REX STORES CORP
Form SC 13G/A
March 06, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)
Information statement pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934
(Amendment No.7)

REX Stores Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

761624105
(CUSIP Number)

Date of Event Which Requires Filing of this Statement: February 28, 2009

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 761624105 13G

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Royce & Associates, LLC 52-2343049

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [ ]
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 970,300
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER 970,300
	8	SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 970,300

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.17%

12 TYPE OF REPORTING PERSON
IA

CUSIP No. 761624105 13G

Item 1(a) Name of Issuer:
REX Stores Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:
Vice President-Finance
2875 Needmore Road
Dayton, OH 45414

Item 2(a) Name of Persons Filing:
Royce & Associates, LLC

Item 2(b) Address of Principal Business Office, or, if None, Residence:
1414 Avenue of the Americas, New York, NY 10019

Item 2(c) Citizenship:
New York Corporation

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
761624105

Item 3 If this statement is filed pursuant to rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a) [ ] Broker or Dealer registered under Section 15 of the Act
(b) [ ] Bank as defined in Section 3(a)(6) of the Act
(c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act
(d) [ ] Investment Company registered under Section 8 of the Investment Company Act
(e) [X] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
(f) [ ] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund
(g) [ ] Parent Holding Company, in accordance with Rule 13d-1 (b)(ii)(G)
(h) [ ] Group

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Item 4 Ownership

(a) Amount Beneficially Owned:
970,300

(b) Percent of Class:
10.17%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote
970,300

(ii) shared power to vote or to direct the vote
____

(iii) sole power to dispose or to direct the disposition of
970,300

(iv) shared power to dispose or to direct the disposition of __________

Item 5 Ownership of Five Percent or Less of a Class. [ ]

Item 6 Ownership of More than Five Percent on Behalf of Another Person .

Various Accounts managed by Royce & Associates, LLC, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of shares of the issuer.

The interest of one account, Royce Opportunity Fund an investment company registered under the Investment Company Act of 1940 and managed by Royce & Associates, LLC, amounted to 687,000 shares or 7.38% of the total shares outstanding.

Item 7 Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company.

NOT APPLICABLE

Item 8 Identification and Classification of Members of the Group.

NOT APPLICABLE

Item 9 Notice of Dissolution of Group.

NOT APPLICABLE

CUSIP No. 761624105 13G

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to it is true, complete and correct.

Date: March 06, 2009

By: Daniel A. O'Byrne, Vice President

95 69 ----------- ----------- ----------- ----------- INCOME BEFORE TAXES $ 535 $ 612 $ 1,059 $ 1,213 Provision for taxes (203) (233) (402) (461) ----------- ----------- ----------- ----------- NET INCOME $ 332 $ 379 $ 657 $ 752 =========== =========== =========== =========== NET INCOME PER SHARE, BASIC AND DILUTED $ .13 $ .15 $ .25 $ .29 DIVIDENDS PER SHARE $ 0 $ 0 $ .10 $ .15 WEIGHTED AVERAGE OF SHARES, Basic and diluted 2,578,315 2,578,315 2,578,315 2,578,315 See accompanying notes to financial statements. These statements reflect all adjustments which, in the opinion of management, are necessary for fair statement of the results for the interim period. 3 MICROPAC INDUSTRIES, INC. CONDENSED BALANCE SHEETS (Dollars in thousands) ASSETS (Unaudited) CURRENT ASSETS 5/27/06 11/30/06 ------- -------- Cash and cash equivalents $ 3,028 $ 2,558 Short term investments 2,229 2,025 Receivables, net of allowance for doubtful accounts of $89 on 2,140 2,048 May 26, 2007 and $89 on November 30, 2005 Inventories: Raw materials 1,775 1,924 Work-in process 2,368 2,596 -------- -------- Total inventories 4,143 4,520 Prepaid expenses and other current assets 85 77 Deferred income tax 625 625 -------- -------- Total current assets 12,250 11,853 -------- -------- PROPERTY, PLANT AND EQUIPMENT, at cost: Land 80 80 Buildings 498 498 Facility improvements 796 796 Machinery and equipment 6,080 5,925 Furniture and fixtures 524 507 -------- -------- Total property, plant, and equipment 7,978 7,806 Less accumulated depreciation (6,713) (6,591) -------- -------- Net property, plant, and equipment 1,265 1,215 -------- -------- Total assets $ 13,515 $ 13,068 ======== ======== LIABILITIES AND SHAREHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable $ 642 $ 582 Accrued compensation 373 494 Other accrued liabilities

211 188 Deferred revenue 285 243 Income taxes payable 73 28 -------- -------- Total current liabilities 1,584 1,535 -------- -------- DEFERRED INCOME TAXES 79 79 SHAREHOLDERS' EQUITY Common stock, ($.10 par value), authorized 10,000,000 shares, 308 308 3,078,315 issued 2,578,315 outstanding at May 26, 2007 and November 30, 2006 Paid-in capital 885 885 Treasury stock, 500,000 shares, at cost (1,250) (1,250) Retained earnings 11,909 11,511 -------- -------- Total shareholders' equity 11,852 11,454 -------- -------- Total liabilities and shareholders' equity $ 13,515 $ 13,068 ======== ======== See accompanying notes to financial statements. These statements reflect all adjustments which, in the opinion of management, are necessary for fair statement of the results for the interim period. 4 MICROPAC INDUSTRIES, INC. CONDENSED STATEMENTS OF CASH FLOWS (Dollars in thousands) (Unaudited) Six months ended 05/26/07 05/27/06 -------- -------- CASH FLOWS FROM OPERATING ACTIVITIES: Net income $ 657 $ 752 Adjustments to reconcile net income to cash from operating activities: Depreciation and amortization 122 127 Changes in current assets and liabilities: Decrease (increase) in accounts receivable (92) 604 Decrease (increase) in inventories 377 (792) Decrease (increase) in prepaid expenses and other current assets (8) 5 Decrease (increase) in income taxes, payable and deferred 45 (143) Increase in accounts payable 60 65 Decrease in accrued compensation (121) (389) Increase in other accrued liabilities and deferred revenue 64 8 ------- ------- Net cash provided by operating activities 1,104 237 ------- ------- CASH FLOWS FROM INVESTING ACTIVITIES: Increase in short term investments (204) (402) Additions to property, plant and equipment (172) (105) ------- ------- Net cash used in investing activities (376) (507) ------- ------- CASH FLOWS FROM FINANCING ACTIVITIES Cash dividend (258) (387) ------- ------- Net cash used in financing activities (258) (387) ------- ------- Net change in cash and cash equivalents 470 (657) Cash and cash equivalents at beginning of period 2,558 1,722 ------- ------- Cash and cash equivalents at end of period $ 3,028 $ 1,065 ======= ======= Supplemental Cash Flow Disclosure: Cash paid for income taxes $ 356 $ 648 ======= ======= See accompanying notes to financial statements. These statements reflect all adjustments, which, in the opinion of management, are necessary for fair statement of the results for the interim period. 5 MICROPAC INDUSTRIES, INC. NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited) Note 1 In the opinion of management, the unaudited condensed financial statements include all adjustments (consisting of only normal, recurring adjustments) necessary to present fairly the financial position as of May 26, 2007, the cash flows for the six months ended May 26, 2007 and May 27, 2006, and the results of operations for the three months and six months ended May 26, 2007 and May 27, 2006. Unaudited financial statements are prepared on a basis substantially consistent with those audited for the year ended November 30, 2006. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted pursuant to the rules and regulations promulgated by the Securities and Exchange Commission. However, management believes that the disclosures contained are adequate to make the information presented not misleading. Note 2 The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and expenses during the reporting period. Actual results could differ from those estimates. Note 3 On December 22, 2005, the Board of Directors of Micropac Industries, Inc. approved the payment of a $.15 per share dividend to all shareholders of record on February 3, 2006. The dividend was paid to shareholders on February 10, 2006. On December 22, 2006, the Board of Directors of Micropac Industries, Inc. approved the payment of a $.10 per share dividend to all shareholders of record on January 26, 2007. The dividend payment was paid to shareholders on February 9, 2007. Note 4 On March 1, 2001, the Company's shareholders approved the 2001 Employee Stock Option Plan (the "Stock Plan"). As of February 24, 2007 there were 500,000 options available to be granted. No options have been granted to date. Note 5 On June 1, 2006 the Company renewed an uncollateralized $3,000,000 line of credit agreement with a bank. The interest rate is equal to the prime rate less 1/4%. The line of credit requires that the Company maintain certain financial ratios. The financial covenants require the Company to maintain a quick ratio of at least 1:1, maintain tangible net worth of $6,250,000 plus 75% of future net income, and maintain total liabilities to tangible net worth of less than 1.25:1. The Company is in compliance with these covenants. The Company has not, to date, used any of the available line of credit. Note 6 Basic and diluted earnings per share are computed based upon the weighted average number of shares outstanding during the year. Diluted earnings per share gives effect to all dilutive potential common shares. For the six months ended May 26, 2007 and May 27, 2006, the Company had no dilutive potential common stock. Note 7 Glast, Phillips & Murray, P.C. serves as the Company's legal counsel. Mr. James K.

Murphey, a director and member of the Company's audit committee, is a member of Glast, Phillips & Murray, P.C. 6 MICROPAC INDUSTRIES, INC. (Unaudited) ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS Business Micropac Industries, Inc. (the "Company"), a Delaware corporation, manufactures and distributes various types of hybrid microelectronic circuits, solid state relays, power operational amplifiers, and optoelectronic components and assemblies. The Company's products are used as components in a broad range of military, space and industrial systems, including aircraft instrumentation and navigation systems, power supplies, electronic controls, computers, medical devices, and high-temperature (200o C) products. The Company's products are either custom (being application specific circuits designed and manufactured to meet the particular requirements of a single customer) or standard, proprietary components such as catalog items. Results of Operations Three months ended Year to Date 5/26/2007 5/27/2006 5/26/2007 5/27/2006 --------- --------- --------- --------- NET SALES 100.00% 100.00% 100.00% 100.00% COST AND EXPENSES: Cost of Goods Sold 67.73% 63.84% 68.51% 65.98% Research and development 2.02% 3.64% 2.18% 2.70% Selling, general & administrative expenses 19.32% 18.57% 18.22% 17.92% Total cost and expenses 89.07% 86.05% 88.91% 86.60% OPERATING INCOME BEFORE INTEREST 10.93% 13.95% 11.09% 13.40% AND INCOME TAXES Interest income 1.10% 0.87% 1.09% 0.82% INCOME BEFORE TAXES 12.03% 14.82% 12.18% 14.22% Provision for taxes 4.56% 5.65% 4.62% 5.40% NET INCOME 7.47% 9.17% 7.56% 8.82% Sales for the second quarter and six months ended May 26, 2007 totaled $4,447,000 and $8,698,000, respectively. Sales for the second quarter increased 7.8% or $321,000 above sales for the same period of 2006, while sales for the first six months of 2007 increased 2% or $165,000 above the first six months of 2006. Sales were 21% in the commercial market, 57% in the military market, and 22% in the space market for the six months ending May 26, 2007. The major increase in sales is attributable to increased sales of the solid state power controllers into the space market, offset by a small decrease in sales in the military markets. Cost of goods sold for the second quarter 2007 versus 2006 totaled 67.73% and 63.84% of net sales, respectively, while cost of goods sold for the six months of the comparable period totaled 68.51% and 65.98%, respectively. The cost of goods sold increase as a percentage of net sales of 2.53% is attributable to changes in product mix and higher material cost associated with the space level solid state power controllers. Material cost increased 14% or $362,000 for the first six months of 2007. Selling, general and administrative expenses for the second quarter and first six months of 2007 totaled 19.32% and 18.22% of net sales, respectively, compared to 18.57% and 17.92% for the same period in 2006. In actual dollars expensed, selling, general and administrative expenses increased $93,000 in the second quarter of 2007, compared to 2006, and increased $56,000 for the first six months of 2007, versus 2006. 7 Net income for the second quarter and year to date 2007 totaled $332,000 and $657,000, respectively, compared to $379,000 and $752,000 for the comparable periods in 2006. Net income per share totaled $.25 and $.29 for the comparable six months of 2007 and 2006, respectively. Total assets increased $447,000 to $13,515,000 as of May 26, 2007 from $13,068,000 as of November 30, 2006 with an increase in cash and short-term investments of $674,000, inventory decrease of $377,000, accounts receivable increase of $92,000, increase in prepaid expense of $8,000, and an increase in net property, plant, and equipment of $50,000. Accounts receivable, net totaled $2,140,000 as of May 26, 2007 and represents an increase of $92,000 since November 30, 2006. Inventories totaled $4,143,000 at the end of the second quarter 2007 compared to $4,520,000 on November 30, 2006, a decrease of $337,000. Raw materials inventories decreased $149,000 since November 30, 2006, while work-in-process inventories decreased $228,000. Liabilities totaled $1,584,000 on May 26, 2007 representing an increase of $49,000 from November 30, 2006; primarily associated with an increase in accounts payable of $60,000, a decrease of $121,000 in accrued payroll, an increase of $45,000 in provision for income taxes, an increase in deferred revenue of $42,000, and an increase of $23,000 in other accrued liabilities. Shareholders' equity increased $398,000 in the first six months of 2007. Earnings per share for the six month period totaled $.25 per share. Liquidity and Capital Resources Cash and short-term investments as of May 26, 2007 totaled $5,257,000 compared to $4,583,000 on November 30, 2006, an increase of $674,000. Cash flow from operations was $1,104,000 for the first six months offset by a cash dividend of $258,000, $172,000 invested in automated production and test equipment, and $204,000 in short term investments. For the six months ended May 26, 2007 cash flows from operating activities were $1,104,000 compared to $237,000 for the six months ended May 27, 2006. Capital expenditures through the second quarter of 2007 totaled $172,000 compared to $105,000 as of May 27, 2006. These purchases were financed internally with the Company's cash, and included production and test equipment. A special cash dividend of $258,000 was paid on February 9, 2007 to all shareholders of record. On June 1, 2006 the Company renewed an uncollateralized $3,000,000 line of credit agreement with a bank. The interest rate is equal to the prime rate less 1/4%. The line of credit requires that the Company maintain certain financial ratios. The financial covenants require the Company to maintain a quick ratio of at least 1:1, maintain a tangible net worth of $6,250,000 plus 75% of future net income, and maintain a total liabilities to tangible net worth of less than 1.25:1. The Company is in compliance with these covenants. The Company has not, to date, used any of the available line of credit. The Company expects to generate adequate amounts of cash from the sale of products and services and the collection thereof to meet its liquidity needs. Outlook New orders for the second quarter and year-to-date 2007 totaled $4,891,000 and $9,733,000, respectively, compared to $4,260,000 and $8,370,000 for the comparable periods of 2006 or an increase of 14.8% and 16.3% respectively. Backlog totaled $9,733,000 on May 26, 2007 compared to $9,089,000 as of May 27, 2006 and $9,527,000 on November 30, 2006. The majority of the backlog is expected to be shipped in the next twelve (12) months and represents a good mix of the company's products and technologies with 11% in the commercial market, 64% in the military market, and 25% in the space market compared to 15% in the commercial market, 55% in the military market, and 31% in the space market for the same period of 2006. The Company cannot assure that the results of operations for the interim period presented are indicative of total results for the entire year due to fluctuations in customer delivery schedules, or other factors over which the Company has no control. Cautionary Statement This Form 10-QSB contains forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results could differ materially. Investors are warned that forward-looking statements involve risks and unknown factors including, but not 8 limited to, customer cancellation or rescheduling of orders, problems affecting delivery of vendor-supplied raw materials and components, unanticipated manufacturing problems and availability of direct labor resources. Such risks and uncertainties include, but are not limited to historical volatility and cyclicality of the semiconductor and semiconductor capital equipment markets that are subject to significant and often rapid increases and decreases in demand. In addition, the Company produces silicon phototransistors and light emitting diode die for use in certain military, standard and custom products. Fabrication efforts sometimes may not result in successful results, limiting the availability of these components. Competitors offer commercial level alternatives and our customers may purchase our competitors' products if the Company is not able to manufacture the products using these technologies to meet the customer demands. Approximately $1,401,000 of the Company's backlog is dependent on these semiconductors. The Company disclaims any responsibility to update the forward-looking statements contained herein, except as may be required by law. ITEM 3. CONTROLS AND PROCEDURES (a) Evaluation of disclosure controls and procedures. The Chief Executive Officer and Chief Financial Officer of the Company evaluated the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) as of May 26, 2007 and, based on this evaluation, concluded that the Company's disclosure controls and procedures are functioning in an effective manner to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. . (b) Changes in internal controls. There has been no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. 9 PART II - OTHER INFORMATION ITEM 1. LEGAL PROCEEDINGS The Company is not involved in any material current or pending legal proceedings. ITEM 2. CHANGES IN SECURITIES None ITEM 3. DEFAULTS UPON SENIOR SECURITIES None ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS None ITEM 5. OTHER INFORMATION None ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K (a) Exhibits 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002 31.2 Certification of Chief Accounting Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002. 32.2 Certification of Chief Accounting Officer pursuant to U. S. C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002. (b) Reports on Form 8-K On December 22, 2006, the Board of Directors of Micropac Industries, Inc. approved the payment of a $.10 per share dividend to all shareholders of record on January 26, 2007. The dividend payment was paid to shareholders on February 9, 2007. 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 duly authorized. MICROPAC INDUSTRIES, INC. July 10, 2007 /s/ Mark King Date Mark King Chief Executive Officer July 10, 2007 /s/Patrick Cefalu Date Patrick Cefalu Chief Financial Officer