increase is primarily due to increased personnel costs required to support the increased sales volume and Sarbanes-Oxley section 404 compliance costs and increased costs in the current year for audit fees.

Interest expense

| | | 2005 | Three Months Ended March 31, Percent Change | | 2004 |
|---------------------------|----|------|---|----|------|
| Interest expense | \$ | 277 | 346.8% | \$ | 62 |
| as a percent of net sales | | 0.2% | | | 0.1% |

Interest expense for the three-month periods ended March 31, 2005 and 2004 were \$277,000 and \$62,000, respectively. The increase in interest expense is a result of increased borrowing on the line of credit as well as rising interest rates directly related to the increases in the prime interest rate by the Federal Reserve.

Other income

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| | | | Three Months Ended March 31, Percent Change | | |
|---------------------------|------|--------|---|------|--------|
| | 2005 | | | 2004 | |
| Other income | \$ | (109) | 127.1% | \$ | (48) |
| as a percent of net sales | | (0.1)% | | | (0.1)% |

Other income for the three-month periods ended March 31, 2005 and 2004 were \$109,000 and \$48,000, respectively. The increase in other income is the result of interest and fees related to the note receivable.

Provision (benefit) for income taxes

| | 2005 | Three Months Ended March 31, Percent Change | 2004 |
|--------------------------------------|------|---|--------|
| Provision (benefit) for income taxes | \$ | N/A | \$ 720 |
| as a percent of net sales | | 0.0% | 0.7% |

As discussed in Note 8 to the consolidated financial statements included in this Form 10-Q, recent cumulative losses, the downturn in current market conditions and its impact on near-term earnings led the Company to conclude that it was more likely than not that its net deferred tax asset will not be realized. As a result, the Company continues to record a full valuation allowance against its net deferred tax assets; consequently, the Company's current effective tax rate for 2005 is zero. The effective tax rate for the three-month period ended March 31, 2004 was 37.2%.

The Company expects to record a full valuation allowance on future tax benefits until it can sustain an appropriate level of profitability.

Net loss from discontinued operations

| | 2005 | Three Months Ended March 31, Percent Change | 2004 |
|---------------------------------------|------|---|----------|
| Net loss from discontinued operations | \$ | N/A | \$ (548) |
| as a percent of net sales | | 0.0% | (0.6)% |

On September 24, 2004, the Company sold its Travel Trailer business assets to Weekend Warrior, a privately owned, California-based ramp-trailer manufacturer. The net loss from discontinued operations for the three-month period ended March 31, 2004 was \$0.5 million.

Liquidity and Capital Resources

At March 31, 2005 and December 31, 2004, the Company had cash and cash equivalents of \$11,000 (excluding restricted cash totaling \$25,000 and \$251,000, respectively, required to secure a letter of credit in connection with one of the Company's insurance policies). During the first three months of 2005, the Company financed its operations primarily through its existing working capital and its line-of-credit with UPS Capital Corporation (UPSC).

During the three-month period ended March 31, 2005 the Company used \$11.2 million of cash in its operations, which was primarily due to a net loss of \$1.4 million, increases in receivables and inventories of \$16.1 million and \$9.0 million, respectively, partially offset by a \$12.0 million and \$0.9 million increase in accounts payable and accrued expenses, respectively. During the three-month period ended March 31, 2004 the Company used \$1.6 million of cash in its operations, which was primarily due to a \$3.9 million and \$12.9 million increase in receivables and

inventories, respectively, significantly offset by a \$12.8 million increase in accounts payable.

On March 31, 2005, the Company had working capital of \$47.3 million compared to \$49.1 million at December 31, 2004. This decrease of \$1.8 million was primarily due to a \$0.2 million decrease in restricted cash, \$16.1 million increase in trade receivables, \$8.0 increase in inventory, \$0.7 million of repayments on note receivable, \$0.2 million decrease in prepaid expenses, \$12.0 million increase in accounts payable, \$0.9 million increase in accrued

expenses, \$2.9 million borrowings on the line of credit and a \$8.9 million increase in the book overdraft.

For the three month period ended March 31, 2005, net cash used in investing activities was \$0.7 million, consisting primarily of \$1.3 million in capital expenditures, partially offset by repayments on note receivable of \$0.7 million. Net cash provided by financing activities was \$12.0 million, primarily due to an increase in the book overdraft of \$8.9 million and net advances under on the line of credit of \$2.9 million.

At March 31, 2005, the Company had an asset-based revolving credit facility of \$20 million with UPSC, which was scheduled to expire in August 2005. At March 31, 2005 and December 31, 2004, the Company had outstanding loans under the line of credit of \$15.6 and \$12.7 million, respectively. At March 31, 2005, the Company was in default with the covenant requiring delivery of the Company's annual financial statements within a required period of time and on that date the Company received an extension letter from UPSC waiving the default on the Company's required delivery date of its annual consolidated financial statements and extending the required delivery date of the annual financial statements to August 31, 2005 (which date was extended to December 15, 2005 as part of the execution of the new credit facility discussed below).

On August 12, 2005, the original facility was replaced by a new three-year asset-based revolving credit facility with UPSC and Wells Fargo Bank for \$25 million, with the Company having the option, subject to certain conditions, of increasing the revolver in \$5 million increments up to a total credit facility of \$40 million. On September 29, 2005, the Company effected such an increase in the amount of the credit facility from \$25 million to \$30 million. The new credit facility is collateralized by all of the Company's assets other than real estate. Borrowing availability is based on eligible accounts receivable and inventory. The facility also includes a requirement to maintain a blocked account arrangement, whereby remittances from the Company's customers reduced the debt outstanding. The new credit facility contains, among other provisions, certain financial covenants, including funded debt to EBITDA, as defined, and a fixed charge coverage ratio. If these financial covenants are not met, the Company's availability under the credit facility will be reduced. The Company did not meet these financial covenants as of March 31, 2005, and does not expect to until September 30, 2006. Until these covenants are met, the Company's borrowing availability under its \$40 million facility is limited to an amount between \$27 to \$32 million, depending on eligible inventory and accounts receivable. Initial amounts borrowed under the revolving credit facility bear interest at the prime rate listed in the Wall Street Journal plus 0.50 percentage points and may be subsequently adjusted down based on a trailing twelve month funded debt to EBITDA calculation. At March 31, 2005 the interest rate on the outstanding borrowings under the line-of-credit was 6.50%. The weighted average interest rate for the borrowings under the line-of-credit during the three-month period ended March 31, 2005 and 2004 was 6.19% and 4.80%, respectively.

Management's plan to achieve operational profitability includes continuing or starting a variety of initiatives to improve its earnings and working capital position, including: i) new product introductions in the fourth quarter of 2005 with additional new product and floor plan introductions in the first half of 2006, ii) new dealer additions to fill open market areas or replace under-performing dealers, iii) reductions in all categories of inventory, iv) head count re-balancings to current retail sales-supported production levels, v) engineering reviews of material components for the removal of non-value added items to reduce both material and assembly costs, vi) continued thorough motorhome inspections to improve quality and to more timely report failures, and vii) manufacturing cost reductions resulting from the continued implementation of lean manufacturing concepts.

In order to fund on-going operations in the short-term, the Company remains dependent upon its ability to utilize outside financing through borrowings on its line-of-credit until it achieves sustained operational profitability through a combination of increased sales, cost reductions and improved product margins. The Company believes it has sufficient financial resources to fund its operations in the short-term. However, the Company's ability to meet its obligations in the long-term is dependent on its ability to generate positive cash flows from operations and continue borrowings under its line of credit. If management is unable to achieve its operational profitability plan or unforeseen events occur and its existing line of credit is insufficient to allow the Company to meet its obligations, the Company may need to implement alternative plans that could include long-term financing collateralized by real estate or obtaining additional debt financing, additional reductions in operating costs, deferral of capital expenditures, and further reductions in working capital. While the Company believes that it could successfully complete the alternative plans, if necessary, there can be no assurance that such alternatives would be available on acceptable terms and conditions or that the Company would be successful in its implementation of such plans.

As further discussed in Note 6 to the consolidated financial statements included in this Form 10-Q, the Company generally agrees with its dealers' lenders to repurchase any unsold RVs in the event of various circumstances. The Company's maximum potential exposure under these agreements approximated \$153 million at March 31, 2005. As with receivables, the risk of loss under the repurchase agreements was spread over a number of dealers and lenders and was reduced by the resale value of the RVs, which the Company would be required to repurchase. Losses under these agreements have not been material in the past and management does not believe that any future losses under such agreements will have a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows.

In August 2004, the Company entered into an agreement to acquire, for \$3 million, approximately 73 acres of land adjacent to its Country Coach, Inc. facility in Junction City, Oregon. The Company paid a deposit of \$0.1 million. The closing of the purchase is subject to customary closing conditions and is expected to occur in 2006. The Company believes the combination of internally generated funds and unused borrowing availability will be sufficient to meet this obligation.

Recent Accounting Pronouncements

In November 2004, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 151, Inventory Costs-an Amendment of ARB No. 43, Chapter 4. SFAS No. 151 requires that accounting for items such as idle facility expense, freight, handling costs, and wasted materials (spoilage) be recognized as current period charges regardless of whether they meet the criterion of so abnormal. In addition, this Statement requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. This Statement is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The provision of this Statement shall be applied prospectively. The Company has not determined the impact that adoption of this standard will have on its consolidated financial statements.

In December 2004, the FASB issued FSP 109-1, Application of FASB Statement No. 109, Accounting for Income Taxes, to the Tax Deduction on Qualified Production Activities Provided by the American Jobs Creation Act of 2004. The American Jobs Creation Act, or AJCA, introduces a special 9% tax deduction on qualified production activities. FAS 109-1 clarifies that this tax deduction should be accounted for as a special tax deduction in accordance with Statement 109. FSP 109-1 is effective upon its issuance. The adoption of FSP

109-1 did not have a material impact on the Company's consolidated financial statements.

In December 2004, the FASB issued SFAS No. 123 (revised 2004), Share-Based Payment (SFAS No. 123R), which replaces SFAS No. 123, Accounting for Stock-Based Compensation, (SFAS 123) and supercedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values beginning with the first annual period after June 15, 2005, with early adoption encouraged. The pro forma disclosures previously permitted under SFAS 123 no longer will be an alternative to financial statement recognition. The Company is required to adopt SFAS No. 123R in the first calendar quarter of 2006, beginning January 1, 2006. Under SFAS No. 123R, the Company must determine the appropriate fair value model to be used for valuing share-based payments, the amortization method for compensation cost and the transition method to be used at date of adoption. The transition methods include modified prospective and modified retrospective adoption options. Under the modified retrospective option, prior periods may be restated either as of the beginning of the year of adoption or for all periods presented. The modified prospective method requires that compensation expense be recorded for all unvested stock options and restricted stock at the beginning of the first quarter of adoption of SFAS No. 123R, while the modified retrospective method would record compensation expense for all unvested stock options and restricted stock beginning with the first period restated. The Company is evaluating the requirements of SFAS 123R. The Company has not yet determined the method of adoption or the effect of adopting SFAS No. 123R, and the Company has not determined whether the adoption will result in amounts that are similar to the current pro forma disclosures under SFAS No. 123.

In June 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections a replacement of APB No. 20 and FAS No. 3 (SFAS 154). SFAS 154 provides guidance on the accounting for and reporting of accounting changes and error corrections. It establishes, unless impracticable, retrospective application as the required method for reporting a change in accounting principle in the absence of explicit transition requirements specific to the newly adopted accounting principle. SFAS 154 also provides guidance for determining whether retrospective application of a change in accounting principle is impracticable and for reporting a change when retrospective application is impracticable. The correction of an error in previously issued financial statements is not an accounting change. However, the reporting of an error correction involves adjustments to previously issued financial statements similar to those generally applicable to reporting an accounting change retrospectively. Therefore, the reporting of a correction of an error by restating previously issued financial statements is also addressed by SFAS 154. SFAS 154 is required to be adopted in fiscal years beginning after December 15, 2005. The Company does not believe that adoption of this standard will have an impact on its consolidated financial statements.

NATIONAL R.V. HOLDINGS, INC.

PART I, ITEM 3 - Quantitative and Qualitative Disclosures about Market Risk

The Company has no significant financial instruments. The Company does not have any significant foreign currency exposure because it does not transact business in foreign currencies. However, the Company is exposed to interest rate changes related primarily to cash borrowings on the Company's credit facility. The weighted average interest rate for the borrowings on the credit facility during the year ended March 31, 2005 was 6.19%. For every 0.25% increase in interest rates, the Company would expect a quarterly increase in interest expense of approximately \$0.6 thousand for each \$1.0 million borrowed.

NATIONAL R.V. HOLDINGS, INC.

PART I, ITEM 4 CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as the Company's are designed to do, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

In connection with the preparation of this Quarterly Report on Form 10-Q, as of March 31, 2005, an evaluation was performed under the supervision and with the participation of the Company's management, including the CEO and CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). In light of the material weaknesses referenced below which the Company first identified in connection with the assessment required by Section 404 of the Sarbanes-Oxley Act of 2002 and disclosed in its Form 10-K for the year ended December 31, 2004 and which continued to exist as of the end of the period covered by this report, the Company's CEO and CFO concluded that, as of the end of the period covered by this report, the disclosure controls and procedures were not effective at a reasonable assurance level as of March 31, 2005.

A material weakness is a control deficiency, or a combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. We identified the following material weaknesses in the Company's internal control over financial reporting:

1. *Insufficient personnel resources and technical expertise within its accounting function.* The Company did not maintain effective controls over the financial reporting process at its NRV division and at corporate because of insufficient personnel resources and technical expertise within the accounting function. This material weakness contributed to the following individual material weaknesses: (a) errors in the preparation and review of schedules and reconciliations supporting certain general ledger account balances. As a result, errors were not detected in certain accrued liability accounts, including sales and marketing, warranty, legal and workers' compensation, and the related income statement accounts, including cost of goods sold, selling and general and administrative expenses at the NRV division; (b) inadequate financial statement disclosures, primarily related to the sale of a division and capital leases were not identified by the corporate accounting staff; and (c) accounting cutoff errors primarily related to marketing accrued expenses and an inability to properly and timely account for capital leases entered into during the year were not identified at the NRV division. This control deficiency resulted in audit adjustments to the 2004 annual consolidated financial statements affecting accrued liabilities, property, plant and equipment, and the related income statement accounts, primarily cost of goods sold, selling, general and administrative, amortization and interest. Insufficient personnel resources

and technical expertise also contributed to the material weaknesses discussed in 2, 3, 4 and 5 below. Additionally, these control deficiencies could result in misstatements in the aforementioned accounts that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

2. *Revenue Recognition* - The Company did not maintain effective controls over the timing of the revenue recognition related to the sale of certain motorhomes at its NRV division. Specifically, under a deferred payment arrangement the Company held the manufacturer's certificate of origin as security for payment. This control deficiency resulted in the restatement of the Company's third quarter 2004 consolidated financial statements to correct the timing of revenue recognition. This control deficiency also resulted in audit adjustments to the 2004 annual consolidated financial statements. Additionally, this control deficiency could result in a misstatement of revenue and deferred revenue that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

3. *Accounting for Sales Incentives* - The Company did not maintain effective controls over the accounting for sales incentives. Specifically, certain sales incentive programs which are paid directly to the dealer or dealer sales representatives were improperly classified as selling expenses and should have been classified as a reduction of revenue. This control deficiency resulted in the restatement of the Company's 2003 and 2002 consolidated financial statements. This control deficiency also resulted in audit adjustments to the 2004 annual consolidated financial statements. Additionally, this control deficiency could result in a misstatement of revenue and selling expenses that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

4. *Accounting for Income Taxes* - The Company did not maintain effective controls over the determination and reporting of the provision for income taxes and related deferred income tax balances. Specifically, the Company did not maintain effective controls to review and monitor the accuracy of the valuation allowance as well as other components of the income tax provision calculations and related deferred income taxes. This control deficiency resulted in an audit adjustment to the fourth quarter 2004 annual consolidated financial statements. Additionally, this control deficiency could result in a misstatement of the income tax provision or related deferred income tax balances that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

5. *Physical inventory process* - The Company did not maintain effective controls over the accuracy of the physical inventory process at its NRV division. Specifically, the NRV division did not have controls to ensure all of the individuals involved in the physical inventory count were properly trained and supervised and that discrepancies between quantities counted and the accounting records were properly investigated. Further, the NRV division did not have controls to ensure the accounting records were adjusted to reflect the actual quantities counted during the physical inventory process. This control deficiency resulted in an audit adjustment to the fourth quarter 2004 annual consolidated financial statements. Additionally, this control deficiency could result in a misstatement of inventory and cost of goods sold that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

6. *Unrestricted access to programs and data* - The Company did not maintain effective controls over access to certain financial application programs and

data at its NRV division. Specifically, there were instances in which information technology personnel and users with accounting and reporting responsibilities had access to financial accounting application programs and data that was incompatible with their functional business requirements. Further, the activities of these individuals were not subject to independent monitoring. These control deficiencies applied to certain systems and processes including the financial statement preparation, human resources, payroll, purchasing, receiving and revenue and billing. These control deficiencies did not result in an adjustment to the 2004 interim or annual consolidated financial statements. However, these control deficiencies could result in a misstatement to financial statement accounts that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

Remediation of Material Weaknesses

During fiscal year 2005, management has taken a number of steps that it believes will impact the effectiveness of our internal control over our financial reporting including the following:

1. *Insufficient personnel resources and technical expertise within its accounting function*

Management has assessed the organization of its accounting personnel and the technical expertise within the accounting function. As a result, the Company has established an accounting function at the parent company level. The NRV divisional controller was promoted to Corporate Controller and will be responsible for setting and establishing accounting policies for the Company and its two divisions in accordance with generally accepted accounting principles (GAAP) and guidelines required by the Securities and Exchange Commission (SEC). To assist the Corporate Controller, the Company has also promoted an individual to a newly-created position of Manager of Financial Reporting. In addition, the Company has subscribed to an on-line research tool to assist this group in staying abreast of new accounting pronouncements, proper accounting disclosure and also research technical accounting issues relating to the Company's ongoing business transactions. At the NRV division, the Company has hired a new Controller and Accounting Manager.

2. *Revenue Recognition*

Effective April 1, 2005, the NRV division discontinued the deferred payment arrangement under which it held the manufacturer's certificate of origin as security for payment. During the second quarter of 2005, the NRV division revised its quarterly closing procedures to strengthen its review of any new agreements or other terms to determine whether the related transactions are accounted for in the proper period.

3. *Accounting for Sales Incentives*

Effective May 31, 2005, the Company changed its method of accounting for sales incentive programs that are paid directly to the dealer sales representatives. These sales incentives are now classified as a reduction of revenue rather than as a selling expense. These sales incentives were restated for all years presented in the fiscal year 2004 Form 10-K and have been properly classified in the first and second quarters of fiscal year 2005. As more fully discussed in 1 above, the Company has increased its personnel and expertise within the accounting function. In addition, the Company has revised its quarterly closing procedures to strengthen its review of all existing sales incentive programs to ensure they are accounted for properly.

4. *Accounting for Income Taxes*

As more fully discussed in 1 above, the Company has recently increased its personnel and technical expertise within the accounting function. In addition, the Company revised its quarterly closing procedures to strengthen its review of the income tax provision to ensure the accuracy of the components of the income tax provision and related deferred income taxes.

5. *Physical inventory process*

Beginning with the first quarter of 2005, management increased its training of all personnel involved in the physical inventory process at the NRV division, particularly those individuals performing the data entry function. Additionally, the physical inventory report was revised such that any inventory item, which does not include a corresponding item number, will result in an exception-requiring follow-up by management. In addition, the NRV division has implemented enhanced review procedures by senior management of the reconciliation process between the quantities obtained from the physical inventory tags and the quantities obtained from the updated perpetual inventory report.

6. *Unrestricted access to programs and data*

The NRV division has corrected access rights for known instances in which information technology personnel and users with accounting and reporting responsibilities had access to financial accounting applications programs and data that was incompatible with their functional business requirements. The NRV division is also in the process of refining and developing ongoing processes to ensure that proper access rights are granted, reviewed and maintained in a timely manner.

The Company believes that it will be able to improve its disclosure controls and procedures and remedy the material weaknesses and additional control deficiencies identified as part of its assessment process. Notwithstanding the Company's remediation efforts, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control over Financial Reporting

Except as disclosed above, there have been no changes in the Company's internal control over financial reporting during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

NATIONAL R.V. HOLDINGS, INC.

PART II - OTHER INFORMATION

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

At March 31, 2005, the Company was in default with the covenant of its credit facility with UPS Capital Corporation (UPSC) requiring delivery of the Company's annual consolidated financial statements within a required period of time and on that date the Company received an extension letter from UPSC waiving the default on the Company's required delivery date of the annual consolidated financial statements to August 31, 2005. Such date was extended to December 15, 2005 as part of the execution by the Company of a new credit facility on August 12, 2005 with UPSC and Wells Fargo Bank. The Company filed its Annual Report on Form 10-K with the Securities and Exchange Commission on October 11, 2005.

ITEM 6. EXHIBITS

Exhibits

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act.

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act.

32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURE

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.

NATIONAL R.V. HOLDINGS, INC.
(Registrant)

Date: October 25, 2005

By /s/ THOMAS J. MARTINI, CPA

Thomas J. Martini
Chief Financial Officer
(Principal Accounting and
Financial Officer)