DIXIE GROUP INC
Form 10-K
March 06, 2008

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 29, 2007
OR
o 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
(Address of principal executive offices)
(423) 510-7000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:
None
Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Name of each exchange on which

	registered
Common Stock, $3.00 Par Value	None

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

o

Yes

R

No

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

o

Yes

R

No

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

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

Indicate by check mark whether the registrant is a large accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer R Non-accelerated filer o

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

o

Yes

R

No

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

FORM 10-K (Continued)

The aggregate market value of the Common Stock held by non-affiliates of the registrant on June 29, 2007 (the last business day of the registrant's most recently completed fiscal second quarter) was approximately $125,800,000. The aggregate market value was computed by reference to the closing price of the Common Stock on such date. In making this calculation, the registrant has assumed, without admitting for any purpose, that all executive officers, directors, and holders of more than 10% of a class of outstanding Common Stock, and no other persons, are affiliates. No market exists for the shares of Class B Common Stock, which is neither registered under Section 12 of the Act nor subject to Section 15(d) of the Act.

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

Class	Outstanding as of February 8, 2008
Common Stock, $3.00 Par Value	12,060,884 shares
Class B Common Stock, $3.00 Par Value	835,908 shares
Class C Common Stock, $3.00 Par Value	0 shares

DOCUMENTS INCORPORATED BY REFERENCE

Specified portions of the following document are incorporated by reference:

Proxy Statement of the registrant for annual meeting of shareholders to be held April 30, 2008 (Part III).

PART I

ITEM 1. BUSINESS

General

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

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

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

Our Business Units

We are in one line of business, Carpet Manufacturing.

Fabrica

Fabrica, founded in 1977, markets and manufactures luxurious residential carpet and custom rugs, at selling prices that we believe are approximately four and one half times the average for the soft floorcovering industry. Its primary customers are interior decorators and designers, selected retailers and furniture stores, luxury home builders and manufacturers of luxury motor coaches and yachts. Fabrica is among the leading premium brands in the domestic marketplace and is known for styling innovation and unique colors and patterns. Fabrica is viewed by the trade as a premier brand and resource for very high-end carpet and enjoys an established reputation as a styling trendsetter and a market leader in the very high-end residential sector. Fabrica accounted for approximately 18% of our sales in 2007.

Masland

Masland Carpets, founded in 1866, markets and manufactures residential and commercial products.

Masland Residential markets and manufactures design-driven specialty carpets and rugs for the high-end residential marketplace. Its residential broadloom carpet products are marketed at selling prices that we believe are approximately three and one half times the average for the soft floorcovering industry. Its products are marketed through the interior design community, as well as to consumers through specialty floorcovering retailers. Masland Residential accounted for approximately 32% of our sales in 2007. Masland Residential has strong brand recognition within the upper-end residential market. Masland Residential competes through innovative styling, color, product design, quality and service.

Masland Contract markets and manufactures broadloom and modular carpet (carpet tiles) for the specified commercial marketplace. Its commercial products are marketed through the architectural and specifier community and directly to commercial end users, as well as to consumers through specialty floorcovering retailers. Masland Contract was started in 1993 and accounted for approximately 27% of our sales in 2007. Masland Contract has strong brand recognition within the upper-end contract market. Masland Contract competes through innovative styling, color, patterns, quality and service.

Dixie Home

We introduced **Dixie Home** in 2003 as a brand to provide stylishly designed, differentiated products that offer affordable fashion to residential and commercial consumers. Dixie Home markets an array of tufted broadloom residential and commercial carpet to selected retailers and home centers under the Dixie Home and private label brands. Its objective is to make the Dixie Home brand the choice for styling, service and quality in the more moderately priced sector of the high-end broadloom residential and commercial carpet market. Its products are marketed at selling prices which we believe are approximately two times the average for the soft floorcovering industry. Dixie Home's products have been well received in the marketplace and are expected to have significant growth potential. Dixie Home accounted for approximately 18% of our sales in 2007.

Industry

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

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

Competition

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

We believe the principal competitive factors in our primary floorcovering markets are innovative styling, color, product design, quality and service. In the high-end residential and high-end commercial markets, carpet competes with various other types of floorcoverings, many of which have grown at a faster rate than carpet in recent years.

Nevertheless, we believe we have competitive advantages in several areas. We have an attractive portfolio of brands that we believe are well known, highly regarded by customers and complementary; by being differentiated, we offer meaningful alternatives to the discriminating customer. In addition, we have established longstanding relationships with key suppliers in our industry and customers in most of our markets. Finally, our reputation for innovative design excellence and our experienced management team enhance our competitive position. See "Risk Factors" in Item 1A of this report.

Backlog

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

Trademarks

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

Customer and Product Concentration

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

	2007	2006	2005
Residential floorcovering products	**60%**	65%	64%
Commercial floorcovering products	**35%**	30%	30%
Carpet yarn processing and carpet dyeing and finishing services	**5%**	5%	6%

Seasonality

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

Environmental

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

Raw Materials

We obtain our raw materials from a number of domestic suppliers. Man-made yarns are purchased from major chemical companies. Where possible, we pass raw material price increases through to our customers; however, there can be no assurance that price increases can be passed through to customers and that increases in raw material prices will not have an adverse effect on our profitability. See "Risk Factors in Item 1A of this report. We purchase a significant portion of our raw materials (nylon yarn) from one supplier. We believe there are other sources of nylon yarn; however, an unanticipated termination or interruption of our supply arrangements could adversely affect our supply arrangements and could be material. See "Risk Factors in Item 1A of this report.

Utilities

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

Working Capital

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

Employment Level

We employ approximately 1,500 associates in our operations.

Available Information

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

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

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

ITEM 1A. RISK FACTORS

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

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

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

.

consumer confidence;
.

housing demand;
.

financing availability;
·

national and local economic conditions;
·

interest rates;
·

employment levels;
·

changes in disposable income;
·

commercial rental vacancy rates; and
·

federal and state income tax policies.

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

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

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

Raw material prices may increase.

The cost of raw materials has a significant impact on our profitability. In particular, our business requires the purchase of large volumes of nylon yarn, 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. We believe we are successful in passing along raw material and other cost increases as they may occur; however, there can be no assurance that we will successfully recover such increases in cost.

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. We believe there are other sources of nylon yarns; however, an unanticipated termination or interruption of our supply arrangements could adversely affect our supply arrangements and could be material.

We may be responsible for environmental cleanup costs.

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

.

Discharges to air and water;

.

Handling and disposal of solid and hazardous substances and waste; and

.

Remediation of contamination from releases of hazardous substances in our facilities and off-site disposal locations.

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

Acts of Terrorism.

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

Unanticipated Business Interruptions.

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

ITEM 1B.   UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The following table lists the Company's facilities according to location, type of operation and approximate total floor space as of February 12, 2008:

Location	Type of Operation	Approximate Square Feet
Administrative:		
Dalton, GA*	Administrative	16,000
Saraland, AL	Administrative	29,000
Santa Ana, CA*	Administrative	10,500
Chattanooga, TN*	Administrative	3,500
	Total Administrative	59,000
Manufacturing and Distribution:		
Atmore, AL	Carpet Manufacturing, Distribution	593,000
Saraland, AL	Carpet Tile Manufacturing, Distribution	384,000
Saraland, AL*	Samples/Rug Manufacturing, Distribution	132,000
Roanoke, AL	Carpet Yarn Processing	204,000
Santa Ana, CA*	Carpet/Rug Manufacturing	98,000
Santa Ana, CA	Carpet Dyeing, Finishing and Distribution	204,000
Eton, GA	Carpet Manufacturing, Distribution	408,000
	Total Manufacturing and Distribution	2,023,000
	TOTAL	2,082,000

* Leased properties

In addition to the facilities listed above, the Company leases a small amount of office space in various locations.

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

ITEM 3. LEGAL PROCEEDINGS

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

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of the shareholders during the fourth quarter 2007.

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

EXECUTIVE OFFICERS OF THE REGISTRANT

The names, ages, positions and offices held by the executive officers of the registrant as of February 22, 2008, are listed below along with their business experience during the past five years.

Name, Age and Position	Business Experience During Past Five Years
Daniel K. Frierson, 66 Chairman of the Board, and Chief Executive Officer, Director	Director since 1973, Chairman of the Board since 1987 and Chief Executive Officer since 1980. He serves on the Company's Executive Committee and is Chairman of the Company's Retirement Plans Committee. He also serves as Director of Astec Industries, Inc. headquartered in Chattanooga, Tennessee; and Louisiana-Pacific Corporation headquartered in Nashville, TN.
Gary A. Harmon, 62 Vice President and Chief Financial Officer	Vice President and Chief Financial Officer since January 2000. Treasurer 1993 to 2000. Director of Tax and Financial Planning, 1985 to 1993.
David E. Polley, 73 Vice President Marketing	Vice President of Marketing since December 2006. Vice President of Marketing and President, Dixie Home from November of 2002 to 2006. President, Residential Division of Mohawk Industries, Inc. from 1998 to 2002. President of World Carpets from 1991 to 1998. Prior to 1991, President of Lee's Residential Carpet Business.
Paul B. Comiskey, 56 Vice President and President, Dixie Home	Vice President and President, Dixie Home since February 2007. President, Dixie Home since December 2006. Senior Vice President of Residential Sales, Mohawk Industries, Inc. from 1998 to 2006. Executive Vice President of Sales and Marketing for World Carpets from 1996 to 1998.
Kenneth L. Dempsey, 49 Vice President and President, Masland Contract	Vice President and President, Masland Contract since February 2005. Vice President and President, Masland Carpets, 1997 to 2005. Vice President of Marketing, Masland, 1991 to 1996.
D. Kennedy Frierson, Jr., 41 Vice President and President, Masland Residential	Vice President and President Masland Residential since February 2006. President Masland Residential since December 2005. Executive Vice President and General Manager, Dixie Home, 2003 to 2005. Business Unit Manager, Bretlin, 2002 to 2003.

Craig S. Lapeere, 58 Vice President and President, Fabrica International	Vice President and President Fabrica International since December 2005. Vice President and President, Masland Residential, February 2005 to December 2005. Vice President of Sales, Masland Carpets, 1998 to 2005.
W. Derek Davis, 57 Vice President, Human Resources	Vice President of Human Resources since January 1991. Corporate Employee Relations Director, 1990 to 1991.
Jon A. Faulkner, 47 Vice President Planning and Development	Vice President of Planning and Development since February 2002. Executive Vice President of Sales and Marketing for Steward, Inc. from 1997 to 2002.
Terry W. Clark, 57 Vice President Manufacturing	Vice President of Manufacturing since June 2007. Group Plant Manager at Shaw Industries, Inc. from 2003 to 2007. Vice President of Manufacturing, The Dixie Group, Inc. from 1972 to 2003.
D. Eugene Lasater, 57 Controller	Controller since 1988.
Starr T. Klein, 65 Secretary	Secretary since November 1992. Assistant Secretary, 1987 to 1992.

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

PART II

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

The Company's Common Stock trades on the NASDAQ Global Market under the symbol DXYN. No market exists for the Company's Class B Common Stock.

As of February 13, 2008, the total number of holders of the Company's Common Stock was approximately 3,300, including an estimated 2,800 shareholders who hold the Company's Common Stock in nominee names, but excluding approximately 793 participants in the Company's 401(k) plan who may direct the voting of the shares allocated to their accounts. The total number of holders of the Company's Class B Common Stock was 18.

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

The following table provides information regarding our repurchases of shares of our common stock during the three months ended December 29, 2007:

Month Ending	Total Number of Shares Purchased	Average Price Paid Per Share	Maximum Number (or approximate dollar value) of Shares That May Yet Be Purchased Under Plans or Programs	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs (1)
November 3, 2007	3,600	$ 9.65	$	3,600
December 1, 2007	57,897	9.35		57,897
December 29, 2007	16,782	8.99		16,782
	78,279	$ 9.29	$ 8,434,231	78,279

Three Months December 29,
2007

(1)

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

Quarterly Financial Data, Dividends and Price Range of Common Stock

Following are quarterly financial data, dividends and price range of Common Stock for the four quarterly periods in the years ended December 29, 2007 and December 30, 2006. Totals of the quarterly information for each of the years reflected below may not necessarily equal the annual totals. The discussion of restrictions on payment of dividends is included in Note F to the Consolidated Financial Statements included herein.

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

2007 QUARTER	**1ST**	**2ND**	**3RD**	**4TH**
Net sales	$ 74,490	$ 84,403	$ 82,385	$ 79,517
Gross profit	21,819	26,263	24,507	24,646
Operating income	1,944	5,658	5,134	3,988
Income from continuing operations	237	2,556	2,239	1,746
Income (loss) from discontinued operations	(66)	(118)	9	(337)
Net income	171	2,438	2,248	1,409
Basic earnings (loss) per share:				
Continuing operations	0.02	0.20	0.18	0.14
Discontinued operations	(0.01)	(0.01)	---	(0.03)
Net income	0.01	0.19	0.18	0.11
Diluted earnings (loss) per share:				
Continuing operations	0.02	0.20	0.17	0.14
Discontinued operations	(0.01)	(0.01)	---	(0.03)
Net income	0.01	0.19	0.17	0.11
Dividends:				
Common Stock	---	---	---	---
Class B Common Stock	---	---	---	---
Common Stock Prices:				
High	13.99	13.86	13.22	10.68
Low	11.88	11.45	9.01	7.97

2006 QUARTER	**1ST**	**2ND**	**3RD**	**4TH**
Net sales	$ 79,173	$ 88,046	$ 83,606	$ 80,275
Gross profit	22,199	24,750	24,845	24,044
Operating income	3,168	2,804	5,606	4,979
Income from continuing operations	926	1,028	2,703	3,234
Income (loss) from discontinued operations	(91)	(84)	(86)	72
Net income	835	944	2,617	3,306
Basic earnings (loss) per share:				

Continuing operations	0.07	0.08	0.21	0.25
Discontinued operations	---	(0.01)	---	0.01
Net income	0.07	0.07	0.21	0.26
Diluted earnings (loss) per share:				
Continuing operations	0.07	0.08	0.21	0.25
Discontinued operations	(0.01)	(0.01)	(0.01)	---
Net income	0.06	0.07	0.20	0.25
Dividends:				
Common Stock	---	---	---	---
Class B Common Stock	---	---	---	---
Common Stock Prices:				
High	16.55	15.26	15.55	14.92
Low	12.62	11.44	10.75	11.80

Shareholder Return Performance Presentation

The Company compares its performance to two different industry indexes published by Dow Jones, Inc. The first of these is the Dow Jones Furnishings Index, which is composed of 9 publicly traded companies classified by Dow Jones in the furnishings industry. The second is the Dow Jones Building Materials & Fixtures Index, which is composed of 7 publicly traded companies classified by Dow Jones in the building materials and fixtures industry.

In accordance with SEC rules, set forth below is a line graph comparing the yearly change in the cumulative total shareholder return on the Company s Common Stock against the total return of the Standard & Poor s 600 Stock Index, plus both the Dow Jones Furnishings Index and the Dow Jones Building Materials & Fixtures Index, in each case for the five year period ended December 29, 2007. The comparison assumes that $100.00 was invested on December 28, 2002, in each of the Company s Common Stock, the S&P 600 Index, and each of the two Peer Groups, and assumes the reinvestment of dividends.

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

ITEM 6. SELECTED FINANCIAL DATA

The Dixie Group, Inc.

Historical Summary

(dollars in thousands, except per share data)

FISCAL YEARS	**2007(1)**	**2006 (2)**	**2005**	**2004 (3)**	**2003 (4)**
OPERATIONS					
Net sales	$ 320,795	$ 331,100	$ 318,526	$ 291,971	$ 234,149
Gross profit	97,234	95,838	96,510	99,479	79,326
Operating income	16,724	16,558	19,835	25,597	2,212
Income (loss) from continuing operations before income taxes	10,471	9,672	14,411	21,891	(14,762)
Income tax provision (benefit)	3,693	1,781	4,453	7,851	(5,371)
Income (loss) from continuing operations	6,778	7,891	9,958	14,040	(9,391)
Depreciation and amortization (5)	12,941	11,500	10,058	8,601	9,349
Dividends	---	---	---	---	---
Capital expenditures (5)	16,659	16,450	27,175	13,611	5,182
FINANCIAL POSITION					
Assets	$ 290,238	$ 277,826	$ 278,089	$ 249,358	$ 239,840
Working capital	75,414	73,126	75,516	58,610	47,260
Long-term debt:					
Senior indebtedness	62,666	61,717	65,714	42,077	28,011
Convertible subordinated debentures	17,162	19,662	22,162	24,737	27,237
Stockholders' equity	142,114	135,678	123,484	110,837	96,081
PER SHARE					
Income (loss) from continuing operations:					
Basic	$ 0.53	$ 0.62	$ 0.80	$ 1.16	$ (0.80)

Diluted	0.52	0.61	0.77	1.12	(0.80)
Dividends:					
Common Stock	---	---	---	---	---
Class B Common Stock	---	---	---	---	---
Book value	10.97	10.49	9.75	9.03	8.07
GENERAL					
Weighted average common shares outstanding:					
Basic	12,788,292	12,701,506	12,415,743	12,119,050	11,773,024
Diluted	12,967,212	12,958,610	12,878,886	12,574,695	11,773,024
Number of shareholders (6)	3,300	4,850	5,100	2,800	2,800
Number of associates	1,500	1,500	1,500	1,400	1,300

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

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

(3) Includes the results of operations of Chroma Systems Partners subsequent to November 7, 2004.

(4) Includes impairment, other charges and debt extinguishment costs that resulted from the sale of our North Georgia operations during 2003. These items reduced operating income by $11,366, income from continuing operations before income taxes by $21,073 and income from continuing operations by $13,445, or $1.14 per basic and diluted share.

(5) Excludes discontinued operations.

(6) The approximate number of record holders of the Company's Common Stock for 2003 through 2007 includes Management's estimate of shareholders who held the Company's Common Stock in nominee names as follows: 2003 - 2,100 shareholders; 2004 - 2,100 shareholders; 2005 - 4,500 shareholders; 2006 - 4,300 shareholders; 2007 - 2,800 shareholders.

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

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

OVERVIEW

Our business is concentrated in areas of the soft floorcovering market where innovative styling, design, color, quality and service as well as selected distribution are welcomed and rewarded. Through our Fabrica, Masland Residential, Masland Contract and Dixie Home brands, we have a significant presence in the high-end of the soft floorcovering market. A small portion of our manufacturing capacity is used to process plied and heat-set filament yarns and provides carpet dyeing and finishing services for other carpet manufacturers.

Over the last two years, tightening credit conditions, higher energy costs and other factors have considerably reduced the levels of new residential housing construction and sales of existing homes. The housing and credit markets issues have negatively impacted the carpet industry, where sales have fallen significantly in both units and dollars over the last two years and the industry's sales volume is now running well below its high point in 2005. We have not seen signs of near-term improvement in the industry s markets. Despite the market weakness, our carpet business has continued growing. Our total carpet sales grew 1.7% during the two years ended December 29, 2007, with carpet sales up 4.7% in fiscal 2006 and down 2.8% in fiscal 2007. Over the last five years, our carpet sales have grown at a compounded annual growth rate of 9.2%, significantly faster than the industry s compounded annual rate of growth, which was 2.1% during this same period. We believe our focus on high-end residential and commercial markets and our dedication to the development and marketing of new and differentiated products has contributed to our growth and will allow us to continue to grow at a rate that is faster than the industry.

CRITICAL ACCOUNTING POLICIES

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

.

Amounts reported for assets and liabilities in our Consolidated Balance Sheets at the dates of the financial statements, and

.

Amounts reported for revenues and expenses in our Consolidated Statements of Operations during the reporting periods presented.

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

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

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

•

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

•

Accounts receivable. We provide allowances for expected cash discounts, returns, claims and doubtful accounts based upon historical experience and periodic evaluations of the financial condition of our customers. If the financial conditions of our customers were to significantly deteriorate, or other factors impair their ability to pay their debts, credit losses could differ from allowances recorded in our Consolidated Financial Statements.

•

Customer claims and product warranties. We provide product warranties related to manufacturing defects and specific performance standards for our products. We record reserves for the estimated costs of defective products and failure to meet applicable performance standards. The levels of reserves are established based primarily upon historical experience and our evaluation of pending claims. Because our evaluations are based on historical experience and conditions at the time our financial statements are prepared, actual results could differ from the reserves in our Consolidated Financial Statements.

•

Inventories. Inventories are stated at the lower of cost or market. Cost is determined using the last-in, first-out method (LIFO), which generally matches current costs of inventory sold with current revenues, for substantially all inventories. Reserves are also established to adjust inventories that are off-quality, aged or obsolete to their estimated net realizable value. Additionally, rates of recoverability per unit of off-quality, obsolete or excessive inventory are estimated based on historical rates of recoverability and other known conditions or circumstances that may affect future recoverability. Actual results could differ from assumptions used to value our inventory.

•

Goodwill. Goodwill is subject to annual impairment testing. This test is based on the fair value of the underlying assets and businesses to which the goodwill applies based on estimates of future cash flows, which require judgments and assumptions about future economic factors that are difficult to predict. Changes in our judgments and assumptions about future economic factors could materially change our estimate of values and could materially impact the value of goodwill and our Consolidated Financial Statements.

•

Self-insured accruals. We estimate costs required to settle claims related to our self-insured medical, dental and workers' compensation plans. These estimates include costs to settle known claims, as well as incurred and unreported claims. The estimated costs of known and unreported claims are based on historical experience. Actual results could differ from assumptions used to estimate these accruals.

.

Deferred income tax assets and liabilities. We recognize deferred income tax assets and liabilities for the future tax consequences of the differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using statutory income tax rates that are expected to be applicable in future periods when temporary differences are expected to be recovered or paid. The effect on deferred income tax assets and liabilities of changes in income tax rates is recognized in earnings in the period that a change in income tax rates is enacted. Taxing jurisdictions could disagree with our tax treatment of various items in a manner that could affect the tax treatment of such items in the future. Accounting rules require these future effects to be evaluated using existing laws, rules and regulations, each of which is subject to change.

SHARE-BASED COMPENSATION

We adopted Statement of Financial Accounting Standards No. 123(R), "Share-Based Payments" effective January 1, 2006. Prior to January 1, 2006, we accounted for share-based payments using Accounting Principles Board (APB) Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB No. 25"), as permitted by SFAS No. 123, and accordingly, did not record compensation expense for stock options since our options are issued at market value on the grant date.

We did not modify existing stock-based awards prior to adoption of the new accounting standard and used the modified prospective method to account for compensation expense for share-based payments for periods after the date of adoption for (a) all unvested stock-based awards granted prior to January 1, 2006, based on the awards' estimated grant-date fair value in accordance with previous guidance, and (b) all stock-based awards granted after December 31, 2005, based on the awards' estimated grant-date fair value in accordance with the new provisions. All stock-based awards granted prior to adoption of the new standard, and some of the awards granted after the adoption of the new standard, were not subject to a market condition. Accordingly, we used the Black-Scholes option-pricing model to determine the grant-date fair value of awards that are not subject to a market condition, both prior to and after adoption of the new statement. The grant-date fair value of awards that are subject to a market condition were determined using a binomial model. Because the modified prospective method was used to adopt the new standard and we used the estimated forfeiture method under SFAS No. 123 prior to the adoption of SFAS No. 123(R), there was no cumulative effect on our Consolidated Financial Statements as a result of the adoption of SFAS 123(R).

At December 29, 2007, the weighted average vesting period for unvested stock options and restricted stock awards was four and one half years. On February 28, 2008 restricted stock, with a grant-date fair value of approximately $1.6 million was granted under our 2006 stock incentive plan. These restricted stock awards are expected to vest over the next 2 years to 19 years.

RESULTS OF OPERATIONS

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

	Fiscal Year Ended		
	December 29, 2007	December 30, 2006	December 30, 2005
Net sales	**100.0 %**	100.0 %	100.0 %
Cost of sales	**69.7 %**	71.1 %	69.7 %
Gross profit	**30.3 %**	28.9 %	30.3 %
Selling and administrative expenses	**24.5 %**	22.9 %	24.1 %
Other operating income	**(0.1)%**	(0.2)%	(0.2)%
Other operating expense	**0.2 %**	0.2 %	0.2 %
Defined benefit pension plan merger/termination expenses	**0.5 %**	1.0 %	0.0 %
Operating income	**5.2 %**	5.0 %	6.2 %

Fiscal Year Ended December 29, 2007 Compared with Fiscal Year Ended December 30, 2006

Net Sales. Net sales for the year ended December 29, 2007 decreased 3.1% to $320.8 million. Continued weakness in residential carpet markets had a negative impact on the sales of the industry and our business. Nevertheless, our sales continued to significantly outpace the sales of the industry, which reported that total carpet sales declined 8.0%, with residential carpet sales down 13.1% and commercial carpet sales improving 1.6%, compared with the prior year.

Our 2007 year-over-year carpet sales comparison reflected a 2.8% decline in total carpet sales, with net sales of residential carpet down 9.1% and net sales of commercial carpet growing 10.5%. In addition to difficult conditions in the industry, over 95% of the decline in our total carpet sales was a result of lower sales of residential carpet to one large home center customer. Revenue from carpet yarn processing and carpet dyeing and finishing services decreased 8.2% in 2007, compared with 2006.

Cost of Sales. The 1.4 percentage point decrease in cost of sales as a percentage of sales in 2007, compared with 2006 was principally attributable to higher selling prices, improved product mix and operational performance. The year-over-year comparison was also affected by LIFO inventory liquidations that reduced cost of sales by $297 thousand in 2006.

Gross Profit. Despite lower net sales and higher raw material and other costs, gross profit improved $1.4 million in 2007, compared with 2006. The improved results of our modular/carpet tile operation and the items described above that decreased cost of sales as a percentage of sales, more than offset the effect of lower sales volume.

Selling and Administrative Expenses. Selling and administrative expenses increased $2.9 million in 2007, compared with 2006. The higher level of these expenses is principally attributable to investments in our sales and marketing infrastructure, information systems and inflationary cost increases. As a percentage of net sales, these expenses also increased due to lower net sales volume.

Other Operating Income. Other operating income decreased $171 thousand in 2007 primarily due to insurance settlements and refunds in 2006 that did not repeat in 2007 which more than offset higher levels of miscellaneous income in 2007.

Other Operating Expense. Other operating expense decreased $60 thousand in 2007, compared with 2006 due to lower asset retirement and impairment losses and higher levels of miscellaneous expense.

Defined Benefit Pension Plan Merger/Termination Expenses. In 2007, $1.5 million of expenses were incurred to merge our one remaining defined benefit pension plan into a multi-employer plan. These expenses principally consisted of non-cash, previously unrecognized actuarial losses. In 2006, $3.2 million of expenses were incurred to terminate our legacy defined benefit pension plan. Approximately $2.9 million of these 2006 expenses related to the settlement of pension benefits for employees of our discontinued textile business segment and the remaining expenses related to the settlement of pension benefits for employees of our ongoing floorcovering business segment.

Operating Income. Operating income was $16.7 million, or 5.2% of sales in 2007, compared with $16.6 million, or 5.0% of sales in 2006.

Interest Expense. Interest expense decreased $866 thousand in 2007 due to lower levels of debt, lower interest rates and higher levels of capitalized interest.

Other Income. Other income decreased $291 thousand in 2007 principally as a result of a dispute settled in 2006 that did not repeat in 2007.

Other Expense. Other expense was not significant in 2007 or 2006.

Income Tax Provision. Our effective income tax rate was 35.3% in 2007, compared with 18.4% in 2006. The change in the effective tax rates is principally due to reductions in our tax contingency reserve in 2006 as a result of the resolution of federal and state tax examinations and expirations of tax statutes of limitations. We also were able to utilize more state and federal income tax credits in 2006.

Net Income. Income from continuing operations was $6.8 million, or $0.52 per diluted share in 2007, compared with $7.9 million, or $0.61 per diluted share in 2006. Our discontinued operations reflected a loss of $512 thousand, or $0.04 per diluted share, in 2007, compared with a loss of $188 thousand, or $0.02 per diluted share, in 2006. Including discontinued operations, net income was $6.3 million, or $0.48 per diluted share in 2007, compared with $7.7 million, or $0.59 per diluted share, in 2006.

Fiscal Year Ended December 30, 2006 (52 weeks), Compared with Fiscal Year Ended December 31, 2005 (53 weeks)

Net Sales. Net sales for the year ended December 30, 2006 increased 3.9% to $331.1 million. Net sales of our carpet products increased 4.7% and net sales related to our carpet yarn and carpet dyeing and finishing services decreased 7.4%. Compared with 2005, net sales of residential carpet increased 4.1% and net sales of commercial carpet increased 5.9%. Our 2006 net sales were negatively affected by significant weakness in the carpet industry, particularly during the last half of the year and one less operating week in 2006, compared with 2005. Adjusting for the extra operating week in 2005, our net sales of carpet products rose 6.7% in dollars and 7.9% in units in 2006, compared to the previous year. Our carpet sales continued to outpace the carpet industry, where 2006 sales of carpet declined 0.6% in dollars and 6.5% in units, compared with the prior year.

We believe the improvement in our net sales is principally attributable to our focus on high-end markets and our continuing development of new and differentiated products. Our carpet yarn processing and carpet dyeing and finishing services are not significant to our core business and their decrease had less than a 0.5% effect on our total net sales.

Cost of Sales. The increase in cost of sales as a percentage of sales in 2006, compared with 2005, was principally attributable to costs related to start-up of new tufting and modular/carpet tile operations and higher levels of off-quality production during the first half of the year. A significant portion of the quality issues were related to outsourcing of tufting production prior to June when our new tufting facility began operating on a full schedule. The year-over-year comparison was also affected by LIFO inventory liquidations that reduced cost of sales by $297 thousand in 2006 and $389 thousand in 2005.

Gross Profit. The 1.4 percentage point decline in gross profit as a percent of sales was attributable to the cost increases described above.

Selling and Administrative Expenses. Selling and administrative expenses decreased $864 thousand in 2006, compared with 2005, due to tight control of discretionary spending. The decrease of these expenses as a percentage of net sales to 22.9% in 2006, compared with 24.1% in 2005, reflects the lower levels of spending and higher net sales in 2006.

Other Operating Income. Other operating income increased $78 thousand in 2006 due to insurance settlements and refunds that more than offset lower gains from the sale of operating assets.

Other Operating Expense. Other operating expense increased $298 thousand in 2006 primarily as a result of losses recognized from the impairment of certain operating assets.

Defined Benefit Pension Plan Termination Expenses. Expenses to terminate our legacy defined benefit pension plan were $3.2 million in 2006. Approximately $2.9 million of these expenses related to the settlement of pension benefits for employees of our discontinued textile business segment. These employees were terminated in 1999 and prior years. The remaining expenses related to the settlement of pension benefits for employees of our ongoing floorcovering business segment.

Operating Income. Operating income was $16.6 million, or 5.0% of sales in 2006, compared with $19.8 million, or 6.2% of sales in 2005.

Interest Expense. Interest expense increased $1.3 million in 2006 primarily as a result of higher levels of debt.

Other Income. Other income decreased $157 thousand in 2006 principally as a result of a gain on the sale of real estate in 2005 that did not repeat in 2006.

Other Expense. Other expense was not significant in 2006 or 2005.

Income Tax Provision. Our effective income tax rate was 18.4% in 2006, compared with 30.9% in 2005. The change in the effective tax rates is principally due to reductions in our tax contingency reserve due to the resolution of federal and state income tax examinations and expirations of tax statutes of limitations. We also were able to utilize more state and federal income tax credits in 2006.

Net Income. Income from continuing operations was $7.9 million, or $0.61 per diluted share in 2006, compared with $10.0 million, or $0.77 per diluted share in 2005. Our discontinued operations reflected a loss of $188 thousand, or $0.02 per diluted share in 2006, compared to income of $178 thousand, or $0.02 per diluted share, in 2005. Including discontinued operations, net income was $7.7 million, or $0.59 per diluted share in 2006, compared with $10.1 million, or $0.79 per diluted share, in 2005.

LIQUIDITY AND CAPITAL RESOURCES

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

During the year ended December 30, 2006, cash generated from operating activities was $19.4 million. These funds were supplemented by $6.5 million of borrowings to finance equipment purchases, $1.1 million of funds received from the exercise of employee stock options and a $2.3 million increase in outstanding checks in excess of cash. These funds were used to finance $16.5 million of purchases of property, plant and equipment, retire $12.2 million of debt and increase cash and cash equivalents by $538 thousand. Working capital decreased $2.4 million in 2006 principally as a result of lower levels of accounts receivable, inventories and income tax refunds receivable which more than offset lower levels of accounts payable and accrued expenses.

Accounts receivable decreased by $2.4 million, inventory decreased by $3.3 million and accounts payable and accrued expenses decreased by $6.2 million, due to softness in our business in the fourth quarter of the year. Other current assets decreased due principally to lower levels of income tax refunds receivable.

During the year ended December 31, 2005, cash generated from operating activities was $5.0 million and $873 thousand of funds were generated from an increase in outstanding checks in excess of cash. These funds were supplemented by $18.3 million of net borrowing under our credit facilities, $2.0 million from the exercise of employee stock options and $1.0 million from the sale of property plant and equipment. These funds financed $27.2 million of property, plant and equipment purchases. Working capital increased $16.9 million principally due to higher levels of inventory to support sales growth and to better serve our customers.

In December 2007, we merged our only remaining defined benefit pension plan into a multi-employer pension plan. As a result of the merger, we ceased to be a plan sponsor and will become a contributing employer in the multi-employer pension plan. In connection with the merger, we contributed $205 thousand in early January 2008 to complete our funding obligations for the defined benefit pension plan.

In June 2006, we terminated a legacy defined benefit pension plan and distributed the plan's assets to participants. Approximately $2.6 million of cash was used to fully fund that pension plan in order to complete the plan's termination and asset distribution.

Capital expenditures were $16.7 million in 2007, $16.5 million in 2006 and $27.2 million in 2005, while depreciation and amortization were $12.9 million in 2007, $11.5 million in 2006 and $10.1 million in 2005. Capital expenditures in 2007 and 2006 were primarily for new manufacturing technology and investments in information systems. The capital expenditures in 2005 included a new distribution center and tufting facility, equipment to produce modular/carpet tile and investments in new manufacturing technology. We expect capital expenditures in the $12.0 million to $14.0 million range in 2008, while depreciation and amortization is expected to be approximately $13.9 million. Capital expenditures in 2008 will be primarily for newer manufacturing technology and, to a lesser extent, information systems.

In 2007, we amended our senior loan and security agreement to (1) increase the limit on revolver loans from $60.0 million to $70.0 million, (2) increase our flexibility to repurchase Common Stock or pay dividends, and (3) increase the level of "permitted purchase money debt" as defined in the loan agreement from $10.0 million to $20.0 million. The senior loan and security agreement matures on May 11, 2010 and at December 29, 2007 provided the Company with $86.0 million of credit, consisting of $70.0 million of revolving credit and a $16.0 million term loan. The term loan is payable in monthly principal installments of $142 thousand and is due May 11, 2010.

Interest rates available under the senior loan and security agreement may be selected from a number of options that effectively allow us to borrow at rates ranging from the lender's prime rate to the lender's prime rate plus 0.50% for base rate loans, or at rates ranging from LIBOR plus 1.00% to LIBOR plus 2.75% for LIBOR loans. The weighted-average interest rate on borrowings outstanding under this agreement was 6.68% at December 29, 2007 and 6.99% at December 30, 2006. Commitment fees ranging from 0.25% to 0.375% per annum are payable on the average daily unused balance of the revolving credit facility. The interest rate on a portion of the borrowings under the senior loan and security agreement is fixed by an interest rate swap arrangement that effectively sets the interest rate on $30.0 million of borrowings under the senior loan and security agreement at 4.79% plus applicable credit spreads. The levels of our accounts receivable and inventory limit borrowing availability under the revolving credit facility. The facility is secured by a first priority lien on substantially all of our assets.

Our credit facilities do not contain ongoing financial covenants and permit payment of dividends and repurchases of our Common Stock in an aggregate annual amount of up to $3.0 million and distributions in excess in $3.0 million under conditions specified in the agreement. The agreement also contains provisions that may permit the payment of up to an additional $10.0 million of dividends or repurchases of Common Stock prior to December 31, 2008. The agreement also contains covenants that could limit future acquisitions. The unused borrowing capacity under the senior loan and security agreement on December 29, 2007 was approximately $27.7 million.

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

Our capitalized lease obligations have terms ranging from five to six years, are secured by the specific equipment leased, bear interest ranging from 5.93% to 7.27% and are due in monthly installments of principal and interest of $135 thousand through January 2010, monthly installments of principal and interest ranging from $110 thousand to $11 thousand from February 2010 through June 2011. The capitalized leases do not have financial covenants.

Our $6.5 million mortgage is secured by real property, is payable in monthly principal installments ranging from $20 thousand to $28 thousand during the remaining term and matures on March 2013. The mortgage bears interest based at LIBOR plus 2.0% and its interest rate is fixed at 6.54% through March 13, 2013 by an interest rate swap agreement.

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

Interest payments for continuing operations were $6.5 million in 2007, $7.2 million in 2006, and $5.6 million in 2005. Capitalized interest was $457 thousand in 2007, $243 thousand in 2006, and $151 thousand in 2005.

The following table contains a summary of the Company's future minimum payments under contractual obligations as of December 29, 2007.

	Payments Due By Period						
	2008	2009	2010	2011	2012	Thereafter	Total
	(dollars in millions)						
Debt	$ 7.4	$ 7.6	$ 47.6	$ 4.9	$ 11.4	$ 5.8	$ 84.7
Interest - debt (1)	5.6	5.3	2.9	1.5	0.7	0.1	16.1
Capital leases	1.4	1.5	1.0	---	---	---	3.9
Interest - capital leases	0.2	0.1	0.1	---	---	---	0.4
Operating leases	1.7	1.2	1.1	1.0	1.0	---	6.0
Purchase commitments	5.0	---	---	---	---	---	5.0
	$ 21.3	$ 15.7	$ 52.7	$ 7.4	$ 13.1	$ 5.9	$ 116.1

(1) Interest rates used for variable rate debt were those in effect at December 29, 2007.

We may be required to make cash outlays related to our unrecognized tax benefits in the future; however, the timing of such cash outlays is undeterminable. Accordingly, unrecognized tax benefits of $503 thousand as of December 29, 2007, have been excluded from the contractual obligations table above.

We believe our operating cash flows, credit availability under our senior loan and security agreement and other sources of financing are adequate to finance our normal liquidity requirements.

Future Income Tax Considerations. We do not anticipate that cash outlays for income taxes will be materially different from our provision for income taxes during the next three fiscal years. Net operating loss and income tax credit carryforward benefits in the amount of approximately $1.0 million are expected to be utilized in the future.

RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We do not expect the adoption of this statement to have a material effect on our financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities", including an amendment of SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities" (SFAS No. 159). SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The objective of SFAS No. 159 is to improve financial reporting by providing entities with the opportunity to mitigate the volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions to such assets and liabilities. Eligible items for the measurement option include all recognized financial assets and liabilities except: investments in subsidiaries, interests in variable interest entities, obligations for pension benefits, assets and liabilities recognized under leases, deposit liabilities, and financial instruments that are a component of shareholder s equity. Also included are firm commitments that involve only financial instruments, nonfinancial insurance contracts and warranties and host financial instruments. The statement permits all entities to choose the fair value measurement option at specified election dates, after which the entity must report unrealized gains and losses on items for which the fair value option has been elected in earnings, at each subsequent reporting date. The fair value option may be applied instrument by instrument; however, the election is irrevocable and may be applied only to entire instruments and not to portions of instruments. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. We do not expect this statement to have a material effect on our financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141R, "Business Combinations" ("SFAS No. 141R"). SFAS No. 141R replaces SFAS No. 141 and establishes principles and requirements for how identifiable assets, liabilities assumed, any non-controlling interest in acquiree and goodwill is recognized and measured in an acquirer s financial statements. SFAS No. 141R also establishes disclosure requirements to assist users in evaluating the nature and financial effects of business combinations. This standard is effective for fiscal years beginning after December 15, 2008. We do not expect the adoption of this statement to have a material effect on our financial statements.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements" ("SFAS No. 160"). SFAS No. 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the holder of a noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is no longer consolidated. SFAS No. 160 also establishes reporting requirements to clearly identify, distinguish and disclose the interests of the parent and the interests of the noncontrolling owners. This standard is effective for fiscal years beginning after December 15, 2008. We do not expect the adoption of this statement to have a material effect on our financial statements.

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 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. Such statements include the use of terms or phrases such as "expects," "estimated," "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 floorcovering markets we serve and other risks detailed from time to time in our filings with the Securities and Exchange Commission.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

(dollars in thousands)

The Company's earnings, cash flows and financial position are exposed to market risks relating to interest rates. It is the Company's policy to minimize its exposure to adverse changes in interest rates and manage interest rate risks inherent in funding the Company with debt. The Company addresses this financial exposure through a risk management program that includes maintaining a mix of fixed and floating rate debt and the use of derivative financial instruments.

At December 29, 2007, the Company was a party to an interest rate swap agreement on its mortgage note payable with a notional amount equal to the outstanding balance of the mortgage note ($6,538 at December 29, 2007) which expires in March of 2013. Under the interest rate swap agreement, the Company pays a fixed rate of 4.54% of interest times the notional amount and receives in return an amount equal to a specified variable rate of interest times the same notional amount. This swap agreement effectively fixes the interest rate on the mortgage note payable at 6.54%.

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

At December 29, 2007, $15,464, or approximately 17% of the Company's 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 $69.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a)

Evaluation of Disclosure Controls and Procedures. We maintain disclosure controls and procedures to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and is accumulated and communicated to management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as such terms are defined in Rules 13(a)-15(e) and 15(d)-15(e)) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of December 29, 2007, the date of the financial statements included in this Form 10-K (the "Evaluation Date"). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the Evaluation Date.

(b)

Changes in Internal Control over Financial Reporting. During the last fiscal quarter, there have not been any changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

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

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

We conducted, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under such framework, our management concluded that our internal control over financial reporting was effective as of December 29, 2007.

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

Report of Independent Registered Public Accounting Firm

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

We have audited The Dixie Group, Inc. s internal control over financial reporting as of December 29, 2007, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Dixie Group, Inc. s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the effectiveness of the Company s internal control over financial reporting based on our audit.

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

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

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

In our opinion, The Dixie Group, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 29, 2007, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of The Dixie Group, Inc. as of December 29, 2007 and December 30, 2006, and the related consolidated statements of operations, stockholders equity and comprehensive income, and cash flows for each of the three years in the period ended December 29, 2007. Our report dated March 4, 2008 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Atlanta, Georgia

March 4, 2008

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The sections entitled "Information about Nominees for Director" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement of the registrant for the annual meeting of shareholders to be held April 30, 2008 is incorporated herein by reference. Information regarding the executive officers of the registrant is presented in PART I of this report.

The Company has adopted a Code of Business Conduct and Ethics (the "Code of Ethics") which applies to its principal executive officer, principal financial officer and principal accounting officer or controller, and any persons performing similar functions. A copy of the Code of Ethics is incorporated by reference as Exhibit 14 to this Report.

Audit Committee Financial Expert

The Board has determined that John W. Murrey, III is an audit committee financial expert as defined by Item 401(h) of Regulation S-K of the Securities Exchange Act of 1934, as amended, and is independent within the meaning of Item 7(d)(3)(iv) of Schedule 14A of the Securities Exchange Act of 1934. For a brief listing of Mr. Murrey's relevant experience, please refer to the "Election of Directors" section of the Company's Proxy Statement.

Audit Committee

The Company has a standing audit committee. At December 29, 2007, members of the Company's audit committee are John W. Murrey, III, Chairman, J. Don Brock, Walter W. Hubbard and Lowry F. Kline.

ITEM 11. EXECUTIVE COMPENSATION

The section entitled "Compensation Discussion and Analysis", "Executive Compensation Information" and "Director Compensation" in the Proxy Statement of the registrant for the annual meeting of shareholders to be held April 30, 2008 is incorporated herein by reference.

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

The section entitled "Principal Shareholders", as well as the beneficial ownership table (and accompanying notes) in the Proxy Statement of the registrant for the annual meeting of shareholders to be April 30, 2008 is incorporated herein by reference.

Equity Compensation Plan Information as of December 29, 2007

The following table sets forth information as to the Company's equity compensation plans as of the end of the Company's 2007 fiscal year:

Plan Category	(a) Number of securities to be issued upon exercise of the outstanding options, warrants and rights		(b) Weighted-average exercise price of outstanding options, warrants and rights		(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)
Equity Compensation Plans approved by security holders	959,298	(1)	$ 11.53	(2)	551,781
Equity Compensation Plans not approved by security holders	N/A		N/A		N/A

(1)

Does not include 56,604 shares of Common Stock issued pursuant to restricted stock grants under the Company's 2000 Stock Incentive Plan, with a weighted-average grant date value of $17.86 per share or 248,219 shares of Common Stock issued pursuant to restricted stock grants under the Company's 2006 Stock Awards Plan, with a weighted-average grant date value of $12.84 per share.

(2)

Includes the aggregate weighted-average of (i) the exercise price per share for outstanding options to purchase 917,866 shares of Common Stock under the Company's 2000 Stock Incentive Plan and (ii) the price per share of the Common Stock on the grant date for each of 41,432 Performance Units issued under the Directors' Stock Plan (each performance unit is equivalent to one share of Common Stock).

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The section entitled "Certain Transactions Between the Company and Directors and Officers" in the Proxy Statement of the registrant for the annual meeting of shareholders to be held April 30, 2008 is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The section entitled "Audit Fees Discussion" in the Proxy Statement of the Registrant for the Annual Meeting of Shareholders to be held April 30, 2008 is incorporated herein by reference.

PART IV.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a)

(1) and (2) - The response to this portion of Item 15 is submitted as a separate section of this report.

(3) Please refer to the Exhibit Index which is attached hereto.

(b)

Exhibits - The response to this portion of Item 15 is submitted as a separate section of this report. See Item 15(a) (3) above.

(c)

Financial Statement Schedules - The response to this portion of Item 15 is submitted as a separate section of this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 4, 2007

The Dixie Group, Inc.

/s/ DANIEL K. FRIERSON
By: Daniel K. Frierson
Chairman of the Board
and Chief Executive Officer

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

/s/ DANIEL K. FRIERSON Daniel K. Frierson	Chairman of the Board, Director and Chief Executive Officer	March 4, 2008
/s/ GARY A. HARMON Gary A. Harmon	Vice President, Chief Financial Officer	March 4, 2008
/s/ D. EUGENE LASATER D. Eugene Lasater	Controller	March 4, 2008
/s/ J. DON BROCK J. Don Brock	Director	March 4, 2008
/s/ PAUL K. FRIERSON Paul K. Frierson	Director	March 4, 2008
/s/ WALTER W. HUBBARD Walter W. Hubbard	Director	March 4, 2008
/s/ LOWRY F. KLINE Lowry F. Kline	Director	March 4, 2008
/s/ JOHN W. MURREY, III John W. Murrey, III	Director	March 4, 2008

ANNUAL REPORT ON FORM 10-K

ITEM 8, ITEM 15(a)(1) AND ITEM 15(d)

LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

FINANCIAL STATEMENTS

FINANCIAL STATEMENT SCHEDULES

YEAR ENDED DECEMBER 29, 2007

THE DIXIE GROUP, INC.

CHATTANOOGA, TENNESSEE

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

THE DIXIE GROUP, INC. AND SUBSIDIARIES

LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

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

Report of Independent Registered Public Accounting Firm

Consolidated balance sheets - December 29, 2007 and December 30, 2006

Consolidated statements of operations - Years ended December 29, 2007, December 30, 2006, and December 31, 2005

Consolidated statements of cash flows - Years ended December 29, 2007, December 30, 2006, and December 31, 2005

Consolidated statements of stockholders' equity and comprehensive income - Years ended December 29, 2007, December 30, 2006, and December 31, 2005

Notes to consolidated financial statements

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

Schedule II - Valuation and qualifying accounts

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

Report of Independent Registered Public Accounting Firm

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

We have audited the accompanying consolidated balance sheets of The Dixie Group, Inc. as of December 29, 2007 and December 30, 2006, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 29, 2007. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of The Dixie Group, Inc. at December 29, 2007 and December 30, 2006, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 29, 2007, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in Note A to the consolidated financial statements, in 2006 the Company changed its method of accounting for share-based compensation.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), The Dixie Group, Inc. s internal control over financial reporting as of December 29, 2007, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 4, 2008 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Atlanta, Georgia

March 4, 2008

THE DIXIE GROUP, INC.

CONSOLIDATED BALANCE SHEETS

(dollars in thousands)

	December 29, 2007	December 30, 2006
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	**$ 427**	$ 538
Accounts receivable (less allowance for doubtful accounts of $676 for 2007 and $651 for 2006)	**32,868**	31,074
Inventories	**75,928**	69,600
Other current assets	**7,742**	7,652
TOTAL CURRENT ASSETS	**116,965**	108,864
PROPERTY, PLANT AND EQUIPMENT		
Land and improvements	**6,075**	6,047
Buildings and improvements	**45,890**	45,407
Machinery and equipment	**128,968**	113,673
	180,933	165,127
Less accumulated depreciation and amortization	**(78,555)**	(66,729)
NET PROPERTY, PLANT AND EQUIPMENT	**102,378**	98,398
OTHER ASSETS		
Goodwill	**56,743**	56,960
Other long-term assets	**14,152**	13,604
TOTAL OTHER ASSETS	**70,895**	70,564
TOTAL ASSETS	**$ 290,238**	$ 277,826
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	**$ 11,492**	$ 8,534
Accrued expenses	**21,242**	19,541
Current portion of long-term debt	**8,817**	7,663
TOTAL CURRENT LIABILITIES	**41,551**	35,738

LONG-TERM DEBT				
Senior indebtedness		**60,119**		57,780
Capital lease obligations		**2,547**		3,937
Convertible subordinated debentures		**17,162**		19,662
TOTAL LONG-TERM DEBT		**79,828**		81,379
DEFERRED INCOME TAXES		**11,726**		11,697
OTHER LONG-TERM LIABILITIES		**15,019**		13,334
COMMITMENTS AND CONTINGENCIES (Note N)		**---**		---
STOCKHOLDERS' EQUITY				
Common Stock ($3 par value per share): Authorized 80,000,000 shares, issued - 15,673,714 shares for 2007 and 15,506,664 shares for 2006		**47,021**		46,520
Class B Common Stock ($3 par value per share): Authorized 16,000,000 shares, issued - 835,908 shares for 2007 and 829,825 shares for 2006		**2,508**		2,489
Additional paid-in capital		**135,449**		134,469
Retained earnings		**12,563**		6,297
Accumulated other comprehensive income (loss)		**230**		(8)
		197,771		189,767
Less Common Stock in treasury at cost - 3,556,252 shares for 2007 and 3,398,845 shares for 2006		**(55,657)**		(54,089)
TOTAL STOCKHOLDERS' EQUITY		**142,114**		135,678
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$**	**290,238**	$	277,826

See accompanying notes to the consolidated financial statements.

THE DIXIE GROUP, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

	Year Ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Net sales	**$ 320,795**	$ 331,100	$ 318,526
Cost of sales	**223,561**	235,262	222,016
Gross profit	**97,234**	95,838	96,510
Selling and administrative expenses	**78,788**	75,938	76,802
Other operating income	**(469)**	(640)	(562)
Other operating expense	**673**	733	435
Defined benefit pension plan merger/termination expenses	**1,518**	3,249	---
Operating income	**16,724**	16,558	19,835
Interest expense	**6,347**	7,213	5,948
Other income	**(163)**	(454)	(611)
Other expense	**69**	127	87
Income from continuing operations before taxes	**10,471**	9,672	14,411
Income tax provision	**3,693**	1,781	4,453
Income from continuing operations	**6,778**	7,891	9,958
Loss from discontinued operations, net of tax	**(512)**	(188)	(656)
Income on disposal of discontinued operations, net of tax	**---**	---	834
Net income	**$ 6,266**	$ 7,703	$ 10,136
BASIC EARNINGS (LOSS) PER SHARE:			
Continuing operations	**$ 0.53**	$ 0.62	$ 0.80

Discontinued operations		**(0.04)**		(0.01)		(0.05)
Disposal of discontinued operations		**---**		---		0.07
Net income	**$**	**0.49**	$	0.61	$	0.82
BASIC SHARES OUTSTANDING		**12,788**		12,702		12,416
DILUTED EARNINGS (LOSS) PER SHARE:						
Continuing operations	**$**	**0.52**	$	0.61	$	0.77
Discontinued operations		**(0.04)**		(0.02)		(0.05)
Disposal of discontinued operations		**---**		---		0.07
Net income	**$**	**0.48**	$	0.59	$	0.79
DILUTED SHARES OUTSTANDING		**12,967**		12,959		12,879
DIVIDENDS PER SHARE:						
Common Stock		**---**		---		---
Class B Common Stock		**---**		---		---

See accompanying notes to the consolidated financial statements.

THE DIXIE GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)

	Year Ended		
	December 29, 2007	December 30, 2006	December 31, 2005
CASH FLOWS FROM OPERATING ACTIVITIES			
Income from continuing operations	**$ 6,778**	$ 7,891	$ 9,958
Loss from discontinued operations	**(512)**	(188)	(656)
Income on disposal of discontinued operations	**---**	---	834
Net income	**6,266**	7,703	10,136
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	**12,941**	11,500	10,058
Change in deferred income taxes	**(990)**	369	(486)
Tax benefit from exercise of stock options	**(115)**	(202)	1,042
Net loss (gain) on property, plant and equipment disposals and impairments	**14**	191	(121)
Stock-based compensation expense	**1,179**	662	431
Changes in operating assets and liabilities:			
Accounts receivable	**(1,794)**	2,408	3,616
Inventories	**(6,328)**	3,271	(14,879)
Other current assets	**934**	3,023	3,584
Other assets	**(633)**	(1,889)	(2,337)
Accounts payable and accrued expenses	**6,429**	(8,510)	(7,254)
Other liabilities	**1,863**	842	1,234
NET CASH PROVIDED BY OPERATING ACTIVITIES	**19,766**	19,368	5,024
CASH FLOWS FROM INVESTING ACTIVITIES			
Net proceeds from sales of property, plant and equipment	**21**	51	1,004
Purchases of property, plant and equipment	**(16,659)**	(16,450)	(27,175)
NET CASH USED IN INVESTING ACTIVITIES	**(16,638)**	(16,399)	(26,171)

CASH FLOWS FROM FINANCING ACTIVITIES			
Net borrowings (payments) on credit line	**1,632**	(5,128)	21,196
Borrowings on term loan	**---**	---	3,575
Payments on term loan	**(1,710)**	(1,709)	(2,000)
Borrowings from equipment financing	**5,967**	6,456	1,610
Payments on equipment financing	**(2,258)**	(1,461)	(646)
Payments on capitalized leases	**(1,296)**	(1,158)	(1,372)
Payments on subordinated indebtedness	**(2,500)**	(2,500)	(2,498)
Payments on mortgage note payable	**(232)**	(217)	(203)
Payment on note payable	**---**	---	(1,338)
Common stock issued under stock option plans	**266**	853	1,950
Tax benefit from exercise of stock options	**115**	202	---
Change in outstanding checks in excess of cash	**(1,655)**	2,275	873
Common stock acquired for treasury	**(1,568)**	(44)	---
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	**(3,239)**	(2,431)	21,147
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	**(111)**	538	---
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**538**	---	---
CASH AND CASH EQUIVALENTS AT END OF YEAR	**$ 427**	$ 538	$ ---
Equipment acquired under capital leases	**$ ---**	$ 542	$ ---

See accompanying notes to the consolidated financial statements.

THE DIXIE GROUP, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME

(dollars in thousands)

	Common Stock and Class B Common Stock	Additional Paid-In Capital	Other	(Accumulated Deficit) Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock in Treasury	Total Stockholders' Equity
Balance at December 25, 2004	**$ 47,002**	**$ 131,321**	**$ (26)**	**$ (11,542)**	**$ (1,874)**	**$ (54,044)**	**$ 110,837**
Common Stock issued under Directors' Stock Plan - 1,740 shares	6	19	---	---	---	---	25
Common Stock and Class B issued under stock option plan - 332,770 shares	998	952	---	---	---	---	1,950
Tax benefit from exercise of stock options	---	1,042	---	---	---	---	1,042
Restricted stock grants issued - 67,180 shares	202	998	(1,200)	---	---	---	---
Restricted stock grants forfeited - 9,190 shares	(28)	(137)	143	---	---	---	(22)
Amortization of restricted stock grants	---	---	364	---	---	---	364
Acceleration of stock options	---	88	---	---	---	---	88
Common Stock issued upon conversion of convertible subordinated debentures - 2,391 shares	7	70	---	---	---	---	77

Comprehensive Income:							
Net income	---	---	---	10,136	---	---	10,136
Unrealized gain on interest rate swap agreements, net of tax of $45	---	---	---	---	102	---	102
Change in additional minimum pension liability, net of tax of $650	---	---	---	---	(1,115)	---	(1,115)
Total Comprehensive Income	---	---	---	10,136	(1,013)	---	9,123
Balance at December 31, 2005	**48,187**	**134,353**	**(719)**	**(1,406)**	**(2,887)**	**(54,044)**	**123,484**
Common Stock acquired for treasury - 3,455 shares	---	---	---	---	---	(45)	(45)
Common Stock and Class B issued under stock option plan - 125,340 shares	375	478	---	---	---	---	853
Restricted stock grants issued - 149,000 shares	447	(447)	---	---	---	---	---
Tax benefit from exercise of stock options	---	202	---	---	---	---	202
Stock-based compensation expense	---	602	---	---	---	---	602
Reclassification upon adoption of SFAS No. 123{R}	---	(719)	719	---	---	---	---
Adoption of SFAS No. 158	---	---	---	---	856	---	856
Comprehensive							

Income:							
Net income	---	---	---	7,703	---	---	7,703
Unrealized gain on interest rate swap agreements, net of tax of $45	---	---	---	---	274	---	274
Change in additional minimum pension liability, net of tax of $650	---	---	---	---	1,749	---	1,749
Total Comprehensive Income	---	---	---	7,703	2,023	---	9,726
Balance at December 30, 2006	**49,009**	**134,469**	**---**	**6,297**	**(8)**	**(54,089)**	**135,678**
Common Stock acquired for treasury - 157,407 shares	---	---	---	---	---	(1,568)	(1,568)
Common Stock and Class B issued under stock option plan - 75,300 shares	226	40	---	---	---	---	266
Restricted stock grants issued - 109,620 shares	329	(329)	---	---	---	---	---
Restricted stock grants forfeited - 11,787 shares	(35)	35	---	---	---	---	---
Tax benefit from exercise of stock options	---	115	---	---	---	---	115
Stock-based compensation expense	---	1,119	---	---	---	---	1,119
Comprehensive Income:							
Net income	---	---	---	6,266	---	---	6,266
	---	---	---	---	(748)	---	(748)

Unrealized loss on interest rate swap agreements, net of tax of $459							
Pension and postretirement benefit plans							
Unrecognized net actuarial loss, net of tax of $76	---	---	---	---	(127)	---	(127)
Recognition Of net actuarial loss, net of tax of $685	---	---	---	---	1,121	---	1,121
Amortization of prior service credits, net of tax of $6	---	---	---	---	(8)	---	(8)
Total Comprehensive Income	---	---	---	6,266	238	---	6,504
Balance at December 29, 2007	**$ 49,529**	**$ 135,449**	$ ---	**$ 12,563**	**$ 230**	**$ (55,657)**	**$ 142,114**

See accompanying notes to the consolidated financial statements.

THE DIXIE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(dollars in thousands, except per share data)

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

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

Fiscal Year: The Company ends its fiscal year on the last Saturday of December. All references herein to "2007," "2006," and "2005," mean the fiscal years ended December 29, 2007, December 30, 2006, and December 31, 2005, respectively. The years of 2007 and 2006 contained 52 weeks and the year 2005 contained 53 weeks.

Reclassifications: Outstanding checks in excess of cash for 2006 and 2005 on the Statement of Cash Flows have been reclassified to conform to the 2007 presentation.

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

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

Credit and Market Risk: The Company sells carpet and supplies carpet yarn and carpet dyeing and finishing services to floorcovering retailers, the interior design, architectural and specifier communities, and certain manufacturers located principally throughout the United States. No customer accounted for more than 10% of net sales in 2007, 2006 or 2005, nor did the Company make a significant amount of sales to foreign countries during such periods.

The Company grants credit to its customers based on defined payment terms, performs ongoing evaluations of the credit worthiness of its customers and generally does not require collateral. Accounts receivable are carried at their outstanding principal amounts, less an anticipated amount for discounts and an allowance for doubtful accounts, which management believes is sufficient to cover potential credit losses based on historical experience and periodic evaluation of the financial condition of the Company's customers. Notes receivable are carried at their estimated fair values, not to exceed their principal amounts. The Company evaluates the fair value of its notes receivable based on its estimate of the financial condition of borrowers and collateral held by the Company. The Company invests its excess cash, if any, in short-term investments and has not experienced any losses on those investments.

Inventories: Inventories are stated at the lower of cost or market. Cost is determined using the last-in, first-out (LIFO) method, which generally matches current costs of inventory sold with current revenues, for substantially all inventories. Reduction of inventory quantities in 2006 and 2005 resulted in liquidations of LIFO inventories carried at lower costs established in prior years and decreased cost of sales by $297 in 2006 and $389 in 2005.

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

Inventories are summarized as follows:

	2007	2006
Raw materials	**$ 26,148**	$ 21,678
Work-in-process	**15,999**	15,210
Finished goods	**44,359**	41,107
Supplies, repair parts and other	**430**	410
LIFO reserve	**(11,008)**	(8,805)
Total inventories	**$ 75,928**	$ 69,600

Property, Plant and Equipment: Property, plant and equipment is stated at the lower of cost or impaired value. Provisions for depreciation and amortization of property, plant and equipment have been computed for financial reporting purposes using the straight-line method over the estimated useful lives of the related assets, ranging from 10 to 40 years for buildings and improvements, and 3 to 10 years for machinery and equipment. Applicable statutory depreciation methods are used for income tax purposes. Depreciation and amortization of property, plant and equipment, including amounts for capital leases, totaled $12,639 in 2007, $11,201 in 2006 and $9,681 in 2005 for financial reporting purposes. Costs to repair and maintain the Company's equipment and facilities is expensed as incurred. Such costs typically include expenditures to maintain equipment and facilities in good repair and proper working condition.

Impairment of Long-Lived Assets: Long-lived assets and intangibles are reviewed for impairment when circumstances indicate that the carrying value of an asset may not be fully recoverable. When the carrying value of the asset exceeds the value of its expected undiscounted future cash flows, an impairment charge would be recognized equal to the difference between the asset's carrying value and its fair value.

Goodwill: Goodwill represents the excess of purchase price over the fair market value of identified net assets acquired in business combinations. Goodwill is tested for impairment annually or when an indication of impairment exists. The Company measures goodwill impairment by comparing the carrying value of its reporting units, including goodwill, with the present value of its reporting units expected future cash flows (fair value).

Goodwill decreased by $217 in 2007 and 2006 as a result of the recognition of tax benefits associated with a prior acquisition.

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

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

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

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

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

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

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

Advertising Costs and Vendor Consideration: The Company engages in promotional and advertising programs that include rebates, discounts, points and cooperative advertising programs. Expenses relating to these programs are charged to earnings during the period in which they are earned. These arrangements do not require significant estimates of costs. Substantially all such expenses are recorded as a deduction from sales. The cost of cooperative advertising programs is recorded as selling and administrative expenses when the Company can identify a tangible benefit associated with the program, and can reasonably estimate that the fair value of the benefit is equal to or greater than its cost. The amount of advertising and promotion expenses included in selling and administrative expenses was not significant for the years 2007, 2006 or 2005.

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

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

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

Stock-Based Compensation: Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment" ("SFAS No. 123(R)"). SFAS No. 123(R) requires that compensation expense relating to share-based payments be recognized in financial statements based on the fair value of the equity or liability instrument issued.

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

The Company adopted SFAS No. 123(R) using the modified prospective method to account for stock options, restricted shares, stock performance units, or other share-based payments made by the Company. Under the modified prospective method, compensation expense for share-based payments is recognized for periods after the date of adoption for (a) all unvested share-based awards granted prior to January 1, 2006, based on the award's estimated grant-date fair value in accordance with the original provisions of SFAS No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123"), and (b) all share-based awards granted after December 31, 2005, based on the award's estimated grant-date fair value in accordance with the provisions of SFAS No. 123(R). Because the Company used the modified prospective method and the estimated forfeiture method was used under SFAS No. 123 prior to the adoption of SFAS No. 123(R), there was no cumulative effect on the Company's Consolidated Financial Statements as a result of the adoption of SFAS No. 123(R).

Restricted stock grants with pro-rata vesting are expensed using the straight-line method.

Recent Accounting Pronouncements: In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company does not expect the adoption of this statement to have a material effect on its financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities", including an amendment of SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities" ("SFAS No. 159"). SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The objective of SFAS No. 159 is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions to such assets and liabilities. Eligible items for the measurement option include all recognized financial assets and liabilities except: investments in subsidiaries, interests in variable interest entities, obligations for pension benefits, assets and liabilities recognized under leases, deposit liabilities and financial instruments that are a component of shareholder's equity. Also included are firm commitments that involve only financial instruments, nonfinancial insurance contracts and warranties and host financial instruments.

The Statement permits all entities to choose the fair value measurement option at specified election dates, after which the entity must report unrealized gains and losses on items for which the fair value option has been elected in earnings, at each subsequent reporting date. The fair value option may be applied instrument by instrument; however, the election is irrevocable and may apply only to entire instruments and not to portions of instruments. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company does not expect the adoption of this statement to have a material effect on its financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141R, "Business Combinations" ("SFAS No. 141R"). SFAS No. 141R replaces SFAS No. 141 and establishes principles and requirements for how identifiable assets, liabilities assumed, any non-controlling interest in an acquiree, and goodwill is recognized and measured in an acquirer's financial statements. SFAS No. 141R also establishes disclosure requirements to assist users in evaluating the nature and financial effects of business combinations. This standard is effective for fiscal years beginning after December 15, 2008. The Company does not expect the adoption of this statement to have a material effect on its financial position or results of operations.

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

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements" ("SFAS No. 160"). SFAS No. 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than its parent, the amount of consolidated net income attributable to its parent and to the holder of a noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is no longer consolidated. SFAS No. 160 also establishes reporting requirements to clearly identify, distinguish and disclose the interests of the parent and the interests of the noncontrolling owners. This standard is effective for fiscal years beginning after December 15, 2008. The Company does not expect the adoption of this statement to have a material effect on its financial position or results of operations.

NOTE B - ACCOUNTS RECEIVABLE

Accounts receivable are summarized as follows:

		2007		2006
Customers, trade	**$**	**29,929**	$	28,278
Other		**3,615**		3,447
Gross receivables		**33,544**		31,725
Less allowance for doubtful accounts		**(676)**		(651)
Net receivables	**$**	**32,868**	$	31,074

The Company also had notes receivable in the amount of $542 and $589 at 2007 and 2006, respectively. The notes receivable are included in accounts receivable and other long-term assets in the Company's Consolidated Financial Statements.

Prior to March 26, 2007, portions of the Company's trade accounts receivable were factored without recourse by a financial institution. At December 30, 2006, $3,066 of amounts due to the Company from the factor was included in accounts receivable.

NOTE C - DISC