

DIXIE GROUP INC  
Form 10-Q  
May 01, 2015

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

Form 10-Q

(Mark One)

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

For the quarterly period ended March 28, 2015

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

62-0183370

(State or other jurisdiction of incorporation or organization)

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

104 Nowlin Lane, Suite 101, Chattanooga, TN 37421

(423) 510-7000

(Address of principal executive offices) (zip code)

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation 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 whether the registrant is a large accelerated filer, an accelerated filer, or 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  Accelerated filer
- Non-accelerated filer (Do not check if a smaller reporting company)  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)  Yes  No

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

Class	Outstanding as of April 24, 2015
Common Stock, \$3 Par Value	15,109,696 shares
Class B Common Stock, \$3 Par Value	763,993 shares
Class C Common Stock, \$3 Par Value	0 shares

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THE DIXIE GROUP, INC.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## THE DIXIE GROUP, INC.

## CONSOLIDATED CONDENSED BALANCE SHEETS

(amounts in thousands, except share data)

	March 28, 2015 (Unaudited)	December 27, 2014
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$743	\$394
Receivables, net	51,730	50,524
Inventories	110,254	104,207
Prepaid expenses	6,328	5,970
Deferred income taxes	14,154	12,722
<b>TOTAL CURRENT ASSETS</b>	<b>183,209</b>	<b>173,817</b>
<b>PROPERTY, PLANT AND EQUIPMENT, NET</b>	<b>104,655</b>	<b>102,489</b>
<b>OTHER ASSETS</b>	<b>24,503</b>	<b>24,574</b>
<b>TOTAL ASSETS</b>	<b>\$312,367</b>	<b>\$300,880</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$29,389	\$22,108
Accrued expenses	30,685	29,307
Current portion of long-term debt	9,265	9,078
<b>TOTAL CURRENT LIABILITIES</b>	<b>69,339</b>	<b>60,493</b>
<b>LONG-TERM DEBT</b>	<b>123,780</b>	<b>118,210</b>
<b>DEFERRED INCOME TAXES</b>	<b>8,501</b>	<b>9,376</b>
<b>OTHER LONG-TERM LIABILITIES</b>	<b>21,077</b>	<b>19,824</b>
<b>TOTAL LIABILITIES</b>	<b>222,697</b>	<b>207,903</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS' EQUITY</b>		
Common Stock (\$3 par value per share): Authorized 80,000,000 shares, issued and outstanding - 15,107,114 shares for 2015 and 15,007,423 shares for 2014	45,321	45,022
Class B Common Stock (\$3 par value per share): Authorized 16,000,000 shares, issued and outstanding - 763,993 shares for 2015 and 764,191 shares for 2014	2,292	2,293
Additional paid-in capital	154,939	155,127
Accumulated deficit	(110,420)	(107,952)
Accumulated other comprehensive income (loss)	(2,462)	(1,513)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>89,670</b>	<b>92,977</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$312,367</b>	<b>\$300,880</b>

See accompanying notes to the consolidated condensed financial statements.

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THE DIXIE GROUP, INC.  
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS  
(UNAUDITED)

(amounts in thousands, except per share data)

	Three Months Ended	
	March 28, 2015	March 29, 2014
NET SALES	\$95,855	\$85,082
Cost of sales	72,516	66,981
GROSS PROFIT	23,339	18,101
Selling and administrative expenses	24,757	20,117
Other operating expense, net	490	152
Facility consolidation expenses	775	73
OPERATING LOSS	(2,683	) (2,241
Interest expense	1,177	1,012
Other expense, net	10	10
Gain on purchase of business	—	(10,937
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES	(3,870	) 7,674
Income tax provision (benefit)	(1,490	) 2,854
INCOME (LOSS) FROM CONTINUING OPERATIONS	(2,380	) 4,820
Loss from discontinued operations, net of tax	(88	) (192
NET INCOME (LOSS)	\$(2,468	) \$4,628
<b>BASIC EARNINGS (LOSS) PER SHARE:</b>		
Continuing operations	\$(0.15	) \$0.36
Discontinued operations	(0.01	) (0.02
Net income (loss)	\$(0.16	) \$0.34
<b>BASIC SHARES OUTSTANDING</b>	15,435	12,789
<b>DILUTED EARNINGS (LOSS) PER SHARE:</b>		
Continuing operations	\$(0.15	) \$0.36
Discontinued operations	(0.01	) (0.02
Net income (loss)	\$(0.16	) \$0.34
<b>DILUTED SHARES OUTSTANDING</b>	15,435	13,017
<b>DIVIDENDS PER SHARE:</b>		
Common Stock	\$—	\$—
Class B Common Stock	—	—

See accompanying notes to the consolidated condensed financial statements.

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THE DIXIE GROUP, INC.  
CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
(UNAUDITED)  
(amounts in thousands)

	Three Months Ended	
	March 28, 2015	March 29, 2014
NET INCOME (LOSS)	\$(2,468	) \$4,628
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:		
Unrealized loss on interest rate swaps	(1,014	) (582
Reclassification of loss into earnings from interest rate swaps	83	53
Reclassification of net actuarial gain into earnings from postretirement benefit plans	(5	) (6
Reclassification of prior service credits into earnings from postretirement benefit plans	(13	) (14
TOTAL OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	(949	) (549
COMPREHENSIVE INCOME (LOSS)	\$(3,417	) \$4,079

See accompanying notes to the consolidated condensed financial statements.

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THE DIXIE GROUP, INC.  
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS  
(UNAUDITED)  
(amounts in thousands)

	Three Months Ended	
	March 28, 2015	March 29, 2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income (loss) from continuing operations	\$(2,380)	\$4,820
Loss from discontinued operations	(88)	(192)
Net income (loss)	(2,468)	4,628
Adjustments to reconcile net income (loss) to net cash used in operating activities, net of acquisitions:		
Depreciation and amortization - continuing operations	3,637	2,972
Depreciation and amortization - discontinued operations	—	16
Provision (benefit) for deferred income taxes	(1,722)	2,709
Net gain on property, plant and equipment disposals	(5)	—
Impairment of assets	—	—
Gain on purchase of business	—	(10,937)
Stock-based compensation expense	277	196
Excess tax benefits from stock-based compensation	(236)	—
Bad debt expense	32	67
Changes in operating assets and liabilities:		
Receivables	(1,238)	(1,717)
Inventories	(6,047)	(2,096)
Other current assets	(1,945)	(977)
Accounts payable and accrued expenses	8,383	1,758
Other operating assets and liabilities	(358)	(203)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(1,690)</b>	<b>(3,584)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Net proceeds from sales of property, plant and equipment	55	—
Purchase of property, plant and equipment	(2,850)	(2,812)
Net cash paid in business acquisitions	—	(14,077)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(2,795)</b>	<b>(16,889)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net borrowings on revolving credit facility	318	23,158
Borrowings on mortgage note payable	6,290	—
Payments on mortgage note payable	(157)	—
Payments on notes payable related to acquisitions	(253)	(233)
Borrowings on equipment financing	84	—
Payments on equipment financing	(720)	(419)
Payments on capital leases	(650)	(216)
Borrowings on notes payable	—	745
Payments on notes payable	(421)	(307)
Change in outstanding checks in excess of cash	421	(2,169)



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Proceeds from exercise of stock options	213	172
Repurchases of Common Stock	(527)	(74)
Excess tax benefits from stock-based compensation	236	—
Payments for debt issuance costs	—	(84)
NET CASH PROVIDED BY FINANCING ACTIVITIES	4,834	20,573
INCREASE IN CASH AND CASH EQUIVALENTS	349	100
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	394	255
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$743	\$355

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	Three Months Ended	
	March 28, 2015	March 29, 2014
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Interest paid	\$999	\$789
Income taxes paid, net of tax refunds	98	58
Equipment purchased under capital leases	—	1,487
Equipment purchased under notes payable	1,267	—
Deposits utilized on purchased equipment	1,587	—
Assets acquired in acquisitions, net of cash acquired	—	32,803
Liabilities assumed in acquisitions	—	(5,573 )
Accrued consideration for working capital adjustment in acquisitions	—	(1,293 )
Accrued consideration for holdbacks in acquisition	—	(923 )
Shortfall of tax benefits from stock-based compensation	(90 )	—

See accompanying notes to the consolidated condensed financial statements.

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THE DIXIE GROUP, INC.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(UNAUDITED)

(amounts in thousands, except per share data)

#### NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("US GAAP") for interim financial statements which do not include all the information and footnotes required by such accounting principles for annual financial statements. In the opinion of management, all adjustments (generally consisting of normal recurring accruals) considered necessary for a fair presentation have been included in the accompanying financial statements. The accompanying financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2014 Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 27, 2014. Operating results for the three month period ended March 28, 2015 is not necessarily indicative of the results that may be expected for the entire 2015 year.

The Company has one reportable segment, carpet and rug manufacturing.

#### NOTE 2 - RECENT ACCOUNTING PRONOUNCEMENTS

In April 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-08, "Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360) - Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity". The ASU was issued to change the requirements for reporting discontinued operations and to enhance the disclosures in this area. The ASU requires a disposal of a component of an entity or a group of components of an entity to be reported in discontinued operations only if the disposal represents a strategic shift and will have a major effect on an entity's operations and financial results. The ASU is effective prospectively for interim and annual reporting periods beginning after December 15, 2014. The adoption of this ASU did not have a material effect on the Company's Consolidated Condensed Financial Statements.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)". The ASU requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company has not yet selected a transition method. The Company will be evaluating the effect that the ASU will have on the Consolidated Condensed Financial Statements and related disclosures.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." The guidance requires an entity to evaluate whether there are conditions or events, in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued and to provide related footnote disclosures in certain circumstances. The guidance is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early application is permitted. The Company does not believe the adoption of this ASU will have a significant impact on the Consolidated Condensed Consolidated Financial Statements.

#### NOTE 3 - RECEIVABLES, NET

Receivables are summarized as follows:

	March 28, 2015	December 27, 2014
Customers, trade	\$47,941	\$46,422
Other receivables	4,260	4,552
Gross receivables	52,201	50,974
Less allowance for doubtful accounts	(471	) (450
Receivables, net	\$51,730	\$50,524

Bad debt expense was \$32 and \$67 for the three months ended March 28, 2015 and March 29, 2014, respectively.

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

## NOTE 4 - INVENTORIES

Inventories are summarized as follows:

	March 28, 2015	December 27, 2014
Raw materials	\$40,946	\$40,649
Work-in-process	20,953	19,976
Finished goods	60,138	57,913
Supplies and other	177	126
LIFO reserve	(11,960)	(14,457)
Inventories	\$110,254	\$104,207

## NOTE 5 - PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment consists of the following:

	March 28, 2015	December 27, 2014
Land and improvements	\$7,327	\$7,327
Buildings and improvements	61,747	61,557
Machinery and equipment	173,406	171,586
	242,480	240,470
Accumulated depreciation	(137,825)	(137,981)
Property, plant and equipment, net	\$104,655	\$102,489

Depreciation of property, plant and equipment, including amounts for capital leases, totaled \$3,488 in the three months ended March 28, 2015 and \$2,870 in the three months ended March 29, 2014.

## NOTE 6 - ACQUISITIONS

Atlas Carpet Mills, Inc.

Effective March 19, 2014, the Company acquired all outstanding stock of Atlas Carpet Mills, Inc. ("Atlas") for total purchase price consideration of \$18,759, including a cash payment of \$16,543, accrued consideration relating to holdbacks for certain inventories and customer claims of \$923 and accrued consideration for a working capital adjustment of \$1,293. The Company financed the transaction with availability under its revolving credit facility.

Atlas is a California-based manufacturer and marketer of high-end commercial broadloom and tile carpeting serving soft floorcovering markets. Atlas has a strong reputation for exceptional design, quality and service. This brand is sold through the existing Atlas sales force and broadens the Company's product offerings for commercial applications along with the Company's Masland Contract brand.

The acquisition was accounted for as a business combination which generally requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The acquisition did not represent a significant business combination. The fair value of the net assets acquired exceeded the purchase price

resulting in a bargain purchase of \$10,937. This amount differs from the amounts originally reported in the first quarter of 2014 as result of changes in the provisional fair value of the assets and liabilities of Atlas. The following table summarizes the fair values of the assets acquired and liabilities assumed as of March 19, 2014 based on the purchase price allocation. The components of the purchase price allocation consisted of the following:

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

Cash	\$2,466	
Receivables	4,998	
Inventories	10,981	
Other current assets	797	
Assets held for sale	5,152	
Property, plant and equipment	6,716	
Finite intangible asset	3,300	
Other assets	859	
Accounts payable	(2,286	)
Accrued expenses	(2,883	)
Capital lease obligation	(404	)
Fair value of net assets acquired	\$29,696	
Total consideration	18,759	
Gain on purchase of business	\$(10,937	)

The Company believes that several factors were significant in the recognition of a gain from the acquisition of Atlas. Atlas had higher cost of dyeing due to the lack of capacity utilization and therefore needed to lower costs by combining dye facilities with another operation. In addition, Atlas had a higher cost of modular carpet tile manufacturing due to outsourcing the tile manufacturing operations. Therefore, Atlas would have had to make significant investments in product and manufacturing equipment to be competitive in the modular carpet manufacturing business. Finally, the Seller had the desire to see Atlas operated as an independent brand and organization in the future. All of these objectives were achieved by combining Atlas with the Company in a mutually advantageous relationship.

The Company determined that it is impracticable to provide comparative pro forma financial information related to the acquisition. Significant estimates of amounts to be included in pro forma financial information would be required and subject to an inordinate level of subjectivity. Net sales related to Atlas included in the Company's Consolidated Condensed Statement of Operations for the three months ended March 28, 2015 and March 29, 2014 were \$10,155 and \$1,666, respectively.

#### Burtco Enterprises, Inc.

Effective September 22, 2014, the Company acquired certain assets and assumed certain liabilities of Burtco Enterprises, Inc. ("Burtco") for total purchase price consideration of \$2,549, including a cash payment of \$2,430 and accrued consideration for a working capital adjustment of \$119.

Since 1979, Burtco has created high-quality, custom-crafted carpet designed for the hospitality industry. Burtco manufactures both wool and solution-dyed computer yarn placement (CYP) products that are used in public spaces and hotel guest rooms.

These products will broaden the product offerings for commercial applications under the Company's Masland Contract brand.

The acquisition was accounted for as a business combination which generally requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The acquisition did not

represent a significant business combination. The fair value of the net assets acquired totaled \$2,722.

NOTE 7 - GOODWILL AND OTHER INTANGIBLE ASSETS

The carrying amount of goodwill is \$3,389 as of March 28, 2015 and December 27, 2014.

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

The following table represents the details of the Company's intangible assets:

Intangible assets subject to amortization:

	March 28, 2015			December 27, 2014		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Customer relationships	\$208	\$(36)	) \$172	\$208	\$(32)	) \$176
Rug design coding	144	(32)	) 112	144	(29)	) 115
Trade names	3,300	(283)	) 3,017	3,300	(214)	) 3,086
Total	\$3,652	\$(351)	) \$3,301	\$3,652	\$(275)	) \$3,377

Amortization expense for intangible assets is summarized as follows:

	Three Months Ended	
	March 28, 2015	March 29, 2014
Customer relationships	\$4	\$15
Rug design coding	3	4
Trade names	69	25
Amortization expense	\$76	\$44

NOTE 8 - ACCRUED EXPENSES

Accrued expenses are summarized as follows:

	March 28, 2015	December 27, 2014
Compensation and benefits	\$9,570	\$8,894
Provision for customer rebates, claims and allowances	7,062	7,960
Advanced customer deposits	5,235	3,501
Outstanding checks in excess of cash	1,611	1,190
Other	7,207	7,762
Accrued expenses	\$30,685	\$29,307

## THE DIXIE GROUP, INC.

## NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(UNAUDITED)

(amounts in thousands, except per share data) (Continued)

## NOTE 9 - PRODUCT WARRANTY RESERVES

The Company generally provides product warranties related to manufacturing defects and specific performance standards for its products. Product warranty reserves are included in accrued expenses in the Company's Consolidated Condensed Financial Statements. The following is a summary of the Company's product warranty activity.

	Three Months Ended	
	March 28, 2015	March 29, 2014
Product warranty reserve at beginning of period	\$2,214	\$1,850
Warranty reserve assumed in business combination	—	209
Warranty liabilities accrued	1,808	1,014
Warranty liabilities settled	(1,988	) (1,208
Changes for pre-existing warranty liabilities	511	136
Product warranty reserve at end of period	\$2,545	\$2,001

## NOTE 10 - LONG-TERM DEBT AND CREDIT ARRANGEMENTS

Long-term debt consists of the following:

	March 28, 2015	December 27, 2014
Revolving credit facility - Tranche A	\$83,214	\$82,897
Notes payable - buildings	14,429	8,295
Obligation to Development Authority of Gordon County	3,144	3,413
Note payable - Robertex acquisition	3,078	3,062
Equipment notes payable	13,994	13,362
Notes payable	839	1,261
Capital lease obligations	14,347	14,998
Total long-term debt	133,045	127,288
Less: current portion of long-term debt	(9,265	) (9,078
Long-term debt	\$123,780	\$118,210

## Revolving Credit Facility

On March 14, 2014, the Company amended its revolving credit facility effective as of March 19, 2014 to permit the acquisition of Atlas. In addition, the revolving portion of the facility ("Tranche A Advance") provides for a maximum of \$150,000 of revolving credit, subject to borrowing base availability. The borrowing base is currently equal to specified percentages of the Company's eligible accounts receivable, inventories, fixed assets and real property less reserves established, from time to time, by the administrative agent under the facility. In addition, the term of the revolving credit facility was extended from August 1, 2018 to March 14, 2019. The revolving credit facility is secured by a first priority lien on substantially all of the Company's assets.

At the Company's election, Tranche A Advances of the revolving credit facility bears interest at annual rates equal to either (a) LIBOR for 1, 2 or 3 month periods, as selected by the Company, plus an applicable margin of either 1.50%,

1.75% or 2.00%, or (b) the higher of the prime rate, the Federal Funds rate plus 0.5%, or a daily LIBOR rate plus 1.00%, plus an applicable margin of either 0.50%, 0.75% or 1.00%. The applicable margin is determined based on availability under the revolving credit facility with margins increasing as availability decreases. The Company pays an unused line fee on the average amount by which the aggregate commitments exceed utilization of the senior credit facility equal to 0.375% per annum.

The revolving credit facility includes certain affirmative and negative covenants that impose restrictions on the Company's financial and business operations. The revolving credit facility requires the Company to maintain a fixed charge coverage ratio of 1.1 to 1.0 during any period that borrowing availability is less than \$16,500. As of March 28, 2015, the unused borrowing availability under the revolving credit facility was \$32,776.

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

Notes Payable - Buildings

On November 7, 2014, the Company entered into a ten-year \$8,330 note payable to purchase a previously leased distribution center in Adairsville, Georgia. The note payable is scheduled to mature on November 7, 2024 and is secured by the distribution center. The note payable bears interest at a variable rate equal to one month LIBOR plus 2.0% and is payable in equal monthly installments of principal of \$35, plus interest calculated on the declining balance of the note, with a final payment of \$4,165 due on maturity. In addition, the Company entered into an interest rate swap with an amortizing notional amount effective November 7, 2014 which effectively fixes the interest rate at 4.50%.

On January 23, 2015, the Company entered into a ten-year \$6,290 note payable to finance an owned facility in Saraland, Alabama. The note payable is scheduled to mature on January 7, 2025 and is secured by the facility. The note payable bears interest at a variable rate equal to one month LIBOR plus 2.0% and is payable in equal monthly installments of principal of \$26, plus interest calculated on the declining balance of the note, with a final payment of \$3,145 due on maturity. In addition, the Company entered into a forward interest rate swap with an amortizing notional amount effective January 7, 2017 which effectively fixes the interest rate at 4.30%.

Obligation to Development Authority of Gordon County

On November 2, 2012, the Company signed a 6.00% seller-financed note of \$5,500 with Lineage PCR, Inc. ("Lineage") related to the acquisition of the continuous carpet dyeing facility in Calhoun, Georgia. Effective December 28, 2012, through a series of agreements between the Company, the Development Authority of Gordon County, Georgia (the "Authority") and Lineage, obligations with identical payment terms as the original note to Lineage became payment obligations to the Authority. These transactions were consummated in order to provide a tax abatement to the Company related to the real estate and equipment at this facility. The tax abatement plan provides for abatement for certain components of the real and personal property taxes for up to ten years. At any time, the Company has the option to pay off the obligation, plus a nominal amount. The debt to the Authority bears interest at 6.00% and is payable in equal monthly installments of principal and interest of \$106 over 57 months.

Note Payable - Robertex Acquisition

On July 1, 2013, the Company signed a 4.50% seller-financed note of \$4,000, which was recorded at a fair value of \$3,749, with Robert P. Rothman related to the acquisition of Robertex Associates, LLC ("Robertex") in Calhoun, Georgia. The note is payable in five annual installments of principal of \$800 plus interest. The note matures June 30, 2018.

Equipment Notes Payable

The Company's equipment financing notes have terms ranging from three to seven years, bear interest ranging from 1.00% to 6.86% and are due in monthly or quarterly installments through their maturity dates. In connection with certain of the notes, the Company is required to maintain funds in a separate escrow account. At March 28, 2015 and December 27, 2014, the balances held were \$574 and \$574, respectively, and are included in other current assets on the Company's Consolidated Condensed Balance Sheets. The Company's equipment financing notes are secured by the specific equipment financed and do not contain any financial covenants.

## Capital Lease Obligations

The Company's capital lease obligations have terms ranging from three to seven years, bear interest ranging from 2.90% to 7.37% and are due in monthly or quarterly installments through their maturity dates. The Company's capital lease obligations are secured by the specific equipment leased.

## NOTE 11 - FAIR VALUE MEASUREMENTS

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

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

The following table reflects the fair values of assets and liabilities measured and recognized at fair value on a recurring basis on the Company's Consolidated Condensed Balance Sheets as of March 28, 2015 and December 27, 2014:

	March 28, 2015	December 27, 2014	Fair Value Hierarchy Level
Assets:			
Rabbi Trust (1)	\$15,503	\$15,316	Level 2
Interest rate swaps (2)	—	34	Level 2
Liabilities:			
Interest rate swaps (2)	\$4,508	\$3,040	Level 2
Deferred compensation plan (3)	14,318	14,331	Level 2
Contingent consideration (4)	1,625	1,855	Level 3

The Company maintains a Rabbi Trust that serves as an investment designed to offset its deferred compensation (1) plan liability. The investment assets of the trust consist of life insurance policies for which the Company recognizes income or expense based upon changes in cash surrender value.

The fair value of the interest rate swaps was obtained from external sources. The interest rate swaps were valued using observable inputs (e.g., LIBOR yield curves, credit spreads). Valuations of interest rate swaps may fluctuate (2) considerably from period-to-period due to volatility in underlying interest rates, which are driven by market conditions and the duration of the instrument. Credit adjustments could have a significant impact on the valuations due to changes in credit ratings of the Company or its counterparties.

Senior management and other highly compensated associates may defer a specified percentage of their (3) compensation into a non-qualified deferred compensation plan. Changes in the value of the deferred compensation under this plan are recognized each period based on the fair value of the underlying measurement funds.

As a result of the Colormaster and Crown Rug acquisitions in 2012 and the Robertex acquisition in 2013, the Company recorded contingent consideration liabilities at fair value. These fair value measurements were based on (4) calculations that utilize significant inputs not observable in the market including forecasted revenues, gross margins and discount rates and thus represent Level 3 measurements. These fair value measurements are directly impacted by the Company's estimates. Accordingly, if the estimates are higher or lower than the estimates within the fair value measurement, the Company would record additional charges or benefits, respectively, as appropriate.

Changes in the fair value measurements using significant unobservable inputs (Level 3) during the three months ending March 28, 2015 and March 29, 2014 were as follows:

	March 28, 2015	March 29, 2014
Beginning balance	\$1,855	\$2,751
Fair value adjustments	26	45
Settlements	(256)	(58)
Ending balance	\$1,625	\$2,738

There were no transfers of assets or liabilities between Level 1, Level 2 and Level 3 during the three months ending March 28, 2015 or March 29, 2014. If any, the Company recognizes the transfers in or transfers out at the end of the reporting period.

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The carrying amounts and estimated fair values of the Company's financial instruments are summarized as follows:

	March 28, 2015		December 27, 2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and cash equivalents	\$743	\$743	\$394	\$394
Notes receivable, including current portion	282	282	282	282
Interest rate swaps	—	—	34	34
Financial Liabilities:				
Long-term debt and capital leases, including current portion	133,045	127,438	127,288	119,776
Interest rate swaps	4,508	4,508	3,040	3,040

The fair values of the Company's long-term debt and capital leases were estimated using market rates the Company believes would be available for similar types of financial instruments and represent level 2 measurements. The fair values of cash and cash equivalents and notes receivable approximate their carrying amounts due to the short-term nature of the financial instruments.

#### NOTE 12 - DERIVATIVES

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 risk by maintaining a mix of fixed and floating rate debt and entering into interest rate swaps for a portion of its variable rate debt to minimize interest rate volatility.

The following is a summary of the Company's interest rate swaps as of March 28, 2015:

Type	Notional Amount	Effective Date	Fixed Rate	Variable Rate
Interest rate swap	\$10,000	October 3, 2011 through September 1, 2016	1.330%	1 Month LIBOR
Interest rate swap	\$10,000	March 1, 2013 through September 1, 2016	1.620%	1 Month LIBOR
Interest rate swap	\$5,000	June 1, 2013 through September 1, 2016	1.700%	1 Month LIBOR
Interest rate swap	\$25,000	September 1, 2016 through September 1, 2021	3.105%	1 Month LIBOR
Interest rate swap	\$25,000	September 1, 2015 through September 1, 2021	3.304%	1 Month LIBOR
Interest rate swap	\$8,191	(1) November 7, 2014 through November 7, 2024	4.500%	1 Month LIBOR
Interest rate swap	\$5,661	(2) January 7, 2017 through January 7, 2025	4.300%	1 Month LIBOR

(1) Interest rate swap notional amount amortizes by \$35 monthly to maturity.

(2) Interest rate swap notional amount amortizes by \$26 monthly to maturity.





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The following table summarizes the fair values of derivative instruments included in the Company's Consolidated Condensed Balance Sheets:

	Location on Consolidated Balance Sheets	Fair Value March 28, 2015	December 27, 2014
Asset Derivatives:			
Derivatives designated as hedging instruments:			
Interest rate swaps	Other Assets	\$—	\$34
Total Asset Derivatives		\$—	\$34
Liability Derivatives:			
Derivatives designated as hedging instruments:			
Interest rate swaps, current portion	Accrued Expenses	\$840	\$650
Interest rate swaps, long-term portion	Other Long-Term Liabilities	3,668	2,390
Total Liability Derivatives		\$4,508	\$3,040

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

	Amount of Gain or (Loss) Recognized in AOCIL on the effective portion of the Derivative Three Months Ended	
	March 28, 2015	March 29, 2014
Derivatives designated as hedging instruments:		
Cash flow hedges - interest rate swaps	\$(1,635 )	\$(940 )
	Amount of Gain or (Loss) Reclassified from AOCIL on the effective portion into Income (1)(2) Three Months Ended	
	March 28, 2015	March 29, 2014
Derivatives designated as hedging instruments:		
Cash flow hedges - interest rate swaps	\$(134 )	\$(86 )
	Amount of Gain or (Loss) Recognized on the ineffective portion in Income on Derivative (3) Three Months Ended	

	March 28, 2015	March 29, 2014
Derivatives designated as hedging instruments:		
Cash flow hedges - interest rate swaps	\$—	\$—

- (1) The amount of gain (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 subsequent to March 28, 2015 is \$840.
- (3) The amount of gain (loss) recognized in income on the ineffective portion of interest rate swaps is included in other (income) expense, net on the Company's Consolidated Condensed Statements of Operations.

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NOTE 13 - EMPLOYEE BENEFIT PLANS

Defined Contribution Plans

The Company sponsors a 401(k) defined contribution plan that covers a significant portion, or approximately 86% of the Company's associates. This plan includes a mandatory Company match on the first 1% of participants' contributions. The Company matches the next 2% of participants' contributions if the Company meets prescribed earnings levels. The plan also provides for additional Company contributions above the 3% level if the Company attains certain additional performance targets. Matching contribution expense for this 401(k) plan was \$235 and \$232 for the three months ended March 28, 2015 and March 29, 2014, respectively.

Additionally, the Company sponsors a 401(k) defined contribution plan that covers those associates at one facility who are under a collective-bargaining agreement, or approximately 14% of the Company's associates. Under this plan, the Company generally matches participants' contributions, on a sliding scale, up to a maximum of 2.75% of the participant's earnings. Matching contribution expense for the collective-bargaining 401(k) plan was \$19 and \$18 for the three months ended March 28, 2015 and March 29, 2014, respectively.

Non-Qualified Retirement Savings Plan

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 \$14,318 at March 28, 2015 and \$14,331 at December 27, 2014 and are included in other long-term liabilities in the Company's Consolidated Condensed 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 are invested in Company-owned life insurance in the Rabbi Trust and the cash surrender value of the policies was \$15,503 at March 28, 2015 and \$15,316 at December 27, 2014 and is included in other assets in the Company's Consolidated Condensed Balance Sheets.

Multi-Employer Pension Plan

The Company contributes to a multi-employer pension plan under the terms of a collective-bargaining agreement that covers its union-represented employees. Expenses related to the multi-employer pension plan were \$65 and \$67 for the three months ended March 28, 2015 and March 29, 2014, respectively.

Postretirement Plans

The Company inherited 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 insurance for a limited number of associates who retired prior to January 1, 2003 and life insurance to a limited number of associates upon retirement.

Components of net periodic benefit cost (credit) for all postretirement plans are summarized as follows:

Three Months Ended

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	March 28, 2015	March 29, 2014	
Service cost	\$2	\$2	
Interest cost	5	5	
Amortization of prior service credits	(22	) (22	)
Recognized net actuarial gains	(9	) (10	)
Net periodic benefit cost (credit)	\$(24	) \$(25	)

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#### NOTE 14 - INCOME TAXES

The Company's effective income tax rate for the period ending March 28, 2015 is based upon the projected estimated annual income tax rate. The effective income tax rates for the three months ended March 28, 2015 and March 29, 2014 approximate the Company's federal and state statutory rates.

The Company accounts for uncertainty in income tax positions according to FASB guidance relating to uncertain tax positions. Unrecognized tax benefits were \$400 at March 28, 2015 and December 27, 2014. Such benefits, if recognized, would affect the Company's effective tax rate. There were no significant interest or penalties accrued as of March 28, 2015 and December 27, 2014.

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 2010 remain open to examination for U.S. federal income taxes. The majority of state jurisdictions remain open for tax years subsequent to 2010. A few state jurisdictions remain open to examination for tax years subsequent to 2009.

#### NOTE 15 - COMMON STOCK AND EARNINGS (LOSS) PER SHARE

##### Common Stock

On May 20, 2014, the Company completed its equity offering of 2,500,000 shares of Common Stock at a price of \$10.65 per share, raising approximately \$24,559 after deducting underwriter fees and costs directly related to the offering. The Company used the net proceeds from the offering for general corporate purposes and to reduce the balance under the Company's revolving credit facility, including borrowings associated with the acquisition of Atlas Carpet Mills.

##### Earnings (Loss) Per Share

The Company's unvested stock awards that contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are considered participating securities and are included in the computation of earnings per share. The accounting guidance requires additional disclosure of EPS for common stock and unvested share-based payment awards, separately disclosing distributed and undistributed earnings. 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.

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

	Three Months Ended	
	March 28, 2015	March 29, 2014
Basic earnings (loss) per share:		
Income (loss) from continuing operations	\$(2,380)	) \$4,820
Less: Allocation of earnings to participating securities	—	(197 )
Income (loss) from continuing operations available to common shareholders - basic	\$(2,380)	) \$4,623
Basic weighted-average shares outstanding (1)	15,435	12,789
Basic earnings (loss) per share - continuing operations	\$(0.15)	) \$0.36
Diluted earnings (loss) per share:		
Income (loss) from continuing operations available to common shareholders - basic	\$(2,380)	) \$4,623
Add: Undistributed earnings reallocated to unvested shareholders	—	3
Income (loss) from continuing operations available to common shareholders - basic	\$(2,380)	) \$4,626
Basic weighted-average shares outstanding (1)	15,435	12,789
Effect of dilutive securities:		
Stock options (2)	—	166
Directors' stock performance units (2)	—	62
Diluted weighted-average shares outstanding (1)(2)	15,435	13,017
Diluted earnings (loss) per share - continuing operations	\$(0.15)	) \$0.36

(1) Includes Common and Class B Common shares, 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 during the relevant period and directors' stock performance units have been excluded. Aggregate shares excluded for the three months ended March 28, 2015 and March 29, 2014 were 469 and 123, respectively.

#### NOTE 16 - STOCK COMPENSATION EXPENSE

The Company recognizes compensation expense relating to share-based payments based on the fair value of the equity instrument issued and records such expense in selling and administrative expenses in the Company's Consolidated Condensed Financial Statements. The number of shares to be issued is determined by dividing the specified dollar value of the award by the market value per share on the grant date. The Company's stock compensation expense was \$277 for the three months ended March 28, 2015 and \$196 for the three months ended March 29, 2014.

On March 12, 2015, the Company issued 114,625 shares of restricted stock to officers and other key employees. The grant-date fair value of the awards was \$1,021, or \$8.910 per share, and will be recognized as stock compensation expense over the vesting periods which range from 2 to 29 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.

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## NOTE 17 - OTHER COMPREHENSIVE INCOME (LOSS)

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

	Three Months Ended	
	March 28, 2015	March 29, 2014
Other comprehensive income (loss):		
Unrealized loss on interest rate swaps:		
Before income taxes	\$(1,635)	\$(940)
Income taxes	(621)	(358)
Net of taxes	(1,014)	(582)
Reclassification of loss into earnings from interest rate swaps (1):		
Before income taxes	134	86
Income taxes	51	33
Net of taxes	83	53
Reclassification of net actuarial gain into earnings from postretirement benefit plans (2):		
Before income taxes	(9)	(10)
Income taxes	(4)	(4)
Net of taxes	(5)	(6)
Reclassification of prior service credits into earnings from postretirement benefit plans (2):		
Before income taxes	(22)	(22)
Income taxes	(9)	(8)
Net of taxes	(13)	(14)
Other comprehensive income (loss)	\$(949)	\$(549)

- (1) Amounts for cash flow hedges reclassified from accumulated other comprehensive income (loss) to net income (loss) were included in interest expense in the Company's Consolidated Condensed Statement of Operations.
- (2) Amounts for postretirement plans reclassified from accumulated other comprehensive income (loss) to net income (loss) were included in selling and administrative expenses in the Company's Consolidated Condensed Statement of Operations.

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

	Interest Rate Swaps	Post-Retirement Liabilities	Total
Balance at December 27, 2014	(1,841)	328	(1,513)
Unrealized loss on interest rate swaps, net of tax of \$621	(1,014)	—	(1,014)
Reclassification of loss into earnings from interest rate swaps, net of tax of \$51	83	—	83
Reclassification of net actuarial gain into earnings from postretirement benefit plans, net of tax of \$4	—	(5)	(5)
	—	(13)	(13)



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## NOTE 18 - OTHER (INCOME) EXPENSE

Other operating expense, net is summarized as follows:

	Three Months Ended	
	March 28, 2015	March 29, 2014
Other operating expense, net:		
Gain on property, plant and equipment disposals	\$(6	) \$—
Loss on currency exchanges	343	120
Amortization of intangibles	76	44
Retirement expenses	33	31
Miscellaneous (income) expense	44	(43
Other operating expense, net	\$490	) \$152

Other expense, net is summarized as follows:

	Three Months Ended	
	March 28, 2015	March 29, 2014
Other expense, net:		
Earnings from equity investments	\$—	\$3
Miscellaneous (income) expense	10	7
Other expense, net	\$10	\$10

## NOTE 19 - FACILITY CONSOLIDATION EXPENSES

## 2014 Warehousing, Distribution &amp; Manufacturing Consolidation Plan

The Company developed a plan to align its warehousing, distribution and manufacturing to support its growth and manufacturing strategy resulting in better cost structure and improved distribution capabilities and customer service. The key element and first major step of this plan was the acquisition of a facility to serve as a finished goods warehouse and a cut-order and distribution center in Adairsville, Georgia. Costs related to the consolidation include moving and relocation expenses, information technology expenses and expenses relating to conversion and realignment of equipment. In addition, this plan includes the elimination of both carpet dyeing and yarn dyeing in the Company's Atmore, Alabama facility designed to more fully accommodate the distribution and manufacturing realignment. As a result, the dyeing operations in Atmore was moved to the Company's continuous dyeing facility, skein dyeing operation and other outside dyeing processors. These costs should completed in the first half of fiscal 2016.

## 2014 Atlas Integration Plan

As a part of the March 19, 2014 acquisition of Atlas, the Company developed a plan to close the operations of the Atlas dyeing facility in Los Angeles and move the carpet dyeing of their products to the Company's dyeing operation

located in Santa Ana, California. Costs related to the consolidation include equipment relocation, computer systems modifications and severance costs and should be completed in fiscal 2015.

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Costs related to the facility consolidation plans are summarized as follows:

	Accrued Balance at December 27, 2014	2015 Expenses To Date	2015 Cash Payments	Accrued Balance at March 28, 2015	As of March 28, 2015	
					Total Costs Incurred To Date	Total Expected Costs
Warehousing, Distribution & Manufacturing Consolidation Plan	\$—	\$605	\$(605 )	\$—	\$4,652	\$5,639
Atlas Integration Plan	—	170	(170 )	—	1,637	1,846
Totals	\$—	\$775	(1) \$(775 )	\$—	\$6,289	(1) \$7,485
Asset impairments		\$—	(2)		\$1,133	(2) \$1,133

(1) Costs incurred under these plans are classified as "facility consolidation expenses" in the Company's Consolidated Condensed Statements of Operations.

(2) Asset impairments under these plans, when applicable, are classified as "loss on impairments" in the Company's Consolidated Condensed Statements of Operations.

#### NOTE 20 - CONTINGENCIES

The Company assesses its exposure related to legal matters, including those pertaining to product liability, safety and health matters and other items that arise in the regular course of its business. If the Company determines that it is probable a loss has been incurred, the amount of the loss, or an amount within the range of loss, that can be reasonably estimated will be recorded.

#### Environmental Remediation

The Company accrues for losses associated with environmental remediation obligations when such losses are probable and estimable. Remediation obligations are accrued based on the latest available information and are recorded at undiscounted amounts. The Company regularly monitors the progress of environmental remediation. If studies indicate that the cost of remediation has changed from the previous estimate, an adjustment to the liability would be recorded in the period in which such determination is made. (See Note 21)

## THE DIXIE GROUP, INC.

## NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

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(amounts in thousands, except per share data) (Continued)

## NOTE 21 - DISCONTINUED OPERATIONS

The Company has previously either sold or discontinued certain operations that are accounted for as "Discontinued Operations" under applicable accounting guidance. Discontinued operations are summarized as follows:

	Three Months Ended	
	March 28, 2015	March 29, 2014
Carousel		
Net sales	\$221	\$231
Loss before income taxes	\$(103)	\$(228)
Income tax benefit	(39)	(76)
Loss from discontinued operations, net of tax	\$(64)	\$(152)

## Previously Discontinued Operations

Loss from discontinued operations:		
Workers' compensation costs	\$(26)	\$(38)
Environmental remediation costs	(12)	(23)
Loss from discontinued operations, before taxes	(38)	(61)
Income tax benefit	(14)	(21)
Loss from discontinued operations, net of tax	\$(24)	\$(40)

## Carousel

In the fourth quarter of 2014, the Company discontinued the Carousel specialty tufting and weaving operation that was part of the 2013 Robertex, Inc. acquisition. Operating results associated with Carousel have been classified as discontinued operations for all periods presented.

## Previously Discontinued Operations

Undiscounted reserves are maintained for the self-insured workers' compensation obligations. These reserves are administered by a third-party workers' compensation service provider under the supervision of Company personnel. Such reserves are reassessed on a quarterly basis. Pre-tax cost incurred for workers' compensation as a component of discontinued operations primarily represents a change in estimate for each period for medical costs associated with the Company's obligations.

Reserves for environmental remediation obligations are established on an undiscounted basis. The Company has an accrual for environmental remediation obligations of \$1,635 and \$1,637 as of March 28, 2015 and December 27, 2014, respectively. The liability established represents the Company's best estimate of possible loss and is the reasonable amount to which there is any meaningful degree of certainty given the periods of estimated remediation

and the dollars applicable to such remediation for those periods. The actual timeline to remediate, and thus, the ultimate cost to complete such remediation through these remediation efforts, may differ significantly from our estimates. Pre-tax cost for environmental remediation obligations classified as discontinued operations were primarily a result of specific events requiring action and additional expense in each period.

NOTE 22 - RELATED PARTY TRANSACTIONS

The Company purchases a portion of its product needs in the form of fiber, yarn, carpet and dyeing services from Engineered Floors, an entity substantially controlled by Robert E. Shaw, a shareholder of the Company. Mr. Shaw holds approximately 8.4% of the Company's Common Stock, which represents approximately 4.2% of the total vote of all classes of the Company's Common Stock. Engineered Floors is one of several suppliers of such services to the Company. Total purchases from Engineered Floors for during the three months ended March 28, 2015 and March 29, 2014 were approximately \$1,861 and \$2,663, respectively; or approximately 2.6% and 4.0%, respectively, of the Company's cost of goods sold. Purchases from Engineered Floors are based on market value, negotiated prices. The Company has no contractual arrangements or

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commitments with Mr. Shaw associated with its business relationship with Engineered Floors. Transactions with Engineered Floors were reviewed and approved by the Company's board of directors.

The Company is a party to a 5-year lease with the seller of Atlas Carpet Mills, Inc. to lease three manufacturing facilities as part of the acquisition in 2014. The seller is an associate of the Company. Rent paid to the seller during the three months ended March 28, 2015 and March 29, 2014 was \$114 and \$15, respectively. The lease was based on current market values for similar facilities.

The Company is a party to a 10-year lease with the Rothman Family Partnership to lease a manufacturing facility as part of the Robertex acquisition in 2013. The seller is an associate of the Company. Rent paid to the seller during the three months ended March 28, 2015 and March 29, 2014 was \$65 and \$64, respectively. The lease was based on current market values for similar facilities.

#### NOTE 23 - SUBSEQUENT EVENTS

On April 1, 2015, the Company entered into a 15-year operating lease agreement to lease office space in Dalton, Georgia. The lease is to begin on or about September 1, 2015. Base annual rent is initially set at approximately \$25 per month. Total base rent payable over the lease period is \$4,493.

On April 29, 2015, the Company granted 100,000 shares of restricted stock to the Company's Chief Executive Officer. The shares will vest 4 years from the date the award was granted and will be subject to both a performance and service condition.

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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

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

### OVERVIEW

The first quarter is typically our weakest period in the year. During the first quarter of 2015, our sales were 12.7% ahead of the same period in 2014. The 2015 period included the full quarter sales of Atlas whereas the first quarter of 2014 included sales for Atlas for the period after its acquisition on March 19 through March 29, 2014. Excluding Atlas sales from the comparative first quarter periods in 2015 and 2014, our carpet sales in 2015 were up 5%. Sales of residential products increased 1.1% in 2015 versus 2014, while, we believe, the industry reflected a similar increase. Commercial product sales reflected a year-over-year increase of 52.0%, or 15.7% excluding Atlas from the 2015 and 2014 periods while, we believe, the industry reflected an increase in the high single digits.

During the first quarter of 2015, we experienced significantly higher costs associated with our self-insured group medical plans. We have taken actions in both plan design and rate increases to our associates that we believe will mitigate future costs. We were also negatively impacted in the first quarter of 2015 by losses in Canadian currency exchanges and, as a result, have implemented price increases to alleviate future impacts based on our belief that the currencies have stabilized. In addition, we continued to spend at a higher level for product sampling during the first quarter related to a number of new and differentiated products to be introduced that we believe will enhance our market position and profitability.

We entered 2015 with a significant portion of the structural components of our capacity expansion and consolidation initiatives behind us. The more significant impacts in 2015 relate to training, quality and waste associated with these endeavors. The status of spending under the restructuring and facilities consolidation plans are discussed below. We have seen decreases in raw material costs in early 2015 along with increases in wage costs and the higher than anticipated levels of medical costs. Due to the volatility of raw material costs, it is difficult at this time to predict the future for these costs.

Our Warehousing, Distribution, Manufacturing Restructuring Plan approved by our Board of Directors on January 20, 2014, was developed to align our warehousing, distribution and manufacturing to support our growth and manufacturing strategy and to create a better cost structure and to improve distribution capabilities and customer service. In June of 2014, the Board of Directors approved a modification of this plan to include the elimination of both carpet dyeing and yarn dyeing in our Atmore, Alabama facility designed to more fully accommodate our distribution and manufacturing realignment. As a result, the dyeing operations in Atmore were moved to our Colormaster continuous dyeing facility, our Calhoun Wool skein dyeing operation and other outside dyeing processors.

Total expenses of this plan are anticipated to be approximately \$5.7 million. Expenses of this plan were \$605 thousand in the first quarter of 2015 and \$4.7 million since its initiation in 2014. We estimate additional spending of approximately \$1.0 million under this plan through early 2016. These expenses primarily consist of moving and relocating inventory and equipment, facility restoration, information technology expenses and expenses relating to conversion and realignment of equipment. In addition, we incurred non-cash asset impairment charges of \$1.1 million subsequent to the first quarter of 2014 related to manufacturing and equipment taken out of service in our facilities.

On March 19, 2014, we acquired Atlas Carpet Mills. As a part of the Atlas acquisition, we discontinued operations at the Atlas dyeing facility in Los Angeles and moved the carpet dyeing of their products to our Susan Street dyeing operation located in Santa Ana, California. We initiated a restructuring plan to accommodate the dyeing move and

address the modification of computer systems. The costs of these initiatives are expected to be approximately \$1.8 million. The first quarter of 2015 included \$170 thousand and a total since inception of \$1.6 million. Costs remaining under the plan are expected to be approximately \$200 thousand with completion in the latter part of 2015.

We continue to experience growth in our modular tile offerings in both the Masland Contract and Atlas markets. Further, we are pleased with the activity we are seeing in Masland Hospitality as we leverage our investment in Burtco and its unique position in custom computerized yarn placement tufting technology. Also, we remain optimistic about conditions that affect the higher-end residential markets we serve.

## RESULTS OF OPERATIONS

As a result of the discontinuance of the non-core Carousel brand in the fourth quarter of 2014, the operating results of Carousel have been reclassified to discontinued operations for all periods presented. Carousel was acquired as a portion of the Robertex acquisition in 2013.

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The following table sets forth certain elements of our continuing operations as a percentage of net sales for the periods indicated:

	Three Months Ended			
	March 28, 2015	March 29, 2014		
Net sales	100.0	% 100.0	%	
Cost of sales	75.7	% 78.7	%	
Gross profit	24.3	% 21.3	%	
Selling and administrative expenses	25.8	% 23.6	%	
Other operating expense, net	0.5	% 0.2	%	
Facility consolidation expenses	0.8	% 0.1	%	
Operating loss	(2.8	)% (2.6	)%	

**Net Sales.** Net sales for the quarter ended March 28, 2015 was \$95.9 million, an increase of 12.7% compared with net sales of \$85.1 million for the year-earlier quarter. In the first quarter of 2015, residential carpet sales increased 1.1% and net sales of commercial carpet increased 52.0% compared with the first quarter of 2014, or an increase in commercial sales of 15.7% for the periods presented excluding sales attributable to the March 19, 2014 acquisition of Atlas.

**Cost of Sales.** Cost of sales as a percentage of net sales was 75.7% in the first quarter of 2015 compared with 78.7% in the first quarter of 2014, or a 3% improvement as a percentage of sales. During the first quarter of 2015, we experienced higher costs associated with our self-insured group medical plan, certain product quality costs and increased waste as we realigned processes within our facilities. The 2014 period included a negative effect of approximately 1.8 percentage points as a percentage of sales, directly attributable to the adverse weather conditions and manufacturing inefficiencies related to replacement of the dryer at our Colormaster continuous dyeing facility. Additionally, the adverse weather conditions during the first quarter of 2014 impacted our production resulting in under absorption of fixed costs.

**Gross Profit.** Gross profit improved 3.0 percentage points as a percentage of sales in the first quarter of 2015 compared with the year-earlier period. Our gross profit was affected in the first quarter of 2015 by the factors as discussed above in Cost of Sales related to the first quarter of 2015. Our gross profit was negatively affected from the weather in the first quarter of 2014 due to both lower sales and higher per unit costs of production as well as manufacturing inefficiencies related to replacement of the dryer at our Colormaster continuous dyeing facility.

**Selling and Administrative Expenses.** Selling and administrative expenses increased 2.2 percentage points as a percentage of sales in the first quarter of 2015 compared with the first quarter of 2014. Selling and administrative expenses increased as a percentage of sales primarily as a result of higher selling expenses primarily associated with the Atlas brand and higher self-insured group medical costs. The first quarter of 2014 included \$455 thousand of costs related to the Atlas acquisition and the formation of the joint venture and \$620 thousand related to the rebranding of certain wool products and other marketing initiatives.

**Other Operating Expense, Net.** Other operating expense, net was an expense of \$490 thousand in the first quarter of 2015 compared with an expense of \$152 thousand in the first quarter of 2014. The first quarter of 2015 included Canadian currency exchange losses of \$223 thousand in excess of such losses in the prior-year period. Other miscellaneous items comprised the remainder of the increased expense levels in the periods presented.

Facility Consolidation Expenses. These expenses increased \$702 thousand in the first quarter of 2015 compared with the year-earlier period. Approximately \$600 thousand of the increase related to the Distribution, Warehousing and Facility Consolidation plan that was initiated after the first quarter of 2014. The remainder of the increase related to the Atlas Integration Plan subsequent to the Atlas acquisition on March 19, 2014 (see discussion in overview commentary above related to each plan).

Operating Loss. We reported an operating loss of \$2.7 million in the first quarter of 2015 compared with an operating loss of \$2.2 million in the first quarter of 2014. During the first quarter of 2015, we experienced higher costs associated with our self-insured group medical plan, certain product quality costs and increased waste as we realigned processes within our facilities.

The 2015 period also included an incremental negative impacts of \$702 from our planned consolidation initiatives and \$223 of additional Canadian currency exchange losses when compared with the 2014 period. Operating results in the 2014 reporting period were negatively affected by the weather-related costs discussed, manufacturing inefficiencies related to the replacement of the dryer at Colormaster, the Atlas acquisition-related expenses and market-related expenses.

Interest Expense. Interest expense increased \$165 thousand in the first quarter of 2015 compared with the first quarter of 2014 principally a result of higher levels of debt in 2015.

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Other Expense, Net. Other expense, net was not significant in the first quarter of 2015 or 2014.

Income Tax Provision (Benefit). Our effective income tax rate is based upon estimated annual income tax rates. The effective income tax rate in the first quarter of 2015 was 38.5% compared with an effective rate of 37.2% in the year-earlier period. The tax rates in both periods approximate statutory rates.

Income (Loss) from Continuing Operations. We had a loss continuing operations of \$2.4 million, or \$0.15 per diluted share in the first quarter of 2015 compared with income from continuing operations of \$4.8 million, or \$0.36 per diluted share in the first quarter of 2014. The first quarter 2014 pretax gain of \$10.9 million on the purchase of Atlas had a positive effect on income from continuing operations of approximately \$6.8 million after-tax, or \$0.52 per diluted share. This amount differs from the amounts originally reported in the first quarter of 2014 as result of changes in the provisional fair value of the assets and liabilities of Atlas.

Net Income (Loss). Discontinued operations reflected a loss of \$88 thousand, or \$0.01 per diluted share, in the first quarter of 2015 compared with a loss of \$192 thousand, or \$0.02 per diluted share, in the same period in 2014. Including discontinued operations, we had net loss of \$2.5 million, or \$0.16 per diluted share, in the first quarter of 2015 compared with net income of \$4.6 million, or \$0.34 per diluted share, in the first quarter of 2014. The after-tax gain of \$6.8 million on the purchase of Atlas had a positive effect on net income of approximately \$0.52 per diluted share.

## LIQUIDITY AND CAPITAL RESOURCES

During the three months ended March 28, 2015, funded debt increased \$4.5 million and increased \$1.3 million for assets acquired under notes payable, resulting in a total debt increase of \$5.8 million. Additionally, \$213 thousand was generated from stock option proceeds, \$236 thousand related to tax benefits from stock-based compensation and \$421 thousand from checks issued in excess of cash utilized. These funds were used to finance our operations; including \$1.7 million in operating activities, \$2.9 million for purchases of property, plant and equipment and \$527 thousand for repurchases of our Common Stock.

Excluding the change in the current portion of debt, working capital increased \$733 thousand, principally as a result of an increase in inventories, net of related accounts payable, to support higher levels of business.

Capital asset acquisitions for the three months ended March 28, 2015 were \$5.7 million; \$2.8 million through funded debt and \$1.3 million of equipment acquired under notes and \$1.6 million of previous deposits utilized for capital additions. Depreciation and amortization for the three months ended March 28, 2015 were \$3.6 million. We expect capital expenditures to be approximately \$13.5 million in 2015 for normal capital expenditures while depreciation and amortization is expected to be approximately \$14.5 million. Planned capital expenditures in 2015 are primarily for new equipment.

### Debt Facilities

On March 14, 2014, we amended our senior credit facility ("amended senior credit facility"), effective as of March 19, 2014 to permit the acquisition of Atlas. In addition, the revolving portion of the facility ("Tranche A Advance") provides for a maximum of \$150.0 million of revolving credit, subject to borrowing base availability. The borrowing base is currently equal to specified percentages of our eligible accounts receivable, inventories, fixed assets and real property less reserves established, from time to time, by the administrative agent under the facility. In addition, the term of the amended senior credit facility was extended from August 1, 2018 to March 14, 2019. The amended senior

credit facility is secured by a first priority lien on substantially all of our assets.

At our election, Tranche A Advances of the amended senior credit facility bears interest at annual rates equal to either (a) LIBOR for 1, 2 or 3 month periods, as we choose to select, plus an applicable margin of either 1.50%, 1.75% or 2.00%, or (b) the higher of the prime rate, the Federal Funds rate plus 0.5%, or a daily LIBOR rate plus 1.00%, plus an applicable margin of either 0.50%, 0.75% or 1.00%. The applicable margin is determined based on availability under the amended senior credit facility with margins increasing as availability decreases. We pay an unused line fee on the average amount by which the aggregate commitments exceed utilization of the senior credit facility equal to 0.375% per annum.

The amended senior credit facility includes certain affirmative and negative covenants that impose restrictions on our financial and business operations. The amended senior credit facility requires us to maintain a fixed charge coverage ratio of 1.1 to 1.0 during any period that borrowing availability is less than \$16.5 million. As of the date hereof, the Company's fixed coverage ratio was less than 1.1 to 1.0, accordingly the unused availability accessible by the Company is the amount above \$16.5 million.

As of March 28, 2015, the unused borrowing availability under the amended senior credit facility was \$32.8 million.

#### Recent Accounting Pronouncements

Recent accounting pronouncements are disclosed in Note 2 to the Consolidated Condensed Financial Statements.

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## CERTAIN FACTORS AFFECTING THE COMPANY'S PERFORMANCE

In addition to the other information provided in this Report, the risk factors included in Item 1A should be considered when evaluating the 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.

## FORWARD-LOOKING INFORMATION

This Report contains statements that may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. These statements include the use of terms or phrases that include such terms as "expects," "estimates," "projects," "believes," "anticipates," "intends," and similar terms and phrases. Such forward looking statements relate to, among other matters, our future financial performance, business prospects, growth strategies or liquidity. The following important factors may affect our future results and could cause those results to differ materially from our historical results; these factors include, in addition to those "Risk Factors" detailed in item 1A of this report and described elsewhere in this document, the cost and availability of capital, raw material and transportation costs related to petroleum price levels, the cost and availability of energy supplies, the loss of a significant customer or group of customers, materially adverse changes in economic conditions generally in carpet, rug and floor covering markets we serve and other risks detailed from time to time in our filings with the Securities and Exchange Commission.

### Item 3. 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 (See Note 12 to the Consolidated Condensed Financial Statements).

At March 28, 2015, \$64,452, or approximately 48% 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 \$7.

### Item 4. 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 ("CEO") and Chief Financial Officer ("CFO") evaluated the effectiveness of the design and operation 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 March 28, 2015, the date of the financial statements included in this Form 10-Q (the "Evaluation Date"). Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of the Evaluation Date.

No changes in our internal control over financial reporting occurred during the quarter covered by this report that materially affected, or are reasonably likely to affect, our internal control over financial reporting.

On March 19, 2014 and September 22, 2014, we acquired Atlas Carpet Mills, Inc ("Atlas") and Burtco Enterprises ("Burtco"), respectively. We excluded the operations of Atlas and Burtco from the scope of our Sarbanes-Oxley Section 404 report on internal controls over financial reporting for the year ended December 27, 2014. We are in the process of implementing our internal control structure with respect to the acquired operations and expect that this effort will be completed in fiscal 2015.

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 control over financial reporting can 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, while it is possible to design into the process safeguards to reduce such risk, it is not possible to eliminate all risk.

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## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

None.

### Item 1A. Risk Factors

In addition to the other information provided in this Report, the following risk factors should be considered when evaluating the 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 sensitive to changes in general economic conditions and a decline in residential or commercial construction activity or corporate remodeling and refurbishment could have a material adverse effect on our business.

The floorcovering industry, in which the Company participates, is highly dependent on general economic conditions, such as consumer confidence and income, corporate and government spending, interest rate levels, availability of credit and demand for housing. The Company derives a majority of its sales from the replacement segment of the market. Therefore, economic changes that result in a significant or prolonged decline in spending for remodeling and replacement activities could have a material adverse effect on the Company's business and results of operations.

The floorcovering industry is highly dependent on construction activity, including new construction, which is cyclical in nature, and recently experienced a downturn. The 2008 downturn in the U.S. and global economies, along with the residential and commercial markets in such economies, negatively impacted the floorcovering industry and the Company's business. Although the impact of a decline in new construction activity is typically accompanied by an increase in remodeling and replacement activity, these activities lagged during the downturn. Although the difficult economic conditions have improved, there may be additional downturns that could cause the industry to deteriorate in the foreseeable future. A significant or prolonged decline in residential or commercial construction activity could have a material adverse effect on the Company's business and results of operations.

We have significant levels of sales in certain channels of distribution and reduction in sales through these channels could adversely affect our business.

A significant amount of our sales are generated through certain retail and mass merchant channels of distribution. Because we depend on such certain channels of distribution, a significant reduction of sales through these channels could adversely affect our business.

We have significant levels of indebtedness that could result in negative consequences to us.

We have a significant amount of indebtedness relative to our equity. Insufficient cash flow, profitability or the value of our assets securing our loans could materially adversely affect our ability to generate sufficient funds to satisfy the terms of our senior loan agreements and other debt obligations. Additionally, the inability to access debt or equity markets at competitive rates in sufficient amounts to satisfy our obligations could adversely impact our business.

Uncertainty in the credit market or downturns in the economy and our business could affect our overall availability and cost of credit.

Uncertainty in the credit markets could affect the overall availability and cost of credit. Despite recent improvement in overall economic conditions, market conditions could impact our ability to obtain financing in the future, including any financing necessary to refinance existing indebtedness, and the cost and terms of it, remains uncertain. These and other economic factors could have a material adverse effect on demand for our products and on its financial condition and operating results.

We face intense competition in our industry, which could decrease demand for our products and could have a material adverse effect on our 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. Significant consolidation within the floorcovering industry has caused a number of our existing and potential competitors to grow significantly larger and have greater access to resources and 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. These additional investments may be limited by our access to capital, as well as restrictions set forth in our

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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, competitive pressures on our sales price and cost of our products. As a result of any of these factors, there could be a material adverse effect on our sales and profitability.

If we are unable to anticipate consumer preferences and successfully develop and introduce new, innovative and updated products, we may not be able to maintain or increase our net revenues and profitability.

Our success depends on our ability to identify and originate product trends as well as to anticipate and react to changing consumer demands in a timely manner. All of our products are subject to changing consumer preferences that cannot be predicted with certainty. In addition, long lead times for certain of our products may make it hard for us to quickly respond to changes in consumer demands. Our new products may not receive consumer acceptance as consumer preferences could shift rapidly to different types of flooring products or away from these types of products altogether, and our future success depends in part on our ability to anticipate and respond to these changes. Failure to anticipate and respond in a timely manner to changing consumer preferences could lead to, among other things, lower sales and excess inventory levels, which could have a material adverse effect on our financial condition.

Raw material prices may increase and the inability to pass any such increases to our customers could materially adversely affect our business, results of operations and financial condition.

The prices of raw materials and fuel-related costs vary significantly with market conditions. In particular, our business requires the purchase of large volumes of nylon and polyester yarn, as well as wool yarns, synthetic backing, latex, and dyes. 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. Although we generally attempt to pass on increases in raw material, energy and fuel-related costs to our customers, our ability to do so is dependent upon the rate and magnitude of any increase, competitive pressures and market conditions for our products. There have been in the past, and may be in the future, periods of time during which increases in these costs cannot be recovered. During such periods of time, our business may be materially adversely affected.

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

Nylon yarn is the principal raw material used in our floorcovering products. A significant portion of such yarn is purchased from one supplier. Our yarn supplier is one of the leading fiber suppliers within the industry and is the exclusive supplier of certain innovative branded fiber technology upon which we rely. We believe our offerings of this innovative fiber technology contribute materially to the competitiveness of our products. While we believe there are other sources of nylon yarns, an unanticipated termination or interruption of our current supply of nylon yarn could have a material adverse effect on our ability to supply our product to our customers and have a material adverse impact on our competitiveness if we are unable to replace our nylon supplier with another supplier that can offer similar innovative fiber products. An extended interruption in the supply of these or other raw materials or sourced products used in the Company's business or in the supply of suitable substitute materials or products would disrupt the Company's operations, which could have a material adverse effect on the Company's business.

We may experience certain risks associated with internal expansion, acquisitions, joint ventures and strategic investments.

We have recently embarked on several strategic and tactical initiatives, including aggressive internal expansion, acquisitions and investment in new products, to strengthen our future and to enable us to return to sustained growth and profitability. Growth through expansion and acquisition involves risks, many of which may continue to affect us after the acquisition or expansion. An acquired company, operation or internal expansion may not achieve the levels

of revenue, profitability and production that we expect. The combination of an acquired company's business with ours involves risks. Further, internally generated growth that involves expansion involves risks as well. Such risks include the integration of computer systems, alignment of human resource policies and the retention of valued talent. Reported earnings may not meet expectations because of goodwill and intangible asset impairment, other asset impairments, increased interest costs and issuance of additional securities or debt as a result of these acquisitions. We may also face challenges in consolidating functions and integrating our organizations, procedures, operations and product lines in a timely and efficient manner.

The diversion of management attention and any difficulties encountered in the transition and integration process could have a material adverse effect on our revenues, level of expenses and operating results. Failure to successfully manage and integrate an acquisition with our existing operations or expansion of our existing operations could lead to the potential loss of customers of the acquired or existing business, the potential loss of employees who may be vital to the new or existing operations, the potential loss of business opportunities or other adverse consequences that could have a material adverse effect on our business, financial condition and results of operations. Even if integration occurs successfully, failure of the expansion or acquisition to achieve levels of anticipated sales growth, profitability or productivity, or otherwise perform as expected, may have a material adverse effect on our business, financial condition and results of operations.

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We are subject to various environmental, safety and health regulations that may subject us to costs, liabilities and other obligations, which could have a material adverse effect on our business, results of operations and financial condition.

We are subject to various environmental, safety and health and other regulations that may subject us to costs, liabilities and other obligations which could have a material adverse effect on our business. The applicable requirements under these laws are subject to amendment, to the imposition of new or additional requirements and to changing interpretations of agencies or courts. We could incur material expenditures to comply with new or existing regulations, including fines and penalties and increased costs of its operations. Additionally, 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. For example, producer responsibility regulations regarding end-of-life disposal could impose additional cost and complexity to our business.

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

- Discharge 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 ensure that complying with these environmental or health and safety laws and requirements will not adversely affect our business, results of operations and financial condition.

We may be exposed to litigation, claims and other legal proceedings in the ordinary course of business relating to our products or business, which could have a material adverse effect on our business, results of operations and financial condition.

In the ordinary course of business, we are subject to a variety of work-related and product-related claims, lawsuits and legal proceedings, including those relating to product liability, product warranty, product recall, personal injury, and other matters that are inherently subject to many uncertainties regarding the possibility of a loss our business. Such matters could have a material adverse effect on our business, results of operations and financial condition if we are unable to successfully defend against or resolve these matters or if our insurance coverage is insufficient to satisfy any judgments against us or settlements relating to these matters. Although we have product liability insurance, the policies may not provide coverage for certain claims against us or may not be sufficient to cover all possible liabilities. Further, we may not be able to maintain insurance at commercially acceptable premium levels. Additionally, adverse publicity arising from claims made against us, even if the claims are not successful, could adversely affect our reputation or the reputation and sales of our products.

Our business operations could suffer significant losses from natural disasters, catastrophes, fire or other unexpected events.

Many of our business activities involve substantial investments in manufacturing facilities and many products are produced at a limited number of locations. These facilities could be materially damaged by natural disasters, such as floods, tornadoes, hurricanes and earthquakes, or by fire or other unexpected events such as adverse weather

conditions or other disruptions to our facilities, supply chain or our customer's facilities. We could incur uninsured losses and liabilities arising from such events, including damage to our reputation, and/or suffer material losses in operational capacity, which could have a material adverse impact on our business, financial condition and results of operations.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Repurchases of Common Stock

The following table provides information regarding our repurchases of shares of our Common Stock during the three months ended March 28, 2015:

Month Ending	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number (or approximate dollar value) of Shares That May Yet Be Purchased Under Plans or Programs
January 31, 2015	—	\$—	—	
February 28, 2015	49,287	9.21	49,287	
March 28, 2015	45,787	8.85	45,787	
Three Months Ended March 28, 2015	95,074	\$9.04	95,074	\$2,552,964

(1) During the three months ended March 28, 2015, 49,397 shares were withheld from employees in lieu of cash payments for withholding taxes due for a total amount of \$438,464.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a.) Exhibits

31.1 CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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

32.2

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

101.INSXBRL Instance Document

101.SCHXBRL Taxonomy Extension Schema Document

101.CALXBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LABXBRL Taxonomy Extension Label Linkbase Document

101.PREXBRL Taxonomy Extension Presentation Linkbase Document

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE DIXIE GROUP, INC.  
(Registrant)

Date: May 1, 2015

By: /s/ JON A. FAULKNER  
Jon A. Faulkner  
Vice President and Chief Financial Officer

Date: May 1, 2015

By: /s/ D. EUGENE LASATER  
D. Eugene Lasater  
Controller

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