

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 26, 2009

OR

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

For the transition period from _____ to _____.

Commission File Number 0-2585



The Dixie Group, Inc.

(Exact name of registrant as specified in its charter)

Tennessee

(State or other jurisdiction of
incorporation or organization)

62-0183370

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

104 Nowlin Lane, Suite 101, Chattanooga, TN 37421

(Address of principal executive offices) (Zip code)

(423) 510-7000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

None

Name of each exchange on which registered

None

Securities registered pursuant to Section 12(g) of the Act:

Title of class

Common Stock, \$3.00 Par Value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

☐ Yes ☒ No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☐ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☒

Accelerated filer ☐
Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

☐ Yes ☒ No

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K (Continued)

The aggregate market value of the Common Stock held by non-affiliates of the registrant on June 26, 2009 (the last business day of the registrant's most recently completed fiscal second quarter) was approximately \$24,925,501. The aggregate market value was computed by reference to the closing price of the Common Stock on such date. In making this calculation, the registrant has assumed, without admitting for any purpose, that all executive officers, directors, and holders of more than 10% of a class of outstanding Common Stock, and no other persons, are affiliates. No market exists for the shares of Class B Common Stock, which is neither registered under Section 12 of the Act nor subject to Section 15(d) of the Act.

Indicate the number of shares outstanding of each of the registrant's classes of Common Stock as of the latest practicable date.

<u>Class</u>	<u>Outstanding as of February 19, 2010</u>
Common Stock, \$3.00 Par Value	11,904,419 shares
Class B Common Stock, \$3.00 Par Value	858,447 shares
Class C Common Stock, \$3.00 Par Value	0 shares

DOCUMENTS INCORPORATED BY REFERENCE

Specified portions of the following document are incorporated by reference:

Proxy Statement of the registrant for annual meeting of shareholders to be held April 27, 2010 (Part III).

THE DIXIE GROUP, INC.
Index to Annual Report
on Form 10-K for
Year Ended December 26, 2009

<u>PART I</u>	<u>Page</u>
<u>Item 1.</u> Business	4
<u>Item 1A.</u> Risk Factors	6
<u>Item 2.</u> Properties	8
<u>Item 3.</u> Legal Proceedings	8
<u>Item 4.</u> Reserved	
<u>Executive Officers of the Registrant</u>	9
<u>PART II</u>	
<u>Item 5.</u> Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	10
<u>Item 6.</u> Selected Financial Data	13
<u>Item 7.</u> Management's Discussion and Analysis of Results of Operations and Financial Condition	14
<u>Item 7A.</u> Quantitative and Qualitative disclosures About Market Risk	22
<u>Item 8.</u> Financial Statements and Supplementary Data	22
<u>Item 9.</u> Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	22
<u>Item 9A.</u> Controls and Procedures	22
<u>Item 9B.</u> Other Information	25
<u>PART III</u>	
<u>Item 10.</u> Directors and Executive Officers of the Registrant	25
<u>Item 11.</u> Executive Compensation	25
<u>Item 12.</u> Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.	25
<u>Item 13.</u> Certain Relationships and Related Transactions and Director Independence	26
<u>Item 14.</u> Principal Accounting Fees and Services	26
<u>PART IV</u>	
<u>Item 15.</u> Exhibits, Financial Statement Schedules	26
<u>SIGNATURES</u>	27
<u>CONSOLIDATED FINANCIAL STATEMENTS</u>	
<u>Report of Independent Registered Public Accounting Firm</u>	30
<u>Consolidated Balance Sheets - December 26, 2009 and December 27, 2008</u>	31
<u>Consolidated Statements of Operations - Years ended December 26, 2009, December 27, 2008, and December 29, 2007</u>	32
<u>Consolidated Statements of Cash Flows - Years ended December 26, 2009, December 27, 2008, and December 29, 2007</u>	33
<u>Consolidated Statements of Stockholders' Equity and Comprehensive Income (Loss) - Years ended December 26, 2009, December 27, 2008, and December 29, 2007</u>	34
<u>Notes to Consolidated Financial Statements</u>	35
<u>Schedule II - Valuation and Qualifying Accounts</u>	58
<u>Exhibit Index</u>	59

PART I

ITEM 1. BUSINESS

General

Our business consists principally of marketing, manufacturing and selling carpet and rugs to high-end residential and commercial customers through the Fabrica International, Masland Carpets and the Dixie Home brands. A small portion of our manufacturing capacity is used to process yarns and provide carpet dyeing and finishing services to other carpet manufacturers.

Over the seven year period beginning in 1993, we made eight floorcovering business acquisitions and completed the disposal of the assets of our textile products business. In 2001 through 2003, we disposed of our lower price point factory-built housing carpet, needlebond and carpet recycling businesses. The sale of these businesses and assets allowed us to substantially reduce our debt, diversify our customer base and focus on the upper-end of the soft floorcovering market where we believe we have strong brands and competitive advantages with our style and design capabilities and customer relationships.

Our business is now concentrated in areas of the soft floorcovering markets where innovative styling, design, color, quality and service, as well as limited distribution, are welcomed and rewarded. Through our Masland, Fabrica, and Dixie Home brands, we have a significant presence in the high-end residential and commercial soft floorcovering markets. Our brands are well known, highly regarded and complementary; by being differentiated, we offer meaningful alternatives to the discriminating customer.

Our Brands

We are in one line of business, Carpet Manufacturing.

Fabrica

Fabrica, founded in 1974, markets and manufactures luxurious residential carpet and custom rugs, at selling prices that we believe are approximately five and one half times the average for the residential soft floorcovering industry. Its primary customers are interior decorators and designers, selected retailers and furniture stores, luxury home builders and manufacturers of luxury motor coaches and yachts. Fabrica is among the leading premium brands in the domestic marketplace and is known for styling innovation and unique colors and patterns. Fabrica is viewed by the trade as a premier brand and resource for very high-end carpet and enjoys an established reputation as a styling trendsetter and a market leader in the very high-end residential sector.

Masland Residential

Masland Residential, founded in 1866, markets and manufactures design-driven specialty carpets and rugs for the high-end residential marketplace. Its residential broadloom carpet products are marketed at selling prices that we believe are approximately four and one half times the average for the residential soft floorcovering industry. Its products are marketed through the interior design community, as well as to consumers through specialty floorcovering retailers. Masland Residential has strong brand recognition within the upper-end residential market. Masland Residential competes through innovative styling, color, product design, quality and service.

Dixie Home

Dixie Home was introduced in 2003 as a brand to provide stylishly designed, differentiated products that offer affordable fashion to residential consumers. Dixie Home markets an array of tufted broadloom residential and commercial carpet to selected retailers and home centers under the Dixie Home and private label brands. Its objective is to make the Dixie Home brand the choice for styling, service and quality in the more moderately priced sector of the high-end broadloom residential carpet market. Its products are marketed at selling prices which we believe average two times the soft floorcovering industry's average selling price.

Masland Contract

Masland Contract, begun in 1993, markets and manufactures broadloom and modular carpet (carpet tiles) for the specified commercial marketplace. Its commercial products are marketed through the architectural and specifier community and directly to commercial end users, as well as to consumers through specialty floorcovering retailers. Masland Contract has strong brand recognition within the upper-end contract market, and competes through innovative styling, color, patterns, quality and service.

Industry

The carpet and rug industry has two primary markets, residential and commercial, with the residential market making up the largest portion of the industry's sales. A substantial portion of industry shipments is made in response to replacement demand. Residential products consist of broadloom carpets and rugs in a broad range of styles, colors and textures. Commercial products consist primarily of broadloom carpet and carpet tiles for a variety of institutional applications such as office buildings, restaurant chains, schools and other commercial establishments. The carpet industry also manufactures carpet for the automotive, recreational vehicle, small boat and other industries.

The Carpet and Rug Institute (the "CRI") is the national trade association representing carpet and rug manufacturers. Information compiled by the CRI suggests that the domestic carpet and rug industry is comprised of fewer than 100 manufacturers, with a significant majority of the industry's production concentrated in a limited number of manufacturers. The carpet industry has continued to consolidate in recent years. We believe that this consolidation provides us with opportunities to capitalize on our competitive strengths in selected markets where innovative styling, design, product differentiation, focused service and limited distribution can add value.

Competition

The floorcovering industry is highly competitive. We compete with other carpet and rug manufacturers and other types of floorcoverings. Despite the industry consolidation, a number of smaller manufacturers remain. We believe our products are among the leaders in styling and design in the high-end residential and high-end commercial carpet markets. However, a number of manufacturers produce competitive products and some of these manufacturers have greater financial resources than we do.

We believe the principal competitive factors in our primary floorcovering markets are innovative styling, color, product design, quality and service. In the high-end residential and high-end commercial markets, carpet competes with various other types of floorcoverings. Nevertheless, we believe we have competitive advantages in several areas. We have an attractive portfolio of brands that we believe are well known, highly regarded by customers and complementary; by being differentiated, we offer meaningful alternatives to the discriminating customer. We believe our investment in new technologies, such as the new ColorTron hollow needle tufting technology, strengthens our ability to offer product differentiation to our customers. In addition, we have established longstanding relationships with key suppliers in our industry and customers in most of our markets. Finally, our reputation for innovative design excellence and our experienced management team enhance our competitive position. See "Risk Factors" in Item 1A of this report.

Backlog

Sales order backlog is not material to an understanding of our business, due to relatively short lead times for order fulfillment in the markets for the vast majority of our products.

Trademarks

Our floorcovering businesses own a variety of trademarks under which our products are marketed. Among such trademarks, the names "Masland", "Fabrica" and "Dixie Home" are of greatest importance to our business. We believe that we have taken adequate steps to protect our interest in all significant trademarks.

Customer and Product Concentration

No single customer accounts for more than 10 percent of our sales. During 2009, sales to our top ten customers accounted for 11 percent of our sales and our top 20 customers accounted for 14 percent of our sales. We do not make a material amount of sales in foreign countries. We do not have any single class of products that accounts for more than 10 percent of our sales. However, our sales may be classified by significant markets, and such information for the past three years is summarized as follows:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Residential floorcovering products	65%	60%	60%
Commercial floorcovering products	32%	37%	35%
Carpet yarn processing and carpet dyeing and finishing services	3%	3%	5%

Seasonality

Our sales volumes historically have normally reached their highest levels in the fourth quarter (approximately 28% of our annual sales) and their lowest levels in the first quarter (approximately 22% of our annual sales), with the remaining sales being distributed relatively equally between the second and third quarters. Working capital requirements have normally reached their highest levels in the second and third quarters of the year.

Environmental

Our operations are subject to federal, state and local laws and regulations relating to the generation, storage, handling, emission, transportation and discharge of materials into the environment. The costs of complying with environmental protection laws and regulations have not had a material adverse impact on our financial condition or results of operations in the past and are not expected to have a material adverse impact in the future. See "Risk Factors" in Item 1A of this report.

Raw Materials

Our primary raw material is yarn. Nylon is the primary yarn we utilize and, to a lesser extent, polyester and wool yarn. Additionally, we utilize polypropylene carpet backing, latex, dyes and chemicals, and man-made topical applications in the construction of our products. Our synthetic yarns are purchased primarily from domestic fiber suppliers and wool is purchased from a number of domestic and international sources. Our other raw materials are purchased primarily from domestic suppliers. Where possible, we pass raw material price increases through to our customers; however, there can be no assurance that price increases can be passed through to customers and that increases in raw material prices will not have an adverse effect on our profitability. See "Risk Factors" in Item 1A of this report. We purchase a significant portion of our primary raw material (nylon yarn) from one supplier. We believe there are other sources of nylon yarn; however, an unanticipated termination or interruption of our supply arrangements could adversely affect our supply arrangements and could be material. See "Risk Factors" in Item 1A of this report.

Utilities

We use electricity as our principal energy source, with oil or natural gas used in some facilities for finishing operations as well as heating. We have not experienced any material problem in obtaining adequate supplies of electricity, natural gas or oil. Energy shortages of extended duration could have an adverse effect on our operations, and price volatility could negatively impact future earnings. See "Risk Factors" in Item 1A of this report.

Working Capital

We are required to maintain significant levels of inventory in order to provide the enhanced service levels demanded by the nature of our business and our customers, and to ensure timely delivery of our products. Consistent and dependable sources of liquidity are required to maintain such inventory levels. Failure to maintain appropriate levels of inventory could materially adversely affect our relationships with our customers and adversely affect our business. See "Risk Factors" in Item 1A of this report.

Employment Level

We employ approximately 1,050 associates in our operations.

Available Information

Our internet address is www.thedixiegroup.com. We make the following reports filed by us with the Securities and Exchange Commission available, free of charge, on our website under the heading "Investor Relations":

1. annual reports on Form 10-K;
2. quarterly reports on Form 10-Q;
3. current reports on Form 8-K; and
4. amendments to the foregoing reports.

The contents of our website are not a part of this report.

ITEM 1A. RISK FACTORS

In addition to the other information provided in this Report, the following risk factors should be considered when evaluating results of our operations, future prospects and an investment in shares of our Common Stock. Any of these factors could cause our actual financial results to differ materially from our historical results, and could give rise to events that might have a material adverse effect on our business, financial condition and results of operations.

The floorcovering industry is cyclical and prolonged declines in residential or commercial construction activity or corporate remodeling and refurbishment could have a material adverse effect on our business.

The U.S. floorcovering industry is cyclical and is influenced by a number of general economic factors. In general the industry is dependent on residential and commercial construction activity, including new construction as well as remodeling. New construction is cyclical in nature. To a somewhat lesser degree, this also is true with residential and commercial remodeling. A prolonged decline in new construction or remodeling activity could have a material adverse effect on our business, financial condition and results of operations. The level of activity in these industries is significantly affected by numerous factors, all of which are beyond our control, including among others:

- consumer confidence;
- housing demand;
- financing availability;
- national and local economic conditions;
- interest rates;
- employment levels;
- changes in disposable income;
- commercial rental vacancy rates; and
- federal and state policies.

Our product concentration in the higher-end of the residential and commercial markets could significantly affect the impact of these factors on our business.

We face intense competition in our industry, which could decrease demand for our products and could have a material adverse effect on our liquidity and profitability.

The floorcovering industry is highly competitive. We face competition from a number of domestic manufacturers and independent distributors of floorcovering products and, in certain product areas, foreign manufacturers. There has been significant consolidation within the floorcovering industry during recent years that has caused a number of our existing and potential competitors to be significantly larger and have significantly greater resources and access to capital than we do. Maintaining our competitive position may require us to make substantial additional investments in our product development efforts, manufacturing facilities, distribution network and sales and marketing activities, which may be limited by our access to capital, as well as restrictions set forth in our credit facilities. Competitive pressures may also result in decreased demand for our products and in the loss of market share. In addition, we face, and will continue to face, pressure on sales prices of our products from competitors. As a result of any of these factors, there could be a material adverse effect on our sales and profitability.

Costs may increase.

The cost of raw materials has a significant impact on our profitability. In particular, our business requires the purchase of large volumes of nylon and other yarn, synthetic backing, latex, and dyes. Continued increases in the cost of these raw materials could materially adversely affect our business, results of operations and financial condition if we are unable to pass these increases through to our customers. Other costs which could adversely affect our business include energy and transportation. We believe we have been generally successful in passing along raw material and other cost increases as they may occur; however, there can be no assurance that we will successfully recover such increases in cost, as they occur in the future.

Unanticipated termination or interruption of our arrangements with third-party suppliers of yarn could have a material adverse effect on us.

Synthetic yarns are the principal raw material used in our floorcovering products. A significant portion of our synthetic yarns are purchased from a limited number of suppliers; although, not necessarily with the same branding arrangements. Therefore, an unanticipated termination or interruption of our supply arrangements could adversely affect our supply arrangements and could be material.

We may be responsible for environmental cleanup costs/government regulation.

Various federal, state and local environmental laws govern the use of our current and prior facilities. These laws govern such matters as:

- Discharges to air and water;
- Handling and disposal of solid and hazardous substances and waste; and
- Remediation of contamination from releases of hazardous substances in our facilities and off-site disposal locations.

Our operations also are governed by laws relating to workplace safety and worker health, which, among other things, establish noise standards and regulate the use of hazardous materials and chemicals in the workplace. We have taken, and will continue to take, steps to comply with these laws. If we fail to comply with present or future environmental or safety regulations, we could be subject to future liabilities. However, we cannot insure that complying with these environmental or health and safety laws and requirements will not adversely affect our business, results of operations and financial condition. Future laws, ordinances or regulations could give rise to additional compliance or remediation costs that could have a material adverse effect on our business, results of operations and financial condition.

Acts of Terrorism.

Our business could be materially adversely affected as a result of international conflicts or acts of terrorism. Terrorist acts or acts of war may cause damage or disruption to our facilities, employees, customers, suppliers, and distributors, which could have a material adverse effect on our business, results of operations or financial condition. Such conflicts also may cause damage or disruption to transportation and communication systems and to our ability to manage logistics in such an environment, including receipt of supplies and distribution of products.

Unanticipated Business Interruptions.

Our business could be adversely affected if a significant portion of our plant, equipment or operations were damaged or interrupted by a casualty, condemnation, utility service disruption, work stoppage or other event beyond our control. Such an event could have a material adverse effect on our business, results of operations and financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The following table lists our facilities according to location, type of operation and approximate total floor space as of February 19, 2010:

Location	Type of Operation	Approximate Square Feet
Administrative:		
Dalton, GA*	Administrative	16,000
Saraland, AL	Administrative	29,000
Santa Ana, CA*	Vacant	10,500
Chattanooga, TN*	Administrative	3,500
	Total Administrative	59,000
Manufacturing and Distribution:		
Atmore, AL	Carpet Manufacturing, Distribution	610,000
Saraland, AL	Carpet Tile Manufacturing, Distribution	384,000
Saraland, AL*	Samples/Rug Manufacturing, Distribution	132,000
Roanoke, AL	Carpet Yarn Processing	204,000
Santa Ana, CA*	Vacant	98,000
Santa Ana, CA	Carpet/Rug Manufacturing, Distribution	204,000
Eton, GA	Carpet Manufacturing, Distribution	408,000
	Total Manufacturing and Distribution	2,040,000
	TOTAL	2,099,000

* Leased properties

In December 2009, we vacated our Santa Ana, CA leased facility and consolidated its operations into a facility we own in Santa Ana, CA. In addition to the facilities listed above, we lease a small amount of office space in various locations.

In our opinion, our manufacturing facilities are well maintained and our machinery is efficient and competitive. Operations of our facilities generally vary between 120 and 168 hours per week. Substantially all of our owned properties are subject to mortgages, which secure the outstanding borrowings under our senior credit facilities.

ITEM 3. LEGAL PROCEEDINGS

There are no material pending legal proceedings to which we or our subsidiaries are a party or of which any of our property is the subject.

ITEM 4. RESERVED

[Table of contents](#)

Pursuant to instruction G of Form 10-K the following is included as an unnumbered item to PART I.

EXECUTIVE OFFICERS OF THE REGISTRANT

The names, ages, positions and offices held by the executive officers of the registrant as of February 19, 2010, are listed below along with their business experience during the past five years.

Name, Age and Position

Daniel K. Frierson, 68
Chairman of the Board, and
Chief Executive Officer,
Director

D. Kennedy Frierson, Jr., 43
Vice President and Chief Operating Officer

Jon A. Faulkner, 49
Vice President and Chief Financial Officer

Paul B. Comiskey, 58
Vice President and President,
Dixie Residential

Kenneth L. Dempsey, 51
Vice President and President,
Masland Contract

W. Derek Davis, 59
Vice President, Human Resources

Terry W. Clark, 59
Vice President Manufacturing

D. Eugene Lasater, 59
Controller

Starr T. Klein, 67
Secretary

Business Experience During Past Five Years

Director since 1973, Chairman of the Board since 1987 and Chief Executive Officer since 1980. He serves on the Company's Executive Committee and is Chairman of the Company's Retirement Plans Committee. He also serves as Director of Astec Industries, Inc. headquartered in Chattanooga, Tennessee; and Louisiana-Pacific Corporation headquartered in Nashville, TN.

Vice President and Chief Operating Officer since August 2009. Vice President and President Masland Residential from February 2006 to July 2009. President Masland Residential from December 2005 to January 2006. Executive Vice President and General Manager, Dixie Home, 2003 to 2005. Business Unit Manager, Bretlin, 2002 to 2003.

Vice President and Chief Financial Officer since October 2009. Vice President of Planning and Development from February 2002 to September 2009. Executive Vice President of Sales and Marketing for Steward, Inc. from 1997 to 2002.

Vice President and President of Dixie Residential since August 2009. Vice President and President, Dixie Home from February 2007 to July 2009. President, Dixie Home from December 2006 to January 2007. Senior Vice President of Residential Sales, Mohawk Industries, Inc. from 1998 to 2006. Executive Vice President of Sales and Marketing for World Carpets from 1996 to 1998.

Vice President and President, Masland Contract since February 2005. Vice President and President, Masland Carpets, 1997 to 2005. Vice President of Marketing, Masland, 1991 to 1996.

Vice President of Human Resources since January 1991. Corporate Employee Relations Director, 1990 to 1991.

Vice President of Manufacturing since June 2007. Group Plant Manager at Shaw Industries, Inc. from 2003 to 2007. Vice President of Manufacturing, The Dixie Group, Inc. from 1972 to 2003.

Controller since 1988.

Secretary since November 1992. Assistant Secretary, 1987 to 1992.

The executive officers of the registrant are generally elected annually by the Board of Directors at its first meeting held after each annual meeting of our shareholders.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our Common Stock trades on the NASDAQ Global Market under the symbol DXYN. No market exists for our Class B Common Stock.

As of February 19, 2010, the total number of holders of our Common Stock was approximately 1,860 including an estimated 1,300 shareholders who hold our Common Stock in nominee names, but excluding approximately 1,000 participants in our 401(k) plan who may direct the voting of the shares allocated to their accounts. The total number of holders of our Class B Common Stock was 14.

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

The following table provides information regarding our repurchases of shares of our common stock during the three months ended December 26, 2009:

Fiscal Month Ending	Total Number of Shares Purchased	Average Price Paid Per Share	Maximum Number (or approximate dollar value) of Shares That May Yet Be Purchased Under Plans or Programs	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)
October 31, 2009	---	\$ ---	\$	---
November 28, 2009	1,678	2.46		1,678
December 26, 2009	1,298	2.55		1,298
Three Fiscal Months Ended December 26, 2009	2,976	\$ 2.50	\$ 4,863,999	2,976

(1) On August 8, 2007, we announced a program to repurchase up to \$10 million of our Common Stock.

Quarterly Financial Data, Dividends and Price Range of Common Stock

Following are quarterly financial data, dividends and price range of Common Stock for the four quarterly periods in the years ended December 26, 2009 and December 27, 2008. Totals of the quarterly information for each of the years reflected below may not necessarily equal the annual totals. The discussion of restrictions on payment of dividends is included in Note F to the Consolidated Financial Statements included herein.

[Table of contents](#)

THE DIXIE GROUP, INC.
QUARTERLY FINANCIAL DATA, DIVIDENDS AND PRICE RANGE OF COMMON STOCK
(unaudited)
(dollars in thousands, except per share data)

2009 QUARTER	1ST (1)	2ND (2)	3RD (3)	4TH (4)
Net sales	\$ 47,639	\$ 52,572	\$ 50,487	\$ 52,782
Gross profit	9,615	14,341	13,576	14,640
Operating loss	(39,163)	(458)	(1,711)	(3,992)
Loss from continuing operations	(35,441)	(984)	(2,017)	(3,376)
Income (loss) from discontinued operations	(116)	(83)	23	(104)
Net loss	(35,557)	(1,067)	(1,994)	(3,480)
Basic earnings (loss) per share:				
Continuing operations	(2.90)	(0.08)	(0.16)	(0.27)
Discontinued operations	(0.01)	(0.01)	0.00	(0.01)
Net loss	(2.91)	(0.09)	(0.16)	(0.28)
Diluted earnings (loss) per share:				
Continuing operations	(2.90)	(0.08)	(0.16)	(0.27)
Discontinued operations	(0.01)	(0.01)	0.00	(0.01)
Net loss	(2.91)	(0.09)	(0.16)	(0.28)
Dividends:				
Common Stock	---	---	---	---
Class B Common Stock	---	---	---	---
Common Stock Prices:				
High	2.12	4.07	3.50	3.41
Low	0.75	1.03	2.25	2.31
2008 QUARTER	1ST	2ND	3RD	4TH (5)
Net sales	\$ 70,722	\$ 77,155	\$ 72,917	\$ 61,916
Gross profit	20,557	22,553	18,888	16,154
Operating income (loss)	1,575	3,382	33	(33,387)
Income (loss) from continuing operations	82	1,283	(732)	(31,761)
Income (loss) from discontinued operations	(69)	3	(101)	(107)
Net income (loss)	13	1,286	(833)	(31,868)
Basic earnings (loss) per share:				
Continuing operations	0.01	0.10	(0.06)	(2.59)
Discontinued operations	(0.01)	0.00	(0.01)	(0.01)
Net income (loss)	0.00	0.10	(0.07)	(2.60)
Diluted earnings (loss) per share:				
Continuing operations	0.01	0.10	(0.06)	(2.59)
Discontinued operations	(0.01)	0.00	(0.01)	(0.01)
Net income (loss)	0.00	0.10	(0.07)	(2.60)
Dividends:				
Common Stock	---	---	---	---
Class B Common Stock	---	---	---	---
Common Stock Prices:				
High	9.55	8.50	8.49	8.83
Low	7.43	6.29	4.61	1.50

(1) Includes expenses of \$33,021, or \$29,509 net of tax, for the impairment of goodwill and facility consolidation and severance costs in the first quarter of 2009.

(2) Includes expenses of \$117, or \$78 net of tax, for facility consolidation and severance costs in the second quarter of 2009.

(3) Includes expenses of \$563, or \$389 net of tax, for facility consolidation and severance costs in the third quarter of 2009.

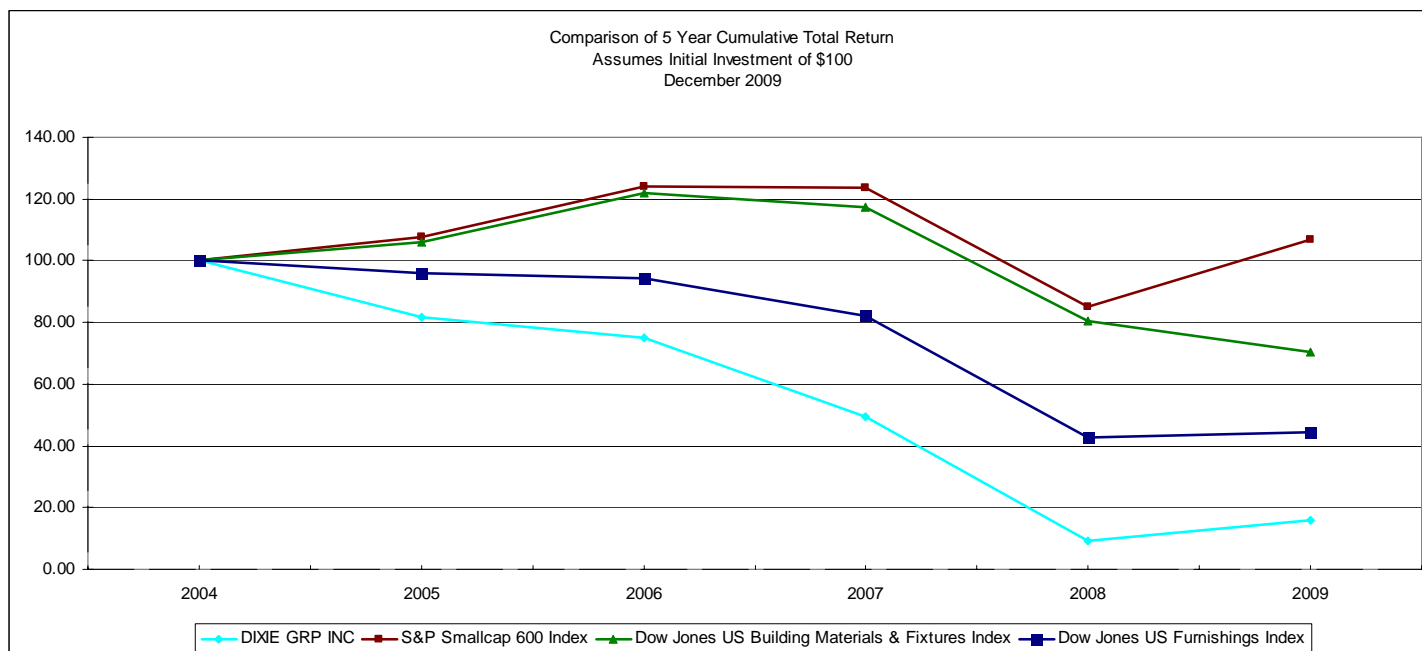
(4) Includes expenses of \$3,255, or \$2,079 net of tax, for the impairment of assets and facility consolidation and severance costs in the fourth quarter of 2009.

(5) Includes expenses of \$29,916, or \$27,684 net of tax, for the impairment of goodwill and long-lived assets and facility consolidation and severance costs in the fourth quarter of 2008.

Shareholder Return Performance Presentation

We compare our performance to two different industry indexes published by Dow Jones, Inc. The first of these is the Dow Jones Furnishings Index, which is composed of publicly traded companies classified by Dow Jones in the furnishings industry. The second is the Dow Jones Building Materials & Fixtures Index, which is composed of publicly traded companies classified by Dow Jones in the building materials and fixtures industry.

In accordance with SEC rules, set forth below is a line graph comparing the yearly change in the cumulative total shareholder return on our Common Stock against the total return of the Standard & Poor's 600 Stock Index, plus both the Dow Jones Furnishings Index and the Dow Jones Building Materials & Fixtures Index, in each case for the five year period ended December 26, 2009. The comparison assumes that \$100.00 was invested on December 25, 2004, in our Common Stock, the S&P 600 Index, and each of the two Peer Groups, and assumes the reinvestment of dividends.



The foregoing shareholder performance presentation shall not be deemed "soliciting material" or to be "filed" with the Commission subject to Regulation 14A, or subject to the liabilities of Section 18 of the Exchange Act.

[Table of contents](#)

ITEM 6. SELECTED FINANCIAL DATA

The Dixie Group, Inc.
Historical Summary
(dollars in thousands, except per share data)

FISCAL YEARS	2009 (1)	2008 (2)	2007 (3)	2006 (4)	2005
OPERATIONS					
Net sales	\$ 203,480	\$ 282,710	\$ 320,795	\$ 331,100	\$ 318,526
Gross profit	52,172	78,152	97,234	95,838	96,510
Operating income (loss)	(45,323)	(28,396)	16,724	16,558	19,835
Income (loss) from continuing operations before income taxes	(50,663)	(34,035)	10,471	9,672	14,411
Income tax provision (benefit)	(8,845)	(2,907)	3,693	1,781	4,453
Income (loss) from continuing operations	(41,818)	(31,128)	6,778	7,891	9,958
Depreciation and amortization	13,504	13,752	12,941	11,500	10,058
Dividends	---	---	---	---	---
Capital expenditures	2,436	9,469	16,659	16,450	27,175
FINANCIAL POSITION					
Assets	\$ 179,056	\$ 252,663	\$ 290,238	\$ 277,826	\$ 278,089
Working capital	52,866	77,626	75,414	73,126	75,516
Long-term debt:					
Senior indebtedness	47,187	70,355	62,666	61,717	65,714
Convertible subordinated debentures	12,162	14,662	17,162	19,662	22,162
Stockholders' equity	67,507	107,588	142,114	135,678	123,484
PER SHARE					
Income (loss) from continuing operations:					
Basic	\$ (3.39)	\$ (2.50)	\$ 0.52	\$ 0.62	\$ 0.80
Diluted	(3.39)	(2.50)	0.51	0.60	0.77
Dividends:					
Common Stock	---	---	---	---	---
Class B Common Stock	---	---	---	---	---
Book value	5.29	8.53	10.97	10.49	9.75
GENERAL					
Weighted-average common shares outstanding:					
Basic	12,330,648	12,448,704	13,041,679	12,816,219	12,488,018
Diluted	12,330,648	12,448,704	13,214,898	13,073,323	12,951,161
Number of shareholders (5)	1,860	2,850	3,300	4,850	5,100
Number of associates	1,050	1,250	1,500	1,500	1,500

(1) Includes expenses of \$36,956, or \$32,055 net of tax, for the impairment of goodwill and long-lived assets and facility consolidation expenses in 2009.

(2) Includes expenses of \$29,916, or \$27,685 net of tax, for the impairment of goodwill and long-lived assets and facility consolidation expenses in 2008.

(3) Includes expenses of \$1,518, or \$1,023 net of tax, to merge a defined benefit pension plan into a multi-employer pension plan in 2007.

(4) Includes expenses of \$3,249, or \$2,057 net of tax, to terminate a defined benefit pension plan in 2006.

(5) The approximate number of record holders of our Common Stock for 2005 through 2009 includes Management's estimate of shareholders who held our Common Stock in nominee names as follows: 2005 - 4,500 shareholders; 2006 - 4,300 shareholders; 2007 - 2,800 shareholders; 2008 - 2,350 shareholders; 2009 - 1,300 shareholders.

[Table of contents](#)

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this report.

OVERVIEW

Demand for products manufactured by the United States carpet industry and our business has been significantly affected by declining demand as tighter credit conditions, lower consumer confidence and other economic factors reduced the level of new residential housing construction, the sales and refurbishment of existing homes and more recently, the levels of business construction and refurbishment activity. As a result of these factors, our sales declined in the year-over-year comparisons during each of the last three years and over 38% for the three year period ended December 26, 2009. During this same three year period, sales for the carpet industry were down approximately 31%. Unit production in the carpet industry has declined for the fourth consecutive year and is now at 60% of its peak in early 2006. In the third and fourth quarters of 2008, our sales began slowing at a greater rate than the sales of the carpet industry. We believe our results reflect the impact of the overall downturn as it reached the higher end of the market where our business is concentrated. We have aggressively been reducing costs and conserving capital in an effort to return our Company to profitability at current sales levels. Raw material prices have increased in early 2010 and we have announced sales price increases to recoup these cost increases.

While it is difficult to predict the length of the current downturn and its impact on the markets we serve, we have seen signs that indicate more stabilization in residential carpet markets. However, we believe conditions affecting certain commercial carpet markets may continue to negatively affect demand. We believe our position in the upper-end of the market will permit us to benefit from improved conditions and grow our sales at a rate that will exceed the rate of growth of the carpet industry, as and when economic conditions improve.

FACILITY CONSOLIDATIONS AND COST REDUCTION PLANS

In response to the difficult economic conditions, we developed plans in the fourth quarter of 2008 to reduce costs by consolidating our Eton, Georgia carpet tufting operation into our Atmore, Alabama tufting, dyeing and finishing facilities, consolidating our Santa Ana, California tufting operations into our Santa Ana, California dyeing, finishing and distribution facility and making organizational and other changes to reduce staff and expenses throughout our Company. The consolidation of our East Coast tufting operations was substantially completed in the first quarter of 2009 along with the organizational and staff reductions. The consolidation of our West Coast operations was completed during the fourth quarter of 2009. These actions better align our operations with current business activity levels and reduce cost.

Expenses incurred in 2009 for the consolidation and organizational changes associated with the 2008 consolidation and cost reduction plan were \$3.2 million, bringing the total costs for the plan to \$5.6 million since inception in the third quarter of 2008. Cost incurred during 2009 included \$1.3 million of costs to consolidate facilities, \$633 thousand of severance and employee relocation expenses and \$1.3 million of estimated costs associated with the exit of our leased facility in Santa Ana, California.

During the third quarter of 2009, we developed and began implementing a plan to realign our organizational structure to further reduce cost and streamline operations. Under the plan, we combined our three residential carpet units into one business with three distinct brands. As a result, our residential business will be organized much like our commercial carpet business and more like the rest of the industry. Costs of this realignment include severance, limited employee relocation expenses, and computer systems conversion expenses required to support the realignment. The realignment was substantially complete in the fourth quarter of 2009. Costs incurred under this realignment plan were \$850 thousand in 2009. We estimate costs of approximately \$120 thousand, primarily system related conversion cost, will be incurred in early 2010 to complete the realignment.

In addition to the facilities consolidations, employee reductions and the organizational realignment, we suspended our match of certain 401(k) contributions for 2009 and lowered the compensation of our exempt salaried associates in March 2009. We have lowered our total number of associates by 28% since the beginning of 2008 and reduced annual costs significantly. These actions had a positive impact on our results in 2009 and are expected to result in additional improvements in 2010 with improved operational capabilities, a reduction in under-absorbed fixed costs and other cost reductions.

[Table of contents](#)

LONG-LIVED ASSET IMPAIRMENTS

Long-lived assets are reviewed for impairment when circumstances indicate that the carrying value of an asset may not be fully recoverable. During the fourth quarter of 2008, as we began consolidating certain of our operations and facilities, certain assets were identified, primarily computer systems under development, that would not be utilized going forward. As a result, we recorded a non-cash, pre-tax charge of \$4.5 million to reflect the write-off of these assets. During 2009, we recorded a non-cash, pre-tax charge of \$1.5 million for long-lived asset impairments primarily related to leasehold improvement assets in the California leased facility that, subsequent to the exit of the leased facility, will not provide future economic benefit to the Company, other manufacturing related assets that will no longer be used as a result of the California facilities consolidation and additional computer software taken out of service in the systems consolidation process.

GOODWILL IMPAIRMENT

Our goodwill is tested for impairment annually in the fourth quarter of each year or more frequently if events or circumstances indicate that the carrying value of goodwill associated with a reporting unit may not be fully recoverable (See Note C of our Consolidated Financial Statements related to our goodwill assessment process). We tested goodwill for impairment in the third quarter of 2008 due to economic conditions and uncertainty that were impacting our markets and the future expectations for the performance of our business. No goodwill impairment was indicated as a result of this evaluation. Our annual goodwill impairment test is performed in October of each year. When the 2008 annual goodwill impairment test was performed, we reduced our projections for the future sales and profitability because economic conditions in the carpet industry had continued to deteriorate. In addition, external financial metrics we utilize in our calculations to determine our weighted-average cost of capital ("WACC") changed significantly. As a result of this decline in the cash flow projections, and the higher WACC, goodwill was potentially impaired in our two reporting units that had goodwill associated with their operations.

Because our assessment indicated that goodwill may not be fully recoverable, we performed the second step in the goodwill evaluation process. The measurement resulted in the impairment of all of the goodwill, or \$1.3 million associated with the acquisition of Patrick Carpet Mills, Inc. in 1994 and \$21.8 million, or approximately 40% of the goodwill associated with the acquisition of Fabrica International, Inc. in 2000. The total non-cash goodwill impairment loss recognized in 2008 was \$23.1 million.

Because economic conditions in the carpet industry deteriorated further in the first quarter of 2009, we again reduced our expectations for the future sales and profitability of the reporting unit ("Fabrica") that had goodwill remaining and tested goodwill for impairment. As a result of the decline in the cash flow expectations for Fabrica, the test indicated that goodwill was potentially impaired. The second step in the goodwill assessment was completed and the measurement resulted in the impairment of the remaining goodwill associated with the 2000 acquisition of Fabrica International, Inc.; accordingly, we recorded a non-cash goodwill impairment loss of \$31.4 million in the first quarter of 2009. As a result of this goodwill impairment and the \$23.1 million goodwill impairment charge recorded in 2008, we have no goodwill remaining on our balance sheet at December 26, 2009.

RESULTS OF OPERATIONS

Our discussion and analysis of financial condition and results of operations is based on our Consolidated Financial Statements that were prepared in accordance with U. S. generally accepted accounting principles. The following table sets forth certain elements of our continuing operations as a percentage of net sales for the periods indicated:

	Fiscal Year Ended		
	December 26, 2009	December 27, 2008	December 29, 2007
Net sales	100.0 %	100.0 %	100.0 %
Cost of sales	74.4 %	72.4 %	69.7 %
Gross profit	25.6 %	27.6 %	30.3 %
Selling and administrative expenses	29.7 %	26.9 %	24.5 %
Other operating income	(0.3)%	(0.2)%	(0.1)%
Other operating expense	0.4 %	0.3 %	0.2 %
Facility consolidation and severance expense	2.0 %	0.8 %	0.0 %
Impairment of assets	0.7 %	1.6 %	0.0 %
Impairment of goodwill	15.4 %	8.2 %	0.0 %
Defined benefit pension plan merger expenses	0.0 %	0.0 %	0.5 %
Operating income (loss)	(22.3)%	(10.0)%	5.2 %

Fiscal Year Ended December 26, 2009 Compared with Fiscal Year Ended December 27, 2008

Net Sales. Net sales for the year ended December 26, 2009 were \$203.5 million, down 28.0% from \$282.7 million in the year-earlier period. Continued weakness in residential carpet markets and softening commercial markets negatively affected the carpet industry and our business. The carpet industry reported a 19.6% decline in net sales in 2009, with residential carpet sales down 18.4% and commercial carpet down 21.2% compared with the prior year. Our 2009 year-over-year carpet sales comparison reflected a 27.3% decline in total net carpet sales, with sales of residential carpet down 21.7% and sales of commercial carpet down 36.4%. Revenue from carpet yarn processing and carpet dyeing and finishing services decreased \$4.9 million, or 47.1% in 2009, compared with 2008.

Cost of Sales. Cost of sales increased, as a percentage of net sales, 2.0 percentage points in 2009 compared with 2008. This increase was principally attributable to unabsorbed fixed cost from lower production volume commensurate with the lower sales further affected by the inventory reductions in 2009 compared with 2008. Our inventory reductions of \$20.0 million in 2009 resulted in LIFO inventory liquidations reducing cost of sales by \$1.2 million in 2009.

Gross Profit. Gross profit declined \$26.0 million in 2009 compared with 2008 due to lower net sales and the higher cost of sales described above.

Selling and Administrative Expenses. Selling and administrative expenses were reduced \$15.7 million in 2009, compared with 2008. As a percentage of net sales, these expenses increased 2.8 percentage points principally as a result of lower sales volume.

Other Operating Income. Other operating income increased \$214 thousand in 2009 compared with the prior year primarily as a result of the receipt of insurance proceeds and other cost recoveries in 2009 compared with 2008.

Other Operating Expense. Other operating expense decreased \$189 thousand in 2009, compared with 2008 principally due to lower retirement expenses.

Facility Consolidation and Severance Expenses, Impairment of Assets and Goodwill. During 2009, we recorded \$37.0 million of expenses related to the consolidation of facilities and severance cost, and impairments of assets and goodwill, of which \$32.9 million were non-cash. Facilities consolidation and severance costs were \$4.1 million, impairment of assets was \$1.5 million and the impairment of goodwill was \$31.4 million. This compares with \$29.9 million of similar charges in 2008 of which \$27.6 million were non-cash and included facilities consolidation and severance costs of \$2.3 million, impairment of assets of \$4.5 million and an impairment of goodwill of \$23.1 million.

Operating Income (Loss). Our 2009 operating loss was \$45.3 million, including \$37.0 million of principally non-cash costs related to the facility consolidation and severance expenses, and impairments of assets and goodwill, compared with a \$28.4 million operating loss in 2008, including \$29.9 million of principally non-cash costs related to the facility consolidation and severance expenses, and impairments of assets and goodwill.

Interest Expense. Interest expense decreased \$444 thousand in 2009 principally due to lower levels of debt in 2009 compared with 2008.

Other Income. Other income was relatively unchanged in 2009 compared with 2008.

Other Expense. Other expense increased \$123 thousand in 2009 compared with 2008, principally as a result of deferred financing costs that were written off in 2009 associated with the modification of our revolving credit facility in 2009.

Income Tax Provision (Benefit). Our effective income tax benefit rate was 17.5% in 2009, compared with an effective income tax benefit rate of 8.5% in 2008. The difference in the effective tax benefit rate in 2009 compared with 2008 and the difference in rates compared with statutory rates in each period are primarily a result of the write-off of non-taxable goodwill.

Net Income (Loss). Continuing operations reflected a loss of \$41.8 million, or \$3.39 per diluted share in 2009, compared with a loss from continuing operations of \$31.1 million, or \$2.50 per diluted share in 2008. Our discontinued operations reflected a loss of \$280 thousand, or \$0.02 per diluted share in 2009, compared with a loss of \$275 thousand, or \$0.02 per diluted share in 2008. Including discontinued operations, the net loss was \$42.1 million or \$3.41 per diluted share in 2009, compared with a net loss of \$31.4 million, or \$2.52 per diluted share in 2008.

Fiscal Year Ended December 27, 2008 Compared with Fiscal Year Ended December 29, 2007

Net Sales. Net sales for the year ended December 27, 2008 were \$282.7 million, down 11.9% from \$320.8 million in the year-earlier period. Continued weakness in residential carpet markets and softening commercial markets negatively affected the carpet industry and our business. The carpet industry reported a 7.4% decline in net sales in 2008, with residential carpet sales down 12.1% and commercial carpet relatively unchanged compared with the prior year. Our 2008 year-over-year carpet sales comparison reflected a 10.7% decline in total net carpet sales, with sales of residential carpet down 13.0% and sales of commercial carpet down 6.7%. Revenue from carpet yarn processing and carpet dyeing and finishing services decreased \$5.5 million, or 34.5% in 2008, compared with 2007.

Cost of Sales. Cost of sales, as a percentage of net sales, increased 2.7 percentage points in 2008 compared with 2007. This increase was principally attributable to unabsorbed fixed cost from lower production volume and a lag in passing higher raw material, energy and other costs through to our customers. LIFO inventory liquidations in 2008 reduced cost of sales by \$170 thousand.

Gross Profit. Gross profit declined \$19.0 million in 2008 compared with 2007 due to lower net sales and the higher cost of sales described above.

Selling and Administrative Expenses. Selling and administrative expenses were reduced \$2.7 million in 2008, compared with 2007. As a percentage of net sales, these expenses increased 2.4 percentage points principally as a result of lower sales volume.

Other Operating Income. Other operating income did not significantly change, compared with the prior year.

Other Operating Expense. Other operating expense increased \$272 thousand in 2008, compared with 2007 principally due to higher retirement expenses.

Facility Consolidation and Severance Expenses, Impairment of Assets and Goodwill. During the fourth quarter of 2008, we recorded \$29.9 million of expenses related to the consolidation of facilities and severance cost, and impairments of assets and goodwill, of which \$27.6 million were non-cash. Facilities consolidation and severance costs were \$2.3 million, impairment of assets was \$4.5 million and the impairment of goodwill was \$23.1 million.

Operating Income (Loss). Our 2008 operating loss was \$28.4 million including \$29.9 million of principally non-cash costs related to the facility consolidation and severance expenses, and impairments of assets and goodwill, compared with \$16.7 million of operating income in 2007. Operating income in 2007 included \$1.5 million of expenses to merge a defined benefit pension plan into a multi-employer plan.

Interest Expense. Interest expense decreased \$382 thousand in 2008 principally due to lower interest rates.

Other Income. Other income increased \$216 thousand in 2008 principally as a result of the sale of available-for-sale securities.

Other Expense. Other expense was not significant in 2008 or 2007.

Income Tax Provision (Benefit). Our effective income tax benefit rate was 8.5% in 2008, compared with an effective income tax rate of 35.3% in 2007. The change in the effective income tax, or benefit rates was principally attributable to a \$23.1 million non-deductible goodwill impairment.

Net Income (Loss). Continuing operations reflected a loss of \$31.1 million, or \$2.50 per diluted share in 2008, compared with income from continuing operations of \$6.8 million, or \$0.52 per diluted share in 2007. Our discontinued operations reflected a loss of \$275 thousand, or \$0.02 per diluted share in 2008, compared with a loss of \$512 thousand, or \$0.05 per diluted share in 2007. Including discontinued operations, the net loss was \$31.4 million or \$2.52 per diluted share in 2008, compared with net income of \$6.3 million, or \$0.49 per diluted share in 2007.

LIQUIDITY AND CAPITAL RESOURCES

During the year ended December 26, 2009, cash generated from operating activities was \$26.5 million. These funds were supplemented by \$2.2 million of proceeds from the sale of property, plant and equipment and available-for-sale securities. These funds were used to support our operations, purchase \$2.4 million of property, plant and equipment, retire \$26.1 million of debt and capitalized leases and reduce outstanding checks in excess of cash by \$230 thousand. Working capital decreased \$24.8 million in 2009 principally due to a reduction of \$20.0 million in inventories to match the lower business activity levels we are experiencing. Receivables decreased \$6.8 million, including a reduction of \$5.3 million in trade receivables due to lower levels of sales, a reduction of \$3.4 million in other miscellaneous receivables and an increase of \$1.7 million in income taxes receivable primarily from tax loss carrybacks. Accounts payable and accrued expenses decreased in 2009 compared with 2008 as a result of the lower business levels and associate related benefit cost.

[Table of contents](#)

During the year ended December 27, 2008, cash generated from operating activities was \$8.4 million. These funds were supplemented by \$13.9 million of borrowings under our revolving credit line and capital leases and \$822 thousand of proceeds from the sale of property, plant and equipment and available-for-sale securities. These funds were used to support our operations, purchase \$10.0 million of property, plant and equipment, retire \$8.7 million of debt and capitalized leases, purchase \$3.5 million of our Common Stock and reduce outstanding checks in excess of cash by \$729 thousand. Working capital increased \$2.2 million in 2008 principally due to lower levels of accrued expenses, which more than offset lower levels of current deferred income tax assets. Receivables increased slightly due to a \$5.3 million increase in income tax receivables, a \$1.2 million increase in other miscellaneous receivables and a \$6.1 million decrease in trade accounts receivable.

During the year ended December 29, 2007, cash generated from operating activities was \$19.8 million. These funds were supplemented by \$6.0 million of borrowings to finance equipment purchases and \$381 thousand of funds from the exercise of employee stock options. These funds were used to support our operations, purchase \$16.7 million of property, plant and equipment, retire \$6.4 million of debt, purchase \$1.6 million of our Common Stock and reduce outstanding checks in excess of cash by \$1.7 million. Working capital increased \$2.3 million in 2007 principally due to higher levels of inventories and accounts receivable in excess of the increase in the levels of accounts payable and accrued expenses. Accounts receivable increased \$1.8 million, inventories increased \$6.3 million and accounts payable and accrued expenses increased \$4.7 million. The increase in inventory is primarily due to higher levels of raw material.

Capital expenditures were \$2.4 million in 2009, \$9.5 million in 2008 and \$16.7 million in 2007, while depreciation and amortization were \$13.5 million in 2009, \$13.8 million in 2008 and \$12.9 million in 2007. Capital expenditures in 2009 primarily related to facilities and existing equipment while capital expenditures in 2008 and 2007 were primarily for newly designed manufacturing technology and information systems. We expect capital expenditures to be approximately \$3.0 million in 2010, while depreciation and amortization is expected to be approximately \$11.8 million. Capital expenditures in 2010 will be primarily for enhancements to existing equipment and facilities.

In October 2008, we amended and restated our senior loan and security agreement to extend the agreement's maturity date from May 11, 2010 to May 11, 2013, decrease the monthly term loan principal installments and increase interest rates applicable to borrowings under the agreement to more current market interest rates. Effective January 1, 2009, the amended and restated senior loan and security agreement was further amended to modify certain interest rate definitions to change the relative relationship between base rates and LIBOR rates as used in the agreement and to reduce the applicable credit spreads for base rate loans by 0.50%. Effective July 31, 2009, we reduced our revolving credit facility from \$70.0 million to \$55.0 million to better align the size of the revolving credit facility with the anticipated levels of accounts receivable and inventory. Our amended and restated senior loan and security agreement provides \$67.8 million of credit, consisting of \$55.0 million of revolving credit and a \$12.8 million term loan. The term loan is payable in monthly principal installments of \$126 thousand and is due May 11, 2013.

Interest rates available under the amended and restated senior loan and security agreement may be selected from a number of options that effectively allow us to borrow at rates ranging from the lender's prime rate plus 1.00% to the lender's prime rate plus 2.25% for base rate loans, or at rates ranging from LIBOR plus 2.00% to LIBOR plus 3.25% for LIBOR loans. The weighted-average interest rate on borrowings outstanding under this agreement was 6.92% at December 26, 2009 and 5.68% at December 27, 2008. Commitment fees ranging from 0.25% to 0.375% per annum are payable on the average daily unused balance of the revolving credit facility. The interest rate on a portion of borrowings under the amended and restated senior loan and security agreement are fixed by an interest rate swap arrangement that effectively fixes the interest rate on \$30.0 million of borrowings under the amended and restated senior loan and security agreement at 4.79% plus the applicable credit spreads. The levels of our accounts receivable and inventory limit borrowing availability under the revolving credit facility. The facility is secured by a first priority lien on substantially all of our assets.

Our amended and restated senior loan and security agreement does not contain ongoing financial covenants and permits payment of dividends and repurchases of our Common Stock in an aggregate annual amount of up to \$3.0 million and distributions in excess of \$3.0 million under conditions specified in the agreement. The agreement also contains covenants that could limit future acquisitions. Unused borrowing capacity under the amended and restated senior loan and security agreement on December 26, 2009 was \$10.4 million.

Our equipment financing notes have terms ranging from five to seven years, are secured by the specific equipment financed, bear interest ranging from 5.55% to 6.94% and are due in monthly installments of principal and interest of \$311 thousand through February 2010 and monthly installments of principal and interest ranging from \$263 thousand to \$38 thousand from March 2010 through May 2014. The notes do not contain financial covenants.

[Table of contents](#)

Our capitalized lease obligations have terms ranging from four to seven years, are secured by the specific equipment leased, bear interest ranging from 6.65% to 7.27% and are due in monthly installments of principal and interest of \$131 thousand through June 2010, monthly installments of principal and interest ranging from \$32 thousand to \$8 thousand from July 2010 through November 2015.

Our \$6.0 million mortgage is secured by real property, is payable in monthly principal installments ranging from \$20 thousand to \$28 thousand during the remaining term and matures on March 2013. The mortgage bears interest at LIBOR plus 2.0% and the interest rate is fixed at 6.54% through March 13, 2013 by an interest rate swap.

Our convertible subordinated debentures bear interest at 7% payable semi-annually, are due in 2012, and are convertible by their holders into shares of our Common Stock at an effective conversion price of \$32.20 per share, subject to adjustment under certain circumstances. Mandatory sinking fund payments, which commenced May 15, 1998, retire \$2.5 million principal amount of the debentures annually and approximately 86% of the debentures prior to maturity. The convertible debentures are subordinated in right of payment to all of our other indebtedness.

Interest payments for continuing operations were \$5.4 million in 2009, \$6.1 million in 2008, and \$6.5 million in 2007. There was no interest capitalized in 2009 while we capitalized interest of \$367 thousand in 2008 and \$457 thousand in 2007.

The following table summarizes our future minimum payments under contractual obligations as of December 26, 2009.

	Payments Due By Period						Total
	2010	2011	2012	2013	2014	Thereafter	
	(dollars in millions)						
Debt	\$ 7.3	\$ 6.4	\$ 12.9	\$ 39.2	\$ 0.2	\$ ---	\$ 66.0
Interest - debt (1)	3.5	2.6	2.0	0.5	---	---	8.6
Capital leases	1.1	0.2	0.2	0.1	0.1	0.1	1.8
Interest - capital leases	0.1	0.1	---	---	---	---	0.2
Operating leases	2.8	2.5	2.1	1.2	0.7	0.7	10.0
Purchase commitments	0.1	---	---	---	---	---	0.1
	<u>\$ 14.9</u>	<u>\$ 11.8</u>	<u>\$ 17.2</u>	<u>\$ 41.0</u>	<u>\$ 1.0</u>	<u>\$ 0.8</u>	<u>\$ 86.7</u>

(1) Interest rates used for variable rate debt were those in effect at December 26, 2009.

We do not expect to make future cash outlays related to our unrecognized tax benefits. Accordingly, unrecognized tax benefits of \$52 thousand have been excluded from the summary of contractual obligations.

We believe our operating cash flows, credit availability under our senior loan and security agreement and other sources of financing are adequate to finance our normal liquidity requirements. We will continue, as we have in 2009, to aggressively pursue inventory management, maintain tight cost controls and limit capital expenditures. We anticipate a federal income tax refund in excess of \$6.5 million which we believe we will receive in the first half of the year. However, continued deterioration in our markets or significant additional cash expenditures above our normal liquidity requirements could require supplemental financing or other funding sources. There can be no assurance that such supplemental financing or other sources of funding can be obtained or will be obtained on terms favorable to us.

Income Tax Considerations. In November 2009, federal tax legislation was enacted that extended the period for tax loss carrybacks from two to five years. Approximately \$7.0 million of federal and state income tax refunds are expected in 2010 due to carrybacks of net operating loss to prior years, including approximately \$4.7 million due to the extension of the tax loss carryback period. Excluding these income tax refunds, we anticipate that cash outlays for income taxes will not be materially different from our provision for income taxes during the next three fiscal years. Because we are in a net deferred tax liability position, our \$200 thousand federal income tax credit carryforward benefits are expected to be utilized in the future. During 2009, we increased our tax valuation reserve related to future benefits for state net operating loss carryforwards by \$1.5 million.

RECENT ACCOUNTING PRONONUMENTS

In December 2007, the Financial Accounting Standards Board ("FASB") issued authoritative guidance on business combinations, which changes the principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in an acquiree. The guidance also establishes disclosure requirements to assist users in evaluating the nature and financial effects of business combinations. This guidance is effective for fiscal years beginning after December 15, 2008. The adoption of this guidance did not have a material effect on our financial position or results of operations.

In December 2007, the FASB issued authoritative guidance on noncontrolling interests in consolidated financial statements. This guidance establishes accounting and reporting standards for ownership interests in subsidiaries held by parties (other than the parent of such subsidiaries), the amount of consolidated net income attributable to the parent and to the holder of a noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is no longer consolidated. This guidance also establishes reporting requirements to clearly identify, distinguish and disclose the interests of the parent and the interests of the noncontrolling owners. This guidance is effective for fiscal years beginning after December 15, 2008. The adoption of this guidance did not have a material effect on our financial position or results of operations.

In March 2008, the FASB issued new authoritative guidance establishing additional disclosure requirements for derivative instruments and hedging activities. This guidance is effective for fiscal years and interim periods beginning after November 15, 2008. The adoption of this guidance did not have a material effect on our financial position or results of operations.

In June 2008, the FASB issued authoritative guidance clarifying that unvested share-based payment awards with a right to receive nonforfeitable dividends are participating securities. In addition, guidance was given on how to allocate earnings to participating securities and compute earnings per share using the two-class method. This guidance is effective for fiscal years and interim periods beginning after December 15, 2008. The adoption of this guidance did not have a material effect on our financial position or results of operations.

In April 2009, the FASB issued authoritative guidance on financial instruments, which requires quarterly disclosure of information about the fair value of financial instruments. This guidance is effective for interim periods ending after June 15, 2009. The adoption of this statement did not have a material effect on our financial position or results of operations.

In May 2009, the FASB issued authoritative guidance for subsequent events, which sets forth general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This guidance is effective for interim or annual periods ending after June 15, 2009. The adoption of this statement did not have a material effect on our financial position or results of operations.

In June 2009, the FASB issued authoritative guidance on accounting for transfers of financial assets. This guidance was issued to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. This guidance is effective for fiscal years and interim periods beginning after November 15, 2009. We do not expect the adoption of this statement to have a material effect on our financial position or results of operations.

In June 2009, the FASB issued amended authoritative guidance to address the elimination of the concept of a qualifying special purpose entity. This guidance also replaces the quantitative-based risks and rewards calculation for determining which enterprise has a controlling financial interest in a variable interest entity with an approach focused on identifying which enterprise has the power to direct the activities of a variable interest entity and the obligation to absorb losses of the entity or the right to receive benefits from the entity. This guidance is effective for fiscal years and interim periods beginning after November 15, 2009. We do not expect the adoption of this statement to have a material effect on our financial position or results of operations.

In June 2009, the FASB issued the FASB Accounting Standards Codification (the "Codification") which became the single authoritative source for generally accepted accounting principles ("GAAP"). Accordingly, previous references to GAAP accounting standards are no longer used in the Company's disclosures. The Codification is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of this statement did not have a material effect on our financial position or results of operations.

CRITICAL ACCOUNTING POLICIES

Certain estimates and assumptions are made when preparing our financial statements. These estimates and assumptions affect various matters, including:

- Amounts reported for assets and liabilities in our Consolidated Balance Sheets at the dates of the financial statements, and
- Amounts reported for revenues and expenses in our Consolidated Statements of Operations during the reporting periods presented.

[Table of contents](#)

Estimates involve judgments with respect to, among other things, future economic factors that are difficult to predict. As a result, actual amounts could differ from estimates made when our financial statements are prepared.

The Securities and Exchange Commission requires management to identify its most critical accounting policies, defined as those that are both most important to the portrayal of our financial condition and operating results and the application of which requires our most difficult, subjective, and complex judgments. Although our estimates have not differed materially from our experience, such estimates pertain to inherently uncertain matters that could result in material differences in subsequent periods.

We believe application of the following accounting policies require significant judgments and estimates and represent our critical accounting policies. Other significant accounting policies are discussed in Note A to our Consolidated Financial Statements.

- **Revenue recognition.** Revenues, including shipping and handling amounts, are recognized when the following criteria are met: there is persuasive evidence that a sales agreement exists, delivery has occurred or services have been rendered, the price to the buyer is fixed or determinable, and collection is reasonably assured. Delivery is not considered to have occurred until the customer takes title to products shipped and assumes the risks and rewards of ownership, which is generally on the date of shipment. At the time revenue is recognized, we record a provision for the estimated amount of future returns based primarily on historical experience and any known trends or conditions.
- **Accounts receivable.** We provide allowances for expected cash discounts, returns, claims and doubtful accounts based upon historical experience and periodic evaluations of the financial condition of our customers. If the financial conditions of our customers were to significantly deteriorate, or other factors impair their ability to pay their debts, credit losses could differ from allowances recorded in our Consolidated Financial Statements.
- **Customer claims and product warranties.** We provide product warranties related to manufacturing defects and specific performance standards for our products. We record reserves for the estimated costs of defective products and failure to meet applicable performance standards. The levels of reserves are established based primarily upon historical experience and our evaluation of pending claims. Because our evaluations are based on historical experience and conditions at the time our financial statements are prepared, actual results could differ from the reserves in our Consolidated Financial Statements.
- **Inventories.** Inventories are stated at the lower of cost or market. Cost is determined using the last-in, first-out method (LIFO), which generally matches current costs of inventory sold with current revenues, for substantially all inventories. Reserves are also established to adjust inventories that are off-quality, aged or obsolete to their estimated net realizable value. Additionally, rates of recoverability per unit of off-quality, obsolete or excessive inventory are estimated based on historical rates of recoverability and other known conditions or circumstances that may affect future recoverability. Actual results could differ from assumptions used to value our inventory.
- **Self-insured accruals.** We estimate costs required to settle claims related to our self-insured medical, dental and workers' compensation plans. These estimates include costs to settle known claims, as well as incurred and unreported claims. The estimated costs of known and unreported claims are based on historical experience. Actual results could differ from assumptions used to estimate these accruals.
- **Deferred income tax assets and liabilities.** We recognize deferred income tax assets and liabilities for the future tax consequences of the differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using statutory income tax rates that are expected to be applicable in future periods when temporary differences are expected to be recovered or paid. The effect on deferred income tax assets and liabilities of changes in income tax rates is recognized in earnings in the period that a change in income tax rates is enacted. Taxing jurisdictions could disagree with our tax treatment of various items in a manner that could affect the tax treatment of such items in the future. Accounting rules require these future effects to be evaluated using existing laws, rules and regulations, each of which is subject to change.

STOCK-BASED AWARDS

We recognize compensation expense related to share-based stock awards based on the fair value of the equity instrument over the period of vesting for the individual stock awards that were granted.

At December 26, 2009, the total unrecognized compensation expense related to non-vested restricted stock awards was \$1.6 million with a weighted-average vesting period of 3.9 years and unrecognized compensation expense related to unvested stock options was \$121 thousand with a weighted-average vesting period of 4.9 years.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (Dollars in thousands)

Our earnings, cash flows and financial position are exposed to market risks relating to interest rates, among other factors. It is our policy to minimize our exposure to adverse changes in interest rates and manage interest rate risks inherent in funding our Company with debt. We address this financial exposure through a risk management program that includes maintaining a mix of fixed and floating rate debt and the use of interest rate swap agreements.

At December 26, 2009, we were a party to an interest rate swap agreement on our mortgage note payable with a notional amount equal to the outstanding balance of the mortgage note (\$6,022 at December 26, 2009) which expires in March of 2013. Under the interest rate swap agreement, we pay a fixed rate of interest times the notional amount and receive in return an amount equal to a specified variable rate of interest times the same notional amount. The swap agreement effectively fixes the interest rate on the mortgage note payable at 6.54%.

On October 11, 2005, we entered into an interest rate swap agreement with a notional amount of \$30,000 through May 11, 2010. Under this agreement, we pay a fixed rate of interest of 4.79% times the notional amount and receive in return a specified variable rate of interest times the same notional amount. The interest rate swap agreement is linked to our variable rate debt and is considered a highly effective hedge.

At December 26, 2009, \$8,108, or approximately 12% of our total debt, was subject to floating interest rates. A 10% fluctuation in the variable interest rates applicable to this floating rate debt would have an annual after-tax impact of approximately \$16.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The supplementary financial information required by ITEM 302 of Regulation S-K is included in PART II, ITEM 5 of this report and the Financial Statements is included in a separate section of this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

- (a) Evaluation of Disclosure Controls and Procedures. We maintain disclosure controls and procedures to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and is accumulated and communicated to management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as such terms are defined in Rules 13(a)-15(e) and 15(d)-15(e)) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of December 26, 2009, the date of the financial statements included in this Form 10-K (the "Evaluation Date"). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the Evaluation Date.
- (b) Changes in Internal Control over Financial Reporting. During the last fiscal quarter, there have not been any changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13(a)-15(f) and 15(d)-15(f).

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures as well as diverse interpretation of U.S. generally accepted accounting principles by accounting professionals. It is also possible that internal controls could be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. These inherent limitations are known features of the financial reporting process; therefore, it is possible to design into the reporting process safeguards to reduce, though not eliminate, this risk.

We conducted, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under such framework, our management concluded that our internal control over financial reporting was effective as of December 26, 2009.

Our independent auditor, Ernst & Young LLP, an independent registered public accounting firm, has audited and reported on our consolidated financial statements and has issued an attestation report on the effectiveness of our internal control over financial reporting.

[Table of contents](#)

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of The Dixie Group, Inc.

We have audited The Dixie Group, Inc.'s internal control over financial reporting as of December 26, 2009, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Dixie Group, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, The Dixie Group, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 26, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of The Dixie Group, Inc. as of December 26, 2009 and December 27, 2008, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the three years in the period ended December 26, 2009. Our report dated March 3, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Atlanta, Georgia
March 3, 2010

[Table of contents](#)

ITEM 9B. OTHER INFORMATION

None.

PART III**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

The sections entitled "Information about Nominees for Director" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement of the registrant for the annual meeting of shareholders to be held April 27, 2010 is incorporated herein by reference. Information regarding the executive officers of the registrant is presented in PART I of this report.

We have adopted a Code of Business Conduct and Ethics (the "Code of Ethics") which applies to our principal executive officer, principal financial officer and principal accounting officer or controller, and any persons performing similar functions. A copy of the Code of Ethics is filed as Exhibit 14 to this report.

Audit Committee Financial Expert

The Board has determined that John W. Murrey, III is an audit committee financial expert as defined by Item 407 (e)(5) of Regulation S-K of the Securities Exchange Act of 1934, as amended, and is independent within the meaning of the applicable Securities and Exchange Commission rules and NASDAQ standards. For a brief listing of Mr. Murrey's relevant experience, please refer to the "Election of Directors" section of the Company's Proxy Statement.

Audit Committee

We have a standing audit committee. At December 26, 2009, members of our audit committee are John W. Murrey, III, Chairman, J. Don Brock, Walter W. Hubbard and Lowry F. Kline.

ITEM 11. EXECUTIVE COMPENSATION

The section entitled "Compensation Discussion and Analysis", "Executive Compensation Information" and "Director Compensation" in the Proxy Statement of the registrant for the annual meeting of shareholders to be held April 27, 2010 is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The section entitled "Principal Shareholders", as well as the beneficial ownership table (and accompanying notes) in the Proxy Statement of the registrant for the annual meeting of shareholders to be April 27, 2010 is incorporated herein by reference.

Equity Compensation Plan Information as of December 26, 2009

The following table sets forth information as to our equity compensation plans as of the end of the 2009 fiscal year:

Plan Category	(a) Number of securities to be issued upon exercise of the outstanding options, warrants and rights	(1)	\$	(b) Weighted- average exercise price of outstanding options, warrants and rights	(2)	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation Plans approved by security holders	978,090	(1)	\$	10.54	(2)	239,352

(1) Does not include 281,656 shares of unvested Common Stock pursuant to restricted stock grants under our 2006 Stock Awards Plan, with a weighted-average grant date value of \$11.23 per share.

(2) Includes the aggregate weighted-average of (i) the exercise price per share for outstanding options to purchase 778,278 shares of Common Stock under our 2000 Stock Incentive Plan and 139,000 shares of Common Stock under our 2006 Stock Awards Plan and (ii) the price per share of the Common Stock on the grant date for each of 60,812 Performance Units issued under the Directors' Stock Plan (each unit equivalent to one share of Common Stock).

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The section entitled "Certain Transactions Between the Company and Directors and Officers" in the Proxy Statement of the registrant for the annual meeting of shareholders to be held April 27, 2010 is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The section entitled "Audit Fees Discussion" in the Proxy Statement of the Registrant for the Annual Meeting of Shareholders to be held April 27, 2010 is incorporated herein by reference.

PART IV.**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.**

- (a) (1) and (2) - The response to this portion of Item 15 is submitted as a separate section of this report.
(3) Please refer to the Exhibit Index which is attached hereto.
- (b) Exhibits - The response to this portion of Item 15 is submitted as a separate section of this report. See Item 15(a) (3) above.
- (c) Financial Statement Schedules - The response to this portion of Item 15 is submitted as a separate section of this report.

[Table of contents](#)

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: March 3, 2010

The Dixie Group, Inc.

/s/ DANIEL K. FRIERSON

By: Daniel K. Frierson
Chairman of the Board
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ DANIEL K. FRIERSON
Daniel K. Frierson

Chairman of the Board,
Director and Chief Executive Officer March 3, 2010

/s/ JON A. FAULKNER
Jon A. Faulkner

Vice President,
Chief Financial Officer March 3, 2010

/s/ D. EUGENE LASATER
D. Eugene Lasater

Controller March 3, 2010

/s/ J. DON BROCK
J. Don Brock

Director March 3, 2010

/s/ PAUL K. FRIERSON
Paul K. Frierson

Director March 3, 2010

/s/ WALTER W. HUBBARD
Walter W. Hubbard

Director March 3, 2010

/s/ LOWRY F. KLINE
Lowry F. Kline

Director March 3, 2010

/s/ JOHN W. MURREY, III
John W. Murrey, III

Director March 3, 2010

[Table of contents](#)

ANNUAL REPORT ON FORM 10-K
ITEM 8, ITEM 15(a)(1) AND ITEM 15(a)(2)
LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES
FINANCIAL STATEMENTS
FINANCIAL STATEMENT SCHEDULES
YEAR ENDED DECEMBER 26, 2009
THE DIXIE GROUP, INC.
CHATTANOOGA, TENNESSEE

FORM 10-K - ITEM 15(a)(1) and (2)

THE DIXIE GROUP, INC. AND SUBSIDIARIES

LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

The following consolidated financial statements of The Dixie Group, Inc. and subsidiaries are included in Item 8:

Table of Contents	<u>Page</u>
Report of Independent Registered Public Accounting Firm	30
Consolidated balance sheets - December 26, 2009 and December 27, 2008	31
Consolidated statements of operations - Years ended December 26, 2009, December 27, 2008, and December 29, 2007	32
Consolidated statements of cash flows - Years ended December 26, 2009, December 27, 2008, and December 29, 2007	33
Consolidated statements of stockholders' equity and comprehensive income (loss) - Years ended December 26, 2009, December 27, 2008, and December 29, 2007	34
Notes to consolidated financial statements	35 - 57

The following consolidated financial statement schedule of The Dixie Group, Inc. and subsidiaries is included in Item 15(a)(2):

Schedule II - Valuation and qualifying accounts	58
---	----

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions, or are inapplicable, or the information is otherwise shown in the financial statements or notes thereto, and therefore such schedules have been omitted.

[Table of contents](#)

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of The Dixie Group, Inc.

We have audited the accompanying consolidated balance sheets of The Dixie Group, Inc. as of December 26, 2009 and December 27, 2008, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the three years in the period ended December 26, 2009. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of The Dixie Group, Inc. at December 26, 2009 and December 27, 2008, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 26, 2009, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), The Dixie Group, Inc.'s internal control over financial reporting as of December 26, 2009, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 3, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Atlanta, Georgia
March 3, 2010

[Table of contents](#)

THE DIXIE GROUP, INC.
CONSOLIDATED BALANCE SHEETS
(dollars in thousands)

	December 26, 2009	December 27, 2008
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 56	\$ 113
Receivables (less allowance for doubtful accounts of \$737 for 2009 and \$961 for 2008)	26,150	32,976
Inventories	55,156	75,167
Other current assets	4,683	5,893
TOTAL CURRENT ASSETS	86,045	114,149
PROPERTY, PLANT AND EQUIPMENT		
Land and improvements	6,088	6,088
Buildings and improvements	47,215	46,892
Machinery and equipment	124,157	131,297
	177,460	184,277
Less accumulated depreciation and amortization	(97,704)	(90,217)
NET PROPERTY, PLANT AND EQUIPMENT	79,756	94,060
OTHER ASSETS		
Goodwill	---	33,406
Other long-term assets	13,255	11,048
TOTAL OTHER ASSETS	13,255	44,454
TOTAL ASSETS	\$ 179,056	\$ 252,663
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 10,854	\$ 11,335
Accrued expenses	13,891	16,356
Current portion of long-term debt	8,434	8,832
TOTAL CURRENT LIABILITIES	33,179	36,523
LONG-TERM DEBT		
Senior indebtedness	46,480	68,549
Capital lease obligations	707	1,806
Convertible subordinated debentures	12,162	14,662
TOTAL LONG-TERM DEBT	59,349	85,017
DEFERRED INCOME TAXES	5,830	10,713
OTHER LONG-TERM LIABILITIES	13,191	12,822
COMMITMENTS AND CONTINGENCIES (Note M)	---	---
STOCKHOLDERS' EQUITY		
Common Stock (\$3 par value per share):		
Authorized 80,000,000 shares, issued - 15,830,854 shares for 2009 and 15,840,374 shares for 2008	47,493	47,521
Class B Common Stock (\$3 par value per share):		
Authorized 16,000,000 shares, issued - 858,447 shares for 2009 and 862,915 shares for 2008	2,575	2,589
Additional paid-in capital	136,710	136,015
Accumulated deficit	(60,938)	(18,840)
Accumulated other comprehensive income (loss)	4	(509)
	125,844	166,776
Less Common Stock in treasury at cost - 3,926,435 shares for 2009 and 4,086,546 shares for 2008	(58,337)	(59,188)
TOTAL STOCKHOLDERS' EQUITY	67,507	107,588
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 179,056	\$ 252,663

See accompanying notes to the consolidated financial statements.

[Table of contents](#)

THE DIXIE GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(dollars in thousands, except per share data)

	Year Ended		
	December 26, 2009	December 27, 2008	December 29, 2007
Net sales	\$ 203,480	\$ 282,710	\$ 320,795
Cost of sales	151,308	204,558	223,561
Gross profit	52,172	78,152	97,234
Selling and administrative expenses	60,425	76,115	78,788
Other operating income	(642)	(428)	(469)
Other operating expense	756	945	673
Facility consolidation and severance expenses	4,091	2,317	---
Impairment of assets	1,459	4,478	---
Impairment of goodwill	31,406	23,121	---
Defined benefit pension plan merger expenses	---	---	1,518
Operating income (loss)	(45,323)	(28,396)	16,724
Interest expense	5,521	5,965	6,347
Other income	(357)	(379)	(163)
Other expense	176	53	69
Income (loss) from continuing operations before taxes	(50,663)	(34,035)	10,471
Income tax provision (benefit)	(8,845)	(2,907)	3,693
Income (loss) from continuing operations	(41,818)	(31,128)	6,778
Loss from discontinued operations, net of tax	(280)	(275)	(512)
Net income (loss)	\$ (42,098)	\$ (31,403)	\$ 6,266
BASIC EARNINGS (LOSS) PER SHARE:			
Continuing operations	\$ (3.39)	\$ (2.50)	\$ 0.52
Discontinued operations	(0.02)	(0.02)	(0.04)
Net income (loss)	\$ (3.41)	\$ (2.52)	\$ 0.48
SHARES OUTSTANDING	12,331	12,449	13,042
DILUTED EARNINGS (LOSS) PER SHARE:			
Continuing operations	\$ (3.39)	\$ (2.50)	\$ 0.51
Discontinued operations	(0.02)	(0.02)	(0.04)
Net income (loss)	\$ (3.41)	\$ (2.52)	\$ 0.47
SHARES OUTSTANDING	12,331	12,449	13,215
DIVIDENDS PER SHARE:			
Common Stock	---	---	---
Class B Common Stock	---	---	---

See accompanying notes to the consolidated financial statements.

[Table of contents](#)

THE DIXIE GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in thousands)

	Year Ended		
	December 26, 2009	December 27, 2008	December 29, 2007
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) from continuing operations	\$ (41,818)	\$ (31,128)	\$ 6,778
Loss from discontinued operations	(280)	(275)	(512)
Net income (loss)	(42,098)	(31,403)	6,266
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	13,504	13,752	12,941
Change in deferred income taxes	(1,964)	797	(990)
Excess tax benefit from stock-based awards	---	---	(115)
Net (gain) loss on property, plant and equipment disposals	72	(185)	14
Impairment of assets	1,459	4,478	---
Impairment of goodwill	31,406	23,121	---
Write-off of deferred financing costs	133	---	---
Gain on sale of available-for-sale securities	(292)	(222)	---
Stock-based compensation expense	1,193	1,322	1,179
Changes in operating assets and liabilities:			
Receivables	6,826	(108)	(1,794)
Inventories	20,011	761	(6,328)
Other current assets	(1)	50	934
Other assets	(2,545)	3,264	(633)
Accounts payable and accrued expenses	(2,342)	(4,455)	6,429
Other liabilities	1,148	(2,773)	1,863
NET CASH PROVIDED BY OPERATING ACTIVITIES	26,510	8,399	19,766
CASH FLOWS FROM INVESTING ACTIVITIES			
Net proceeds from sales of property, plant and equipment	1,925	598	21
Purchase of property, plant and equipment	(2,436)	(9,469)	(16,659)
Net proceeds from sale of available-for-sale securities	292	222	---
NET CASH USED IN INVESTING ACTIVITIES	(219)	(8,649)	(16,638)
CASH FLOWS FROM FINANCING ACTIVITIES			
Net (payments) borrowings on credit line	(17,511)	13,336	1,632
Payments on term loan	(1,506)	(1,675)	(1,710)
Borrowings from equipment financing	---	---	5,967
Payments on equipment financing	(3,167)	(2,969)	(2,258)
Payments on capitalized leases	(1,393)	(1,313)	(1,296)
Payments on subordinated indebtedness	(2,500)	(2,500)	(2,500)
Payments on mortgage note payable	(266)	(250)	(232)
Borrowings on notes payable	763	---	---
Payments on notes payable	(486)	---	---
Common stock issued under stock option plans	---	25	266
Excess tax benefit from stock-based awards	---	---	115
Change in outstanding checks in excess of cash	(230)	(729)	(1,655)
Common stock acquired for treasury	(37)	(3,531)	(1,568)
Payments for debt issuance costs	(15)	(458)	---
NET CASH USED IN FINANCING ACTIVITIES	(26,348)	(64)	(3,239)
DECREASE IN CASH AND CASH EQUIVALENTS	(57)	(314)	(111)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	113	427	538
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 56	\$ 113	\$ 427
Equipment purchased under capital leases	\$ ---	\$ 575	\$ ---

See accompanying notes to the consolidated financial statements.

[Table of contents](#)

THE DIXIE GROUP, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME (LOSS)
(dollars in thousands)

	Common Stock and Class B Common Stock	Additional Paid-In Capital	(Accumulated Deficit) Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock in Treasury	Total Stockholders' Equity
Balance at December 30, 2006	\$ 49,009	\$ 134,469	\$ 6,297	\$ (8)	\$ (54,089)	\$ 135,678
Common Stock acquired for treasury - 157,407 shares	---	---	---	---	(1,568)	(1,568)
Common Stock and Class B issued under stock option plan - 75,300 shares	226	40	---	---	---	266
Restricted stock grants issued - 109,620 shares	329	(329)	---	---	---	---
Restricted stock grants forfeited - 11,787 shares	(35)	35	---	---	---	---
Tax benefit from exercise of stock options	---	115	---	---	---	115
Stock-based compensation expense	---	1,119	---	---	---	1,119
Comprehensive Income (Loss):						
Net income	---	---	6,266	---	---	6,266
Unrealized loss on interest rate swap agreements, net of tax of \$381	---	---	---	(620)	---	(620)
Reclassification into earnings on interest rate swap agreements, net of tax of \$78	---	---	---	(128)	---	(128)
Pension and postretirement benefit plans:						
Unrecognized net actuarial loss, net of tax of \$76	---	---	---	(127)	---	(127)
Recognition of net actuarial loss, net of tax of \$685	---	---	---	1,121	---	1,121
Amortization of prior service credits, net of tax of \$6	---	---	---	(8)	---	(8)
Total Comprehensive Income	---	---	6,266	238	---	6,504
Balance at December 29, 2007	\$ 49,529	\$ 135,449	\$ 12,563	\$ 230	\$ (55,657)	\$ 142,114
Common Stock acquired for treasury - 530,294 shares	---	---	---	---	(3,531)	(3,531)
Common Stock and Class B issued under stock option plan - 6,250 shares	19	6	---	---	---	25
Restricted stock grants issued - 187,417 shares	562	(562)	---	---	---	---
Tax expense from exercise of stock options	---	(140)	---	---	---	(140)
Stock-based compensation expense	---	1,262	---	---	---	1,262
Comprehensive Income (Loss):						
Net loss	---	---	(31,403)	---	---	(31,403)
Unrealized loss on interest rate swap agreements, net of tax of \$748	---	---	---	(1,220)	---	(1,220)
Reclassification into earnings on interest rate swap agreements, net of tax of \$255	---	---	---	416	---	416
Unrealized gain on available-for-sale securities, net of tax of \$173	---	---	---	282	---	282
Realized gain on sale of available-for- sale securities, net of tax of \$85	---	---	---	(137)	---	(137)
Pension and postretirement benefit plans:						
Unrecognized net actuarial loss, net of tax of \$8	---	---	---	12	---	12
Recognition of net actuarial loss, net of tax of \$23	---	---	---	(38)	---	(38)
Amortization of prior service credits, net of tax of \$34	---	---	---	(54)	---	(54)
Total Comprehensive Loss	---	---	(31,403)	(739)	---	(32,142)
Balance at December 27, 2008	\$ 50,110	\$ 136,015	\$ (18,840)	\$ (509)	\$ (59,188)	\$ 107,588
Common Stock acquired for treasury - 21,122 shares	---	---	---	---	(37)	(37)
Re-issuance of Common Stock in Treasury - 181,233 shares	---	(337)	---	---	888	551
Restricted stock grants forfeited - 13,988 shares	(42)	42	---	---	---	---
Tax expense from exercise of stock options	---	(177)	---	---	---	(177)
Stock-based compensation expense	---	1,167	---	---	---	1,167
Comprehensive Income (Loss):						
Net loss	---	---	(42,098)	---	---	(42,098)
Unrealized loss on interest rate swap agreements, net of tax of \$131	---	---	---	(214)	---	(214)
Reclassification into earnings on interest rate swap agreements, net of tax of \$603	---	---	---	983	---	983
Unrealized gain on available-for-sale securities, net of tax of \$22	---	---	---	36	---	36
Realized gain on sale of available-for- sale securities, net of tax of \$111	---	---	---	(181)	---	(181)
Postretirement benefit plans:						
Unrecognized net actuarial gain, net of tax of \$0	---	---	---	1	---	1
Recognition of net actuarial gain, net of tax of \$35	---	---	---	(57)	---	(57)
Amortization of prior service credits, net of tax of \$33	---	---	---	(55)	---	(55)
Total Comprehensive Income (Loss)	---	---	(42,098)	513	---	(41,585)
Balance at December 26, 2009	\$ 50,068	\$ 136,710	\$ (60,938)	\$ 4	\$ (58,337)	\$ 67,507

See accompanying notes to the consolidated financial statements.

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business: The Company's business consists principally of marketing, manufacturing and selling finished carpet and rugs. The Company is in one line of business, Carpet Manufacturing.

Principles of Consolidation: The Consolidated Financial Statements include the accounts of The Dixie Group, Inc. and its wholly-owned subsidiaries (the "Company"). Significant intercompany accounts and transactions have been eliminated in consolidation.

Subsequent Events: The Company evaluated subsequent events through the date the financial statements were issued.

Use of Estimates in the Preparation of Financial Statements: The preparation of financial statements in conformity with U. S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Fiscal Year: The Company ends its fiscal year on the last Saturday of December. All references herein to "2009," "2008," and "2007," mean the fiscal years ended December 26, 2009, December 27, 2008, and December 29, 2007, respectively. All years presented contained 52 weeks.

Reclassifications: Certain amounts have been reclassified to conform to the 2009 presentation.

Discontinued Operations: The financial statements separately report discontinued operations and the results of continuing operations (See Note P). Disclosures included herein pertain to the Company's continuing operations unless noted otherwise.

Cash and Cash Equivalents: Highly liquid investments with original maturities of three months or less when purchased are reported as cash equivalents.

Credit and Market Risk: The Company sells carpet and supplies carpet yarn and carpet dyeing and finishing services to floorcovering retailers, the interior design, architectural and specifier communities, and certain manufacturers located principally throughout the United States. No customer accounted for more than 10% of net sales in 2009, 2008 or 2007, nor did the Company make a significant amount of sales to foreign countries during such periods.

The Company grants credit to its customers based on defined payment terms, performs ongoing evaluations of the credit worthiness of its customers and generally does not require collateral. Accounts receivable are carried at their outstanding principal amounts, less an anticipated amount for discounts and an allowance for doubtful accounts, which management believes is sufficient to cover potential credit losses based on historical experience and periodic evaluation of the financial condition of the Company's customers. Notes receivable are carried at their outstanding principal amounts, less an allowance for doubtful accounts to cover potential credit losses based on the financial condition of borrowers and collateral held by the Company.

Inventories: Inventories are stated at the lower of cost or market. Cost is determined using the last-in, first-out (LIFO) method, which generally matches current costs of inventory sold with current revenues, for substantially all inventories. Reduction of inventory quantities in 2009 and 2008 resulted in liquidations of LIFO inventories carried at prevailing costs established in prior years and decreased cost of sales by \$1,158 in 2009 and \$170 in 2008.

Inventories are summarized as follows:

	<u>2009</u>	<u>2008</u>
Raw materials	\$ 17,048	\$ 27,133
Work-in-process	9,357	15,284
Finished goods	35,288	43,980
Supplies, repair parts and other	361	416
LIFO reserve	(6,898)	(11,646)
Total inventories	<u>\$ 55,156</u>	<u>\$ 75,167</u>

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

Property, Plant and Equipment: Property, plant and equipment is stated at the lower of cost or impaired value. Provisions for depreciation and amortization of property, plant and equipment have been computed for financial reporting purposes using the straight-line method over the estimated useful lives of the related assets, ranging from 10 to 40 years for buildings and improvements, and 3 to 10 years for machinery and equipment. Depreciation and amortization of property, plant and equipment, including amounts for capital leases, totaled \$13,284 in 2009, \$13,460 in 2008 and \$12,639 in 2007 for financial reporting purposes. Costs to repair and maintain the Company's equipment and facilities are expensed as incurred. Such costs typically include expenditures to maintain equipment and facilities in good repair and proper working condition.

Impairment of Long-Lived Assets: Long-lived assets are reviewed for impairment when circumstances indicate that the carrying value of an asset may not be fully recoverable. When the carrying value of the asset exceeds the value of its estimated undiscounted future cash flows, an impairment charge is recognized equal to the difference between the asset's carrying value and its fair value. Fair value is estimated using discounted cash flows, prices for similar assets or other valuation techniques.

Goodwill: Goodwill in 2008 represented the excess of purchase price over the fair market value of identified net assets acquired in business combinations. Goodwill is tested for impairment annually or when an indication of impairment exists. The Company measures goodwill impairment by comparing the carrying value of the applicable reporting unit, including goodwill, with the present value of the reporting unit's estimated future cash flows (fair value). (See Note C).

Customer Claims and Product Warranties: The Company provides product warranties related to manufacturing defects and specific performance standards for its products. The Company records reserves for the estimated costs of defective products and failure of its products to meet applicable performance standards. The level of reserves is established based primarily upon historical experience and the Company's evaluation of pending claims.

Self-Insured Accruals: The Company records liabilities to reflect the cost of claims related to its self-insured medical and dental benefits and workers' compensation. The amounts of such liabilities are based on an analysis of the estimated cost of known claims.

Deferred Tax Assets and Liabilities: The Company recognizes deferred income tax assets and liabilities for the future tax consequences of the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Derivative Financial Instruments: The Company does not hold speculative financial instruments, nor does it hold or issue financial instruments for trading purposes. The Company uses derivative instruments, currently interest rate swaps, to minimize interest rate volatility.

The Company recognizes all derivatives on its balance sheet at fair value. Derivatives that are designated as cash flow hedges are linked to specific liabilities on the Company's balance sheet. The Company assesses, both at inception and on an ongoing basis, whether the derivatives that are used in the hedging transaction are highly effective in offsetting changes in cash flows of the hedged items. When it is determined that a derivative is not highly effective or the derivative expires, is sold, terminated, or exercised, the Company discontinues hedge accounting for that specific hedge instrument. Changes in the fair value of effective cash flow hedges are deferred in accumulated other comprehensive income (loss) ("AOCIL"). Changes in the fair value of derivatives that are not effective cash flow hedges are recognized in income.

Revenue Recognition: Revenues, including shipping and handling amounts, are recognized when the following criteria are met: there is persuasive evidence that a sales agreement exists, delivery has occurred or services have been rendered, the price to the buyer is fixed or determinable, and collectability is reasonably assured. Delivery is not considered to have occurred until the customer takes title to the goods and assumes the risks and rewards of ownership, which is generally on the date of shipment. At the time revenue is recognized, the Company records a provision for the estimated amount of future returns based primarily on historical experience and any known trends or conditions that exist at the time revenue is recognized.

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

Advertising Costs and Vendor Consideration: The Company engages in promotional and advertising programs that include rebates, discounts, points and cooperative advertising programs. Expenses relating to these programs are charged to earnings during the period in which they are earned. These arrangements do not require significant estimates of costs. Substantially all such expenses are recorded as a deduction from sales. The cost of cooperative advertising programs is recorded as selling and administrative expenses when the Company can identify a tangible benefit associated with the program, and can reasonably estimate that the fair value of the benefit is equal to or greater than its cost. The amount of advertising and promotion expenses included in selling and administrative expenses was not significant for the years 2009, 2008 or 2007.

Cost of Sales: Cost of sales includes all costs related to manufacturing the Company's products, including purchasing and receiving costs, inspection costs, warehousing costs, freight costs, internal transfer costs or other costs of the Company's distribution network.

Selling and Administrative Expenses: Selling and administrative expenses include all costs, not included in cost of sales, related to the sale and marketing of the Company's products and general administration of the Company's business.

Operating Leases: Rent is expensed over the lease period, including the effect of any rent holiday and rent escalation provisions, which effectively amortizes the rent holidays and rent escalations on a straight-line basis over the lease period. Leasehold improvements are amortized over the shorter of their economic lives or the lease term, excluding renewal options. Any leasehold improvement made by the Company and funded by the lessor is treated as a leasehold improvement and amortized over the shorter of its economic life or the lease term. Any funding provided by the lessor for such improvements is treated as deferred costs and amortized over the lease period.

Stock-Based Compensation: The Company recognizes compensation expense relating to share-based payments based on the fair value of the equity or liability instrument issued. Restricted stock grants with pro-rata vesting are expensed using the straight-line method. (See restrictions effective in 2009 as specified in Note K).

Recent Accounting Pronouncements: In December 2007, the Financial Accounting Standards Board ("FASB") issued authoritative guidance on business combinations, which changes the principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in an acquiree. The guidance also establishes disclosure requirements to assist users in evaluating the nature and financial effects of business combinations. This guidance is effective for fiscal years beginning after December 15, 2008. The adoption of this guidance did not have a material effect on the Company's financial position or results of operations.

In December 2007, the FASB issued authoritative guidance on noncontrolling interests in consolidated financial statements. This guidance establishes accounting and reporting standards for ownership interests in subsidiaries held by parties (other than the parent of such subsidiaries), the amount of consolidated net income attributable to the parent and to the holder of a noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is no longer consolidated. This guidance also establishes reporting requirements to clearly identify, distinguish and disclose the interests of the parent and the interests of the noncontrolling owners. This guidance is effective for fiscal years beginning after December 15, 2008. The adoption of this guidance did not have a material effect on the Company's financial position or results of operations.

In March 2008, the FASB issued new authoritative guidance establishing additional disclosure requirements for derivative instruments and hedging activities. This guidance is effective for fiscal years and interim periods beginning after November 15, 2008. The adoption of this guidance did not have a material effect on the Company's financial position or results of operations.

In June 2008, the FASB issued authoritative guidance clarifying that unvested share-based payment awards with a right to receive nonforfeitable dividends are participating securities. In addition, guidance was given on how to allocate earnings to participating securities and compute earnings per share using the two-class method. This guidance is effective for fiscal years and interim periods beginning after December 15, 2008. The adoption of this guidance did not have a material effect on the Company's financial position or results of operations.

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

In April 2009, the FASB issued authoritative guidance on financial instruments, which requires quarterly disclosure of information about the fair value of financial instruments. This guidance is effective for interim periods ending after June 15, 2009. The adoption of this statement did not have a material effect on the Company's financial position or results of operations.

In May 2009, the FASB issued authoritative guidance for subsequent events, which sets forth general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This guidance is effective for interim or annual periods ending after June 15, 2009. The adoption of this statement did not have a material effect on the Company's financial position or results of operations.

In June 2009, the FASB issued authoritative guidance on accounting for transfers of financial assets. This guidance was issued to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. This guidance is effective for fiscal years and interim periods beginning after November 15, 2009. The Company does not expect the adoption of this statement to have a material effect on its financial position or results of operations.

In June 2009, the FASB issued amended authoritative guidance to address the elimination of the concept of a qualifying special purpose entity. This guidance also replaces the quantitative-based risks and rewards calculation for determining which enterprise has a controlling financial interest in a variable interest entity with an approach focused on identifying which enterprise has the power to direct the activities of a variable interest entity and the obligation to absorb losses of the entity or the right to receive benefits from the entity. Additionally, the guidance provides more timely and useful information about an enterprise's involvement with a variable interest entity. This guidance is effective for fiscal years and interim periods beginning after November 15, 2009. The Company does not expect the adoption of this statement to have a material effect on its financial position or results of operations.

In June 2009, the FASB issued the FASB Accounting Standards Codification (the "Codification") which became the single authoritative source for generally accepted accounting principles ("GAAP"). Accordingly, previous references to GAAP accounting standards are no longer used in the Company's disclosures. The Codification is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of this statement did not have a material effect on the Company's financial position or results of operations.

NOTE B - RECEIVABLES

Receivables are summarized as follows:

	<u>2009</u>	<u>2008</u>
Customers, trade	\$ 18,522	\$ 23,805
Income taxes	6,953	5,280
Other	1,412	4,852
Gross receivables	26,887	33,937
Less allowance for doubtful accounts	(737)	(961)
Net receivables	<u>\$ 26,150</u>	<u>\$ 32,976</u>

The Company also had notes receivable in the amount of \$419 and \$425 at 2009 and 2008, respectively. The current portions of notes receivable are included in other receivables above and the non-current portions are included in other long-term assets in the Company's Consolidated Financial Statements.

NOTE C - GOODWILL

The Company's goodwill is tested for impairment annually in the fourth quarter of each year or more frequently if events or circumstances indicate that the carrying value of goodwill associated with a reporting unit may not be fully recoverable. The first step in the goodwill assessment process is to identify potential goodwill impairments and involves a comparison of the carrying value of a reporting unit, including goodwill, to the fair value of the reporting unit. For this purpose, the Company estimates fair value of the reporting unit based on expected current and future cash flows discounted at the Company's weighted-average cost of capital ("WACC"). Such an estimate necessarily involves judgments and assumptions concerning, among other matters, future sales and profitability, as well as interest rates and other financial factors used to calculate the WACC. If an impairment is indicated in the first step of the assessment, a

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

second step in the assessment is performed by comparing the "implied fair value" of the Company's reporting units' goodwill with the carrying value of the reporting units' goodwill. For this purpose, the "implied fair value" of goodwill for each reporting unit that had goodwill associated with its operations was determined in the same manner as the amount of goodwill is determined in a business combination.

The Company tested goodwill for impairment in the third quarter of 2008 due to economic conditions and uncertainty that were impacting the Company and the markets it serves and its future expectations for the performance of its business. No goodwill impairment was indicated as a result of this evaluation. The Company's annual goodwill impairment test is performed in October of each year. When the annual goodwill impairment test was performed, the Company reduced its projections for the future sales and profitability of its reporting units because economic conditions in the carpet industry had continued to deteriorate. In addition, higher interest rates for 20 year treasury constant maturities and Moody's Baa bonds increased the Company's WACC. As a result of this decline in the cash flow projections for its reporting units and the higher WACC, the Company's assessment indicated that goodwill may not be fully recoverable and the Company performed the second step in the goodwill evaluation process. The measurement resulted in the impairment of all of the goodwill, or \$1,341 associated with the acquisition of Patrick Carpet Mills, Inc. in 1994 and \$21,780, or approximately 40% of the goodwill associated with the acquisition of Fabrica International, Inc. in 2000. The total non-cash goodwill impairment loss recognized in 2008 was \$23,121.

Because economic conditions in the carpet industry deteriorated further in the first quarter of 2009 compared with the fourth quarter of 2008, the Company again reduced its expectations for the future sales and profitability of Fabrica. As a result, the Company tested the remaining Fabrica goodwill for impairment. As a result of the decline in the cash flow expectations for Fabrica, the assessment indicated that goodwill was potentially impaired.

The Company performed the second step in the goodwill evaluation process by comparing the "implied fair value" of Fabrica's goodwill with the carrying value of its goodwill. The measurement resulted in the impairment of the remaining goodwill associated with the acquisition of Fabrica; accordingly, the Company recorded a non-cash goodwill impairment loss of \$31,406 in the first quarter of 2009.

The changes in the carrying amount of goodwill are summarized as follows:

	2009	2008
Balance at beginning of year	\$ 33,406	\$ 56,743
Reductions related to deferred tax assets	(2,000)	(216)
Impairment loss	(31,406)	(23,121)
Balance at end of year	<u>\$ ---</u>	<u>\$ 33,406</u>

NOTE D - ACCRUED EXPENSES

Accrued expenses are summarized as follows:

	2009	2008
Compensation and benefits (1)	\$ 3,949	\$ 5,696
Provision for customer claims, rebates and allowances	3,895	5,057
Outstanding checks in excess of cash	1,579	1,809
Other	4,468	3,794
	<u>\$ 13,891</u>	<u>\$ 16,356</u>

(1) Includes a liability related to the Company's self-insured Workers' Compensation program. This program is collateralized by letters of credit in the aggregate amount of \$2,415.

NOTE E - PRODUCT WARRANTY RESERVES

The Company generally provides product warranties related to manufacturing defects and specific performance standards for its products. At the time sales are recorded, the Company records reserves for the estimated costs of defective products and failure of its products to meet applicable performance standards. The level of reserves the Company establishes is based primarily upon historical experience and evaluation of pending claims. Product warranty reserves are included in accrued expenses in the Company's Consolidated Financial Statements. The following is a summary of the Company's warranty activity.

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

	2009	2008
Warranty reserve beginning of year	\$ 1,363	\$ 1,515
Warranty liabilities accrued	2,713	3,522
Warranty liabilities settled	(2,518)	(3,329)
Changes for pre-existing warranty liabilities	(803)	(345)
Warranty reserve end of year	<u>\$ 755</u>	<u>\$ 1,363</u>

NOTE F - LONG-TERM DEBT AND CREDIT ARRANGEMENTS

	2009	2008
Senior indebtedness:		
Credit line borrowings	\$ 25,278	\$ 42,789
Term loans	12,830	14,336
Equipment financing	6,908	10,075
Capital lease obligations	1,806	3,199
Mortgage note payable	6,022	6,288
Note payable	277	---
Total senior indebtedness	<u>53,121</u>	<u>76,687</u>
Convertible subordinated debentures	<u>14,662</u>	<u>17,162</u>
Total long-term debt	67,783	93,849
Less: current portion of long-term debt	(7,335)	(7,439)
Less: current portion of capital lease obligations	(1,099)	(1,393)
Total long-term debt, less current portion	<u>\$ 59,349</u>	<u>\$ 85,017</u>

In October 2008, the Company amended and restated its senior loan and security agreement to extend the agreement's maturity date from May 11, 2010 to May 11, 2013, decrease the monthly term loan principal installments and increase interest rates applicable to borrowings under the agreement to more current market interest rates. Effective January 1, 2009, the amended and restated senior loan and security agreement was further amended to modify certain interest rate definitions to change the relative relationship between base rates and LIBOR rates as used in the agreement and to reduce the applicable credit spreads for base rate loans by 0.50%. Effective July 31, 2009, the Company reduced its revolving credit facility from \$70,000 to \$55,000 to better align the size of the revolving credit facility with the Company's anticipated levels of accounts receivable and inventory. The Company's amended and restated senior loan and security agreement provides \$67,830 of credit, consisting of \$55,000 of revolving credit and a \$12,830 term loan. The term loan is payable in monthly principal installments of \$126 and is due May 11, 2013.

Interest rates available under the amended and restated senior loan and security agreement may be selected from a number of options that effectively allow the Company to borrow at rates ranging from the lender's prime rate plus 1.00% to the lender's prime rate plus 2.25% for base rate loans, or at rates ranging from LIBOR plus 2.00% to LIBOR plus 3.25% for LIBOR loans. The weighted-average interest rate on borrowings outstanding under this agreement was 6.92% at December 26, 2009 and 5.68% at December 27, 2008. Commitment fees ranging from 0.25% to 0.375% per annum are payable on the average daily unused balance of the revolving credit facility. The interest rate on a portion of borrowings under the amended and restated senior loan and security agreement are fixed by an interest rate swap arrangement that effectively fixes the interest rate on \$30,000 of such borrowings at 4.79% plus the applicable credit spreads. The levels of the Company's accounts receivable and inventory limit borrowing availability under the revolving credit facility. The facility is secured by a first priority lien on substantially all of the Company's assets.

The Company's amended and restated senior loan and security agreement does not contain ongoing financial covenants and permits payment of dividends and repurchases of the Company's Common Stock in an aggregate annual amount of up to \$3,000 and distributions in excess of \$3,000 under conditions specified in the agreement. The agreement also contains covenants that could limit future acquisitions. Unused borrowing capacity under the amended and restated senior loan and security agreement on December 26, 2009 was \$10,444.

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

The Company's equipment financing notes have terms ranging from five to seven years, are secured by the specific equipment financed, bear interest ranging from 5.55% to 6.94% and are due in monthly installments of principal and interest of \$311 through February 2010 and monthly installments of principal and interest ranging from \$263 to \$38 from March 2010 through May 2014. The notes do not contain financial covenants.

The Company's capitalized lease obligations have terms ranging from four to seven years, are secured by the specific equipment leased, bear interest ranging from 6.65% to 7.27% and are due in monthly installments of principal and interest of \$131 through June 2010 and monthly installments of principal and interest ranging from \$32 to \$8 from July 2010 through November 2015.

The Company's \$6,022 mortgage is secured by real property, is payable in monthly principal installments ranging from \$20 to \$28 during the remaining term and matures on March 2013. The mortgage bears interest at LIBOR plus 2.0% and the interest rate is fixed at 6.54% through March 13, 2013 by an interest rate swap.

The Company's convertible subordinated debentures bear interest at 7% payable semi-annually, are due in 2012, and are convertible by their holders into shares of the Company's Common Stock at an effective conversion price of \$32.20 per share, subject to adjustment under certain circumstances. Mandatory sinking fund payments, which commenced May 15, 1998, retire \$2,500 principal amount of the debentures annually and approximately 86% of the debentures prior to maturity. The convertible debentures are subordinated in right of payment to all of the Company's other indebtedness.

Interest payments for continuing operations were \$5,379 in 2009, \$6,093 in 2008, and \$6,469 in 2007. Interest capitalized by the Company was \$0 in 2009, \$367 in 2008, and \$457 in 2007.

Maturities of long-term debt for periods following December 26, 2009 are as follows:

	Long-Term Debt	Capital Leases (See Note M)	Total
2010	\$ 7,335	\$ 1,099	\$ 8,434
2011	6,387	259	6,646
2012	12,909	160	13,069
2013	39,161	84	39,245
2014	185	90	275
Thereafter	---	114	114
Total	<u>\$ 65,977</u>	<u>\$ 1,806</u>	<u>\$ 67,783</u>

NOTE G - FAIR VALUE MEASUREMENTS AND FINANCIAL INSTRUMENTS

Fair value is defined as the exchange value of an asset or a liability in an orderly transaction between market participants. The fair value guidance outlines a valuation framework and establishes a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and disclosures. The hierarchy consists of three levels as follows:

Level 1 - Quoted market prices in active markets for identical assets or liabilities as of the reported date;

Level 2 - Other than quoted market prices in active markets for identical assets or liabilities, quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and other than quoted prices for assets or liabilities and prices that are derived principally from or corroborated by market data by correlation or other means; and

Level 3 - Measurements using management's best estimate of fair value, where the determination of fair value requires significant management judgment or estimation.

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

The Company's interest rate swaps are measured under the fair value standard. The following table summarizes the hierarchy level the Company used to determine fair value of its financial assets and liabilities as of December 26, 2009:

	Balance at December 26, 2009	Fair Value Hierarchy Level		
		Level 1	Level 2	Level 3
Liabilities:				
Interest rate swaps	\$ 1,031	\$ ---	\$ 1,031	\$ ---

The fair value of the interest rate swaps was obtained from external sources and was determined through the use of models that consider various assumptions and relevant economic factors.

Available-for-sale securities, if any, are reflected on the Company's consolidated condensed balance sheets in other current assets and related gains and losses are deferred in accumulated other comprehensive income (loss) ("AOCIL"). During 2009, the Company sold its remaining available-for-sale securities and realized gains from the sale of such securities of \$292, or \$181 net of tax.

The Company's financial instruments are not held or issued for trading purposes. The carrying amounts and estimated fair values of the Company's financial instruments are summarized as follows:

	2009		2008	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and cash equivalents	\$ 56	\$ 56	\$ 113	\$ 113
Notes receivable, including current portion	419	419	425	425
Available-for-sale securities	---	---	235	235
Financial Liabilities:				
Long-term debt and capital leases, including current portion	67,783	70,882	93,849	92,486
Interest rate swaps	1,031	1,031	2,248	2,248

The fair values of the Company's long-term debt and capital leases were estimated using market rates the Company believes are available for similar types of financial instruments. The fair values of cash and cash equivalents and notes receivable approximate their carrying amounts.

The Company's earnings, cash flows and financial position are exposed to market risks relating to interest rates. It is the Company's policy to minimize its exposure to adverse changes in interest rates and manage interest rate risks inherent in funding the Company with debt. The Company addresses this financial exposure through a risk management program that includes maintaining a mix of fixed and floating rate debt and the use of interest rate swaps, to minimize interest rate volatility. The Company does not hold speculative financial instruments, nor does it hold or issue financial instruments for trading purposes.

Derivatives designated as cash flow hedges are linked to specific liabilities on the Company's balance sheet. The Company assesses, both at inception and on an ongoing basis, whether the derivatives that are used in the hedging transaction are highly effective in offsetting changes in cash flows of the hedged items. When it is determined that a derivative is not highly effective or the derivative expires, is sold, terminated, or exercised, the Company discontinues hedge accounting for that specific hedge instrument. The Company recognizes all derivatives on its consolidated balance sheet at fair value. Changes in the fair value of effective cash flow hedges are deferred in AOCIL. Changes in the fair value of derivatives that are not effective hedges are recognized in income.

The Company is a party to an interest rate swap agreement with a notional amount of \$30,000 through May 11, 2010. Under this interest rate swap agreement, the Company pays a fixed rate of interest of 4.79% times the notional amount and receives in return a specified variable rate of interest times the same notional amount. The interest rate swap agreement is linked to the Company's variable rate debt and is considered a highly effective hedge.

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

The Company is also a party to an interest rate swap agreement through March 2013, which is linked to a mortgage and considered a highly effective hedge. Under the interest rate swap agreement, the Company pays a fixed rate of interest times a notional amount equal to the outstanding balance of the mortgage, and receives in return an amount equal to a specified variable rate of interest times the same notional amount. At December 26, 2009, the notional amount of the interest rate swap agreement was \$6,022. Under the terms of the interest rate swap agreement, the Company pays a fixed rate of interest through March 2013, which effectively fixes the interest rate on the mortgage at 6.54%.

The following table summarizes the fair values of derivative instruments included in the Company's consolidated balance sheets:

	<u>Liability Derivatives</u>	
	<u>2009</u>	<u>2008</u>
Cash flow hedges - interest rate swaps:		
Accrued expenses	\$ 590	\$ ---
Other long-term liabilities	441	2,248
Total	<u>\$ 1,031</u>	<u>\$ 2,248</u>

The following table summarizes the pre-tax impact of derivative instruments on the Company's financial statements:

	<u>Amount of Gain or (Loss) Recognized in AOCIL on Derivative (effective portion)</u>		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
Cash flow hedges - interest rate swaps	\$ (345)	\$ (1,968)	\$ (1,001)

The following table summarizes the pre-tax impact of derivative instruments on the Company's financial statements:

	<u>Amount of Gain or (Loss) Reclassified from AOCIL into Income (effective portion) (1) (2)</u>		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
Cash flow hedges - interest rate swaps	\$ (1,586)	\$ (671)	\$ 206

(1) The amount of loss reclassified from AOCIL is included in interest expense on the Company's consolidated condensed statements of operations.

(2) The amount of loss expected to be reclassified from AOCIL into earnings during the next 12 months is \$769.

NOTE H - EMPLOYEE BENEFIT PLANS

The Company sponsors two 401(k) defined contribution plans covering substantially all associates. The Company generally matches participants' contributions, on a sliding scale, up to a maximum of 5% of the participant's earnings. The Company will not match participants' contributions for one of the two 401(k) plans for the 2009 plan year; accordingly, matching contributions for the 401(k) plans were \$95 in 2009, \$1,076 in 2008 and \$1,025 in 2007. The 401(k) contribution plans provide that the Company may make additional contributions to the plan if the Company attains certain performance targets.

The Company sponsors a non-qualified retirement savings plan that allows eligible associates to defer a specified percentage of their compensation. The obligations owed to participants under this plan were \$10,595 at December 26, 2009 and \$9,197 at December 27, 2008 and are included in other long-term liabilities in the Company's consolidated balance sheets. The obligations are unsecured general obligations of the Company and the participants have no right, interest or claim in the assets of the Company, except as unsecured general creditors. The Company utilizes a Rabbi Trust to hold, invest and reinvest deferrals and contributions under the plan. Amounts invested in company-owned life insurance in the Rabbi Trust were \$10,690 at December 26, 2009 and \$8,931 at December 27, 2008 and are included in other long-term assets in the Company's consolidated balance sheets.

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

On December 29, 2007, the Company merged its only remaining defined benefit pension plan into a multi-employer pension plan. As a result of the merger, the Company ceased to be a plan sponsor and became a contributing employer in the multi-employer pension plan. Expenses related to the merger in 2007 were \$1,518, or \$1,023 net of tax, and the Company contributed \$205 in January 2008 to complete its funding obligation for the defined benefit pension plan. Substantially all of the expenses were non-cash and principally consisted of previously unrecognized actuarial losses. The Company's expense related to the multi-employer pension plan during 2009 was \$222 and \$186 during 2008. Based upon current employment and benefit levels, the Company's contributions to the multi-employer pension plan are expected to be approximately \$232 for 2010.

The Company sponsors a legacy postretirement benefit plan that provides life insurance to a limited number of associates as a result of a prior acquisition. The Company also sponsors a postretirement benefit plan that provides medical and life insurance for a limited number of associates who retired prior to January 1, 2003.

Information about the benefit obligation and funded status of the Company's postretirement benefit plans is summarized as follows:

	<u>2009</u>	<u>2008</u>
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 853	\$ 842
Service cost	4	4
Interest cost	46	46
Participant contributions	26	25
Actuarial gain	(61)	(52)
Benefits paid	(30)	(26)
Medicare Part D subsidy	7	14
Benefit obligation at end of year	<u>845</u>	<u>853</u>
Change in plan assets:		
Fair value of plan assets at beginning of year	---	---
Employer contributions	(2)	(13)
Participant contributions	26	25
Benefits paid	(31)	(26)
Medicare Part D subsidy	7	14
Fair value of plan assets at end of year	<u>---</u>	<u>---</u>
Funded status	\$ <u>(845)</u>	\$ <u>(853)</u>

The balance sheet classification of the Company's liability for postretirement benefit plans is summarized as follows:

	<u>2009</u>	<u>2008</u>
Accrued expenses	\$ 25	\$ 33
Other long-term liabilities	820	820
Total liability	<u>\$ 845</u>	<u>\$ 853</u>

Benefits expected to be paid on behalf of associates for postretirement benefit plans during the period 2010 through 2019 are summarized as follows:

Years	Postretirement Plans
2010	\$ 25
2011	24
2012	24
2013	24
2014	24
2015 - 2019	119

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

Assumptions used to determine benefit obligations of the Company's postretirement benefit plans are summarized as follows:

	<u>2009</u>	<u>2008</u>
Weighted-average assumptions as of year-end:		
Discount rate (benefit obligations)	4.90%	5.68%

Assumptions used and related effects of health care cost are summarized as follows:

	<u>2009</u>	<u>2008</u>
Health care cost trend assumed for next year	10.00%	10.00%
Rate to which the cost trend is assumed to decline	5.00%	5.00%
Year that the rate reaches the ultimate trend rate	2016	2016

The effect of a 1% change in the health care cost trend on the Company's postretirement benefit plans is summarized as follows:

	<u>2009</u>		<u>2008</u>	
	<u>1% Increase</u>	<u>1% Decrease</u>	<u>1% Increase</u>	<u>1% Decrease</u>
Accumulated postretirement benefit obligation	\$ 9	\$ (8)	\$ 3	\$ (4)

Components of net periodic benefit costs for all retirement plans are summarized as follows:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Defined benefit plans:			
Service cost	\$ ---	\$ ---	\$ 169
Interest cost	---	---	164
Expected return on plan assets	---	---	(200)
Amortization of prior service costs	---	---	6
Recognized net actuarial loss	---	---	78
Settlement loss	---	---	221
Total - Defined pension plans	---	---	438
Defined contribution plan	95	1,076	1,025
Net periodic benefit cost	<u>\$ 95</u>	<u>\$ 1,076</u>	<u>\$ 1,463</u>

Costs charged for all postretirement plans are summarized as follows:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Defined benefit plans:			
Service cost	\$ 4	\$ 4	\$ 5
Interest cost	46	47	46
Amortization of prior service credits	(88)	(88)	(88)
Recognized net actuarial gain	(92)	(61)	(53)
Settlement gain	(60)	(32)	(68)
Net periodic benefit credit	<u>\$ (190)</u>	<u>\$ (130)</u>	<u>\$ (158)</u>

Pre-tax amounts included in AOCIL for the Company's postretirement benefit plans at December 26, 2009 are summarized as follows:

	<u>Postretirement Benefit Plans</u>	
	<u>Balance at 2009</u>	<u>2010 Expected Amortization</u>
Prior service credits	\$ (541)	\$ (88)
Unrecognized actuarial gains	(419)	(51)
Totals	<u>\$ (960)</u>	<u>\$ (139)</u>

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

NOTE I - INCOME TAXES

The Company accounts for uncertainty in income tax positions according to FASB guidance relating to uncertain tax positions. Unrecognized tax benefits were \$52 at December 26, 2009 and \$332 at December 27, 2008. Due to the Company's valuation allowances, such benefits, if recognized, would not affect the Company's effective tax rate. No interest or penalties have been accrued as of December 26, 2009 or December 27, 2008. The Company does not expect its unrecognized tax benefits to change significantly during the next twelve months. The Company recognizes interest and penalties related to uncertain tax positions, if any, in income tax expense.

The following is a summary of the change in the Company's unrecognized tax benefits:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Balance at beginning of year	\$ 332	\$ 419	\$ 432
Additions based on tax positions taken during a prior period	---	37	59
Reductions related to settlement of tax matters	(216)	(15)	(51)
Reductions related to a lapse of applicable statute of limitations	(64)	(109)	(21)
Balance at end of year	<u>\$ 52</u>	<u>\$ 332</u>	<u>\$ 419</u>

The Company and its subsidiaries are subject to United States federal income taxes, as well as income taxes in a number of state jurisdictions. The tax years subsequent to 2003 remain open to examination for U.S. federal income taxes and most state jurisdictions. The majority of state jurisdictions remain open for years subsequent to 2005. A few state jurisdictions remain open to examination for tax years subsequent to 2004.

The provision (benefit) for income taxes on income (loss) from continuing operations consists of the following:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Current			
Federal	\$ (11,472)	\$ (4,740)	\$ 4,079
State	139	(194)	308
Total current	<u>(11,333)</u>	<u>(4,934)</u>	<u>4,387</u>
Deferred			
Federal	2,468	1,223	(645)
State	20	804	(49)
Total deferred	<u>2,488</u>	<u>2,027</u>	<u>(694)</u>
Income tax provision (benefit)	<u>\$ (8,845)</u>	<u>\$ (2,907)</u>	<u>\$ 3,693</u>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the tax basis of those assets and liabilities.

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

Significant components of the Company's deferred tax liabilities and assets are as follows:

	<u>2009</u>	<u>2008</u>
Deferred tax liabilities:		
Property, plant and equipment	\$ 13,937	\$ 14,363
Intangible assets	---	161
Other	<u>313</u>	<u>3,340</u>
Total deferred tax liabilities	<u>14,250</u>	<u>17,864</u>
Deferred tax assets:		
Inventories	1,339	1,446
Retirement benefits	3,757	4,050
Other employee benefits	614	858
Exit cost reserve	603	---
State net operating losses	3,153	1,956
Federal/State tax credit carryforwards	2,179	2,194
Allowances for bad debts, claims and discounts	1,814	2,276
Other	<u>2,686</u>	<u>1,512</u>
Total deferred tax assets	<u>16,145</u>	<u>14,292</u>
Valuation allowance	<u>(5,143)</u>	<u>(3,640)</u>
Net deferred tax asset	<u>11,002</u>	<u>10,652</u>
Net deferred tax liabilities	<u>\$ 3,248</u>	<u>\$ 7,212</u>

At December 26, 2009, \$3,153 of deferred tax assets related to approximately \$71,734 of state tax net operating loss carryforwards and \$2,179 state tax credit carryforwards were available to the Company that will expire in five to twenty years. A valuation allowance of \$5,143 is recorded to reflect the estimated amount of deferred tax assets that may not be realized during the carryforward periods.

Differences between the provision (benefit) for income taxes and the amount computed by applying the statutory federal income tax rate to income (loss) from continuing operations are summarized as follows:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Federal statutory rate	35%	34%	34%
Statutory rate applied to income (loss) from continuing operations	\$ (17,732)	\$ (11,572)	\$ 3,560
Plus state income taxes net of federal tax effect	<u>103</u>	<u>581</u>	<u>269</u>
Total statutory provision (benefit)	<u>(17,629)</u>	<u>(10,991)</u>	<u>3,829</u>
Increase (decrease) attributable to:			
Impairment of goodwill	8,000	7,861	---
Tax contingency reserve	---	(71)	33
Refunds from utilization of tax credits	(89)	(93)	(114)
APIC charge	204	---	---
Change in valuation allowance	391	440	116
Other items	<u>278</u>	<u>(53)</u>	<u>(171)</u>
Total tax provision (benefit)	<u>\$ (8,845)</u>	<u>\$ (2,907)</u>	<u>\$ 3,693</u>

During first quarter of 2009, the Company recognized a \$31,406 impairment of goodwill. The Company's 2009 income tax benefit includes a \$2,992 benefit from the tax deductible component of the goodwill impairment. The Company's effective tax benefit rate was 17.5% for 2009, principally as a result of the goodwill impairment.

During the fourth quarter of 2008, the Company recognized a non-deductible loss of \$23,121 from the impairment of goodwill. The Company's effective tax benefit rate was 8.5% for 2008, principally as a result of the goodwill impairment.

Income tax refunds received, net of income tax payments for continuing and discontinued operations were \$4,895 in 2009. Income tax payments, net of income tax refunds received were \$1,368 in 2008 and \$3,080 in 2007.

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

NOTE J - COMMON STOCK AND EARNINGS PER SHARE

Common & Preferred Stock

The Company's Charter authorizes 80,000,000 shares of Common Stock with a \$3 par value per share and 16,000,000 shares of Class B Common Stock with a \$3 par value per share. Holders of Class B Common Stock have the right to twenty votes per share on matters that are submitted to Shareholders for approval and to dividends in an amount not greater than dividends declared and paid on Common Stock. Class B Common Stock is restricted as to transferability and may be converted into Common Stock on a one share for one share basis. The Company's Charter also authorizes 200,000,000 shares of Class C Common Stock, \$3 par value per share, and 16,000,000 shares of Preferred Stock. No shares of Class C Common Stock or Preferred Stock have been issued.

Earnings Per Share

In the first quarter of 2009, the Company adopted newly issued guidance, which requires the Company to include all unvested stock awards which contain non-forfeitable rights to dividends or dividend equivalents (participating securities), whether paid or unpaid, in the number of shares outstanding in basic and diluted EPS calculations when the inclusion of these shares would be dilutive. As a result, the Company has included all of its unvested restricted stock awards in the calculation of basic and dilutive EPS for 2007. For 2009 and 2008, these participating securities were not included in the determination of EPS because to do so would be anti-dilutive.

This accounting guidance also requires additional disclosure of EPS for common stock and unvested share-based payment awards, separately disclosing distributed and undistributed earnings. Distributed earnings represent common stock dividends and dividends earned on unvested share-based payment awards. Undistributed earnings represent earnings that were available for distribution but were not distributed. Common stock and unvested share-based payment awards earn dividends equally. All earnings were undistributed in all periods presented.

The following table sets forth the computation of basic and diluted earnings (loss) per share from continuing operations:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Income (loss) from continuing operations (1)	\$ (41,818)	\$ (31,128)	\$ 6,778
Weighted-average shares outstanding (2)	12,331	12,449	12,788
Participating securities - unvested restricted stock (3)	---	---	254
Shares for basic earnings (loss) per share (2)	12,331	12,449	13,042
Effect of dilutive securities:			
Stock options (3)	---	---	148
Directors' stock performance units (3)	---	---	25
Shares for diluted earnings per share (2)(3)	<u>12,331</u>	<u>12,449</u>	<u>13,215</u>
Earnings (loss) per share:			
Basic	\$ (3.39)	\$ (2.50)	\$ 0.52
Diluted	(3.39)	(2.50)	0.51

(1) No adjustments needed in the numerator for diluted calculations.

(2) Includes Common and Class B Common shares in thousands, less shares held in treasury, in thousands.

Because their effects are anti-dilutive, shares issuable under stock option plans where the exercise price is greater than the average market price of the Company's Common Stock at the end of the relevant period, unvested restricted stock deemed to be participating securities, directors' stock performance units, and shares issuable on conversion of subordinated debentures into shares of Common Stock have been excluded. Aggregate shares excluded were 1,658 shares in 2009, 1,531 shares in 2008, and 1,236 shares

(3) in 2007.

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

NOTE K - STOCK COMPENSATION EXPENSE AND STOCK PLANS

Stock Compensation Expense

The Company recognizes compensation expense relating to share-based payments based on the fair value of the equity or liability instrument issued.

The Company's stock compensation expense was \$1,193 for 2009, \$1,322 for 2008 and \$1,179 for 2007.

Excess tax benefits of \$115 were included in cash provided by financing activities for the year ended 2007.

2006 Stock Award Plan

On May 3, 2006, the Company's shareholders' approved and adopted the Company's 2006 Stock Award Plan (the "2006 Plan") which provides for the issuance of up to 800,000 shares of Common Stock and/or Class B Common Stock as stock-based or stock-denominated awards to directors of the Company and to salaried employees of the Company and its participating subsidiaries. The 2006 Plan superseded and replaced The Dixie Group, Inc. Stock Incentive Plan (the "2000 Plan"), which was terminated with respect to the granting of new awards. Awards previously granted under the 2000 Plan will continue to be governed by the terms of that plan and will not be affected by its termination.

Restricted Stock Awards

Each executive officer has the opportunity to earn a Primary Long-Term Incentive Award of restricted stock and receive an award of restricted stock denominated as "Career Shares." The number of shares issued, if any, is based on the market price of the Company's Common Stock at the time of grant of the award, subject, to a \$5.00 per share minimum value. Primary Long-Term Incentive Awards vest over 3 years, and Career Shares vest when the participant becomes qualified to retire from the Company at 60 years of age and has retained the Career Shares for 24 months following the grant date. There were no new restricted stock awards granted during 2009.

During 2009, the Company amended and restated a 125,000 share Restricted Stock Award ("award") originally granted to its Chief Executive Officer on June 6, 2006 with a seven year term. The award is intended to retain and motivate the Company's Chief Executive Officer and to bring his total compensation package closer to median levels for Chief Executive Officers of comparable companies. The fair value on the date of the original award was \$1,556, or \$12.45 per share, equivalent to 92% of the market value of a share of the Company's Common Stock. Such value was determined using a binomial model and will be expensed over the term of the award. Vesting of the shares is contingent on a 35% increase in the market value of the Company's Common Stock (the "Market Condition") prior to five years from the date of the original grant. Additionally, vesting of shares requires the Chief Executive Officer to meet a continued service condition during the term of the award with a two year minimum vesting period. Shares subject to the award vest pro rata annually after the Market Condition and minimum vesting period are met on the anniversary date of the award. The award was amended to extend the term by one year to June 6, 2014, and to extend the time during which the award's market condition may be met by three years to June 6, 2014. The modification resulted in incremental stock compensation expense of \$41 which will be amortized over the award's remaining vesting period.

During 2008, the Company granted 187,417 shares of restricted stock to officers of the Company. The grant-date fair value of the awards was \$1,643, or \$8.765 per share. The shares vest over terms ranging from 2 to 19 years from the date the awards were granted. Each award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

During 2007, the Company granted 109,620 shares of restricted stock to officers and other key employees. The grant-date fair value of the awards was \$1,435, or \$13.09 per share. The shares vest over terms ranging from 2 to 20 years from the date the awards were granted. Each award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

During 2006, the Company also granted 24,000 shares of restricted stock to key employees. The grant-date fair value of the awards was \$333, or \$13.88 per share. Vesting of the share awards is subject to a continued service condition, with one-third to one-fifth of the awards vesting each year from the date the awards were granted. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

Restricted stock activity for the three years ended December 26, 2009 is summarized as follows:

	Number of Shares	Weighted- Average Fair Value of Awards Granted During the Year
Outstanding at December 30, 2006	187,660	\$ ---
Granted	109,620	13.09
Vested	(29,369)	---
Forfeited	(11,787)	---
Outstanding at December 29, 2007	256,124	---
Granted	187,417	8.77
Vested	(50,371)	---
Forfeited	---	---
Outstanding at December 27, 2008	393,170	---
Granted	---	---
Vested	(97,526)	---
Forfeited	(13,988)	---
Outstanding at December 26, 2009	281,656	\$ ---

As of December 26, 2009, unrecognized compensation cost related to unvested restricted stock was \$1,591. That cost is expected to be recognized over a weighted-average period of 3.9 years. The total fair value of shares vested was approximately \$146, \$412 and \$359 during the year 2009, 2008 and 2007, respectively.

Stock Performance Units

The Company's non-employee directors receive an annual retainer of \$12 in cash and \$12 in value of Performance Units (subject to a \$5.00 minimum per unit) under the Director's Stock Plan. Since the share price on the date of grant was below \$5.00 per share, the number of units issued was reduced resulting in a value of \$5 to the directors for the 2009 Performance Units. Upon retirement, the Stock Performance Units vest and the Company issues a number of shares of Common Stock equivalent to the number of Stock Performance Units held by non-employee directors. As of December 26, 2009, 60,812 Stock Performance Units were outstanding under this plan.

Stock Purchase Plan

The Company has a stock purchase plan which authorizes 108,000 shares of Common Stock for purchase by supervisory associates at the market price prevailing at the time of purchase. At December 26, 2009, 27,480 shares remained available for issuance under the plan. Shares sold under this plan are held in escrow until paid for and are subject to repurchase agreements which give the Company a right of first refusal to purchase the shares if they are subsequently sold. No shares were sold under the plan in 2009, 2008 or 2007.

Stock Options

All unvested stock options issued under the Company's 2000 Plan are exercisable generally at a cumulative rate of 25% per year after the second year from the date the options are granted. Any options granted under the Company's 2006 Plan will be exercisable for periods determined at the time the awards are granted. Effective 2009, the Company established a \$5.00 minimum exercise price on all options granted.

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

The fair value of each option was estimated on the date of grant using the Black-Scholes model. Expected volatility was based on historical volatility of the Company's stock, calculated using the most recent period equal to the expected life of the options. The risk-free interest rate was based on the U.S. Treasury yield for a term equal to the expected life of the option at the time of grant. The Company uses historical exercise behavior data of similar employee groups to determine the expected life of options.

The following weighted-average assumptions were used to estimate the fair value of stock options granted during the year ended December 26, 2009:

	2009	2008 (1)	2007 (1)
Expected volatility	49.70%	---	---
Risk-free interest rate	2.36%	---	---
Dividend yield	0.00%	---	---
Expected life of options	5 years	---	---

(1) No options were granted during the years ended December 27, 2008 and December 29, 2007.

During 2009, the Company extended the life of 234,081 options held by 27 of the Company's employees by an additional three years. The modification increased stock compensation expense by \$9.

During 2008, the Company modified 257,360 options by extending the life of certain options from 5 and 6 years to 10 years. The modification affected only 25 employees of the Company and resulted in an additional expense of approximately \$21.

Option activity for the three years ended December 26, 2009 is summarized as follows:

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Fair Value of Options Granted During the Year
Outstanding at December 30, 2006	1,029,597	\$ 11.13	\$ ---
Exercised	(103,106)	6.16	---
Forfeited	(8,625)	12.90	---
Outstanding at December 29, 2007	917,866	11.68	---
Exercised	(6,250)	3.95	---
Forfeited	(52,675)	13.50	---
Outstanding at December 27, 2008	858,941	11.62	---
Granted above market	139,000	5.00	0.90
Exercised	---	---	---
Forfeited	(80,663)	9.97	---
Outstanding at December 26, 2009	917,278	\$ 10.76	\$ ---
Options exercisable at:			
December 29, 2007	904,054	\$ 11.71	---
December 27, 2008	854,691	11.62	---
December 26, 2009	778,278	11.79	---

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

The following table summarizes information about stock options at December 26, 2009:

Options Outstanding			
Range of Exercise Prices	Number of Shares	Weighted- Average Remaining Contractual Life	Weighted- Average Exercise Price
\$3.875 - \$5.00	229,500	8.0 years	\$ 4.76
6.96 - 6.96	107,418	5.4 years	6.96
11.85 - 17.58	580,360	5.4 years	13.84
\$3.875 - \$17.58	<u>917,278</u>	<u>6.0 years</u>	<u>\$ 10.76</u>
Options Exercisable			
Range of Exercise Prices	Number of Shares	Weighted- Average Remaining Contractual Life	Weighted- Average Exercise Price
\$3.875 - \$4.78	90,500	5.2 years	\$ 4.38
6.96 - 6.96	107,418	5.4 years	6.96
11.85 - 17.58	580,360	5.4 years	13.84
\$3.875 - \$17.58	<u>778,278</u>	<u>5.4 years</u>	<u>\$ 11.79</u>

At December 26, 2009, the market value of all outstanding stock options was less than their exercise price by \$7,626 and the market value of exercisable stock options was less than their exercise price by \$7,271. The market value of stock options exercised exceeded their exercise price during the year ended 2009, 2008 and 2007 by \$0, \$13 and \$682, respectively.

At December 26, 2009, unrecognized compensation expense related to unvested stock options was \$121 and is expected to be recognized over a weighted-average period of 4.9 years.

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

NOTE L - COMPREHENSIVE INCOME (LOSS)

	2009	2008	2007
Net income (loss)	\$ (42,098)	\$ (31,403)	\$ 6,266
Other comprehensive income (loss):			
Unrealized loss on interest rate swap agreements:			
Before income taxes	(345)	(1,968)	(1,001)
Income taxes	(131)	(748)	(381)
Net of taxes	(214)	(1,220)	(620)
Reclassification into earnings on interest rate swap agreements:			
Before income taxes	1,586	671	(206)
Income taxes	603	255	(78)
Net of taxes	983	416	(128)
Unrealized gain on available-for-sale securities:			
Before income taxes	58	455	---
Income taxes	22	173	---
Net of taxes	36	282	---
Realized gain on sale of available-for-sale securities:			
Before income taxes	(292)	(222)	---
Income taxes	(111)	(85)	---
Net of taxes	(181)	(137)	---
Unrecognized net actuarial gain (loss) on pension and postretirement benefit plans:			
Before income taxes	1	20	(202)
Income taxes	---	8	(75)
Net of taxes	1	12	(127)
Recognition of net actuarial (gain) loss on pension and postretirement benefit plans:			
Before income taxes	(92)	(61)	1,806
Income taxes	(35)	(23)	685
Net of taxes	(57)	(38)	1,121
Amortization of prior service credits on pension and postretirement benefit plans:			
Before income taxes	(88)	(88)	(14)
Income taxes	(33)	(34)	(6)
Net of taxes	(55)	(54)	(8)
Comprehensive income (loss)	<u>\$ (41,585)</u>	<u>\$ (32,142)</u>	<u>\$ 6,504</u>

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

Components of accumulated other comprehensive income (loss) are as follows:

	Interest Rate Swaps	Available- for-Sale Securities	Pension & Post- Retirement Liabilities	Total
Balance at December 30, 2006	\$ 193	\$ ---	\$ (201)	\$ (8)
Unrealized loss on interest rate swap agreements, net of tax of \$381	(620)	---	---	(620)
Reclassification into earnings on interest rate swap agreements, net of tax of \$78	(128)	---	---	(128)
Unrecognized net actuarial loss on pension and postretirement benefit plans, net of tax of \$75	---	---	(127)	(127)
Recognition of net actuarial loss on pension and postretirement benefit plans, net of tax of \$685	---	---	1,121	1,121
Amortization of prior service credits on pension and postretirement benefit plans, net of tax of \$6	---	---	(8)	(8)
Balance at December 29, 2007	(555)	---	785	230
Unrealized loss on interest rate swap agreements, net of tax of \$748	(1,220)	---	---	(1,220)
Reclassification into earnings on interest rate swap agreements, net of tax of \$255	416	---	---	416
Unrealized gain on available-for-sale securities, net of tax of \$173	---	282	---	282
Realized gain on sale of available-for-sale securities, net of tax of \$85	---	(137)	---	(137)
Unrecognized net actuarial gain on postretirement benefit plans, net of tax of \$8	---	---	12	12
Recognition of net actuarial gain on postretirement benefit plans, net of tax of \$23	---	---	(38)	(38)
Amortization of prior service credits on postretirement benefit plans, net of tax of \$34	---	---	(54)	(54)
Balance at December 27, 2008	(1,359)	145	705	(509)
Unrealized loss on interest rate swap agreements, net of tax of \$131	(214)	---	---	(214)
Reclassification into earnings on interest rate swap agreements, net of tax of \$603	983	---	---	983
Unrealized gain on available-for-sale securities, net of tax of \$22	---	36	---	36
Realized gain on sale of available-for-sale securities, net of tax of \$111	---	(181)	---	(181)
Unrecognized net actuarial gain on postretirement benefit plans, net of tax of \$0	---	---	1	1
Recognition of net actuarial gain on postretirement benefit plans, net of tax of \$35	---	---	(57)	(57)
Amortization of prior service credits on postretirement benefit plans, net of tax of \$33	---	---	(55)	(55)
Balance at December 26, 2009	\$ (590)	\$ ---	\$ 594	\$ 4

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

NOTE M - COMMITMENTS

The Company had commitments of \$70 at December 26, 2009, consisting primarily for purchases of machinery & equipment.

The Company leases certain equipment under capital leases and certain buildings, machinery and equipment under operating leases. The Company has outstanding letters of credit of \$769 which collateralize certain equipment under an operating lease. Commitments for minimum rentals under non-cancelable leases, including any applicable rent escalation clauses, are as follows:

	Capital Leases	Operating Leases
2010	\$ 1,181	\$ 2,783
2011	298	2,517
2012	186	2,071
2013	102	1,227
2014	102	735
Total commitments	1,869	9,333
Less amounts representing interest	(177)	---
Total	<u>\$ 1,692</u>	<u>\$ 9,333</u>

Property, plant and equipment includes machinery and equipment under capital leases which have cost and accumulated depreciation of \$9,680 and \$7,424, respectively, at December 26, 2009, and \$9,680 and \$6,199, respectively, at December 27, 2008.

Rental expense was approximately \$2,520, \$2,641 and \$2,422 during the years 2009, 2008 and 2007, respectively.

NOTE N - OTHER (INCOME) EXPENSE

Other income and expense is summarized as follows:

	2009	2008	2007
Other operating income:			
Gain on sale of other operating assets	\$ (188)	\$ (214)	\$ (13)
Insurance proceeds	(62)	---	---
Miscellaneous income	(392)	(214)	(456)
Other operating income	<u>\$ (642)</u>	<u>\$ (428)</u>	<u>\$ (469)</u>
Other operating expense:			
Loss on disposal of other operating assets	\$ 260	\$ 29	\$ 27
Retirement expenses	334	546	392
Miscellaneous expense	162	370	254
Other operating expense	<u>\$ 756</u>	<u>\$ 945</u>	<u>\$ 673</u>
Other income:			
Interest income	\$ (15)	\$ (20)	\$ (20)
Sale of available-for-sale securities	(292)	(222)	---
Miscellaneous income	(50)	(137)	(143)
Other income	<u>\$ (357)</u>	<u>\$ (379)</u>	<u>\$ (163)</u>
Other expense:			
Write-off deferred financing costs	\$ 133	\$ ---	\$ ---
Miscellaneous expense	43	53	69
Other expense	<u>\$ 176</u>	<u>\$ 53</u>	<u>\$ 69</u>

[Table of contents](#)

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

NOTE O - FACILITY CONSOLIDATION AND SEVERANCE EXPENSES

In response to the difficult economic conditions, the Company began consolidating its Eton, Georgia carpet tufting operation into its Atmore, Alabama tufting, dyeing and finishing facility beginning in the fourth quarter of 2008. This was substantially completed in the first quarter of 2009. The Company also made organizational and other changes designed to reduce staff and expenses throughout the Company. In addition, the Company consolidated its Santa Ana, California tufting plant, a leased facility, into its Santa Ana, California dyeing, finishing and distribution facility, a facility owned by the Company, which was completed during the fourth quarter of 2009. Also, in 2009, the leased facility was vacated and the Company recorded the estimated costs related to fulfillment of its contractual lease obligations and on-going facilities maintenance, net of an estimate of sub-lease expectations.

Costs related to the 2008 Facilities Consolidation Plan are summarized as follows:

	Accrued Balance at 2008	2009 Expenses To Date	Cash Payments	Accrued Balance at 2009	As of December 26, 2009	
					Total Costs Incurred To Date	Total Expected Costs
Equipment and inventory relocation	\$ ---	\$ 1,338	\$ (1,338)	\$ ---	\$ 3,193	\$ 3,193
Severance pay and employee relocation	281	633	(914)	---	1,095	1,095
Leased facilities - obligations	---	1,271	---	1,271	1,271	1,271
Totals	<u>\$ 281</u>	<u>\$ 3,242</u>	<u>\$ (2,252)</u>	<u>\$ 1,271</u>	<u>\$ 5,559</u>	<u>\$ 5,559</u>

In August 2009, the Company developed and began implementing a plan to realign its organizational structure in the third and fourth quarters of 2009. Under this plan, the Company combined its three residential carpet units into one business with three distinct brands. As a result, the Company's residential business is organized much like its commercial carpet business and more like the rest of the industry. Costs related to the organization realignment include severance costs, associate relocation expenses and costs related to the migration of certain computer applications necessary to support the realignment. The Company estimates future additional costs under this initiative of approximately \$120, primarily related to completion of the systems migration.

Costs related to the 2009 Organization Restructuring Plan are summarized as follows:

	Accrued Balance at 2008	2009 Expenses To Date	Cash Payments	Accrued Balance at 2009	As of December 26, 2009	
					Total Costs Incurred To Date	Total Expected Costs
Severance pay and employee relocation	\$ ---	\$ 684	\$ (656)	\$ 28	\$ 684	\$ 714
Computer systems conversion cost	---	166	(115)	51	166	256
Totals	<u>\$ ---</u>	<u>\$ 850</u>	<u>\$ (771)</u>	<u>\$ 79</u>	<u>\$ 850</u>	<u>\$ 970</u>

Expenses incurred under these plans are classified in "facility consolidation and severance expenses" in the Company's consolidated statements of operations.

Long-lived Assets

Long-lived assets are reviewed for impairment when circumstances indicate that the carrying value of an asset may not be fully recoverable. During the fourth quarter of 2008, as the Company began consolidating certain of its operations and facilities, certain assets were identified, primarily computer systems under development, that would not be utilized. As a result, the Company recorded a non-cash pre-tax charge of \$4,478 to reflect the write-off of these assets. During 2009, the Company recorded a non-cash pre-tax charge of \$1,459 for long-lived asset impairments primarily related to previously recorded leasehold improvement assets in the California leased facility that, subsequent to the exit of the

THE DIXIE GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)
(Continued)

leased facility, will not provide future economic benefit to the Company, other manufacturing related assets that will no longer be used as a result of the California facilities consolidation and additional computer software taken out of service in the systems consolidation process. The charge is included in "Impairment of assets" in our Consolidated Statements of Operations for the years ended December 26, 2009 and December 27, 2008.

NOTE P - DISCONTINUED OPERATIONS

Results associated with operations that have been sold or discontinued are generally classified as discontinued operations for all periods presented.

Discontinued operations are summarized as follows:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Loss on discontinued operations:			
Before income taxes	\$ (431)	\$ (417)	\$ (873)
Income tax benefit	<u>(151)</u>	<u>(142)</u>	<u>(361)</u>
Loss from discontinued operations, net of tax	<u>\$ (280)</u>	<u>\$ (275)</u>	<u>\$ (512)</u>

Discontinued operating losses in 2009, 2008 and 2007 primarily consisted of expenses for workers' compensation and sales tax expenses related to businesses sold in 2003 and 2004.

[Table of contents](#)

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
THE DIXIE GROUP, INC. AND SUBSIDIARIES
(dollars in thousands)

Description	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Deductions	Balance at End of Year
Year ended December 26, 2009:				
Reserves deducted from asset accounts:				
Allowance for doubtful accounts	\$ 961	\$ 1,265	\$ 1,489 (1)	\$ 737
Reserves classified as liabilities:				
Provision for claims, allowances and warranties	3,131	3,477	4,495 (2)	2,113
Year ended December 27, 2008:				
Reserves deducted from asset accounts:				
Allowance for doubtful accounts	\$ 676	\$ 607	\$ 322 (1)	\$ 961
Reserves classified as liabilities:				
Provision for claims, allowances and warranties	3,382	6,080	6,331 (2)	3,131
Year ended December 29, 2007:				
Reserves deducted from asset accounts:				
Allowance for doubtful accounts	\$ 651	\$ 204	\$ 179 (1)	\$ 676
Reserves classified as liabilities:				
Provision for claims, allowances and warranties	3,089	6,981	6,688 (2)	3,382

- (1) Uncollectible accounts written off, net of recoveries.
(2) Reserve reductions for claims and allowances settled.

[Table of contents](#)

ANNUAL REPORT ON FORM 10-K
ITEM 15(c)
EXHIBITS

YEAR ENDED DECEMBER 26, 2009
THE DIXIE GROUP, INC.
CHATTANOOGA, TENNESSEE

Exhibit Index

EXHIBIT NO.	EXHIBIT DESCRIPTION	INCORPORATION BY REFERENCE
(3.1)	Text of Restated Charter of The Dixie Group, Inc. as Amended - Blackline Version.	Incorporated by reference to Exhibit (3.4) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2003. *
(3.2)	Amended By-Laws of The Dixie Group, Inc. as of February 22, 2007.	Incorporated by reference to Exhibit 3.1 to Dixie's Current Report on Form 8-K dated February 26 2007.*
(4.1)	Form of Indenture, dated May 15, 1987 between Dixie Yarns, Inc. and Morgan Guaranty Trust Company of New York as Trustee.	Incorporated by reference to Exhibit 4.2 to Amendment No. 1 of Dixie's Registration Statement No. 33-14078 on Form S-3, dated May 19, 1987. *
(4.2)	Master Lease Agreement for Synthetic Lease, dated October 14, 2003, between the Company and General Electric Capital Corporation.	Incorporated by reference to Exhibit (10.28) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2003. *
(4.3)	Amended and Restated Loan and Security Agreement dated April 14, 2004 by and among The Dixie Group, Inc. each of its subsidiaries as guarantors, and Fleet Capital Corporation.	Incorporated by reference to Exhibit (4.13) to Dixie's Current Report on Form 8-K dated April 14, 2004. *
(4.4)	First Amendment to Amended and Restated Loan and Security Agreement, dated November 10, 2004 by and among The Dixie Group, Inc. each of its subsidiaries as guarantors, and Fleet Capital Corporation.	Incorporated by reference to Exhibit (4.1) to Dixie's Current Report on Form 8-K dated November 8, 2004. *
(4.5)	Second Amendment, dated July 27, 2005, to Amended and Restated Loan and Security Agreement dated April 14, 2004 by and among The Dixie Group, Inc. each of its subsidiaries as guarantors, and Bank of America, N.A. (successor to Fleet Capital Corporation).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated July 27, 2005. *
(4.6)	Third Amendment dated May 3, 2006, to Amended and Restated Loan and Security Agreement, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated May 4, 2006. *

EXHIBIT

<u>NO.</u>	<u>EXHIBIT DESCRIPTION</u>	<u>INCORPORATION BY REFERENCE</u>
(4.7)	Fourth Amendment dated October 25, 2006, to Amended and Restated Loan and Security Agreement, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated October 25, 2006. *
(4.8)	Letter Agreement dated July 16, 2007 to the Fourth Amendment dated October 25, 2006, to Amended and Restated Loan and Security Agreement, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated July 16, 2007.*
(4.9)	Fifth Amendment dated October 23, 2007, to Amended and Restated Loan and Security Agreement, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated October 23, 2007.*
(4.10)	Note and Security Agreement with Bank of America Leasing & Capital, LLC	Incorporated by reference to Exhibit (99.1) to Dixie's Current Report on Form 8-K dated November 9, 2007*
(4.12)	Second Amended and Restated Loan and Security Agreement dated October 24, 2008, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement)	Incorporated by reference to Exhibit 4.1 to Dixie's Current Report on Form 8-K dated October 24, 2008.
(4.13)	First Amendment to Second Amended and Restated Loan and Security Agreement dated October 24, 2008, by and among The Dixie Group, Inc. each of its subsidiaries as guarantors, and Bank of America, N.A. (successor to Fleet Capital Corporation), effective January 1, 2009.	Incorporated by reference to Exhibit (4.1) to Dixie's Current Report on Form 8-K dated December 23, 2008.
(10.1)	Dixie Yarns, Inc. Incentive Stock Plan as amended. **	Incorporated by reference to ANNEX A to Dixie's Proxy Statement dated March 27, 1998 for its 1998 Annual Meeting of Shareholders. *
(10.2)	The Dixie Group, Inc. Director's Stock Plan. **	Incorporated by reference to Exhibit (10y) to Dixie's Annual Report on Form 10-K for the year ended December 27, 1997. *

EXHIBIT

<u>NO.</u>	<u>EXHIBIT DESCRIPTION</u>	<u>INCORPORATION BY REFERENCE</u>
(10.3)	The Dixie Group, Inc. New Non-qualified Retirement Savings Plan effective August 1, 1999. **	Incorporated by reference to Exhibit (10.1) to Dixie's Quarterly Report on Form 10-Q for the quarter ended June 26, 1999. *
(10.4)	The Dixie Group, Inc. Deferred Compensation Plan Amended and Restated Master Trust Agreement effective as of August 1, 1999. **	Incorporated by reference to Exhibit (10.2) to Dixie's Quarterly Report on Form 10-Q for the quarter ended June 26, 1999. *
(10.5)	Stock Purchase Agreement dated as of July 1, 2000, by and among the Company and the stockholders of Fabrica International, Inc. named therein.	Incorporated by reference to Exhibit (2.1) to Dixie's Current Report on Form 8-K dated July 1, 2000. *
(10.6)	Stock Purchase Agreement dated as of July 1, 2000, by and among the Company and all of the stockholders of Chroma Technologies, Inc.	Incorporated by reference to Exhibit (2.2) to Dixie's Current Report on Form 8-K dated July 1, 2000. *
(10.7)	The Dixie Group, Inc. Stock Incentive Plan, as amended. **	Incorporated by reference to Annex A to Dixie's Proxy Statement dated April 5, 2002 for its 2002 Annual Meeting of Shareholders. *
(10.8)	Amended and restated stock purchase agreement by and among The Dixie Group, Inc., and Scott D. Guenther, Royce R. Renfroe, and the Albert A. Frink and Denise Frink Charitable Remainder Unitrust and the Albert A. Frink Loving Trust dated September 8, 2000.	Incorporated by reference to Exhibit (10.1) to Dixie's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001. *
(10.9)	Form of Stock Option Agreement under The Dixie Group, Inc. Stock Incentive Plan. **	Incorporated by reference to Exhibit (10.23) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2001. *
(10.10)	Form of Stock Rights and Restrictions Agreement for Restricted Stock Award under The Dixie Group, Inc. Stock Incentive Plan, as amended.**	Incorporated by reference to Exhibit (10.35) to Dixie's Annual Report on Form 10-K for the year ended December 25, 2004. *
(10.11)	Form of Stock Option Agreement under The Dixie Group, Inc. Stock Incentive Plan for Non-Qualified Options Granted December 20, 2005.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated December 20, 2005. *
(10.12)	Employment Agreement between The Dixie Group, Inc. and David E. Polley, dated November 20, 2002**	Incorporated by reference to Exhibit (10.1) to Dixie's Quarterly Report on Form 10-Q for the quarter ended March 29, 2003. *
(10.13)	First Amendment dated January 26, 2004 to Employment Agreement between The Dixie Group, Inc. and David E. Polley, dated November 20, 2002.**	Incorporated by reference to Exhibit (10.29) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2003. *

EXHIBIT

NO.	EXHIBIT DESCRIPTION	INCORPORATION BY REFERENCE
(10.14)	Second Amendment, dated January 18, 2006, to Employment Agreement dated November 20, 2002 between The Dixie Group, Inc. and David E. Polley.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated January 18, 2006. *
(10.15)	Third Amendment, dated January 6, 2007, to Employment Agreement dated November 20, 2002 between The Dixie Group, Inc. and David E. Polley.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated January 16, 2007. *
(10.16)	Summary Description of the 2004 Annual Incentive Plan for The Dixie Group, Inc.**	Incorporated by reference to Exhibit (10.33) to Dixie's Annual Report on Form 10-K for the year ended December 25, 2004. *
(10.17)	Summary Description of the Director Compensation Arrangements for The Dixie Group, Inc.**	Incorporated by reference to Exhibit (10.34) to Dixie's Annual Report on Form 10-K for the year ended December 25, 2004. *
(10.18)	Severance Agreement and Release Between Fabrica International and Royce Renfroe effective as of May 12, 2005.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated May 12, 2005. *
(10.19)	The Dixie Group, Inc. 2006 Stock Awards Plan.**	Incorporated by reference to Annex A to the Company's Proxy Statement for its 2006 Annual Meeting of Shareholders, filed March 20, 2006. *
(10.20)	The 2006 Incentive Compensation Plan, approved February 23, 2006.**	Incorporated by reference to Current Report on Form 8-K dated March 1, 2006. *
(10.21)	Material terms of the performance goals for the period 2007-2011, pursuant to which incentive compensation awards may be made to certain key executives of the Company based on the results achieved by the Company during such years, approved March 14, 2006.**	Incorporated by reference to Current Report on Form 8-K dated March 20, 2006. *
(10.22)	Form of Award of Career Shares under the 2006 Incentive Compensation Plan for Participants holding only shares of the Company's Common Stock.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated June 6, 2006. *
(10.23)	Form of Award of Career Shares under the 2006 Incentive Compensation Plan for Participants holding shares of the Company's Class B Common Stock.**	Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated June 6, 2006. *
(10.24)	Form of Award of Long Term Incentive Plan Shares under the 2006 Incentive Compensation Plan for Participants holding only shares of the Company's Common Stock.**	Incorporated by reference to Exhibit (10.3) to Dixie's Current Report on Form 8-K dated June 6, 2006. *

EXHIBIT

NO.	EXHIBIT DESCRIPTION	INCORPORATION BY REFERENCE
(10.25)	Form of Award of Long Term Incentive Plan Shares under the 2006 Incentive Compensation Plan for Participants holding shares of the Company's Class B Common Stock.**	Incorporated by reference to Exhibit (10.4) to Dixie's Current Report on Form 8-K dated June 6, 2006. *
(10.26)	Award of 125,000 shares of Restricted Stock under the 2006 Stock Awards Plan to Daniel K. Frierson.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated June 7, 2006. *
(10.27)	Summary description of The Dixie Group, Inc. 2007 Annual Compensation Plan.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated February 26, 2007. *
(10.28)	Rule 10b5-1 and 10b-18 Repurchase Agreement by and between The Dixie Group, Inc. and Raymond James & Associates, Inc. dated December 11, 2007*	Incorporated by reference to Exhibit (99.1) to Dixie's Current Report on Form 8-K dated December 11, 2007*
(10.29)	Merger agreement between The Dixie Group, Inc. and Unite Here National Retirement Fund regarding the Company's Masland Bargaining Unit Defined Benefit Pension Plan.**	Incorporated by reference to Exhibit (99.1) to Dixie's Current Report on Form 8-K dated December 28, 2007*
(10.30)	Summary description of The Dixie Group, Inc. 2008 Annual Incentive Plan.**	Incorporated by reference to Exhibit 10.1 to Dixie's Current Report on Form 8-K dated February 15, 2008*
(10.31)	Summary description of The Dixie Group, Inc. 2009 Annual Incentive Plan.**	Incorporated by reference to Exhibit 10.1 to Dixie's Current Report on Form 8-K dated March 26, 2009*
(10.32)	Amended and restated award of 125,000 shares of Restricted Stock under the 2006 Stock Awards Plan to Daniel K. Frierson.**	Incorporated by reference to Exhibit 10.1 to Dixie's Current Report on Form 8-K dated May 21, 2009.*
(10.33)	Consulting agreement and non-compete agreement between Gary A. Harmon and The Dixie Group, Inc.	Incorporated by reference to Exhibit 10.1 to Dixie's Current Report on Form 8-K dated July 30, 2009.*
(10.34)	Reduced revolving credit facility under its Second Amended and Restated Loan and Security Agreement dated October 24, 2008, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated July 30, 2009.

EXHIBIT

<u>NO.</u>	<u>EXHIBIT DESCRIPTION</u>	<u>INCORPORATION BY REFERENCE</u>
(10.35)	Agreement by and between Stifel, Nicolaus & Company, Inc. dated August 18, 2008, to repurchase shares of The Dixie Group, Inc.'s Common Stock	Incorporated by reference to Exhibit (99.1) to Dixie's Current Report on Form 8-K dated August 18, 2008.
(10.36)	Master Lease Agreement, Corporate Guaranty and Schedule to the Master Lease Agreement by and between General Electric Capital Corporation and Masland Carpets, LLC dated August 21, 2009.	Incorporated by reference to Exhibit (10.1, 10.2, 10.3) to Dixie's Current Report on Form 8-K dated August 25, 2009.
(10.37)	Agreement by and between Raymond James & Associates, Inc. dated November 6, 2008, to repurchase shares of The Dixie Group, Inc.'s Common Stock	Incorporated by reference to Exhibit (99.1) to Dixie's Current Report on Form 8-K dated November 6, 2008.
(14)	Code of Ethics, as amended and restated, February 15, 2010.	Filed herewith.
(21)	Subsidiaries of the Registrant.	Filed herewith.
(23)	Consent of Independent Registered Public Accounting Firm.	Filed herewith.
(31.1)	CEO Certification pursuant to Securities Exchange Act Rule 13a-14(a).	Filed herewith.
(31.2)	CFO Certification pursuant to Securities Exchange Act Rule 13a-14(a).	Filed herewith.
(32.1)	CEO Certification pursuant to Securities Exchange Act Rule 13a-14(b).	Filed herewith.
(32.2)	CFO Certification pursuant to Securities Exchange Act Rule 13a-14(b).	Filed herewith.

* Commission File No. 0-2585.

** Indicates a management contract or compensatory plan or arrangement.

[Table of contents](#)

Exhibit 14

THE DIXIE GROUP, INC.

CODE OF BUSINESS CONDUCT & ETHICS

ACCOUNTABILITY AND RESPONSIBILITY

Our Values

Our people are our most important resource and our primary source of competitive advantage. We will provide opportunities for individual growth and development.

We will hold ourselves to the highest standards of honest and integrity in working with our associates, customers, suppliers, and communities.

We will work diligently to make our customers more successful.

We will never be satisfied with where we are today. We will continually work toward the pursuit of our vision.

Living Our Commitment

The purpose of our *Code of Business Conduct* is to reinforce our commitment to high ethical standards. We must apply these standards in both letter and spirit. Where the letter of the *Code* is not specific, the spirit must prevail.

Each of us must abide by our *Code of Business Conduct*. Violators of the Code are subject to appropriate discipline, up to and including dismissal from the Company and prosecution under the law. Any variation from this Code requires the personal review and approval of the Chairman, which would be granted only as permitted by law and in extraordinary circumstances.

A Responsibility to Ourselves

We believe honesty and integrity benefit the individual, as well as the Company.

The goal of our Company is to reinforce a positive work environment where doing the right thing, thereby protecting yourself from the negative consequences of illegal behavior, is the easy thing to do.

Reporting Non-compliance

If you have any knowledge of a violation of our *Code of Business Conduct*, you have an obligation to report it to your manager or supervisor or to another appropriate person. You may report violations knowing that the Company will not allow retaliation for reporting concerns in good faith. Retaliation for good faith reporting is itself a violation of this Code.

RESPONSIBILITY TO ONE ANOTHER

Dignity and Respect

You and your ideas create value and success for the Company. We must value and respect the unique character and contribution of each associate. Treating each other with dignity and respect is the foundation of good business conduct.

Diversity

We promote diversity within our work force. Diversity of people and ideas will provide the Company with a business advantage. We believe diverse companies will compete more successfully in today's world economy.

Discrimination

Discriminating against any associate or person with whom we do business on the basis of factors such as age, race, color, religion, gender, national origin, disability, or other legally protected status is not permitted.

Workplace Harassment and Violence

Harassment and violence in the workplace are strictly prohibited and will not be tolerated. Conduct that creates an unwelcome or uncomfortable situation or hostile work environment such as unwelcome advances or requests for sexual favors, inappropriate comments, jokes, intimidation, bullying, or physical contact may be forms of workplace harassment. Associates should avoid any actions or words that might be interpreted by another as harassment or a threat of violence.

Safety and Health

We are committed to providing a safe and healthy workplace. Each of us is responsible for observing all of the safety and health rules that apply to our jobs. We

are all responsible for taking precautions to protect ourselves and our fellow associates from accident, injury or any unsafe condition. Additionally, each of us must promptly report unsafe or unhealthy conditions and take steps to correct those conditions immediately.

Alcohol/Substance Abuse

We are committed to a workplace free of substance abuse. We jeopardize ourselves and each other if we report to work impaired by the influence of alcohol or drugs. The use, possession, or distribution of unauthorized drugs or alcohol on Company time or on Company premises is prohibited. Associates are encouraged to seek treatment for alcohol and substance abuse problems.

RESPONSIBILITY TO THE PUBLIC

Customers

Each of us has important responsibilities to our customers. While some of us are closer to customers than others, we all should think in terms of how our customers feel about how we conduct business and we should act accordingly.

Customers depend on us to be true to our word. Nothing undermines our reputation faster than misrepresenting ourselves. Simply put, those who do business with us deserve honest, accurate, and clear communication. They also deserve and need to know that we keep our promises.

Environment

Environmental protection is the right thing to do, and part of our business strategy. We will work to reduce and prevent waste, emissions, and releases in all of our operations. We will safely use, handle, transport, and dispose of all raw materials, products, and wastes.

Communities

We are privileged to do business in many communities around the world. As citizens of those communities, we must always act responsibly. This means conducting our operations safely, and being prepared for emergencies that may occur.

RESPONSIBILITY TO SHAREHOLDERS

Protecting Company Assets

We are each entrusted with Company assets and honoring that trust is a basic responsibility to each other and to our Company. We must protect Company assets from loss, damage, misuse, or theft. This includes our time when compensated by the Company. Our company assets may be used only for Company business purposes, unless specifically authorized by management.

Protecting Our Good Name

It takes each of us —one person at a time and one action at a time — to protect our name and our reputation. Part of protecting our name and reputation is living up to the standards found in this *Code of Business Conduct*. We must be careful to only use our name and logo for authorized Company business and never in connection with personal activities or personal communication.

Business Records and Communications

When we create or maintain reports, records and communications, we are also responsible for the integrity of those records. We must not make false or misleading entries in Company books or records. All financial reports, sales reports, expense reports, time sheets, production records, and other similar documents must be accurate. If you are uncertain of the validity of an entry or report, raise your concern to the best source for correcting it. Never allow yourself to be part of a chain of incorrect information.

Confidential Information

Protecting confidential information, one of our most valuable assets, is part of our obligation to our Company. Confidential information includes proprietary technical information, business plans, status of operations and equipment, detailed financial data, and all other non-public business information that would be of use to competitors or harmful to the Company if made public. We must not disclose confidential information to anyone outside the Company in a manner that could benefit our competitors or harm the Company.

In many instances, we should require written confidentiality agreements with the party to whom we will be disclosing such information. If you have questions about the confidentiality of information or the need for a confidentiality agreement, please see your manager who may elect to seek advice from the Company's lawyers.

Inside Information

Stocks and other securities are publicly traded and their market prices are based on public knowledge of our Company. Investors could gain an unfair advantage through material inside, non-public information that might affect their decisions to buy or sell securities. Trading on, or "tipping" others about material non-public information about the Company, a parent company, or the companies we do business with could result in serious civil and criminal penalties for individuals and the Company.

Conflict of Interest

Business decisions and actions on behalf of our Company must never be influenced by personal considerations or personal relationships. We must never use our position or Company information to create personal or family benefit. Any conflict of interest, related party, or director and officer conflict of interest transaction, as defined by relevant law, rules and regulations, shall be disclosed to the Company's audit committee (or other committee of independent directors if the audit committee is unable to act) for review and approval by the committee, if necessary and appropriate under the circumstances.

Wherever the appearance of conflict may exist, seek guidance from your manager or supervisor.

Pursuit of Objectives

We must recognize that the overzealous pursuit of Company objectives, whether for monetary or personal gain, can cause harm to the Company. Long term damage to the Company in the form of damage to its reputation, ability to operate effectively in the marketplace, associate relationships, legal standing or financial capabilities can be inflicted without careful and thoughtful guidance from each individual. Any pursuit of such an objective which you or any other associate is pursuing that can cause harm is to be reported to your immediate supervisor or others in the Company as needed to insure that risks are examined and changes made if necessary.

Gifts and Entertainment

The types of gifts and entertainment that are appropriate to give or receive as a Company associate depends on many factors. If the gift, meal or entertainment in question is lavish or frequent or unusual for the receiver's job or community, it is probably not acceptable. If you are in the middle of negotiations or bid evaluation,

extra care is merited. Never request or solicit personal gifts, favors, entertainment, or services. Never offer or accept gifts of cash or cash equivalents such as securities.

Purchasing Practices

All purchasing decisions will be based on the best value realized by our Company and in alignment with our business standards and goals. Important components of purchasing include competitive bids partnering arrangements, incentive-based contracts, and quality verification, confirming the legal and financial condition of the supplier, and avoiding personal conflicts such as dealing with family members or friends. Agreements should be written and have established expectations set forth for all parties.

RESPONSIBILITY TO GOVERNMENTS AND THE LAW

The Letter and Spirit

Legal standards of conduct act as our minimum acceptable level of conduct. Obviously we must obey the law, but we strive for a higher standard. The spirit of our *Code of Business Conduct* reaches out to all of us to each in special ways.

Knowing when something just doesn't feel right is often our only clue. Our Company cannot reproduce and distribute every law or rule that exists everywhere we do business. While this *Code of Business Conduct* is framed by our experience with U.S. law; the principle of doing the right thing and following applicable law applies to every country in which we do business. We must all grasp the intent and the spirit of our Code of Business Conduct and seek advice and counsel whenever we are uncertain about our choices of action.

Questions

If you have questions about policies, practices of our *Code of Business Conduct*, talk to your immediate supervisor or manager. If for some reason you are uncomfortable speaking with your immediate supervisor, please talk to another member of management. Don't put it off. Time may be of the essence in avoiding a bigger problem.

Other Resources

You can also seek advice and counsel from the Company's functional departments such as Human Resources or Finance.

EXHIBIT 21

SUBSIDIARIES OF THE DIXIE GROUP, INC.

<u>SUBSIDIARY</u>	<u>STATE/COUNTRY OF INCORPORATION</u>
FABRICA INTERNATIONAL, INC.	CA
C-KNIT APPAREL, INC.	TN
MASLAND CARPETS, LLC	GA
CANDLEWICK YARNS, LLC	AL

EXHIBIT 23

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Form S-8 Nos. 333-134779, 333-89994, 33-59564, 333-87534, 333-81163, 333-80971, 333-118504) of The Dixie Group, Inc. of our reports dated March 3, 2010, with respect to the consolidated financial statements and schedule of The Dixie Group, Inc., and the effectiveness of internal control over financial reporting of The Dixie Group, Inc. included in the Annual Report (Form 10-K) for the year ended December 26, 2009.

/s/ Ernst & Young LLP

Atlanta, Georgia
March 3, 2010

EXHIBIT 31.1

Certification of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Daniel K. Frierson, certify that:

1. I have reviewed this annual report on Form 10-K of The Dixie Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2010

/s/ DANIEL K. FRIERSON

Daniel K. Frierson
Chief Executive Officer
The Dixie Group, Inc.

EXHIBIT 31.2

Certification of Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Jon A. Faulkner, certify that:

1. I have reviewed this annual report on Form 10-K of The Dixie Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2010

/s/ JON A. FAULKNER

Jon A. Faulkner
Chief Financial Officer
The Dixie Group, Inc.

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of The Dixie Group, Inc. (the "Company") on Form 10-K for the year ended December 26, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel K. Frierson, the Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ DANIEL K. FRIERSON

Daniel K. Frierson, Chief Executive Officer

Date: March 3, 2010

A signed original of this written statement required by Section 906 has been provided to The Dixie Group, Inc. and will be retained by The Dixie Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of The Dixie Group, Inc. (the "Company") on Form 10-K for the year ended December 26, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jon A. Faulkner, the Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JON A. FAULKNER
Jon A. Faulkner, Chief Financial Officer
Date: March 3, 2010

A signed original of this written statement required by Section 906 has been provided to The Dixie Group, Inc. and will be retained by The Dixie Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.