

CORPORATE GOVERNANCE GUIDELINES
(current as of December 2009)

I. DIRECTOR RESPONSIBILITIES

Role of Directors – The primary responsibility of the Board of Directors of Chromcraft Revington, Inc. (the. “Company”) is to oversee the overall business and affairs of the Company. In doing this, directors should exercise their business judgment and act in good faith and in a manner they reasonably believe is in the best interests of the Company and its stockholders. Directors must devote such time and attention as they believe is necessary to discharge their responsibilities to the Company. The day-to-day operation of the Company’s business is conducted under the management and direction of the executive officers of the Company and its subsidiaries.

Board Meetings – The Board of Directors will meet as frequently as it believes is necessary for the Board to discharge its duties, but no less than once a quarter. Directors are expected to attend all or substantially all Board meetings, as well as meetings of the Board committees on which they serve.

The Chairman of the Board, taking into account suggestions from other directors and from executive officers of the Company, will set the agenda for each Board meeting. The Chairman of the Board will assure that the agenda and all information and materials necessary for the directors to discuss the agenda items are distributed sufficiently in advance of each Board meeting so that directors will have adequate time to review such information and materials.

The Board of Directors will meet in executive session without management present on an as-needed basis but, in any event, not less than as is required by the principal securities exchange or market on which the Company’s common stock is traded. In addition, any independent director can request that an executive session of the Board be scheduled. The Board of Directors may appoint from among its independent members a presiding director (such appointment may be on a rotating basis). The primary responsibilities of the presiding independent director are set forth in the Company’s Presiding Independent Director Responsibilities.

Board Committees – The Board of Directors may exercise its authority through Board committees as permitted by applicable law and as required by the principal securities exchange or market on which the Company’s common stock is traded. The Board of Directors currently has the following three standing committees: Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. The Board of Directors may add new committees as it deems advisable. Each standing committee will have a charter and will carry out the responsibilities specified in its charter as well as such additional responsibilities as may be assigned by the Board of Directors.

All committee members must be independent directors under the criteria established by the principal securities exchange or market on which the Company’s common stock is traded. Committee members will be appointed by the Board of Directors, upon the recommendation of

the Nominating and Corporate Governance Committee. Committee assignments should be based on a director's expertise, interests and available time. The Board does not have a policy of rotating members of its committees.

II. DIRECTOR QUALIFICATIONS

General Qualifications – The directors are elected annually by the stockholders of the Company. The Board of Directors will seek as members individuals of high personal and professional integrity who have the characteristics, skills and experience that the Board believes are appropriate to serve as a director of the Company, who have the ability to understand the Company's business and who can represent the best interests of the Company's stockholders. In making its selections of director nominees, the Board of Directors will consider the recommendations of the Nominating and Corporate Governance Committee.

Independence – A majority of the Board of Directors must satisfy the independence requirements established by the principal securities exchange or market on which the Company's common stock is traded. In addition to these requirements, the Board of Directors will consider other factors that could affect a director's independence, such as, for example, whether the Company makes substantial charitable contributions to organizations with which a director is affiliated or whether the Company has entered into consulting contracts with (or provides other forms of compensation to) a director or a company with which a director is affiliated. The Board will have only one director who also serves as an employee of the Company. Each director must notify the Chair of the Nominating and Corporate Governance Committee of any changes in their independence. If such change is for the Chair of the Nominating and Corporate Governance Committee, then he will notify the Chair of the Audit Committee.

Term Limits and Retirement Policy – The Board of Directors does not believe that it should limit the number of terms for which an individual may serve as a director, nor does the Board have a retirement policy for directors. Directors who have served on the Board for an extended period of time are able to provide valuable insight to the Company based upon their experience with and understanding of the Company's business, history, strategic objectives and industry and are able to provide an increased contribution to the Board as a whole. Instead of implementing mandatory term limits and a retirement policy, the Nominating and Corporate Governance Committee will consider the performance and abilities of each director when making its recommendations with respect to director candidates.

Positions on Other Boards – The Board of Directors has not adopted any policy limiting its members from serving on boards or committees of other for-profit or non-profit entities, except as required by the principal securities exchange or market on which the Company stock is traded. The Nominating and Corporate Governance Committee will consider the nature and the time commitment of a director's service on other boards or committees when making its recommendations with respect to director candidates.

Change in Principal Occupation – Non-management directors who have a change in their principal occupation should notify the Chair of the Nominating and Corporate Governance Committee promptly of such a change. The Nominating and Corporate Governance Committee

will consider this fact when evaluating the composition of the Board of Directors and making its recommendations with respect to director candidates. If such change is for the Chair of the Nominating and Corporate Governance Committee, then he will notify the Chair of the Audit Committee.

Management directors must offer to resign from the Board of Directors when their employment with the Company or one of its subsidiaries ends. The Board will then determine whether the former officer of the Company may continue to serve as a member of the Board of Directors.

III. ACCESS TO MANAGEMENT AND OTHER ADVISORS

The Board of Directors will have complete and unrestricted access to management so that directors can ask questions and obtain information necessary to discharge their responsibilities to the Company. Such contact with management should be reasonable. The Board of Directors may invite members of management who are not directors to attend portions of Board and committee meetings. In addition, the Board of Directors and any committee of the Board may consult with the Company's independent auditors, legal counsel and other advisors as they deem necessary.

IV. DIRECTOR COMPENSATION

General – The form and amount of compensation for directors who are not employees of the Company will be determined by the Board of Directors taking into account the recommendations of the Compensation Committee. In determining director compensation, the Board of Directors will take into account that, if director fees and perquisites exceed customary levels for companies of comparable size and complexity, this could affect director independence.

Management Directors – A director who is employed by the Company or any of its subsidiaries will not receive additional compensation for his or her service on the Board of Directors of the Company or any of its subsidiaries.

V. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

New Directors – The chief executive officer and the chief financial officer of the Company will be responsible for providing an orientation for new directors.

Continuing Education – The chief executive officer and the chief financial officer of the Company will be responsible for periodically providing, or having advisors to the Company provide, materials or presentations to the Board of Directors on topics that would assist the directors in discharging their responsibilities. Directors also may request that a presentation on any relevant subject be made at a Board meeting.

VI. CHIEF EXECUTIVE OFFICER EVALUATION

The Compensation Committee will conduct an annual evaluation of the Company's chief executive officer with input from all independent directors.

VII. MANAGEMENT SUCCESSION

The chief executive officer, in consultation with the Compensation Committee as needed, will provide the Board of Directors with an appropriate succession plan for the CEO and the other executive officers of the Company, including a plan regarding succession in the event of an emergency. The Board of Directors will review the succession plan at least annually.

VIII. BOARD SELF-EVALUATION

The Board of Directors and each of its committees will conduct an annual self-evaluation. The Nominating and Corporate Governance Committee will coordinate and oversee this self-evaluation process.

IX. REVIEW OF GUIDELINES

The Board of Directors will review and make changes to these Guidelines as it deems appropriate. In addition to these Guidelines, the Board of Directors or any of its committees may establish other guidelines, policies and procedures relating to their respective functions or the Company's operations. Such other guidelines, policies and procedures will be maintained by the Secretary of the Company.

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