



T H E D I X I E G R O U P

2012 Annual Report



exquisite style
exceptional performance
outstanding value

Fabrica – with a reputation for exquisite style, exceptional performance, and “Quality Without Compromise.”

FABRICA
FINE CARPET & RUGS



Masland – a legacy of outstanding quality, design mastery, and color leadership since 1866.

Masland
CARPETS & RUGS



Our residential products exemplify originality, innovative construction, and color leadership, backed by our industry leading customer service teams, upholding the celebrated Dixie Group legacy.

Dixie Home – offering a wide array of broadloom carpets while focusing on affordable fashions for the home.

DIXIE
HOME

at a glance



Fulfilling the promise of our corporate mission of “Quality without Compromise” Fabrica manufactures carpets and rugs for the most demanding segments of the high-end style residential market. Our distinctive broadloom carpet, custom area rugs and hand-tufted rugs have earned Fabrica an international reputation for exquisite style and exceptional performance.

At Fabrica, our passion is to be “Best in Class” – blending exquisite style and uncompromising performance in every carpet and rug we produce.



Masland Carpets and Rugs was founded in Pennsylvania in 1866 by Charles Henry Masland when he and his brother James opened a dye house in Germantown, Pennsylvania. Today, Masland continues to boast of its heritage as the leading carpet manufacturer in the United States. Since 1866, Masland has insisted that its carpets and rugs maintain the highest quality. The tradition of manufacturing quality products has been practiced for over 145 years and continues to be practiced today.



Dixie Home was founded in early 2003 on the premise that fashion and design do not have to be limited to the high end of the market. Since that time, Dixie Home has experienced rapid growth and enthusiastic market acceptance for their stylish designed tufted broadloom carpets that fall within more moderately priced segments of the high-style residential market.



The Dixie Group entered the specified contract market in 1993 with the establishment of Masland Contract. A recognized leader in color and design from the start, Masland Contract has become a preferred supplier for the architectural and design communities.

Masland Contract offers high style broadloom, modular and area rug products for corporate, hospitality, retail, education, government, and various other segments. Please refer to the back of this 2012 Annual Report.



Avant Contract - The new Dixie Group brand is focused on becoming an industry trend leader in the commercial soft surface market, both domestically and internationally. The Avant concept allows The Dixie Group to expand its presence in the contract arena and gain additional market share for the commercial division through innovative product introductions and progressive marketing.

The Avant Contract brand is predominantly a modular offering designed for the corporate office segment, along with government, higher education and store planning. Please refer to the back of this 2012 Annual Report.

ENVIRONMENTAL STATEMENT

For The Dixie Group’s Environmental Statement, please refer to the back of this 2012 Annual Report.



THE DIXIE GROUP

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LETTER TO SHAREHOLDERS

Dixie saw a year of changes in 2012. Although our sales were up slightly in 2012, versus the prior year on a comparable 52-week basis, we have been building a foundation that will create optimal opportunity for significant sales growth in 2013. 2012 was a year of swings in the marketplace: we had a strong first quarter, due to consumer sentiment and external factors, followed by a disappointing summer, then returned to an above industry average growth in the last quarter of the year. Though 2012 was not satisfactory from a profitability standpoint, we saw a shift in the overall market dynamics that leads us to be more confident for the future. In the residential market, we have seen rising existing home sales, driven by higher consumer confidence and low interest rates, pointing to a stronger 2013. From a commercial perspective, businesses have excess cash and appear willing to spend it on projects that will drive their sales growth. Finally, now that the distraction of the election and the fiscal cliff are behind us, we see the consumer more confident as the stock market has returned to the highest levels since the financial crisis of 2008. Despite the industry uncertainties during the past year, we have developed several growth initiatives to take advantage of these improving market conditions.

Operationally, we expanded our yarn operation in 2012 and are in the process of expanding it again in 2013. We will have a combined increase of 43% in our yarn capacity within the two-year period. In addition, we re-established our Eton tufting operations, as well as simplified our Atmore operations to increase throughput and to lower cost. Late in 2012, we purchased the Colormaster continuous dyeing facility, allowing us to expand our product offering at improved margins once the conversion of our styles is complete late in 2013. We will triple Colormaster's output in 2013 as we convert our existing products to utilize this technology. The cost of implementing this conversion will negatively impact earnings initially but will become positive by the end of 2013. Further, we purchased an existing rug supplier to increase the supply for our successful Infinity and Rugs 4.0 wool programs. In addition, we have modified our tufting equipment for modular carpet tile so that we can better respond to market demands by using a make-to-order model that improves throughput times and reduces inventory. Finally, we have installed new raw material processing for our modular carpet tile business to lower cost and improve delivery.

Our commercial product sales declined 11% in 2012, relative to the prior year on a comparable 52 week basis, while industry sales were up in the low single digits. As a result, we installed a new management team to lead our commercial business. Under their direction, we have re-aligned the sales force to expand our reach in 2013, both by geography and by industry sector to better target specific markets. In addition, we are launching Speak, which offers high styled products with a strong infusion of color play, and which allows the design community to specify products on budget without sacrificing the design aesthetic. These initiatives have already shown promise, as we are already seeing increased sales early in 2013 that exceed those of 2012.



THE DIXIE GROUP

2012 Annual Report

Further, we are in the process of launching Avant Contract, a new commercial business dedicated to focus on the corporate office market through multiline sales agents, who will carry a broad array of products for the corporate interiors market. Combined, we believe that these initiatives in the commercial marketplace will strengthen our position for the future and will deliver sales growth in excess of the market growth in 2013.

In the residential marketplace in 2012, we introduced new products using Stainmaster® TruSoft™, the new standard of “soft” in the floorcovering market, and Stainmaster® SolarMax™, with inherent stain and fade resistance technology. We are pleased with marketplace acceptance of these products, which has helped us to grow faster than the industry overall. Late in 2012, we purchased eight product lines from a competitor, in order to expand our footprint in the retail sector. As part of this initiative for 2013, we have new displays to expand our product offering, and an increased sales force to expand our geographic coverage and to increase our number of retail customers.

From a financial standpoint, we invested \$4 million in normal capital expenditures and \$9 million in our Colormaster and rug acquisitions. In 2013, our capital expenditures are expected to be \$8 million, while our depreciation and amortization are estimated to be approximately \$10 million. We are focused on improving our return-on-assets as we implement programs to take advantage of the make-to-order capabilities that we have with the Colormaster continuous dye line and with the quick-change tile tufting equipment.

Going forward, our goal continues to be satisfying our customers with beautiful products and outstanding service. To meet this goal, we will continue to make significant investments in these growth initiatives in 2013. Our 2013 plan is aggressive in pursuit of sales growth, but it positions us for a more profitable long-term future. As we leave behind the most difficult period ever experienced by our industry and our company, we are optimistic about the foundation we are building for the future.

We would like to express our appreciation to our customers, our shareholders, and to our Board of Directors, all of whom have given us continued support, and to our associates for their ongoing dedication and hard work.

Sincerely,

Daniel K. Frierson

Chairman and Chief Executive Officer

March 12, 2013



THE DIXIE GROUP

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DIRECTORS

Daniel K. Frierson ^{(1) (3)}
Chairman of the Board

Charles E. Brock ⁽⁴⁾
*Chief Executive Officer,
Launch Tennessee
Chairman of the Board,
Four Bridges Capital*

J. Don Brock, Ph.D. ^{(1) (4)}
*Chairman of the Board and
Chief Executive Officer,
Astec Industries, Inc.*

D. Kennedy Frierson, Jr.
*Chief Operating Officer,
The Dixie Group, Inc.*

Paul K. Frierson ⁽³⁾
*Retired President,
Candlewick Yarns*

Walter W. Hubbard ^{(2) (4)}
*Retired President and
Chief Executive Officer,
Honeywell Nylon, Inc.*

Lowry F. Kline ^{(1) (2) (4)}
*Retired Chairman,
Coca-Cola Enterprises, Inc.*

Hilda S. Murray ⁽⁴⁾
*Corporate Secretary and
Executive Vice President of
TPC Printing & Packaging*

John W. Murrey, III ^{(2) (4)}
*Assistant Professor,
Appalachian School of Law*

*(1) Member of Executive Committee
(2) Member of Compensation Committee
(3) Member of Retirement Plans Committee
(4) Member of Audit Committee*

OFFICERS

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

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

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

V. Lee Martin
*Vice President and
President,
Masland Contract*

Jon A. Faulkner
*Vice President and
Chief Financial Officer*

W. Derek Davis
*Vice President,
Human Resources*

D. Eugene Lasater
Controller

Starr T. Klein
Secretary

CORPORATE INFORMATION

CORPORATE ADMINISTRATIVE OFFICE

The Dixie Group, Inc.
2208 South Hamilton Street
Dalton, Georgia 30721-4974
(706) 876-5800

INVESTOR CONTACT

Jon A. Faulkner,
*Vice President and Chief
Financial Officer*
The Dixie Group, Inc.
2208 South Hamilton Street
Dalton, Georgia 30721
(706) 876-5814

CORPORATE HEADQUARTERS

104 Nowlin Lane, Suite 101
Chattanooga, Tennessee 37421

INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

Ernst & Young LLP
55 Ivan Allen Jr. Blvd.
Suite 1000
Atlanta, Georgia 30308

ANNUAL MEETING

The Annual Meeting of Shareholders
of The Dixie Group, Inc. will be held
at 8:00 A.M. EDT on April 30, 2013,
at The Chattanooga Hotel,
Chattanooga, Tennessee

STOCK TRANSFER AGENT

Computershare Investor
Services, LLC
Post Office Box 43078
Providence, Rhode Island
02940-3078

STOCK LISTING

The Dixie Group's Common Stock is
listed on the NASDAQ Global Market
under the symbol DXYN

LEGAL COUNSEL

Miller & Martin PLLC
1000 Volunteer Building
832 Georgia Avenue
Chattanooga, Tennessee 37402

FORM 10-K AND OTHER INFORMATION

A copy of the Company's Annual Report
on Form 10-K for the fiscal year ended
December 29, 2012, is included with
this report. The Dixie Group maintains
a website, www.thedixiegroup.com,
where additional information about
the Company may be obtained.
Information is also available upon
request to the Company at: Post Office
Box 25107, Chattanooga, Tennessee
37422-5107 or contact Starr T. Klein,
Secretary, at (423) 510-7005.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K**

(Mark One)

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

For the fiscal year ended December 29, 2012

OR

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

For the transition period from _____ to _____.

Commission File Number 0-2585



THE DIXIE GROUP

The Dixie Group, Inc.

(Exact name of registrant as specified in its charter)

Tennessee	62-0183370
(State or other jurisdiction of incorporation of organization)	(I.R.S. Employer Identification No.)
104 Nowlin Lane, Suite 101, Chattanooga, TN 37421	(423) 510-7000
(Address of principal executive offices and zip code)	(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:	
Title of Class	Name of each exchange on which registered
Common Stock, \$3.00 par value	NASDAQ Stock Market, LLC
Securities registered pursuant to Section 12(g) of the Act:	
Title of class	
None	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

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

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

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

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

The aggregate market value of the Common Stock held by non-affiliates of the registrant on June 29, 2012 (the last business day of the registrant's most recently completed fiscal second quarter) was approximately \$39,454,838. 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 March 1, 2013
Common Stock, \$3.00 Par Value	12,187,617 shares
Class B Common Stock, \$3.00 Par Value	939,128 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, 2013 (Part III).

THE DIXIE GROUP, INC.

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on Form 10-K for
Year Ended December 29, 2012

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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," "estimates," "projects," "believes," "anticipates," "intends," and similar terms and phrases. Such forward-looking statements relate to, among other matters, our future financial performance, business prospects, growth strategies or liquidity. The following important factors may affect our future results and could cause those results to differ materially from our historical results; these factors include, in addition to those "Risk Factors" detailed in Item 1A of this report, and described elsewhere in this document, the cost and availability of capital, raw material and transportation costs related to petroleum price levels, the cost and availability of energy supplies, the loss of a significant customer or group of customers, materially adverse changes in economic conditions generally in carpet, rug and floorcovering markets we serve and other risks detailed from time to time in our filings with the Securities and Exchange Commission.

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 our various sales forces and brands. A small portion of our manufacturing capacity is used to provide carpet and yarn related services to other manufacturers.

From 1920 until 1993 we were exclusively in the textile business. We sold our textile assets and began acquiring floorcovering businesses in 1993. We focus exclusively 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 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. Residentially our Fabrica, Masland, and Dixie Home brands have a significant presence in the high-end residential soft floorcovering markets. Commercially our Masland Contract and Avant, a new brand launched in 2013, participate in the upper end specified commercial marketplace. Dixie International sells all of our brands outside of the North American market. Our brands are well known, highly regarded and complementary; by being differentiated, we offer meaningful alternatives to the discriminating customer.

We operate in one line of business, Carpet Manufacturing.

Our Brands

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

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

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

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

Avant Contract, a new commercial business being launched in 2013, is designed to focus on the corporate office market through multi-line sales agents. These agents carry a broad array of products for the corporate interiors market and will exclusively offer Avant as their soft floorcovering offering. Its modular carpet tile and broadloom product offerings are designed for the interior designer in the upper-end of the contract market who appreciates sophisticated texture, color and patterns with excellent service.

Industry

The carpet and rug industry has two primary markets, residential and commercial, with the residential market making up the largest portion of the industry's sales. A substantial portion of industry shipments is made in response to replacement demand. Residential products consist of broadloom carpets and rugs in a broad range of styles, colors and textures. Commercial products consist primarily of broadloom carpet and modular carpet tile 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 focused on the lower end of the price curve. We believe that this industry focus provides us with opportunities to capitalize on our competitive strengths in selected markets where innovative styling, design, product differentiation, focused service and limited distribution add value.

Competition

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

Backlog

Sales order backlog is not material to understanding 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 "Fabrica", "Masland", "Dixie Home" and "Masland Contract" 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

One customer, Lowe's, a mass merchant, accounted for approximately 12% of our sales in 2011 and approximately 9% of our sales in 2012. No other customer was more than 10 percent of our sales during the periods presented. During 2012, sales to our top ten customers accounted for 16% percent of our sales and our top 20 customers accounted for 20% percent of our sales. We do not make a material amount of sales in foreign countries.

We do not have any single class of products that accounts for more than 10 percent of our sales. However, sales of our floorcovering products may be classified by significant end-user markets into which we sell, and such information for the past three years is summarized as follows:

	2012	2011	2010
Residential floorcovering products	75%	71%	70%
Commercial floorcovering products	25%	29%	30%

Seasonality

Our sales volumes historically have normally reached their highest levels in the second quarter (approximately 26% of our annual sales) and their lowest levels in the first quarter (approximately 23% of our annual sales), with the remaining sales being distributed relatively equally between the third and fourth quarters. Working capital requirements have normally reached their highest levels in the second and third quarters of the year.

Environmental

Our operations are subject to federal, state and local laws and regulations relating to the generation, storage, handling, emission, transportation and discharge of materials into the environment. The costs of complying with environmental protection

laws and regulations have not had a material adverse impact on our financial condition or results of operations in the past and are not expected to have a material adverse impact in the future. See "Risk Factors" in Item 1A of this report.

Raw Materials

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

Utilities

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

Working Capital

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

Employment Level

We employ approximately 1,200 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 the results of our operations, future prospects and an investment in shares of our Common Stock. Any of these factors could cause our actual financial results to differ materially from our historical results, and could give rise to events that might have a material adverse effect on our business, financial condition and results of operations.

The floorcovering industry is cyclical and prolonged declines in residential or commercial construction activity or corporate remodeling and refurbishment could have a material adverse effect on our business. Factors that affect such declines may include:

- 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 have significant levels of sales in certain channels of distribution.

A significant amount of our sales are generated through certain retail and mass merchant channels of distribution. A significant reduction of sales through these channels could adversely affect our results.

We have significant levels of indebtedness.

We have significant amounts of debt relative to our equity. If our cash flow or profitability are insufficient, the value of our assets securing our loans are insufficient or we are unable to access the debt or equity markets at competitive rates or in sufficient amounts, it could materially adversely affect our ability to generate sufficient funds to satisfy the terms of our senior loan agreements and other debt obligations.

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 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 and polyester yarn, as well as wool yarns, synthetic backing, latex, and dyes. Increases in the cost of these raw materials could materially adversely affect our business, results of operations and financial condition if we are unable to pass these increases through to our customers. 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 ability to supply our customers and could be material.

Environmental, safety and health regulatory governance.

Various federal, state and local environmental laws govern the use of our current and former 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 our facilities according to location, type of operation and approximate total floor space as of March 1, 2013:

Location	Type of Operation	Approximate Square Feet
Administrative:		
Dalton, GA*	Administrative	16,000
Saraland, AL	Administrative	29,000
Santa Ana, CA	Administrative	4,000
Chattanooga, TN*	Administrative	3,500
Calhoun, GA	Administrative	10,600
	Total Administrative	63,100
Manufacturing and Distribution:		
Atmore, AL	Carpet Manufacturing, Distribution	610,000
Saraland, AL	Carpet Tile Manufacturing, Distribution	384,000
Saraland, AL*	Samples and Rug Manufacturing, Distribution	132,000
Roanoke, AL	Carpet Yarn Processing	204,000
Santa Ana, CA	Carpet and Rug Manufacturing, Distribution	200,000
Calhoun, GA	Carpet Dyeing & Processing	193,300
Chatsworth, GA *	Samples and Distribution	79,600
Eton, GA	Carpet Manufacturing, Distribution	408,000
	Total Manufacturing and Distribution	2,210,900
* Leased properties	TOTAL	2,274,000

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

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

Item 3. LEGAL PROCEEDINGS

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

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

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 March 1, 2013, 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, 71 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.
D. Kennedy Frierson, Jr., 46 Vice President and Chief Operating Officer	Vice President and Chief Operating Officer since August 2009. Vice President and President Masland Residential from February 2006 to July 2009. President Masland Residential from December 2005 to January 2006. Executive Vice President and General Manager, Dixie Home, 2003 to 2005. Business Unit Manager, Bretlin, 2002 to 2003.
Jon A. Faulkner, 52 Vice President and Chief Financial Officer	Vice President and Chief Financial Officer since October 2009. Vice President of Planning and Development from February 2002 to September 2009. Executive Vice President of Sales and Marketing for Steward, Inc. from 1997 to 2002.
Paul B. Comiskey, 61 Vice President and President, Dixie Residential	Vice President and President of Dixie Residential since August 2009. Vice President and President, Dixie Home from February 2007 to July 2009. President, Dixie Home from December 2006 to January 2007. Senior Vice President of Residential Sales, Mohawk Industries, Inc. from 1998 to 2006. Executive Vice President of Sales and Marketing for World Carpets from 1996 to 1998.
V. Lee Martin, 61 Vice President and President, Masland Contract	President, Masland Contract since August 2012 and Vice President since February 2013. President, Step 2 Surfaces, LLC from 2011 to August 2012. Corporate Vice President, Sales and Marketing, for J & J Industries from 1994 to 2011.
W. Derek Davis, 62 Vice President, Human Resources	Vice President of Human Resources since January 1991. Corporate Employee Relations Director, 1990 to 1991.
D. Eugene Lasater, 62 Controller	Controller since 1988.
Starr T. Klein, 70 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 our shareholders.

Part II.

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

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

As of March 1, 2013, the total number of holders of our Common Stock was approximately 1,800 including an estimated 1,255 shareholders who hold our Common Stock in nominee names, but excluding approximately 715 participants in our 401(k) plan who may direct the voting of the shares allocated to their accounts. The total number of holders of our Class B Common Stock was 13.

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, 2012:

Fiscal Month Ending	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number (or approximate dollar value) of Shares That May Yet Be Purchased Under Plans or Programs
November 3, 2012	—	\$ —	—	
December 1, 2012	—	—	—	
December 29, 2012	—	—	—	
Three Fiscal Months Ended December 29, 2012	—	\$ —	—	\$ 4,475,722

(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, 2012 and December 31, 2011. Due to rounding, the 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 9 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)

2012	1ST	2ND	3RD	4TH
Net sales	\$ 62,851	\$ 66,566	\$ 65,822	\$ 71,134
Gross profit	15,703	15,719	16,557	17,395
Operating income (loss)	620	(40)	820	415
Income (loss) from continuing operations	(104)	(404)	269	(413)
Loss from discontinued operations	(77)	(29)	(167)	(2)
Net income (loss)	(181)	(433)	102	(415)
Basic earnings (loss) per share:				
Continuing operations	(0.01)	(0.03)	0.02	(0.03)
Discontinued operations	—	—	(0.01)	—
Net income (loss)	(0.01)	(0.03)	0.01	(0.03)
Diluted earnings (loss) per share:				
Continuing operations	(0.01)	(0.03)	0.02	(0.03)
Discontinued operations	—	—	(0.01)	—
Net income (loss)	(0.01)	(0.03)	0.01	(0.03)
Common Stock Prices:				
High	4.79	4.25	3.90	4.38
Low	2.83	3.20	3.02	2.95

2011	1ST (1)	2ND (2)	3RD	4TH
Net sales	\$ 65,954	\$ 69,200	\$ 69,607	\$ 65,349
Gross profit	16,570	16,723	15,773	16,439
Operating income (loss)	1,668	2,300	1,178	520
Income (loss) from continuing operations	644	808	22	(203)
Loss from discontinued operations	(21)	(42)	(65)	(158)
Net income (loss)	623	766	(43)	(361)
Basic earnings (loss) per share:				
Continuing operations	0.05	0.06	—	(0.02)
Discontinued operations	—	—	—	(0.01)
Net income (loss)	0.05	0.06	—	(0.03)
Diluted earnings (loss) per share:				
Continuing operations	0.05	0.06	—	(0.02)
Discontinued operations	—	—	—	(0.01)
Net income (loss)	0.05	0.06	—	(0.03)
Common Stock Prices:				
High	5.00	4.80	4.47	3.51
Low	3.20	4.14	3.01	2.76

(1) Q1 of 2011 contains 14 weeks, all other quarters presented in 2012 and 2011 contain 13 weeks.
(2) Includes facility consolidation and severance credits of \$563, or \$356 net of tax, in Q2.

Item 6. **SELECTED FINANCIAL DATA**

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

FISCAL YEARS	2012	2011 (1)	2010 (2)	2009 (3)	2008 (4)
OPERATIONS					
Net sales	\$ 266,372	\$ 270,110	\$ 231,322	\$ 203,480	\$ 282,710
Gross profit	65,372	65,506	56,651	52,106	78,088
Operating income (loss)	1,815	5,668	(2,570)	(45,389)	(28,460)
Income (loss) from continuing operations before taxes	(1,054)	1,956	(6,977)	(50,729)	(34,099)
Income tax provision (benefit)	(401)	684	(2,604)	(8,870)	(2,931)
Income (loss) from continuing operations	(653)	1,272	(4,373)	(41,859)	(31,168)
Depreciation and amortization	9,396	9,649	11,575	13,504	13,752
Dividends	—	—	—	—	—
Capital expenditures	3,386	6,740	1,771	2,436	9,469
Assets purchased under capital leases	666	14	127	—	575
FINANCIAL POSITION					
Total assets	\$ 201,770	\$ 182,943	\$ 180,929	\$ 181,944	\$ 255,525
Working capital	76,958	66,417	56,496	52,616	77,484
Long-term debt	80,166	65,357	58,070	59,349	85,017
Stockholders' equity	64,046	64,385	62,430	66,349	106,573
PER SHARE					
Income (loss) from continuing operations:					
Basic	\$ (0.05)	\$ 0.10	\$ (0.35)	\$ (3.39)	\$ (2.50)
Diluted	(0.05)	0.10	(0.35)	(3.39)	(2.50)
Dividends:					
Common Stock	—	—	—	—	—
Class B Common Stock	—	—	—	—	—
Book value	4.88	4.99	4.86	5.20	8.45
GENERAL					
Weighted-average common shares outstanding:					
Basic	12,637,657	12,585,396	12,524,358	12,330,648	12,448,704
Diluted	12,637,657	12,623,054	12,524,358	12,330,648	12,448,704
Number of shareholders (5)	1,800	1,750	1,750	1,860	2,850
Number of associates	1,200	1,171	1,150	1,050	1,250

(1) Includes income of \$563, or \$356 net of tax, for facility consolidation and severance in 2011.

(2) Includes expenses of \$1,556, or \$1,008 net of tax, for facility consolidation and severance costs in 2010.

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

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

(5) The approximate number of record holders of our Common Stock for 2008 through 2012 includes Management's estimate of shareholders who held our Common Stock in nominee names as follows: 2008 - 2,350 shareholders; 2009 - 1,300 shareholders; 2010 - 1,250 shareholders; 2011 - 1,250 shareholders; 2012 - 1,255 shareholders.

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

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

OVERVIEW

Publicly reported information has reflected improvement in the United States housing sector and commercial construction in 2012. We believe our business, driven more by resale and remodeling of existing homes and commercial facilities, will be positively affected by this overall market improvement in the second half of 2013. 2012 was a year in which we experienced strong results early in the year, followed by a weak summer and finally the market returning to a stronger showing in the last quarter. While our business was more deeply affected by the economic crisis as it reached the higher end markets where our business is concentrated, we believe our position in the upper end of the markets has permitted us to benefit from improved conditions and will allow us to take advantage of further anticipated growth in the upper end markets.

Our residential sales growth rate for 2012 was slightly above that of the industry. Our 2011 sales included a one-time special in our mass merchant sector that had the effect of generating sales volume in 2011; albeit at lower margins. Our commercial business significantly underperformed the industry during 2012 and reflected a decline in our year-over year commercial sales compared with 2011, a period in which we had significant volume in lower margin sales to major national retailers and had sales growth that far exceeded the industry thereby negatively affecting our year-over year comparisons in 2012 as well as versus the industry.

During 2012, we embarked upon several strategic and tactical initiatives that we believe will permit us to strengthen our future and allow us to return to sustained growth and profitability; although certain of these actions negatively impacted our 2012 results. These items, further discussed below, include investment in the development of certain new products, the acquisition of a continuous dyeing facility in North Georgia, the acquisition of certain rug manufacturing equipment and related business, realignment of certain of our broadloom tufting technologies from Atmore, Alabama into our North Georgia Eton facility, an opportunistic purchase of certain products from an industry competitor to incorporate into our product line and changes in both manufacturing and commercial business management.

We have taken advantage of several opportunities to invest in products we believe will further differentiate us from the competition. We have access to two new yarn systems that have been limited in distribution and, we believe, will provide exceptional softness and colorfastness qualities. In addition, we have developed a new "permaset process" for wool which we believe will allow our designer customers the broadest possible choice of colorations. As a result, during 2012 we invested at an increased rate in sampling initiatives related to these product offerings as compared to the same periods in the prior year.

During 2012, we relocated certain of our tufting technologies from our manufacturing facility in Atmore, Alabama to our facility in Eton, Georgia to achieve a more favorable cost structure for the products and markets served from those technologies. The tufting realignment was completed during 2012. This realignment resulted in incremental operating costs of approximately \$926 thousand during 2012.

On November 2, 2012, we acquired a continuous carpet dyeing facility in Calhoun, Georgia. The acquisition of this dyeing operation will allow us to transition certain of our products from our beck dyeing operation in Atmore, Alabama and from other third party commission continuous dyeing operations located in North Georgia. We believe this will allow us to achieve significant cost reductions in the dyeing process and support future growth. The purchase price of this acquisition consisted of a \$5.5 million, seller financed note, a cash payment of \$239 thousand and \$823 thousand representing the fair value of a five year, below market agreement to process certain of the seller's products on a commission basis during this period as we ramp up the dyeing of our products. In conjunction with the acquisition of these assets, we are in the process of assessing all of our dyeing and ancillary assets throughout our Company. As the process evolves, some of these assets may be utilized elsewhere in our facilities and some may be taken out of service and could therefore result in non-cash asset impairment charges or incremental costs associated with potential asset redeployments within our facilities.

On November 28, 2012, we acquired certain specialized wool rug tufting equipment and the associated business for total consideration valued at \$2.6 million, consisting of \$958 thousand of cash paid currently, \$471 thousand representing the fair value of cash to be paid in equal installments over a three- year period and \$1.1 million representing the fair value of contingent consideration over a three- year period. We were the major consumer of products produced by the seller on the equipment. This acquisition will also allow us to pursue business in another market the seller was developing. The acquisition is expected to significantly reduce our cost by producing the goods in-house and should allow us to further access and develop other markets and support what we believe to be good growth potential in markets we currently serve.

Additionally, during 2012, we made a change in our manufacturing management in connection with the realignment of the tufting equipment relocations and brought in new leadership for our commercial business in an effort to strengthen our performance in our commercial sector. These actions resulted in incremental costs of approximately \$600 thousand in 2012.

We remain optimistic about conditions that affect the higher-end residential markets we serve and continue to address initiatives in our commercial offerings related to our products, manufacturing processes and distribution alternatives.

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.

Each of our 2012 quarterly fiscal periods contained 13 operating weeks. Our first quarter of 2011 contained 14 operating weeks while our second through fourth quarters of 2011 contained 13 operating weeks; therefore, 2012 contained 52 operating weeks compared with 53 operating weeks in 2011. Discussions below related to percentage changes in net sales for the annual periods have been adjusted to reflect the comparable number of weeks and are qualified with the term "net sales as adjusted". We believe "net sales as adjusted" will assist our financial statement users in understanding the rate of growth in our business in the comparative periods. (See reconciliation of net sales to net sales as adjusted in the table below.)

Reconciliation of Net Sales to Net Sales as Adjusted

	Fiscal Year Ended		
	December 29, 2012	December 31, 2011	Percent Increase (Decrease)
Net sales as reported	\$ 266,372	\$ 270,110	(1.4)%
Adjustment to net sales:			
Impact of shipping weeks	—	(4,711)	
Net sales as adjusted	\$ 266,372	\$ 265,399	0.4 %

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, 2012	December 31, 2011	December 25, 2010
Net sales	100.0%	100.0 %	100.0 %
Cost of sales	75.5%	75.7 %	75.5 %
Gross profit	24.5%	24.3 %	24.5 %
Selling and administrative expenses	23.8%	22.5 %	24.8 %
Other operating (income) expense, net	—%	(0.1)%	0.1 %
Facility consolidation and severance expense, net	—%	(0.2)%	0.7 %
Impairment of assets	—%	— %	— %
Impairment of goodwill	—%	— %	— %
Operating income (loss)	0.7%	2.1 %	(1.1)%

Fiscal Year Ended December 29, 2012 Compared with Fiscal Year Ended December 31, 2011

Net Sales. Net sales for the year ended December 29, 2012 were \$266.4 million compared with \$270.1 million in the year-earlier period, a decrease of 1.4% for the year-over-year comparison. Net sales in 2012 reflected an increase of 0.4% compared with 2011 on a "net sales as adjusted" basis. The carpet industry reported a percentage increase in the low single digits in net sales in 2012. Our 2012 year-over-year carpet sales comparison reflected a decrease of 1.8% in net sales, or 0.1% on a "net sales as adjusted" basis. Sales of residential carpet are up 2.5%, or 4.3% on a "net sales as adjusted" basis and sales of commercial carpet declined 12.7%, or 11.1% on a "net sales as adjusted" basis. Revenue from carpet yarn processing and carpet dyeing and finishing services increased \$1.1 million in 2012 compared with 2011.

Cost of Sales. Cost of sales, as a percentage of net sales, was basically unchanged; a decrease of 0.2 percentage points in 2012 compared with 2011. Cost of sales included incremental costs of approximately \$926 thousand in 2012 related to the tufting equipment relocations. Other manufacturing efficiencies and cost improvements more than offset these relocation costs.

Gross Profit. Gross profit was basically unchanged in both total dollars and as a percentage of net sales in 2012 compared with 2011. Gross profit on lower sales in 2012 included incremental costs of approximately \$926 thousand in 2012 related to the tufting equipment relocations. However; we experienced more favorable product mix in our residential products in 2012 compared with 2011.

Selling and Administrative Expenses. Selling and administrative expenses reflected an increase of \$2.8 million, or 1.3 percentage points as a percentage of sales in 2012 compared with 2011. The increase is primarily a result of an increase of \$1.7 million related to investment in the development and sampling of new product initiatives, \$409 thousand for incremental costs related to the two acquisitions and \$600 thousand of costs related to management changes.

Other Operating (Income) Expense, Net. Net other operating expense was \$68 thousand in 2012 compared with net other operating income of \$266 thousand in 2011. The change was due to a settlement gain of \$492 thousand recognized in 2011 related to a company-owned insurance policy, net of a decrease in certain retirement related expenses of \$170 thousand in 2012 compared with 2011.

Facility Consolidation and Severance (Benefit) Expense, Net. Facility consolidation and severance expenses reflected a cost reduction of \$563 thousand in 2011. The gain in 2011 was a result of the favorable settlement of a lease obligation in 2011 compared with the amount previously reserved under our restructuring plan.

Operating Income (Loss). Operating income was \$1.8 million in 2012 compared with operating income of \$5.7 million in 2011. The decrease in 2012 was primarily a result of the higher selling and administrative expenses and gains in 2011 related to the facilities consolidation and company-owned life insurance of \$563 thousand and \$492 thousand, respectively.

Interest Expense. Interest expense decreased \$324 thousand in 2012 principally due to lower interest rates in 2012 compared with 2011.

Other (Income) Expense, Net. Other income was \$277 thousand in 2012 compared with income of \$75 thousand in 2011, an improvement of \$202 thousand. The change was primarily the result of a gain recognized on the sale of a non-operating asset in 2012.

Refinancing Expenses. Expenses of \$317 thousand were recorded in the third quarter of 2011 related to refinancing our senior credit and term loan facility and included the costs associated with the extinguishment or modification of existing debt and the addition of new debt arrangements.

Income Tax Provision (Benefit). Our effective income tax benefit rate was 38.0% in 2012, compared with an effective income tax provision rate of 35.0% in 2011. The effective tax rate varied from statutory rates in 2012 primarily as a result of adjustments to estimates used in the 2011 estimated tax calculations versus amounts used in the subsequent tax return filing for the 2011 period; net of the effects of permanent differences on the lower level of pre-tax earnings in the 2012 tax calculations.

Net Income (Loss). Continuing operations reflected a loss of \$653 thousand, or \$0.05 per diluted share in 2012, compared with income from continuing operations of \$1.3 million, or \$0.10 per diluted share in 2011. Our discontinued operations reflected a loss of \$274 thousand, or \$0.02 per diluted share in 2012, compared with a loss of \$286 thousand, or \$0.02 per diluted share in 2011. Including discontinued operations, our net loss was \$927 thousand, or \$0.07 per diluted share, in 2012 compared with net income of \$986 thousand, or \$0.08 per diluted share, in 2011.

Fiscal Year Ended December 31, 2011 Compared with Fiscal Year Ended December 25, 2010

Net Sales. Net sales for the year ended December 31, 2011 were \$270.1 million compared with \$231.3 million in the year-earlier period, an increase of 16.8%, or 14.7% on a "net sales as adjusted" basis. The carpet industry reported a percentage increase in the low single digits in net sales in 2011. Our 2011 year-over-year carpet sales comparison reflected a 16.9% increase in net sales, or 14.9% on a "net sales as adjusted" basis. Sales of residential carpet are up 18.4%, or 16.5% on a "net sales as adjusted" basis and sales of commercial carpet are up 13.2%, or 11.2% on a "net sales as adjusted" basis. Revenue from carpet yarn processing and carpet dyeing and finishing services increased \$768 thousand in 2011, compared with 2010.

Cost of Sales. Cost of sales, as a percentage of net sales, was basically unchanged; an increase of 0.2 percentage points in 2011 compared with 2010. This was principally attributable to an increase in several lower margin, higher volume sales initiatives in both our residential and commercial markets that resulted in improved fixed cost absorption and other manufacturing efficiencies.

Gross Profit. Gross profit increased \$8.9 million in 2011 compared with 2010 due primarily to the incremental contribution from the higher sales volume.

Selling and Administrative Expenses. Selling and administrative expenses reflected a reduction of 2.3 percentage points as a percentage of sales in 2011 compared with 2010. The incremental improvement in the percentage comparison in these expenses was primarily a result of the cost reduction initiatives, organizational realignment, lower variable selling expenses associated with certain sales and greater absorption of the fixed component of these expenses as a result of the increased sales volume.

Other Operating (Income) Expense, Net. Net other operating was income of \$266 thousand in 2011 compared with net other operating expense of \$303 thousand in 2010. The change was due primarily to a settlement gain of \$492 recognized in 2011 related to a company-owned insurance policy.

Facility Consolidation and Severance (Benefit) Expense, Impairment of Assets and Goodwill. Facility consolidation and severance expenses reflected a cost reduction of \$563 thousand in 2011 compared with expense of \$1.6 million in 2010. The gain in 2011 was a result of the favorable settlement of a lease obligation in 2011 compared with the amount previously reserved under our restructuring plan.

Operating Income (Loss). Operating income was \$5.7 million in 2011 compared with an operating loss of \$2.6 million in 2010, an improvement of \$8.2 million. Excluding the facility consolidation and severance effects in 2011 and 2010, operating income improved \$6.1 million in 2011 compared with 2010.

Interest Expense. Interest expense decreased \$654 thousand in 2011 principally due to lower interest rates in 2011 compared with 2010.

Other (Income) Expense, Net. Other income was \$75 thousand in 2011 compared with other expense of \$283 in 2011, an improvement of \$358 thousand. The change was primarily the result of a loss recognized on the termination of an interest rate swap agreement in 2010.

Refinancing Expenses. Expenses of \$317 thousand were recorded in the third quarter of 2011 related to refinancing our senior credit and term loan facility and included the costs associated with the extinguishment or modification of existing debt and the addition of new debt arrangements.

Income Tax Provision (Benefit). Our effective income tax provision rate was 35.0% in 2011, compared with an effective income tax benefit rate of 37.3% in 2010. Effective tax rates did not vary from statutory rates significantly in either period.

Net Income (Loss). Continuing operations reflected income of \$1.3 million, or \$0.10 per diluted share in 2011, compared with a loss from continuing operations of \$4.4 million, or \$0.35 per diluted share in 2010. Our discontinued operations reflected a loss of \$286 thousand, or \$0.02 per diluted share in 2011, compared with a loss of \$281 thousand, or \$0.02 per diluted share in 2010. Including discontinued operations, net income was \$986 thousand, or \$0.08 per diluted share, in 2011, compared with a net loss of \$4.7 million, or \$0.37 per diluted share, in 2010.

LIQUIDITY AND CAPITAL RESOURCES

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 foreseeable liquidity requirements. We will continue to aggressively manage all elements of our business affecting cash including working capital and capital expenditures. However, deterioration in our markets or significant additional cash expenditures above our normal liquidity requirements could require supplemental financing or other funding sources. There can be no assurance that such supplemental financing or other sources of funding can be obtained or will be obtained on terms favorable to us.

Cash Sources and Uses. During the year ended December 29, 2012, cash provided from financing activities was \$9.3 million and was supplemented by \$187 thousand of proceeds related to fixed asset sales resulting in cash inflows of \$9.5 million. \$4.7 million was used to fund our operating activities, \$3.4 million to invest in property, plant and equipment and \$1.2 million for the cash component of two acquisitions. Working capital increased \$10.5 million in 2012, primarily as a result of an increase in inventories of \$8.3 million to support higher levels of business activity and an opportunistic purchase of certain inventories from a carpet industry competitor to incorporate the products into our product line going forward. Additionally, our receivables increased \$3.3 million primarily associated with a higher level of sales while other current assets increased \$2.5 million primarily related to funds that were placed in escrow in advance of a pending machinery lease transaction in progress. Accrued expenses increased in 2012 primarily as a result in the timing of payroll disbursements in the comparative periods and the current portion of debt reflected an increase of \$1.3 million as of the 2012 balance sheet date compared with the 2011 comparative period.

During the year ended December 31, 2011, cash generated from operating activities was \$5.1 million and was supplemented by an increase in the senior indebtedness of \$12.6 million and \$366 thousand from an increase in outstanding checks in excess of cash utilized. These funds were used to finance our operations, fund the early redemption of \$9.7 million of convertible subordinated debentures, purchase \$6.7 million of property, plant and equipment, fund \$1.4 million of debt issuance costs and acquire treasury stock for \$131 thousand. Working capital increased \$9.9 million in 2011 principally as a result of an increase of \$5.6 million in inventories to support higher levels of business activity and \$4.4 million to reduce the current portion of long-term debt. Trade receivables decreased \$1.5 million in 2011 primarily as a result of customer mix.

During the year ended December 25, 2010, cash generated from operating activities was \$3.9 million. These funds were supplemented by \$784 thousand from an increase in outstanding checks in excess of cash utilized. These funds were used to support our operations, purchase \$1.8 million of property, plant and equipment and retire \$2.6 million of debt and capital leases. Working capital increased \$3.9 million in 2010 principally due to higher current deferred tax assets and a reduction in the current

portion of long-term debt. The level of inventories increased \$3.1 million to support higher business activity. Trade receivables increased \$8.8 million commensurate with increased sales activity while taxes receivable decreased \$6.8 million. Accounts payable and accrued expenses increased \$5.3 million principally associated with the increase in inventories and certain accrued expenses associated with the increase in sales.

Capital expenditures, excluding assets acquired under business acquisitions, were \$4.1 million in 2012; \$3.4 million through funded debt and \$666 thousand of equipment acquired under a capitalized lease, \$6.7 million in 2011 and \$1.8 million in 2010. Depreciation and amortization were \$9.4 million in 2012, \$9.6 million in 2011 and \$11.6 million in 2010. A significant portion of capital expenditures in 2012 and 2011 were directed toward new and more efficient manufacturing capabilities and, to a lesser extent, computer software enhancements. Capital expenditures in 2010 primarily related to facilities and existing equipment. We expect capital expenditures to be approximately \$8.0 million in 2013, while depreciation and amortization are expected to be approximately \$10.0 million. Planned capital expenditures in 2013 are directed toward both new manufacturing equipment and certain of our continuous dyeing equipment.

Revolving Credit Facility. On September 14, 2011, we entered into a five-year, secured revolving credit facility (the "senior credit facility"). The senior credit facility provides for a maximum of \$90.0 million of revolving credit, subject to borrowing base availability, including limited amounts of credit in the form of letters of credit and swingline loans. The borrowing base is equal to specified percentages of our eligible accounts receivable, inventories and fixed assets less reserves established, from time to time, by the administrative agent under the senior credit facility.

At our election, revolving loans under the senior credit facility bear interest at annual rates equal to either (a) LIBOR for 1, 2 or 3 month periods, as we may select, plus an applicable margin of either 2.00% or 2.25%, or (b) the higher of the prime rate, the Federal Funds rate plus 0.5%, or a daily LIBOR rate, plus an applicable margin of either 1.00% or 1.50%. The applicable margin is determined based on availability under the senior credit facility with margins increasing as availability decreases. The weighted-average interest rate on borrowings outstanding under this agreement was 3.59% at December 29, 2012 and 3.76% at December 31, 2011. We also pay an unused line fee on the average amount by which the aggregate commitments exceed utilization of the senior credit facility equal to 0.375% per annum.

The senior credit facility includes certain affirmative and negative covenants that impose restrictions on our financial and business operations, including limitations on debt, liens, investments, fundamental changes in our business, asset dispositions, dividends and other similar restricted payments, transactions with affiliates, payments and modifications of certain existing debt, future negative pledges, and changes in the nature of our business. We are also required to maintain a fixed charge coverage ratio of 1.1 to 1.0 during any period that borrowing availability is less than \$10.0 million.

We can use the proceeds of the senior credit facility for general corporate purposes, including financing acquisitions and refinancing other indebtedness. As of December 29, 2012, the unused borrowing availability under the senior credit facility was \$20.5 million.

Mortgage Note Payable. On September 13, 2011, we entered into a five-year \$11.1 million mortgage loan. The mortgage loan is secured by the Company's Susan Street facility and liens secondary to the senior credit facility. The mortgage loan is scheduled to mature on September 13, 2016. The mortgage loan bears interest at a variable rate equal to one month LIBOR plus 3.00% and is payable in equal monthly installments of principal of \$61 thousand, plus interest calculated on the declining balance of the mortgage loan, with a final payment of \$7.4 million due on maturity.

Debt Amendments. On November 2, 2012, we amended our senior credit facility and mortgage note payable to modify certain definitions to effectively exclude up to \$2.0 million of costs in the fixed cost coverage ratio calculation as a result of our acquisition of a continuous carpet dyeing facility. Additionally, we subordinated the interests of our lender under our senior credit facility to the interests of the seller of the continuous dyeing assets to facilitate the seller financing of the transaction.

Obligation to Development Authority of Gordon County. On November 2, 2012, we signed a 6% seller-financed note of \$5.5 million with Lineage PCR, Inc. ("Lineage") related to the acquisition of the continuous carpet dyeing facility in Calhoun, Georgia. Effective December 28, 2012 through a series of agreements between us, the Development Authority of Gordon County, Georgia (the "Authority") and Lineage, obligations with identical payment terms as the original note to Lineage are now payment obligations to the Authority. These transactions were consummated in order to provide us with a tax abatement to the related real estate and equipment at this facility. The tax abatement plan provides for abatement for certain components of the real and personal property taxes for up to ten years. At any time, we have the option to pay off the obligation, plus a nominal amount. The debt to the Authority bears interest at 6% and is payable in equal monthly installments of principal and interest of \$106 thousand over 57 months.

Deferred Financing Costs and Refinancing Expenses. In connection with the amendment in 2012, we incurred an additional \$28 thousand in financing costs that is being amortized over the remaining term of the senior credit facility and the mortgage loan. We incurred \$187 thousand in financing costs related to the issuance of the bonds that is being amortized over the term of the bonds. As a result of the refinancing in 2011, we paid \$1.4 million in financing costs that is being amortized over the term of the senior credit facility and the mortgage loan. Additionally in 2011, we recognized \$317 thousand of refinancing expenses of

which \$92 thousand related to the write-off of previously deferred financing costs and \$225 thousand related to fees paid to 3rd parties in connection with the new senior credit facility and mortgage loan.

Convertible Subordinated Debentures. On October 5, 2011, we optionally redeemed all of the outstanding 7.00% convertible subordinated debentures pursuant to the provisions of the Indenture dated May 15, 1987. The debentures were originally set to mature on May 15, 2012. The redemption price of \$9.9 million represented 100% of the principal amount of the debentures plus accrued and unpaid interest. The principal balance at October 5, 2011 was \$9.7 million. The debentures were convertible by their holders into shares of our Common Stock at effective conversion price of \$32.20 per share. No holders exercised their right to convert their debentures into shares of our Common Stock.

Equipment Notes Payable. Our equipment financing notes have terms ranging from four to seven years, are secured by the specific equipment financed, bear interest ranging from 2.0% to 7.72% and are due in monthly installments of principal and interest ranging from \$2 thousand to \$41 thousand through February 2019. The notes do not contain financial covenants.

Capital Lease Obligations. Our capitalized lease obligations have terms ranging from four to seven years, are secured by the specific equipment leased, bear interest ranging from 2.90% to 7.72% and are due in monthly installments of principal and interest ranging from \$1 thousand to \$32 thousand through October 2018.

Interest Payments. Interest payments for continuing operations were \$2.8 million in 2012, \$3.3 million in 2011 and \$4.0 million in 2010.

Stock-Based Awards. We recognize compensation expense related to share-based stock awards based on the fair value of the equity instrument over the period of vesting for the individual stock awards that were granted. At December 29, 2012, the total unrecognized compensation expense related to non-vested restricted stock awards was \$1.1 million with a weighted-average vesting period of 4.5 years and unrecognized compensation expense related to unvested stock options was \$72 thousand with a weighted-average vesting period of 1.9 years.

Off-Balance Sheet Arrangements. We have no off-balance sheet arrangements at December 29, 2012 or December 31, 2011.

Income Tax Considerations. During the first quarter of 2012, we paid approximately \$1.3 million representing a settlement reached with the Internal Revenue Service for an audit for the tax years of 2004 through 2009. The settlement is related to temporary differences between the carrying amounts of assets for financial reporting purposes and the tax basis of those assets; accordingly the settlement resulted in an increase in deferred taxes and had no significant impact on tax expense.

Excluding the Internal Revenue Service settlement paid in 2012, we anticipate cash outlays for income taxes to be relatively equivalent to our provision for income taxes in 2013 and expect our cash outlay for taxes to exceed our tax provision in 2014 and 2015. The anticipated differences in 2014 and 2015 are associated with timing differences between the book basis and tax basis of long-lived, depreciable assets. Such differences could be in the range of \$2.0 million in each of the periods, although there are many factors that could alter the actual experience. At December 29, 2012, we are in a net deferred tax asset position of \$1.8 million. We performed an analysis, including an evaluation of certain tax planning strategies available to us, related to the net deferred tax asset and believe, absent tax law changes, that the net tax asset is recoverable in future periods, including a \$394 thousand federal income tax credit carry-forward and federal net operating loss carry-forward. Approximately \$4.8 million of future taxable income would be required to realize the deferred tax asset. During 2012, we decreased our tax valuation reserve related to future benefits for state net operating loss carry-forwards by \$41 thousand because the underlying tax assets decreased.

Discontinued Operations - Environmental Contingencies. We have reserves for environmental obligations established at five previously owned sites that were associated with our discontinued textile businesses. Each site has a Corrective Action Plan ("CAP") with the applicable authoritative state regulatory body responsible for oversight for environmental compliance. The CAP for four of these sites involves natural attenuation (degradation of the contaminants through naturally occurring events) over periods estimated at 10 to 20 years and the CAP on the remaining site involves a pump and treat remediation process, estimated to occur over a period of 20 to 30 years. Additionally, we have a reserve for an environmental liability on the property of a facility and related business that was sold in 2004. The CAP has a specified remediation term estimated to be 5 years subsequent to 2012. The total costs for remediation for all of these sites were \$173 thousand, \$83 thousand for normal ongoing remediation costs and \$90 thousand for remediation to specific initiatives in 2012. We expect normal remediation costs to approximate \$100 thousand annually. We have a reserve of \$1.8 million for environmental liabilities at these sites as of December 29, 2012. The liability established represents our best estimate of loss and is the reasonable amount to which there is any meaningful degree of certainty given the periods of estimated remediation and the dollars applicable to such remediation for those periods. The actual timeline to remediate, and thus, the ultimate cost to complete such remediation through these remediation efforts, may differ significantly from our estimates. Pre-tax cost for environmental remediation obligations classified as discontinued operations were primarily a result of specific events requiring action and additional expense in each period.

Fair Value of Financial Instruments. Due to our limited use of fair value instruments related to either assets or liabilities, we do not consider such valuations to rise to the level of critical accounting estimates related to the portrayal of our financial

statements. Within the overall utilization of fair value, only \$1.9 million of liabilities fall under a level 3 classification (those subject to significant management judgment or estimation). These liabilities were estimated based on a third party valuations.

RECENT ACCOUNTING PRONOUNCEMENTS

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. This ASU represents the converged guidance of the FASB and the International Accounting Standards Board ("the Boards") on fair value measurement. The collective efforts of the Boards and their staffs have resulted in common requirements, including a consistent meaning of the term "fair value." The Boards have concluded the common requirements will result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The ASU was effective during the first quarter of 2012 and its adoption did not have a material effect on our Consolidated Financial Statements.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. This ASU eliminates the option to report other comprehensive income and its components in the statement of stockholders' equity and requires the presentation of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. This ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and should be applied retrospectively. We early adopted this ASU in the prior year and presented the components of other comprehensive income in a separate statement following the statement of operations. In December 2011, the FASB issued ASU 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. ASU 2011-12 deferred the changes in ASU 2011-05 that relate to the presentation of reclassification adjustments to other comprehensive income. In February 2013, the FASB issued ASU No. 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. ASU 2013-02 requires us to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, we are required to present significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. ASU 2013-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2012. As the new standard does not change the current requirements for reporting net income or other comprehensive income in the financial statements, we do not expect that the adoption of this ASU will have a material effect on our Consolidated Financial Statements.

In December 2011, the FASB issued ASU No. 2011-11, "*Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*." The amendments in this ASU require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. In January 2013, the FASB issued ASU No. 2013-01, "*Balance Sheet (Topic 210)-Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*". The ASU clarifies that ordinary trade receivables and receivables are not in the scope of ASU No. 2011-11. ASU No. 2011-11 applies only to derivatives, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with specific criteria contained in the Codification or subject to a master netting arrangement or similar agreement. The effective date is the same as the effective date of ASU 2011-11. We do not expect that the adoption of these ASUs will have a material effect on our Consolidated Financial Statements.

In July 2012, the FASB issued ASU No. 2012-02, "*Intangibles--Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment*." This ASU states that an entity has the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount in accordance with Codification Subtopic 350-30, "*Intangibles--Goodwill and Other, General Intangibles Other than Goodwill*." Under the guidance in this ASU, an entity also has the option to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to performing the quantitative impairment test. An entity will be able to resume performing the qualitative assessment in any subsequent period. The amendments in this ASU are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. We do not expect that the adoption of this ASU will have a material effect on our Consolidated Financial Statements.

Certain Related Party Transactions. During the fiscal year ended December 29, 2012, we purchased a portion of our requirements for polyester fiber from Engineered Floors, an entity controlled by Robert E. Shaw. Mr. Shaw reported holding approximately 11% of our Common Stock, which as of year-end represented approximately 4% of the total vote of all classes of our Common Stock. Engineered Floors is one of our suppliers of fiber, but is our principal supplier of polyester fiber. Our total

purchases from Engineered Floors for 2012 were approximately \$8.0 million; or approximately 8% of all our comparable external yarn purchases in 2012. Our purchases from Engineered Floors are based on market value, negotiated prices. We have no contractual arrangements or commitments with Mr. Shaw associated with our business relationship with Engineered Floors. Transactions with Engineered Floors were reviewed and approved by our board of directors as arms length and on terms no less favorable to us than similar purchases from other fiber suppliers.

CRITICAL ACCOUNTING POLICIES

Certain estimates and assumptions are made when preparing our financial statements. 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 1 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 considered to have occurred when the customer takes title to products, 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 allowances.** We provide allowances for expected cash discounts 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, aged or obsolete inventory are estimated based on historical rates of recoverability and other known conditions or circumstances that may affect future recoverability. Actual results could differ from assumptions used to value our inventory.
- **Self-insured accruals.** We estimate costs required to settle claims related to our self-insured medical, dental and workers' compensation plans. These estimates include costs to settle known claims, as well as incurred and unreported claims. The estimated costs of known and unreported claims are based on historical experience. Actual results could differ from assumptions used to estimate these accruals.
- **Deferred income tax assets and liabilities.** We recognize deferred income tax assets and liabilities for the future tax consequences of the differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using statutory income tax rates that are expected to be applicable in future periods when temporary differences are expected to be recovered or paid. The effect on deferred income tax assets and liabilities of changes in income tax rates is recognized in earnings in the period that a change in income tax rates is enacted. Taxing jurisdictions could disagree with our tax treatment of various items in a manner that could affect the tax treatment of such items in the future. Accounting rules require these future effects to be evaluated using existing laws, rules and regulations, each of which is subject to change.
- **Loss contingencies.** We routinely assess our exposure related to legal matters, environmental matters, product liabilities or any other claims against our assets that may arise in the normal course of business. If we determine that it is probable a loss has been incurred, the amount of the loss, or an amount within the range of loss, that can be reasonably estimated will be recorded.

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

Our earnings, cash flows and financial position are exposed to market risks relating to interest rates, among other factors. It is our policy to minimize our exposure to adverse changes in interest rates and manage interest rate risks inherent in funding our Company with debt. We address this financial exposure through a risk management program that includes maintaining a mix of fixed and floating rate debt and the use of interest rate swap agreements (See Note 11 to the Consolidated Financial Statements).

At December 29, 2012, \$30,161, or approximately 36% of our total debt, was subject to floating interest rates. A 10% fluctuation in the variable interest rates applicable to this floating rate debt would have an annual after-tax impact of approximately \$46.

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 are 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 Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have 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, 2012, the date of the financial statements included in this Form 10-K (the "Evaluation Date"). Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of the Evaluation Date.

(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 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 control over financial reporting can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. These inherent limitations are known features of the financial reporting process; therefore, while it is possible to design into the process safeguards to reduce such risk, it is not possible to eliminate all risk.

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, 2012.

Item 9B. OTHER INFORMATION

None.

PART III.

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

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, 2013 is incorporated herein by reference. Information regarding the executive officers of the registrant is presented in PART I of this report.

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

Audit Committee Financial Expert

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

Audit Committee

We have a standing audit committee. At December 29, 2012, members of our audit committee are John W. Murrey, III, Chairman, Charles E. Brock, J. Don Brock, Walter W. Hubbard, Lowry F. Kline and Hilda W. Murray.

Item 11. EXECUTIVE COMPENSATION

The sections 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, 2013 are 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 the beneficial ownership table (and accompanying notes), in the Proxy Statement of the registrant for the annual meeting of shareholders to be held April 30, 2013 is incorporated herein by reference.

Equity Compensation Plan Information as of December 29, 2012

The following table sets forth information as to our equity compensation plans as of the end of the 2012 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	798,579 (1)	\$ 10.37 (2)	296,068

- (1) Does not include 464,886 shares issued but unvested Common Stock pursuant to restricted stock grants under our 2006 Stock Awards Plan, with a weighted-average grant date value of \$6.57 per share.
- (2) Includes the aggregate weighted-average of (i) the exercise price per share for outstanding options to purchase 579,407 shares of Common Stock under our 2000 Stock Incentive Plan and 118,000 shares of Common Stock under our 2006 Stock Awards Plan and (ii) the price per share of the Common Stock on the grant date for each of 101,172 Performance Units issued under the Directors' Stock Plan (each unit equivalent to one share of Common Stock).

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The section entitled "Certain Transactions Between the Company and Directors and Officers" in the Proxy Statement of the registrant for the annual meeting of shareholders to be held April 30, 2013 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, 2013 is incorporated herein by reference.

PART IV.

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

- (a) (1) The response to this portion of Item 15 is submitted as a separate section of this report.
- (2) No financial statements required.
- (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.

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 25, 2013

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

/s/ JON A. FAULKNER Vice President, Chief Financial Officer
Jon A. Faulkner

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

/s/ CHARLES E. BROCK Director
Charles E. Brock

/s/ J. DON BROCK Director
J. Don Brock

/s/ PAUL K. FRIERSON Director
Paul K. Frierson

/s/ WALTER W. HUBBARD Director
Walter W. Hubbard

/s/ LOWRY F. KLINE Director
Lowry F. Kline

/s/ HILDA S. MURRAY Director
Hilda S. Murray

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

ANNUAL REPORT ON FORM 10-K

ITEM 8 AND ITEM 15(a)(1)

LIST OF FINANCIAL STATEMENTS

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 29, 2012

THE DIXIE GROUP, INC.

CHATTANOOGA, TENNESSEE

THE DIXIE GROUP, INC. AND SUBSIDIARIES

LIST OF FINANCIAL STATEMENTS

The following consolidated financial statements of The Dixie Group, Inc. and subsidiaries are included in Item 8 and Item 15(a)(1):

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Consolidated balance sheets - December 29, 2012 and December 31, 2011	28
Consolidated statements of operations - Years ended December 29, 2012, December 31, 2011, and December 25, 2010	29
Consolidated statements of comprehensive income (loss) - Years ended December 29, 2012, December 31, 2011, and December 25, 2010	30
Consolidated statements of cash flows - Years ended December 29, 2012, December 31, 2011, and December 25, 2010	31
Consolidated statements of stockholders' equity - Years ended December 29, 2012, December 31, 2011, and December 25, 2010	32
Notes to consolidated financial statements	33

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, 2012 and December 31, 2011, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 29, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements 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. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and 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, 2012 and December 31, 2011, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 29, 2012, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

Atlanta, Georgia
March 25, 2013

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

	<u>December 29, 2012</u>	<u>December 31, 2011</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 491	\$ 298
Receivables, net	32,469	29,173
Inventories	72,245	63,939
Deferred income taxes	5,615	5,860
Other current assets	4,235	1,729
TOTAL CURRENT ASSETS	<u>115,055</u>	<u>100,999</u>
PROPERTY, PLANT AND EQUIPMENT, NET	69,483	67,541
OTHER ASSETS	17,232	14,403
TOTAL ASSETS	<u>\$ 201,770</u>	<u>\$ 182,943</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 14,891	\$ 14,668
Accrued expenses	19,147	17,185
Current portion of long-term debt	4,059	2,729
TOTAL CURRENT LIABILITIES	<u>38,097</u>	<u>34,582</u>
LONG-TERM DEBT	80,166	65,357
DEFERRED INCOME TAXES	3,824	4,804
OTHER LONG-TERM LIABILITIES	15,637	13,815
TOTAL LIABILITIES	<u>137,724</u>	<u>118,558</u>
COMMITMENTS AND CONTINGENCIES (See Note 17)		
STOCKHOLDERS' EQUITY		
Common Stock (\$3 par value per share): Authorized 80,000,000 shares, issued and outstanding - 12,173,961 shares for 2012 and 12,022,541 shares for 2011	36,522	36,068
Class B Common Stock (\$3 par value per share): Authorized 16,000,000 shares, issued and outstanding - 952,784 shares for 2012 and 882,644 shares for 2011	2,858	2,648
Additional paid-in capital	136,744	136,670
Accumulated deficit	(111,840)	(110,913)
Accumulated other comprehensive loss	(238)	(88)
TOTAL STOCKHOLDERS' EQUITY	<u>64,046</u>	<u>64,385</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 201,770</u>	<u>\$ 182,943</u>

See accompanying notes to the consolidated financial statements.

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

	Year Ended		
	December 29, 2012	December 31, 2011	December 25, 2010
NET SALES	\$ 266,372	\$ 270,110	\$ 231,322
Cost of sales	201,000	204,604	174,671
GROSS PROFIT	<u>65,372</u>	<u>65,506</u>	<u>56,651</u>
Selling and administrative expenses	63,489	60,667	57,362
Other operating (income) expense, net	68	(266)	303
Facility consolidation and severance expenses, net	—	(563)	1,556
OPERATING INCOME (LOSS)	<u>1,815</u>	<u>5,668</u>	<u>(2,570)</u>
Interest expense	3,146	3,470	4,124
Other (income) expense, net	(277)	(75)	283
Refinancing expenses	—	317	—
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES	<u>(1,054)</u>	<u>1,956</u>	<u>(6,977)</u>
Income tax provision (benefit)	(401)	684	(2,604)
INCOME (LOSS) FROM CONTINUING OPERATIONS	<u>(653)</u>	<u>1,272</u>	<u>(4,373)</u>
Loss from discontinued operations, net of tax	(274)	(286)	(281)
NET INCOME (LOSS)	<u>\$ (927)</u>	<u>\$ 986</u>	<u>\$ (4,654)</u>
BASIC EARNINGS (LOSS) PER SHARE:			
Continuing operations	\$ (0.05)	\$ 0.10	\$ (0.35)
Discontinued operations	(0.02)	(0.02)	(0.02)
Net income (loss)	<u>\$ (0.07)</u>	<u>\$ 0.08</u>	<u>\$ (0.37)</u>
BASIC SHARES OUTSTANDING	12,638	12,585	12,524
DILUTED EARNINGS (LOSS) PER SHARE:			
Continuing operations	\$ (0.05)	\$ 0.10	\$ (0.35)
Discontinued operations	(0.02)	(0.02)	(0.02)
Net income (loss)	<u>\$ (0.07)</u>	<u>\$ 0.08</u>	<u>\$ (0.37)</u>
DILUTED SHARES OUTSTANDING	12,638	12,623	12,524
DIVIDENDS PER SHARE:			
Common Stock	\$ —	\$ —	\$ —
Class B Common Stock	—	—	—

See accompanying notes to the consolidated financial statements.

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

	Year Ended		
	December 29, 2012	December 31, 2011	December 25, 2010
NET INCOME (LOSS)	\$ (927)	\$ 986	\$ (4,654)
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:			
Unrealized loss on interest rate swaps	(476)	(412)	(484)
Reclassification of loss into earnings from interest rate swaps	98	268	560
Amortization of unrealized loss on dedesignated interest rate swaps	289	93	—
Unrecognized net actuarial gain on postretirement benefit plans	20	67	2
Reclassification of net actuarial gain into earnings from postretirement benefit plans	(27)	(18)	(59)
Reclassification of prior service credits into earnings from postretirement benefit plans	(54)	(55)	(54)
TOTAL OTHER COMPREHENSIVE LOSS, NET OF TAX	(150)	(57)	(35)
COMPREHENSIVE INCOME (LOSS)	<u>\$ (1,077)</u>	<u>\$ 929</u>	<u>\$ (4,689)</u>

See accompanying notes to the consolidated financial statements.

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

	Year Ended		
	December 29, 2012	December 31, 2011	December 25, 2010
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) from continuing operations	\$ (653)	\$ 1,272	\$ (4,373)
Loss from discontinued operations	(274)	(286)	(281)
Net income (loss)	<u>(927)</u>	<u>986</u>	<u>(4,654)</u>
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities, net of acquisitions:			
Depreciation and amortization	9,396	9,649	11,575
Provision (benefit) for deferred income taxes	(643)	(254)	(2,498)
Net (gain) loss on property, plant and equipment disposals	(186)	37	22
Stock-based compensation expense	937	663	888
Write-off of deferred financing costs	—	92	—
Changes in operating assets and liabilities:			
Receivables	(3,296)	2,204	(2,400)
Inventories	(8,115)	(5,650)	(3,133)
Other current assets	(2,506)	(313)	685
Accounts payable and accrued expenses	1,455	(1,724)	4,546
Other operating assets and liabilities	(827)	(636)	(1,113)
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES	<u>(4,712)</u>	<u>5,054</u>	<u>3,918</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Net proceeds from sales of property, plant and equipment	187	5	10
Purchase of property, plant and equipment	(3,386)	(6,740)	(1,771)
Net cash paid in business acquisitions	(1,197)	—	—
NET CASH USED IN INVESTING ACTIVITIES	<u>(4,396)</u>	<u>(6,735)</u>	<u>(1,761)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Net (payments) borrowings on previous credit line	—	(30,503)	5,225
Payments on previous term loan	—	(11,324)	(1,506)
Net borrowings on current credit line	7,316	52,806	—
Borrowings on current mortgage note payable	—	11,063	—
Payments on current mortgage note payable	(737)	(185)	—
Payments on previous mortgage note payable	—	(5,736)	(286)
Payments on note payable related to acquisition	(161)	—	—
Borrowings on equipment financing	5,003	1,794	—
Payments on equipment financing	(1,293)	(2,660)	(2,766)
Payments on capitalized leases	(204)	(360)	(1,123)
Borrowings on notes payable	795	733	748
Payments on notes payable	(746)	(609)	(487)
Payments on subordinated indebtedness	—	(12,162)	(2,500)
Change in outstanding checks in excess of cash	(205)	366	784
Repurchases of Common Stock	(199)	(131)	(58)
Payments for debt issuance costs	(268)	(1,357)	—
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	<u>9,301</u>	<u>1,735</u>	<u>(1,969)</u>
INCREASE IN CASH AND CASH EQUIVALENTS	193	54	188
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	298	244	56
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>\$ 491</u>	<u>\$ 298</u>	<u>\$ 244</u>
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Equipment purchased under capital leases	\$ 666	\$ 14	\$ 127
Fair value of assets acquired in acquisitions	9,184	—	—
Liabilities assumed in acquisitions	(42)	—	—
Note payable related to acquisition	(5,500)	—	—
Accrued consideration related to acquisition	(2,445)	—	—

See accompanying notes to the consolidated financial statements.

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

	Common Stock	Class B Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at December 26, 2009	\$ 35,714	\$ 2,575	\$ 135,301	\$ (107,245)	\$ 4	\$ 66,349
Repurchases of Common Stock - 20,892 shares	(63)	—	5	—	—	(58)
Restricted stock grants issued - 100,940 shares	243	60	(303)	—	—	—
Class B converted into Common Stock - 10,626 shares	32	(32)	—	—	—	—
Stock-based compensation expense	—	—	828	—	—	828
Net loss	—	—	—	(4,654)	—	(4,654)
Other comprehensive loss	—	—	—	—	(35)	(35)
Balance at December 25, 2010	35,926	2,603	135,831	(111,899)	(31)	62,430
Repurchases of Common Stock - 29,069 shares	(87)	—	(44)	—	—	(131)
Restricted stock grants issued - 91,340 shares	211	63	(274)	—	—	—
Class B converted into Common Stock - 6,197 shares	18	(18)	—	—	—	—
Stock-based compensation expense	—	—	663	—	—	663
Reclassification of deferred compensation on Directors' stock	—	—	494	—	—	494
Net income	—	—	—	986	—	986
Other comprehensive loss	—	—	—	—	(57)	(57)
Balance at December 31, 2011	36,068	2,648	136,670	(110,913)	(88)	64,385
Repurchases of Common Stock - 50,444 shares	(151)	—	(48)	—	—	(199)
Restricted stock grants issued - 289,233 shares	609	258	(867)	—	—	—
Restricted stock grants forfeited - 17,229 shares	(52)	—	52	—	—	—
Class B converted into Common Stock - 15,925 shares	48	(48)	—	—	—	—
Stock-based compensation expense	—	—	937	—	—	937
Net loss	—	—	—	(927)	—	(927)
Other comprehensive loss	—	—	—	—	(150)	(150)
Balance at December 29, 2012	\$ 36,522	\$ 2,858	\$ 136,744	\$ (111,840)	\$ (238)	\$ 64,046

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 1 - 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 and these differences could be material.

Fiscal Year

The Company ends its fiscal year on the last Saturday of December. All references herein to "2012," "2011," and "2010," mean the fiscal years ended December 29, 2012, December 31, 2011, and December 25, 2010, respectively. The year 2011 contained 53 weeks, all other years presented contained 52 weeks.

Reclassifications and Corrections of Presentation

The Company reclassified certain amounts in 2011 and 2010 to conform to the 2012 presentation.

The Company identified that amounts previously classified as Common stock in treasury should be classified as a reduction to Common Stock for the par value of such shares acquired and the difference between the par value and the price paid for each share recorded either entirely to retained earnings or to additional paid-in-capital for periods in which the Company does not have retained earnings. This presentation is based on the Company's accounting policy to reflect the repurchased shares as authorized but unissued as prescribed by state statute. The Company has corrected this classification error on the Consolidated Balance Sheet for 2011 and the related effects on the Consolidated Statements of Stockholders' Equity for periods presented as follows:

	Shares		Amounts		
	2011 Issued, as Reported	2011 Issued, as Corrected	2011 as Reported	Correction	2011 as Corrected
Common Stock	15,998,937	12,022,541	\$ 47,997	\$ (11,929)	\$ 36,068
Additional paid-in capital			138,118	(1,448)	136,670
Accumulated deficit			(65,764)	(45,149)	(110,913)
Common Stock in treasury	3,976,396	—	(58,526)	58,526	—

	Shares		Amounts		
	2010 Issued, as Reported	2010 Issued, as Corrected	2010 as Reported	Correction *	2010 as Corrected
Common Stock	15,922,480	11,975,153	\$ 47,767	\$ (11,841)	\$ 35,926
Additional paid-in capital			137,235	(1,404)	135,831
Accumulated deficit			(66,750)	(45,149)	(111,899)
Common Stock in treasury	3,947,327	—	(58,395)	58,395	—

* Difference due to rounding.

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

	Shares		Amounts		
	2009 Issued, as Reported	2009 Issued, as Corrected	2009 as Reported	Correction	2009 as Corrected
Common Stock	15,830,854	11,904,419	\$ 47,493	\$ (11,779)	\$ 35,714
Additional paid-in capital			136,710	(1,409)	135,301
Accumulated deficit			(62,096)	(45,149)	(107,245)
Common Stock in treasury	3,926,435	—	(58,337)	58,337	—

The treasury stock repurchase activity within each of the years presented was also corrected to reflect the effect of the Company's accounting policy related to the repurchase of treasury stock. This correction had no impact on earnings, total equity, working capital or operating cash flows.

Discontinued Operations

The financial statements separately report discontinued operations and the results of continuing operations (See Note 20). 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.

Market Risk

The Company sells carpet to floorcovering retailers, the interior design, architectural and specifier communities and supplies carpet yarn and carpet dyeing and finishing services to certain manufacturers. The Company's customers are located principally throughout the United States. One customer accounted for 12% of net sales in 2011. No customer accounted for more than 10% of net sales in 2012 or 2010, nor did the Company make a significant amount of sales to foreign countries during 2012, 2011 or 2010.

Credit Risk

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

Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the last-in, first-out (LIFO) method, which generally matches current costs of inventory sold with current revenues, for substantially all inventories.

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. Costs to repair and maintain the Company's equipment and facilities are expensed as incurred. Such costs typically include expenditures to maintain equipment and facilities in good repair and proper working condition.

Impairment of Long-Lived Assets

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

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

Goodwill and Other Intangible Assets

Goodwill represents the excess of purchase price over the fair market value of identified net assets acquired in business combinations. The Company's goodwill is tested for impairment annually in the fourth quarter of each year or more frequently if events or circumstances indicate that the carrying value of goodwill associated with a reporting unit may not be fully recoverable.

The first step in the goodwill assessment process is to identify potential goodwill impairments and involves a comparison of the carrying value of a reporting unit, including goodwill, to the fair value of the reporting unit. For this purpose, the Company estimates fair value of the reporting unit based on expected current and future cash flows discounted at the Company's weighted-average cost of capital ("WACC"). Such an estimate necessarily involves judgments and assumptions concerning, among other matters, future sales and profitability, as well as interest rates and other financial factors used to calculate the WACC.

If an impairment is indicated in the first step of the assessment, a second step in the assessment is performed by comparing the "implied fair value" of the Company's reporting units' goodwill with the carrying value of the reporting units' goodwill. For this purpose, the "implied fair value" of goodwill for each reporting unit that has goodwill associated with its operations is determined in the same manner as the amount of goodwill is determined in a business combination. (See Note 6).

Identifiable intangible assets with finite lives are generally amortized on a straight-line basis over their respective lives, which range from 10 to 13 years.

Customer Claims and Product Warranties

The Company generally provides product warranties related to manufacturing defects and specific performance standards for its products. At the time sales are recorded, the Company records reserves for the estimated costs of defective products and failure of its products to meet applicable performance standards. The level of reserves the Company establishes is based primarily upon historical experience, including the level of sales and evaluation of pending claims.

Self-Insured Benefit Programs

The Company records liabilities to reflect an estimate of the ultimate 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 Company's historical experience for each type of claim.

Income Taxes

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. The Company recognizes interest and penalties related to uncertain tax positions, if any, in income tax expense.

Derivative Financial Instruments

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

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

Revenue Recognition

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

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

experience and any known trends or conditions that exist at the time revenue is recognized. Revenues are recorded net of taxes collected from customers.

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 of the related benefits. 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 2012, 2011 or 2010.

Cost of Sales

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

Selling and Administrative Expenses

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

Operating Leases

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

Stock-Based Compensation

The Company recognizes compensation expense relating to share-based payments based on the fair value of the equity or liability instrument issued. Restricted stock grants with pro-rata vesting are expensed using the straight-line method. (Terms of the Company's awards are specified in Note 15).

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. This ASU represents the converged guidance of the FASB and the International Accounting Standards Board ("the Boards") on fair value measurement. The collective efforts of the Boards and their staffs have resulted in common requirements, including a consistent meaning of the term "fair value." The Boards have concluded the common requirements will result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The ASU was effective during the first quarter of 2012 and its adoption did not have a material effect on the Company's Consolidated Financial Statements.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. This ASU eliminates the option to report other comprehensive income and its components in the statement of stockholders' equity and requires the presentation of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. This ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and should be applied retrospectively. The Company early adopted this ASU in the prior year and presented the components of other comprehensive income in a separate statement following the statement of operations. In December 2011, the FASB issued ASU 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. ASU 2011-12 deferred the changes in ASU 2011-05 that relate to the presentation of reclassification adjustments to other comprehensive income. In February 2013, the FASB issued ASU No. 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. ASU 2013-02 requires the Company to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, the Company is required to present significant amounts reclassified out of

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

accumulated other comprehensive income by the respective line items of net income. ASU 2013-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2012. As the new standard does not change the current requirements for reporting net income or other comprehensive income in the financial statements, the Company does not expect that the adoption of this ASU will have a material effect on the Company's Consolidated Financial Statements.

In December 2011, the FASB issued ASU No. 2011-11, "*Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities.*" The amendments in this ASU require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. In January 2013, the FASB issued ASU No. 2013-01, "*Balance Sheet (Topic 210)—Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities.*" The ASU clarifies that ordinary trade receivables and receivables are not in the scope of ASU No. 2011-11. ASU No. 2011-11 applies only to derivatives, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with specific criteria contained in the Codification or subject to a master netting arrangement or similar agreement. The effective date is the same as the effective date of ASU 2011-11. The Company does not expect that the adoption of these ASUs will have a material effect on the Company's Consolidated Financial Statements.

In July 2012, the FASB issued ASU No. 2012-02, "*Intangibles--Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment.*" This ASU states that an entity has the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount in accordance with Codification Subtopic 350-30, "*Intangibles--Goodwill and Other, General Intangibles Other than Goodwill.*" Under the guidance in this ASU, an entity also has the option to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to performing the quantitative impairment test. An entity will be able to resume performing the qualitative assessment in any subsequent period. The amendments in this ASU are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The Company does not expect that the adoption of this ASU will have a material effect on the Company's Consolidated Financial Statements.

NOTE 2 - RECEIVABLES, NET

Receivables are summarized as follows:

	<u>2012</u>	<u>2011</u>
Customers, trade	\$ 31,043	\$ 28,372
Other receivables	1,642	1,268
Gross receivables	<u>32,685</u>	<u>29,640</u>
Less allowance for doubtful accounts	(216)	(467)
Net receivables	<u>\$ 32,469</u>	<u>\$ 29,173</u>

The Company had notes receivable in the amount of \$307 and \$483 at 2012 and 2011, respectively. The current portions of notes receivable are included in other receivables above and the non-current portions are included in other assets in the Company's Consolidated Financial Statements.

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NOTE 3 - INVENTORIES

Inventories are summarized as follows:

	<u>2012</u>	<u>2011</u>
Raw materials	\$ 23,002	\$ 19,624
Work-in-process	13,786	13,116
Finished goods	49,251	45,840
Supplies, repair parts and other	470	351
LIFO reserve	(14,264)	(14,992)
Total inventories	<u>\$ 72,245</u>	<u>\$ 63,939</u>

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment consists of the following:

	<u>2012</u>	<u>2011</u>
Land and improvements	\$ 6,950	\$ 6,395
Buildings and improvement	50,293	46,984
Machinery and equipment	137,432	130,437
	<u>194,675</u>	<u>183,816</u>
Accumulated depreciation	(125,192)	(116,275)
Property, plant and equipment, net	<u>\$ 69,483</u>	<u>\$ 67,541</u>

Depreciation of property, plant and equipment, including amounts for capital leases, totaled \$9,070 in 2012, \$9,417 in 2011 and \$11,376 in 2010.

NOTE 5 - ACQUISITIONS

On November 2, 2012, the Company acquired a continuous carpet dyeing facility in Calhoun, Georgia from Lineage PCR, Inc. for \$6,562 which included cash, a seller financed note and the fair value of a five-year below market agreement to process certain of the seller's products on a commission basis. The Company incurred direct, incremental costs of \$269 related to the acquisition which were expensed as incurred and included in general and administrative expenses in the Company's Consolidated Financial Statements. With the acquisition of these continuous dyeing assets, the Company intends to move a significant volume of its dyeing production from its more costly beck dyeing assets as well as develop future products that will utilize the continuous dye process.

The purchase price consideration was as follows:

Cash paid	\$ 239
Seller-financed note	5,500
Below-market supply contract	823
Total purchase price	<u>\$ 6,562</u>

The acquisition has been accounted for as a business combination which requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The Company concluded that the acquisition did not represent a material business combination. The allocation of the purchase price was based on estimates of the fair value of the assets acquired as of November 2, 2012. The components of the purchase price allocation consisted of the following:

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Property, plant and equipment	\$	6,371
Inventory		173
Supplies		18
Purchase price	<u>\$</u>	<u>6,562</u>

On November 28, 2012, the Company acquired the specialized wool rug tufting equipment and related business from Crown Manufacturing, Inc. for \$2,580 which included cash, deferred payments and an accrued contingent liability. The deferred payment is payable in three equal annual installments and the accrued contingent liability is three annual payments based on sales volumes each year. The Company incurred direct incremental costs of \$49 related to this acquisition and is classified in general and administrative expenses in the Company's Consolidated Financial Statements. This acquisition is designed to move and utilize the acquired assets in the Company's facilities to meet internal requirements as well as to enter certain other markets not currently served by the Company. Prior to the acquisition of these assets from Crown Manufacturing, the Company's requirements for products comprised a significant portion of the related machinery capacity at Crown Manufacturing. As a result, the Company anticipates a decrease in costs related to the rugs manufactured on the purchased equipment.

The purchase price consideration was as follows:

Cash paid	\$	958
Deferred payments to seller		471
Contingent consideration		1,151
Total purchase price	<u>\$</u>	<u>2,580</u>

The acquisition has been accounted for as a business combination which requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The Company concluded that the acquisition did not represent a material business combination. The allocation of the purchase price was based on estimates of the fair value of the assets acquired as of November 28, 2012. The components of the purchase price allocation consisted of the following:

Property, plant and equipment	\$	590
Definite-lived intangible assets		352
Goodwill		1,680
Accrued payable		(42)
Purchase price	<u>\$</u>	<u>2,580</u>

NOTE 6 - GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the carrying amounts of goodwill for the years ended 2012 and 2011 are as follows:

	Goodwill	Accumulated Impairment Losses	Net
Balance at December 25, 2010	\$ —	\$ —	\$ —
Additional goodwill recognized during the period	—	—	—
Impairment losses recognized during the period	—	—	—
Other changes in the carrying amounts during the period	—	—	—
Balance at December 31, 2011	—	—	—
Additional goodwill recognized during the period (1)	1,680	—	1,680
Impairment losses recognized during the period	—	—	—
Other changes in the carrying amounts during the period	—	—	—
Balance at December 29, 2012	<u>\$ 1,680</u>	<u>\$ —</u>	<u>\$ 1,680</u>

(1) During 2012, the Company recorded goodwill was related to the Crown Manufacturing acquisition.

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The following table represents the details of the Company's intangible assets for years ended 2012 and 2011:

Intangible assets subject to amortization:

	2012			2011		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Customer relationships	\$ 208	\$ —	\$ 208	\$ —	\$ —	\$ —
Rug design coding	144	—	144	—	—	—
Total	\$ 352	\$ —	\$ 352	\$ —	\$ —	\$ —

The estimated future amortization expense during each of the next five fiscal years is as follows:

Year	Amount
2013	\$ 30
2014	30
2015	30
2016	30
2017	30
Thereafter	202

NOTE 7 - ACCRUED EXPENSES

Accrued expenses are summarized as follows:

	2012	2011
Compensation and benefits (1)	\$ 5,637	\$ 4,348
Provision for customer rebates, claims and allowances	4,389	4,249
Outstanding checks in excess of cash	2,523	2,728
Other	6,598	5,860
Total accrued expenses	\$ 19,147	\$ 17,185

(1) Includes a liability related to the Company's self-insured Workers' Compensation program. This program is collateralized by letters of credit in the aggregate amount of \$2,001.

NOTE 8 - PRODUCT WARRANTY RESERVES

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

	2012	2011
Warranty reserve at beginning of year	\$ 1,219	\$ 1,472
Warranty liabilities accrued	3,122	3,259
Warranty liabilities settled	(3,118)	(3,132)
Changes for pre-existing warranty liabilities	74	(380)
Warranty reserve at end of year	\$ 1,297	\$ 1,219

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NOTE 9 - LONG-TERM DEBT AND CREDIT ARRANGEMENTS

Long-term debt consists of the following:

	2012	2011
Revolving credit facility	\$ 60,122	\$ 52,806
Mortgage note payable	10,141	10,878
Obligation to Development Authority of Gordon County	5,339	—
Equipment notes payable	5,071	3,354
Notes payable	632	584
Capital lease obligations	2,920	464
Total long-term debt	<u>84,225</u>	<u>68,086</u>
Less: current portion of long-term debt	<u>(4,059)</u>	<u>(2,729)</u>
Total long-term debt, less current portion	<u>\$ 80,166</u>	<u>\$ 65,357</u>

Revolving Credit Facility

On September 14, 2011, the Company entered into a five-year, secured revolving credit facility (the "senior credit facility"). The senior credit facility provides for a maximum of \$90,000 of revolving credit, subject to borrowing base availability, including limited amounts of credit in the form of letters of credit and swingline loans. The borrowing base is equal to specified percentages of the Company's eligible accounts receivable, inventories and fixed assets less reserves established, from time to time, by the administrative agent under the senior credit facility.

At the Company's election, revolving loans under the senior credit facility bear interest at annual rates equal to either (a) LIBOR for 1, 2 or 3 month periods, as selected by the Company, plus an applicable margin of either 2.00% or 2.25%, or (b) the higher of the prime rate, the Federal Funds rate plus 0.5%, or a daily LIBOR rate, plus an applicable margin of either 1.00% or 1.50%. The applicable margin is determined based on availability under the senior credit facility with margins increasing as availability decreases. The weighted-average interest rate on borrowings outstanding under this agreement was 3.59% at December 29, 2012 and 3.76% at December 31, 2011. The Company also pays an unused line fee on the average amount by which the aggregate commitments exceed utilization of the senior credit facility equal to 0.375% per annum.

The senior credit facility includes certain affirmative and negative covenants that impose restrictions on the Company's financial and business operations, including limitations on debt, liens, investments, fundamental changes in the Company's business, asset dispositions, dividends and other similar restricted payments, transactions with affiliates, payments and modifications of certain existing debt, future negative pledges, and changes in the nature of the Company's business. The Company is also required to maintain a fixed charge coverage ratio of 1.1 to 1.0 during any period that borrowing availability is less than \$10,000. At December 29, 2012, the Company is in compliance with the senior credit facility's covenants.

The Company can use the proceeds of the senior credit facility for general corporate purposes, including financing acquisitions and refinancing other indebtedness. As of December 29, 2012, the unused borrowing availability under the senior credit facility was \$20,450.

Mortgage Note Payable

On September 13, 2011, the Company entered into a five-year \$11,063 mortgage loan. The mortgage loan is secured by the Company's Susan Street facility and liens secondary to the senior credit facility. The mortgage loan is scheduled to mature on September 13, 2016. The mortgage loan bears interest at a variable rate equal to one month LIBOR plus 3.00% and is payable in equal monthly installments of principal of \$61, plus interest calculated on the declining balance of the mortgage loan, with a final payment of \$7,436 due on maturity.

Debt Amendments

On November 2, 2012, the Company amended its senior credit facility and its mortgage note payable to modify certain definitions to effectively exclude up to \$2,000 of costs in the fixed cost coverage ratio calculation as a result of the Company's acquisition of a continuous carpet dyeing facility. Additionally, the Company subordinated the interests of its lender under the senior credit facility to the interests of the seller of the continuous dyeing assets to facilitate the seller financing of the transaction.

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Obligation to Development Authority of Gordon County

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

Deferred Financing Costs and Refinancing Expenses

In connection with the amendment in 2012, the Company incurred an additional \$28 in financing costs that is being amortized over the remaining term of the senior credit facility and the mortgage loan. The Company incurred \$187 in financing costs related to the obligations to the Authority that is being amortized over the term of the obligation. As a result of the refinancing in 2011, the Company paid \$1,410 in financing costs that is being amortized over the term of the senior credit facility and the mortgage loan. Additionally in 2011, the Company recognized \$317 of refinancing expenses of which \$92 related to the write-off of previously deferred financing costs and \$225 related to fees paid to 3rd parties in connection with the new senior credit facility and mortgage loan.

Equipment Notes Payable

The terms of the Company's equipment financing notes are as follows:

Instrument	Interest Rate	Term (Months)	Monthly Installments of Principal and Interest	Maturity Date
Note Payable - Equipment	6.83%	84	\$ 23	February 1, 2013
Note Payable - Equipment	6.85%	84	38	May 1, 2014
Note Payable - Equipment	7.72%	48	2	June 1, 2014
Note Payable - Equipment	2.00%	60	38	August 1, 2016
Note Payable - Equipment	5.94%	75	41	February 1, 2019

The Company's equipment financing notes are secured by the specific equipment financed and do not contain any financial covenants.

Capital Lease Obligations

The terms of the Company's capitalized lease obligations are as follows:

Instrument	Interest Rate	Term (Months)	Monthly Installments of Principal and Interest	Maturity Date
Capital Lease - Equipment	7.04%	84	\$ 8	December 1, 2015
Capital Lease - Equipment	7.72%	48	4	June 1, 2014
Capital Lease - Equipment	2.90%	60	11	August 1, 2017
Capital Lease - Equipment	4.76%	72	32	October 1, 2018
Capital Lease - Equipment	6.00%	60	1	November 1, 2017

The Company's capitalized lease obligations are secured by the specific equipment leased.

Convertible Subordinated Debentures

On October 5, 2011, the Company optionally redeemed all of the outstanding 7.00% convertible subordinated debentures pursuant to the provisions of the Indenture dated May 15, 1987. The debentures were originally set to mature on May 15, 2012. The redemption price of \$9,925 represented 100% of the principal amount of the debentures plus accrued and unpaid interest.

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The principal balance at October 5, 2011 was \$9,662. The debentures were convertible by their holders into shares of the Company's Common Stock at effective conversion price of \$32.20 per share. No holders exercised their right to convert their debentures into shares of our Common Stock.

Interest Payments and Debt Maturities

Interest payments for continuing operations were \$2,795 in 2012, \$3,338 in 2011, and \$4,006 in 2010. Maturities of long-term debt for periods following December 29, 2012 are as follows:

	Long-Term Debt	Capital Leases (See Note 17)	Total
2013	\$ 3,513	\$ 546	\$ 4,059
2014	2,806	552	3,358
2015	2,695	574	3,269
2016	70,138	480	70,618
2017	1,596	455	2,051
Thereafter	557	313	870
Total	\$ 81,305	\$ 2,920	\$ 84,225

NOTE 10 - FAIR VALUE MEASUREMENTS

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

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

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

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

The following table reflects the fair values of assets and liabilities measured and recognized at fair value on a recurring basis on the Company's Consolidated Balance Sheet as of December 29, 2012 and December 31, 2011:

	2012	2011	Fair Value Hierarchy Level
Assets:			
Rabbi trust (1)	\$ 11,894	\$ 10,913	Level 2
Interest rate swaptions (2)	—	197	Level 2
Liabilities:			
Interest rate swaps (2)	\$ 1,086	\$ 958	Level 2
Deferred compensation plan (3)	11,066	10,927	Level 1
Contingent consideration (4)	1,928	—	Level 3

- (1) The Company maintains a rabbi trust that serves as an investment designed to offset its deferred compensation plan liability. The investment assets of the trust consist of life insurance policies for which the Company recognizes income or expense based upon changes in cash surrender value.
- (2) The fair value of the interest rate swaps and swaptions was obtained from external sources. The interest rate swaps and swaptions were valued using observable inputs (e.g., LIBOR yield curves, credit spreads). Valuations of interest rate swaps may fluctuate considerably from period-to-period due to volatility in underlying interest rates, which are driven by market conditions and the duration of the instrument. Credit adjustments could have a significant impact on the valuations due to changes in credit ratings of the Company or its counterparties. During 2012, the Company terminated the swaptions.

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- (3) Senior management and other highly compensated associates may defer a specified percentage of their compensation into a non-qualified deferred compensation plan. Changes in the value of the deferred compensation under this plan is recognized each period based on the fair value of the underlying measurement funds.
- (4) As a result of the Colormaster and Crown Manufacturing acquisitions in 2012, the Company recorded contingent consideration liabilities at fair value. These fair value measurements were based on significant inputs not observable in the market and thus represent Level 3 measurements. These fair value measurements are directly impacted by the Company's estimates. Accordingly, if the estimates are higher or lower than the estimates within the fair value measurement, the Company would record additional charges or benefits, respectively, as appropriate.

Changes in the fair value measurements using significant unobservable inputs (Level 3) during the years ending December 29, 2012 and December 31, 2011 were as follows:

	2012	2011
Beginning balance	\$ —	\$ —
Contingent consideration liabilities recorded at fair value at acquisition	1,974	—
Fair value adjustments	—	—
Settlements	(46)	—
Ending balance	<u>\$ 1,928</u>	<u>\$ —</u>

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

	2012		2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and cash equivalents	\$ 491	\$ 491	\$ 298	\$ 298
Notes receivable, including current portion	307	307	483	483
Interest rate swaptions	—	—	197	197
Financial Liabilities:				
Long-term debt and capital leases, including current portion	84,225	80,174	68,086	68,900
Interest rate swaps	1,086	1,086	958	958

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

NOTE 11 - DERIVATIVES

The Company's earnings, cash flows and financial position are exposed to market risks relating to interest rates. It is the Company's policy to minimize its exposure to adverse changes in interest rates and manage interest rate risks inherent in funding the Company with debt. The Company addresses this risk by maintaining a mix of fixed and floating rate debt and entering into interest rate swaps for a portion of its variable rate debt to minimize interest rate volatility.

The following is a summary of the Company's interest rate swaps as of December 29, 2012:

Type	Notional Amount	Effective Date	Fixed Rate	Variable Rate
Interest rate swap	\$ 5,102	* April 1, 2003 through April 1, 2013	4.54%	1 Month LIBOR
Interest rate swap	\$ 25,000	July 11, 2010 through May 11, 2013	1.42%	1 Month LIBOR
Interest rate swap	\$ 10,000	October 3, 2011 through September 1, 2016	1.33%	1 Month LIBOR
Interest rate swap	\$ 10,000	March 1, 2013 through September 1, 2016	1.62%	1 Month LIBOR
Interest rate swap	\$ 5,000	June 1, 2013 through September 1, 2016	1.70%	1 Month LIBOR

* Interest rate swap has an amortizing notional amount.

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On September 14, 2011, the Company refinanced its senior revolving credit facility and entered into a new mortgage note payable. The Company had two interest rate swaps that were designated as cash flow hedges of the interest rate risk created by the variable interest rate paid on the revolving credit facility and the mortgage note payable. At the time of refinancing, the Company simultaneously dedesignated and redesignated these swaps as cash flow hedges. At the time of the refinancing, the interest rate swaps had a negative fair value and were presented as accrued expenses and other liabilities on the Company's Consolidated Balance Sheets. The related accumulated other comprehensive loss of the swaps was frozen at the time of the refinancing and is being amortized into interest expense through the maturity dates of the cash flow hedges. The accumulated loss had an unamortized balance of \$779 as of September 14, 2011. The Company amortized \$467 and \$150 of losses into earnings related to these two interest rate swaps during 2012 and 2011, respectively.

On September 14, 2011, the Company entered into two swaption agreements that permitted the Company to cancel two of the existing interest rate swaps at specified dates. The Company did not designate these swaptions as cash flow hedges; therefore, change in fair value related to these instruments were recognized into earnings. During 2012, the Company terminated the swaptions and received consideration of \$285.

On April 7, 2010, the Company entered into an interest rate swap agreement with a notional amount of \$25,000 effective May 11, 2010 through May 11, 2013. The Company did not designate this derivative instrument as a cash flow hedge and as a result recognized the fair value of this instrument in earnings. Under this interest rate swap agreement, the Company paid a fixed rate of interest of 2.38% times the notional amount and received in return a specified variable rate of interest times the same notional amount. Due to a significant drop in rates, the Company terminated the agreement in July 2010 and paid a termination fee of \$300 which represented the fair value of the instrument.

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

	Location on Consolidated Balance Sheets	Fair Value	
		2012	2011
Asset Derivatives:			
Derivatives not designated as hedging instruments:			
Interest rate swaptions	Other Assets	\$ —	\$ 197
Total Asset Derivatives		<u>\$ —</u>	<u>\$ 197</u>
Liability Derivatives:			
Derivatives designated as hedging instruments:			
Interest rate swaps, current portion	Accrued Expenses	\$ 439	\$ 559
Interest rate swaps, long term portion	Other Long-Term Liabilities	647	399
Total Liability Derivatives		<u>\$ 1,086</u>	<u>\$ 958</u>

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

	Amount of Gain or (Loss) Recognized in AOCIL on the effective portion of the Derivative		
	2012	2011	2010
Derivatives designated as hedging instruments:			
Cash flow hedges - interest rate swaps	\$ (767)	\$ (665)	\$ (781)
	Amount of Gain or (Loss) Reclassified from AOCIL on the effective portion into Income (1)(2)		
	2012	2011	2010
Derivatives designated as hedging instruments:			
Cash flow hedges - interest rate swaps	\$ (625)	\$ (583)	\$ (904)
	Amount of Gain or (Loss) Recognized on the ineffective portion in Income on Derivative (3)		
	2012	2011	2010
Derivatives designated as hedging instruments:			
Cash flow hedges - interest rate swaps	\$ —	\$ —	\$ (4)
	Amount of Gain or (Loss) Recognized in Income on Derivative (4)		
	2012	2011	2010
Derivatives not designated as hedging instruments:			
Interest rate swaptions	\$ 87	\$ 43	\$ —
Interest rate swap	—	—	(300)

- (1) The amount of gain (loss) reclassified from AOCIL is included in interest expense on the Company's Consolidated Statements of Operations.
- (2) The amount of loss expected to be reclassified from AOCIL into earnings during the next 12 months subsequent to December 29, 2012 is \$439.
- (3) The amount of gain (loss) recognized in income on the ineffective portion of interest rate swaps is included in other (income) expense, net on the Company's Consolidated Statements of Operations.
- (4) The amount of gain (loss) recognized in income for derivatives not designated as hedging instruments is included in other (income) expense, net on the Company's Consolidated Statements of Operations.

NOTE 12 - EMPLOYEE BENEFIT PLANS

Defined Contribution Plans

The Company sponsors a 401(k) defined contribution plan that covers a significant portion, or approximately 75% of the Company's associates. This plan was modified in 2012 compared with prior years to include a mandatory Company match on the first 1% of participants' contributions. The Company matches the next 2% of participants' contributions if the Company meets prescribed earnings levels. The plan also provides for additional Company contributions above the 3% level if the Company attains certain additional performance targets. The Company elected not to match participants' contributions in 2011 or 2010. Matching contribution expense for this 401(k) plan was \$247 for 2012.

Additionally, the Company sponsors a 401(K) defined contribution plan that covers those associates at one facility who are under a collective-bargaining agreement, or approximately 25% of the Company's associates. Under this plan, the Company generally matches participants' contributions, on a sliding scale, up to a maximum of 2.75% of the participant's earnings. Matching contribution expense for the collective-bargaining 401(k) plan was \$78 in 2012, \$87 in 2011 and \$107 in 2010.

Non-Qualified Retirement Savings Plan

The Company sponsors a non-qualified retirement savings plan that allows eligible associates to defer a specified percentage of their compensation. The obligations owed to participants under this plan were \$11,066 at December 29, 2012 and \$10,927 at

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December 31, 2011 and are included in other long-term liabilities in the Company's Consolidated Balance Sheets. The obligations are unsecured general obligations of the Company and the participants have no right, interest or claim in the assets of the Company, except as unsecured general creditors. The Company utilizes a Rabbi Trust to hold, invest and reinvest deferrals and contributions under the plan. Amounts are invested in Company-owned life insurance in the Rabbi Trust and the cash surrender value of the policies was \$11,894 at December 29, 2012 and \$10,913 at December 31, 2011 and is included in other assets in the Company's Consolidated Balance Sheets.

Multi-Employer Pension Plan

The Company contributes to a multi-employer pension plan under the terms of a collective-bargaining agreement that covers its union-represented employees. These union-represented employees represented 25% of the Company's total employees. The risks of participating in multi-employer plans are different from single-employer plans. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. If the Company chooses to stop participating in the multi-employer plan, the Company may be required to pay the plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The Company's participation in the multi-employer pension plan for 2012 is provided in the table below. The "EIN/Pension Plan Number" column provides the Employee Identification Number (EIN) and the three digit plan number. The most recent Pension Protection Act (PPA) zone status available in 2012 and 2011 is for the plan's year-end at 2011 and 2010, respectively. The zone status is based on information that the Company received from the plan and is certified by the plan's actuary. Among other factors, plans in the red zone are generally less than 65% funded, plans in the yellow zone are less than 80% funded and plans in the green zone are at least 80% funded. The "FIP/RP Status Pending/Implemented" column indicates a plan for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. The last column lists the expiration date of the collective-bargaining agreement to which the plan is subject.

Pension Fund	EIN/Pension Plan Number	Pension Protection Act Zone Status		FIP/RP Status Pending/Implemented (1)	Contributions (2)			Surcharge Imposed (1)	Expiration Date of Collective-Bargaining Agreement
		2012	2011		2012	2011	2010		
The Pension Plan of the National Retirement Fund	13-6130178 - 001	Red	Red	Implemented	\$ 256	\$ 292	\$ 257	Yes	6/8/2013

- (1) The collective-bargaining agreement requires the Company to contribute to the plan at the rate of \$0.37 per compensated hour for each covered employee during the life of the collective-bargaining agreement. The Company will make additional contributions, as mandated by law, in accordance with the agreed to schedule for the fund's 2010 Rehabilitation Plan. The Rehabilitation Plan was effective June 1, 2010 and requires a surcharge equal to \$0.02 per hour (from \$0.37 to \$0.39) effective June 1, 2010 - May 31, 2011, a surcharge equal to \$0.05 per hour (from \$0.37 to \$0.42) effective June 1, 2011 - May 31, 2012 and a surcharge equal to \$0.08 per hour (from \$0.37 to \$0.45) effective June 1, 2012 to May 31, 2013. Based upon current employment and benefit levels, the Company's contributions to the multi-employer pension plan are expected to be approximately \$264 for 2013.
- (2) The Company's contributions to the plan do not represent more than 5% of the total contributions to the plan for the most recent plan year available.

Postretirement Plans

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

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

	2012	2011
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 733	\$ 796
Service cost	7	7
Interest cost	26	33
Participant contributions	15	19
Actuarial gain	(80)	(120)
Benefits paid	(11)	(8)
Medicare Part D subsidy	4	6
Benefit obligation at end of year	694	733
Change in plan assets:		
Fair value of plan assets at beginning of year	—	—
Employer contributions	(8)	(17)
Participant contributions	15	19
Benefits paid	(11)	(8)
Medicare Part D subsidy	4	6
Fair value of plan assets at end of year	—	—
Unfunded amount	\$ (694)	\$ (733)

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

	2012	2011
Accrued expenses	\$ 17	\$ 21
Other long-term liabilities	677	712
Total liability	\$ 694	\$ 733

Benefits expected to be paid on behalf of associates for postretirement benefit plans during the period 2013 through 2022 are summarized as follows:

Years	Postretirement Plans
2013	\$ 17
2014	17
2015	17
2016	18
2017	18
2018 - 2022	95

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

	2012	2011
Weighted-average assumptions as of year-end:		
Discount rate (benefit obligations)	2.81%	3.06%

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

	<u>2012</u>	<u>2011</u>
Health care cost trend assumed for next year	9.00%	9.00%
Rate to which the cost trend is assumed to decline	5.00%	5.00%
Year that the rate reaches the ultimate trend rate	2017	2015

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

	<u>2012</u>		<u>2011</u>	
	<u>1% Increase</u>	<u>1% Decrease</u>	<u>1% Increase</u>	<u>1% Decrease</u>
Accumulated postretirement benefit obligation	\$ 3	\$ (3)	\$ 2	\$ (2)

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

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Service cost	\$ 7	\$ 7	\$ 6
Interest cost	26	33	42
Amortization of prior service credits	(88)	(88)	(88)
Recognized net actuarial gains	(45)	(29)	(95)
Settlement gain	(48)	(12)	(94)
Net periodic benefit cost (credit)	<u>\$ (148)</u>	<u>\$ (89)</u>	<u>\$ (229)</u>

Pre-tax amounts included in AOCIL for the Company's postretirement benefit plans at 2012 are summarized as follows:

	<u>Postretirement Benefit Plans</u>	
	<u>Balance at 2012</u>	<u>2013 Expected Amortization</u>
Prior service credits	\$ (278)	\$ (88)
Unrecognized actuarial gains	(394)	(39)
Totals	<u>\$ (672)</u>	<u>\$ (127)</u>

NOTE 13 - INCOME TAXES

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

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Current			
Federal	\$ 154	\$ 725	\$ (98)
State	88	213	(8)
Total current	<u>242</u>	<u>938</u>	<u>(106)</u>
Deferred			
Federal	(592)	(234)	(2,301)
State	(51)	(20)	(197)
Total deferred	<u>(643)</u>	<u>(254)</u>	<u>(2,498)</u>
Income tax provision (benefit)	<u>\$ (401)</u>	<u>\$ 684</u>	<u>\$ (2,604)</u>

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

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Federal statutory rate	35%	35%	35%
Statutory rate applied to income (loss) from continuing operations before taxes	\$ (369)	\$ 684	\$ (2,442)
Plus state income taxes, net of federal tax effect	24	130	(185)
Total statutory provision (benefit)	<u>(345)</u>	814	<u>(2,627)</u>
Increase (decrease) attributable to:			
Non-taxable life insurance proceeds	—	(174)	—
Stock-based compensation	14	61	149
Other items	(70)	(17)	(126)
Total tax provision (benefit)	<u>\$ (401)</u>	<u>\$ 684</u>	<u>\$ (2,604)</u>

Income tax payments, net of income tax refunds received for continuing and discontinued operations were \$1,318 in 2012 and \$97 in 2011. Income tax refunds received, net of income tax payments were \$6,931 in 2010.

During 2011, the Company agreed upon a settlement associated with an Internal Revenue Service audit for tax years 2004 through 2009. This settlement agreement resulted in a payable of approximately \$1,300 related to certain temporary differences between the carrying amounts of assets for financial reporting purposes and the tax basis of those assets. Thus, the settlement agreement resulted in an increase in deferred tax assets and had no material impact on earnings. The settlement payment was paid in the first quarter of 2012.

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

	<u>2012</u>	<u>2011</u>
Deferred tax assets:		
Inventories	\$ 2,324	\$ 2,309
Retirement benefits	3,464	3,731
Federal/State net operating losses	3,221	3,803
Federal/State tax credit carryforwards	2,111	2,077
Allowances for bad debts, claims and discounts	1,845	1,892
Other	5,497	5,376
Total deferred tax assets	<u>18,462</u>	19,188
Valuation allowance	<u>(4,938)</u>	(4,979)
Net deferred tax assets	<u>13,524</u>	<u>14,209</u>
Deferred tax liabilities:		
Property, plant and equipment	11,733	13,153
Total deferred tax liabilities	<u>11,733</u>	<u>13,153</u>
Net deferred tax asset	<u>\$ 1,791</u>	<u>\$ 1,056</u>
Balance sheet classification:	<u>2012</u>	<u>2011</u>
Current deferred tax assets	\$ 5,615	\$ 5,860
Non-current deferred tax liabilities	3,824	4,804
Net deferred tax asset	<u>\$ 1,791</u>	<u>\$ 1,056</u>

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At December 29, 2012, \$3,221 of deferred tax assets related to approximately \$72,316 of federal and state tax net operating loss carryforwards and \$2,111 federal and state tax credit carryforwards were available to the Company that will expire in five to twenty years. A valuation allowance of \$4,938 is recorded to reflect the estimated amount of deferred tax assets that may not be realized during the carryforward periods. At December 29, 2012, the Company is in a net deferred tax asset position of \$1,791. The Company performed an analysis related to the net deferred tax asset and believes that the net tax asset is recoverable in future periods, including a \$394 federal income tax credit carryforward and federal net operating loss carryforward.

Tax Uncertainties

The Company accounts for uncertainty in income tax positions according to FASB guidance relating to uncertain tax positions. Unrecognized tax benefits were \$5 at December 29, 2012 and \$16 at December 31, 2011. Due to the Company's valuation allowances, such benefits, if recognized, would not significantly affect the Company's effective tax rate. There were no significant interest or penalties accrued as of December 29, 2012 or December 31, 2011. The Company does not expect its unrecognized tax benefits to change significantly during the next twelve months.

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

	2012	2011	2010
Balance at beginning of year	\$ 16	\$ 47	\$ 52
Additions based on tax positions taken during a prior period	—	—	17
Reductions related to settlement of tax matters	—	(17)	—
Reductions related to a lapse of applicable statute of limitations	(11)	(14)	(22)
Balance at end of year	<u>\$ 5</u>	<u>\$ 16</u>	<u>\$ 47</u>

The Company and its subsidiaries are subject to United States federal income taxes, as well as income taxes in a number of state jurisdictions. The tax years subsequent to 2008 remain open to examination for U.S. federal income taxes. The majority of state jurisdictions remain open for tax years subsequent to 2008. A few state jurisdictions remain open to examination for tax years subsequent to 2007.

NOTE 14 - COMMON STOCK AND EARNINGS (LOSS) PER SHARE

Common & Preferred Stock

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

Earnings Per Share

The Company's unvested stock awards that contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are considered participating securities and should be included in the computation of earnings per share. For 2012 and 2010, these participating securities were not included in the determination of EPS because to do so would be anti-dilutive.

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

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

	2012	2011	2010
Basic earnings (loss) per share:			
Income (loss) from continuing operations	\$ (653)	\$ 1,272	\$ (4,373)
Less: Allocation of earnings to participating securities	—	(31)	—
Income (loss) from continuing operations available to common shareholders - basic	\$ (653)	\$ 1,241	\$ (4,373)
Basic weighted-average shares outstanding (1)	12,638	12,585	12,524
Basic earnings (loss) per share - continuing operations	\$ (0.05)	\$ 0.10	\$ (0.35)
Diluted earnings (loss) per share:			
Income (loss) from continuing operations available to common shareholders - basic	\$ (653)	\$ 1,241	\$ (4,373)
Add: Undistributed earnings reallocated to unvested shareholders	—	—	—
Income (loss) from continuing operations available to common shareholders - basic	\$ (653)	\$ 1,241	\$ (4,373)
Basic weighted-average shares outstanding (1)	12,638	12,585	12,524
Effect of dilutive securities:			
Stock options (2)	—	1	—
Directors' stock performance units (2)	—	37	—
Diluted weighted-average shares outstanding (1)(2)	12,638	12,623	12,524
Diluted earnings (loss) per share - continuing operations	\$ (0.05)	\$ 0.10	\$ (0.35)

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

(2) Because their effects are anti-dilutive, shares issuable under stock option plans where the exercise price is greater than the average market price of the Company's Common Stock at the end of the relevant period, directors' stock performance units, and shares issuable on conversion of subordinated debentures into shares of Common Stock have been excluded. Aggregate shares excluded were 827 in 2012, 1,337 shares in 2011 and 1,628 shares in 2010.

NOTE 15 - STOCK PLANS AND STOCK COMPENSATION EXPENSE

The Company recognizes compensation expense relating to share-based payments based on the fair value of the equity instrument issued and records such expense in selling and administrative expenses in the Company's Consolidated Financial Statements. The number of shares to be issued is determined by dividing the specified dollar value of the award by the market value per share on the grant date. Pursuant to a policy adopted by the Compensation Committee of the Board of Directors applicable to awards granted for years 2009 through 2012, \$5.00 per share will be used as the market value per share to calculate the number of shares to be issued if the market value per share is less than \$5.00 per share on the grant date. The Company's stock compensation expense was \$937 for 2012, \$663 for 2011 and \$888 for 2010.

2006 Stock Awards Plan

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

On April 27, 2010, the Company's shareholders' approved the amendment and restatement of the 2006 Plan to increase the number of shares that may be issued under the plan from 800,000 to 1,300,000.

Restricted Stock Awards

Each executive officer has the opportunity to earn a Primary Long-Term Incentive Award of restricted stock and receive an award of restricted stock denominated as "Career Shares." The number of shares issued, if any, is based on the market price of the Company's Common Stock at the time of grant of the award, subject to a \$5.00 per share minimum value effective for 2012, 2011

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and 2010. Primary Long-Term Incentive Awards vest over 3 years, and Career Shares vest when the participant becomes qualified to retire from the Company at 60 years of age and has retained the Career Shares for 2 years following the grant date.

On March 12, 2012, the Company issued 241,233 shares of restricted stock to officers and other key employees. The grant-date fair value of the awards was \$998, or \$4.135 per share, and will be recognized as stock compensation expense over the vesting periods which range from 2 to 15 years from the date the awards were granted. Each award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

On August 21, 2012, the Company issued 48,000 shares of restricted stock to certain key employees. The grant-date fair value of the awards was \$156, or \$3.255 per share, and will be recognized as stock compensation over a 4 year vesting period from the date the awards were granted. Each award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

During 2011, the Company granted 91,340 shares of restricted stock to officers and other key employees. The grant-date fair value of the awards was \$417, or \$4.565 per share, and will be recognized as stock compensation expense over the vesting periods which range from 2 to 16 years from the date the awards were granted. Each award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

During 2010, the Company granted 100,940 shares of restricted stock to officers and other key employees of the Company. The grant-date fair value of the awards was \$266, or \$2.635 per share, and will be recognized as stock compensation expense over the vesting periods which range from 2 to 17 years from the date the awards were granted. Each award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

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

Restricted stock activity for the three years ended December 29, 2012 is summarized as follows:

	Number of Shares	Weighted-Average Fair Value of Awards Granted During the Year
Outstanding at December 26, 2009	281,656	\$ —
Granted	100,940	2.64
Vested	(81,417)	—
Forfeited	—	—
Outstanding at December 25, 2010	301,179	—
Granted	91,340	4.57
Vested	(85,990)	—
Forfeited	—	—
Outstanding at December 31, 2011	306,529	—
Granted	289,233	3.99
Vested	(113,647)	—
Forfeited	(17,229)	—
Outstanding at December 29, 2012	464,886	\$ —

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As of December 29, 2012, unrecognized compensation cost related to unvested restricted stock was \$1,114. That cost is expected to be recognized over a weighted-average period of 4.5 years. The total fair value of shares vested was approximately \$439, \$385 and \$227 during the year 2012, 2011 and 2010, respectively.

Stock Performance Units

The Company's non-employee directors receive an annual retainer of \$12 in cash and \$12 in value of Stock Performance Units (subject to a \$5.00 minimum per unit, for 2012, 2011 and 2010) under the Director's Stock Plan. The market value at the date of the grants in 2010 was above \$5.00 per share; therefore, there was no reduction in the number of units issued. Units in 2012 and 2011 were reduced to reflect the \$5.00 per share minimum. Upon retirement, the Company issues the number of shares of Common Stock equivalent to the number of Stock Performance Units held by non-employee directors at that time. As of December 29, 2012, 101,172 Stock Performance Units were outstanding under this plan.

Stock Purchase Plan

The Company has a stock purchase plan which authorizes 108,000 shares of Common Stock for purchase by supervisory associates at the market price prevailing at the time of purchase. At December 29, 2012, 27,480 shares remained available for issuance under the plan. Shares sold under this plan are held in escrow until paid for and are subject to repurchase agreements which give the Company a right of first refusal to purchase the shares if they are subsequently sold. No shares were sold under the plan in 2012, 2011 or 2010.

Stock Options

All stock options issued under the Company's 2000 Plan were exercisable generally at a cumulative rate of 25% per year after the second year from the date the options are granted. Options granted under the Company's 2006 Plan are exercisable for periods determined at the time the awards are granted. Effective 2009, the Company established a \$5.00 minimum exercise price on all options granted. No options were granted during 2012, 2011 or 2010.

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

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Option activity for the three years ended December 29, 2012 is summarized as follows:

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Fair Value of Options Granted During the Year
Outstanding at December 26, 2009	917,278	\$ 10.76	\$ —
Granted	—	—	—
Exercised	—	—	—
Forfeited	(130,550)	9.88	—
Outstanding at December 25, 2010	786,728	10.91	—
Granted	—	—	—
Exercised	—	—	—
Forfeited	—	—	—
Outstanding at December 31, 2011	786,728	10.91	—
Granted	—	—	—
Exercised	—	—	—
Forfeited	(89,321)	10.20	—
Outstanding at December 29, 2012	<u>697,407</u>	<u>\$ 11.00</u>	<u>\$ —</u>
Options exercisable at:			
December 25, 2010	647,728	\$ 12.18	—
December 31, 2011	682,478	11.81	—
December 29, 2012	638,407	11.56	—

The following table summarizes information about stock options at December 29, 2012:

Options Outstanding			
Range of Exercise Prices	Number of Shares	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price
\$3.875 - \$5.00	156,000	5.7 years	\$ 4.88
\$6.96 - \$6.96	91,237	2.3 years	6.96
\$11.85 - \$17.58	450,170	2.4 years	13.94
\$3.875 - \$17.58	<u>697,407</u>	<u>3.1 years</u>	<u>\$ 11.00</u>
Options Exercisable			
Range of Exercise Prices	Number of Shares	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price
\$3.875 - \$5.00	97,000	5.0 years	\$ 4.81
\$6.96 - \$6.96	91,237	2.3 years	6.96
\$11.85 - \$17.58	450,170	2.4 years	13.94
\$3.875 - \$17.58	<u>638,407</u>	<u>2.8 years</u>	<u>\$ 11.56</u>

At December 29, 2012, the market value of all outstanding stock options was less than their exercise price by \$5,426 and the market value of exercisable stock options was less than their exercise price by \$5,321. At December 29, 2012, unrecognized compensation expense related to unvested stock options was \$72 and is expected to be recognized over a weighted-average period of 1.9 years.

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NOTE 16 - OTHER COMPREHENSIVE INCOME (LOSS)

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

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Other comprehensive income (loss):			
Unrealized gain (loss) on interest rate swaps:			
Before income taxes	\$ (767)	\$ (665)	\$ (781)
Income taxes	(291)	(253)	(297)
Net of taxes	<u>(476)</u>	<u>(412)</u>	<u>(484)</u>
Reclassification of loss into earnings from interest rate swaps:			
Before income taxes	158	433	904
Income taxes	60	165	344
Net of taxes	<u>98</u>	<u>268</u>	<u>560</u>
Amortization of unrealized loss on dedesignated interest rate swaps:			
Before income taxes	467	150	—
Income taxes	178	57	—
Net of taxes	<u>289</u>	<u>93</u>	<u>—</u>
Unrecognized net actuarial gain on postretirement benefit plans:			
Before income taxes	33	108	3
Income taxes	13	41	1
Net of taxes	<u>20</u>	<u>67</u>	<u>2</u>
Reclassification of net actuarial gain into earnings from postretirement benefit plans:			
Before income taxes	(45)	(29)	(95)
Income taxes	(18)	(11)	(36)
Net of taxes	<u>(27)</u>	<u>(18)</u>	<u>(59)</u>
Reclassification of prior service credits into earnings from postretirement benefit plans:			
Before income taxes	(88)	(88)	(88)
Income taxes	(34)	(33)	(34)
Net of taxes	<u>(54)</u>	<u>(55)</u>	<u>(54)</u>
Other comprehensive income (loss)	<u>\$ (150)</u>	<u>\$ (57)</u>	<u>\$ (35)</u>

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

	Interest Rate Swaps	Post- Retirement Liabilities	Total
Balance at December 26, 2009	\$ (590)	\$ 594	\$ 4
Unrealized gain (loss) on interest rate swaps, net of tax of \$297	(484)	—	(484)
Reclassification of loss into earnings from interest rate swaps, net of tax of \$344	560	—	560
Unrecognized net actuarial gain on postretirement benefit plans, net of tax of \$1	—	2	2
Reclassification of net actuarial gain into earnings from postretirement benefit plans, net of tax of \$36	—	(59)	(59)
Reclassification of prior service credits into earnings from postretirement benefit plans, net of tax of \$34	—	(54)	(54)
Balance at December 25, 2010	(514)	483	(31)
Unrealized gain (loss) on interest rate swaps, net of tax of \$253	(412)	—	(412)
Reclassification of loss into earnings from interest rate swaps, net of tax of \$165	268	—	268
Amortization of unrealized loss on dedesignated interest rate swaps, net of tax of \$57	93	—	93
Unrecognized net actuarial gain on postretirement benefit plans, net of tax of \$41	—	67	67
Reclassification of net actuarial gain into earnings from postretirement benefit plans, net of tax of \$11	—	(18)	(18)
Reclassification of prior service credits into earnings from postretirement benefit plans, net of tax of \$33	—	(55)	(55)
Balance at December 31, 2011	(565)	477	(88)
Unrealized gain (loss) on interest rate swaps, net of tax of \$291	(476)	—	(476)
Reclassification of loss into earnings from interest rate swaps, net of tax of \$60	98	—	98
Amortization of unrealized loss on dedesignated interest rate swaps, net of tax of \$178	289	—	289
Unrecognized net actuarial gain on postretirement benefit plans, net of tax of \$13	—	20	20
Reclassification of net actuarial gain into earnings from postretirement benefit plans, net of tax of \$18	—	(27)	(27)
Reclassification of prior service credits into earnings from postretirement benefit plans, net of tax of \$34	—	(54)	(54)
Balance at December 29, 2012	\$ (654)	\$ 416	\$ (238)

NOTE 17 - COMMITMENTS AND CONTINGENCIES

Commitments

The Company had purchase commitments of \$2,831 at December 29, 2012, primarily related to machinery & equipment. At December 29, 2012, the Company has outstanding letters of credit of \$334 which relate to commitments to foreign vendors. The Company enters into fixed-price contracts with suppliers to purchase natural gas to support certain manufacturing processes. The Company had contract purchases of \$1,127 in 2012, \$1,438 in 2011 and \$1,824 in 2010. At December 29, 2012, the Company has commitments to purchase natural gas of \$872 for 2013 and \$151 for 2014.

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The Company leases certain equipment under capital leases and certain buildings, machinery and equipment under operating leases. Commitments for minimum rentals under non-cancelable leases, including any applicable rent escalation clauses, are as follows:

	Capital Leases	Operating Leases
2013	\$ 670	\$ 1,982
2014	650	1,283
2015	645	1,144
2016	526	918
2017	481	535
Thereafter	319	265
Total commitments	<u>3,291</u>	<u>6,127</u>
Less amounts representing interest	(371)	—
Total	<u>\$ 2,920</u>	<u>\$ 6,127</u>

Property, plant and equipment includes machinery and equipment under capital leases which have asset cost and accumulated depreciation of \$3,376 and \$394, respectively, at December 29, 2012, and \$717 and \$159, respectively, at December 31, 2011.

Rental expense was approximately \$2,188, \$2,334 and \$2,326 during the years 2012, 2011 and 2010, respectively.

Contingencies

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

Environmental Remediation

The Company accrues for losses associated with environmental remediation obligations when such losses are probable and estimable. Remediation obligations are accrued based on the latest available information and are recorded at undiscounted amounts. The Company regularly monitors the progress of environmental remediation. Should studies indicate that the cost of remediation has changed from the previous estimate, an adjustment to the liability would be recorded in the period in which such determination is made. (See Note 20)

NOTE 18 - OTHER (INCOME) EXPENSE

Other operating (income) expense, net is summarized as follows:

	2012	2011	2010
Other operating (income) expense, net:			
Insurance proceeds (1)	\$ —	\$ (492)	\$ —
Loss on property, plant and equipment disposals	1	37	22
Retirement expenses	201	371	366
Miscellaneous (income) expense	(134)	(182)	(85)
Other operating (income) expense, net	<u>\$ 68</u>	<u>\$ (266)</u>	<u>\$ 303</u>

(1) The Company recognized a settlement gain of \$492 from a company-owned insurance policy during 2011.

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

Other (income) expense, net is summarized as follows:

	2012	2011	2010
Other (income) expense, net:			
(Gain) loss on non-hedged swaptions	\$ (87)	\$ (43)	\$ —
Gain on sale of non-operating assets	(187)	—	—
Loss on termination of interest rate swap	—	—	300
Miscellaneous (income) expense	(3)	(32)	(17)
Other (income) expense, net	<u>\$ (277)</u>	<u>\$ (75)</u>	<u>\$ 283</u>

NOTE 19 - FACILITY CONSOLIDATION AND SEVERANCE EXPENSES, NET

2008 Facilities Consolidation

In 2008 and 2009, in response to the difficult economic conditions, the Company consolidated certain manufacturing operations and ceased operating in a leased facility and made organizational changes to reduce staff and expenses throughout the Company ("2008 Facilities Consolidation"). Costs related to the facilities consolidation included equipment and inventory relocation, severance costs, employee relocation, asset impairments and costs associated with terminating a lease obligation. During the 2011, the Company terminated a lease obligation and paid a termination fee of \$700 resulting in a gain of \$551 from the reduction of previously accrued estimates associated with this plan. Total costs to complete this restructuring plan were \$7,410. There are no remaining costs to be incurred under this plan.

Restructuring accrual activity related to the 2008 Facilities Consolidation for 2012 and 2011 are summarized as follows:

	Equipment and Inventory Relocation	Severance Pay and Employee Relocation	Asset Impairments	Lease Obligations	Total
Accrual at 2010	\$ —	\$ —	\$ —	\$ 1,626	\$ 1,626
Expenses (credits)	—	—	—	(551)	(551)
Cash payments	—	—	—	(1,075)	(1,075)
Accrual at 2011	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Expenses (credits)	—	—	—	—	—
Cash payments	—	—	—	—	—
Accrual at 2012	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Total expenses by activity	\$ 3,192	\$ 1,095	\$ 1,459	\$ 1,664	\$ 7,410

2009 Organization Restructuring

In 2009, the Company developed and implemented a plan to realign its organizational structure to combine its three residential carpet units into one business with three distinct brands ("2009 Organization Restructuring"). As a result, the Company's residential business is organized much like its commercial carpet business and more like the rest of the industry. Costs related to the organization realignment included severance costs, associate relocation expenses and costs related to the migration of certain computer applications necessary to support the realignment. During 2011, the Company had a reduction of expenses of \$12 associated with this plan. Total costs to complete this restructuring plan were \$1,450. There are no remaining costs to be incurred under this plan.

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

Restructuring accrual activity related to the 2009 Organization Restructuring for 2012 and 2011 are summarized as follows:

	Severance Pay and Employee Relocation	Computer Systems Conversion Costs	Total
Accrual at 2010	\$ 9	\$ —	\$ 9
Expenses (credits)	(12)	—	(12)
Cash payments	3	—	3
Accrual at 2011	\$ —	\$ —	\$ —
Expenses (credits)	—	—	—
Cash payments (refunds)	—	—	—
Accrual at 2012	\$ —	\$ —	\$ —
Total expenses by activity	\$ 969	\$ 481	\$ 1,450

Expenses incurred under these plans are classified in "facility consolidation and severance (benefit) expense, net" in the Company's Consolidated Statements of Operations.

NOTE 20 - DISCONTINUED OPERATIONS

The Company has previously either sold or discontinued certain operations that are accounted for as "Discontinued Operations" under applicable accounting guidance. The Company has certain contingent obligations directly related to such operations, primarily related to self-insured workers' compensation and environmental liabilities. Costs related to these obligations for those businesses are classified as discontinued operations. Discontinued operations are summarized as follows:

	2012	2011	2010
Loss from discontinued operations:			
Workers' compensation costs	\$ (143)	\$ (237)	\$ (337)
Environmental remediation costs	(279)	(196)	(95)
Loss from discontinued operations, before taxes	(422)	(433)	(432)
Income tax benefit	(148)	(147)	(151)
Loss from discontinued operations, net of tax	\$ (274)	\$ (286)	\$ (281)

Workers' Compensation

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

Environmental Remediation

Reserves for environmental remediation obligations are established on an undiscounted basis. The Company has ongoing obligations at five previously owned sites that were associated with its discontinued textile businesses. Each of these sites contains relatively low levels of ground or ground water contaminants. Each site has a Corrective Action Plan ("CAP") with the applicable authoritative state regulatory body responsible for oversight for environmental compliance and the Company contracts with third party qualified environmental specialists for related remediation, monitoring and reporting for each location. The CAP for four of these sites involves natural attenuation (degradation of the contaminants through naturally occurring events) over periods currently estimated at 10 to 20 years and the CAP on the remaining site involves a pump and treat remediation process, currently estimated to remediate over a period of 25 years. Additionally, the Company has an environmental liability related to the property of a facility and related business that was sold in 2004. The CAP, involving an oxidation-based remediation plan, was approved in 2010 and is currently estimated to remediate over a 7 year period beginning in 2010. The Company has an accrual for environmental remediation obligations of \$1,838 and \$1,733 as of December 29, 2012 and December 31, 2011, respectively. The liability established represents the Company's best estimate of possible loss and is the reasonable amount to which there is any meaningful degree of certainty given the periods of estimated remediation and the dollars applicable to such remediation for those periods. The actual timeline to remediate, and thus, the ultimate cost to complete such remediation

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

through these remediation efforts, may differ significantly from our estimates. Pre-tax cost for environmental remediation obligations classified as discontinued operations were primarily a result of specific events requiring action and additional expense in each period.

NOTE 21 - RELATED PARTY TRANSACTIONS

During 2012, the Company purchased a portion of its requirements for polyester fiber from Engineered Floors, an entity controlled by Robert E. Shaw. Mr. Shaw reported holding approximately 11% of the Company's Common Stock, which as of year-end represented approximately 4% of the total vote of all classes of the Company's Common Stock. Engineered Floors is one of the Company's suppliers of fiber, but is its principal supplier of polyester fiber. Total purchases from Engineered Floors for 2012 were approximately \$8,000; or approximately 8% of all the Company's comparable external yarn purchases in 2012. Purchases from Engineered Floors are based on market value, negotiated prices. The Company has no contractual arrangements or commitments with Mr. Shaw associated with its business relationship with Engineered Floors. Transactions with Engineered Floors were reviewed and approved by the Company's board of directors.

NOTE 22 - SUBSEQUENT EVENT

On March 12, 2013, the Company issued 173,249 shares of restricted stock to officers of the Company. The shares will vest over periods ranging from 2 to 14 years from the date of the awards were granted. Each award is subject to a continued service condition.

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

YEAR ENDED DECEMBER 29, 2012
THE DIXIE GROUP, INC.
CHATTANOOGA, TENNESSEE

Exhibit Index

<u>EXHIBIT NO.</u>	<u>EXHIBIT DESCRIPTION</u>	<u>INCORPORATION BY REFERENCE</u>
(3.1)	Text of Restated Charter of The Dixie Group, Inc. as Amended - Blackline Version.	Incorporated by reference to Exhibit (3.4) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2003. *
(3.2)	Amended By-Laws of The Dixie Group, Inc. as of February 22, 2007.	Incorporated by reference to Exhibit 3.1 to Dixie's Current Report on Form 8-K dated February 26 2007.*
(4.1)	Amended and Restated Loan and Security Agreement dated April 14, 2004 by and among The Dixie Group, Inc. each of its subsidiaries as guarantors, and Fleet Capital Corporation.	Incorporated by reference to Exhibit (4.13) to Dixie's Current Report on Form 8-K dated April 14, 2004. *
(4.2)	First Amendment to Amended and Restated Loan and Security Agreement, dated November 10, 2004 by and among The Dixie Group, Inc. each of its subsidiaries as guarantors, and Fleet Capital Corporation.	Incorporated by reference to Exhibit (4.1) to Dixie's Current Report on Form 8-K dated November 8, 2004. *
(4.3)	Second Amendment, dated July 27, 2005, to Amended and Restated Loan and Security Agreement dated April 14, 2004 by and among The Dixie Group, Inc. each of its subsidiaries as guarantors, and Bank of America, N.A. (successor to Fleet Capital Corporation).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated July 27, 2005. *
(4.4)	Third Amendment dated May 3, 2006, to Amended and Restated Loan and Security Agreement, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated May 4, 2006. *
(4.5)	Fourth Amendment dated October 25, 2006, to Amended and Restated Loan and Security Agreement, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated October 25, 2006. *
(4.6)	Letter Agreement dated July 16, 2007 to the Fourth Amendment dated October 25, 2006, to Amended and Restated Loan and Security Agreement, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated July 16, 2007. *

<u>EXHIBIT NO.</u>	<u>EXHIBIT DESCRIPTION</u>	<u>INCORPORATION BY REFERENCE</u>
(4.7)	Fifth Amendment dated October 23, 2007, to Amended and Restated Loan and Security Agreement, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated October 23, 2007.*
(4.8)	Note and Security Agreement with Bank of America Leasing & Capital, LLC.	Incorporated by reference to Exhibit (99.1) to Dixie's Current Report on Form 8-K dated November 9, 2007.*
(4.9)	Second Amended and Restated Loan and Security Agreement dated October 24, 2008, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit 4.1 to Dixie's Current Report on Form 8-K dated October 24, 2008.
(4.10)	First Amendment to Second Amended and Restated Loan and Security Agreement dated October 24, 2008, by and among The Dixie Group, Inc. each of its subsidiaries as guarantors, and Bank of America, N.A. (successor to Fleet Capital Corporation), effective January 1, 2009.	Incorporated by reference to Exhibit (4.1) to Dixie's Current Report on Form 8-K dated December 23, 2008.
(4.11)	First Amendment to Second Amended and Restated Loan and Security Agreement dated October 24, 2008, by and among The Dixie Group, Inc. each of its subsidiaries as guarantors, and Bank of America, N.A. (successor to Fleet Capital Corporation), effective January 1, 2009.	Incorporated by reference to Exhibit (4.13) to Dixie's Current Report on Form 8-K dated June 6, 2011.
(10.1)	The Dixie Group, Inc. Director's Stock Plan. **	Incorporated by reference to Exhibit (10y) to Dixie's Annual Report on Form 10-K for the year ended December 27, 1997. *
(10.2)	The Dixie Group, Inc. New Non-qualified Retirement Savings Plan effective August 1, 1999. **	Incorporated by reference to Exhibit (10.1) to Dixie's Quarterly Report on Form 10-Q for the quarter ended June 26, 1999. *
(10.3)	The Dixie Group, Inc. Deferred Compensation Plan Amended and Restated Master Trust Agreement effective as of August 1, 1999. **	Incorporated by reference to Exhibit (10.2) to Dixie's Quarterly Report on Form 10-Q for the quarter ended June 26, 1999. *
(10.4)	The Dixie Group, Inc. Stock Incentive Plan, as amended. **	Incorporated by reference to Annex A to Dixie's Proxy Statement dated April 5, 2002 for its 2002 Annual Meeting of Shareholders. *
(10.5)	Form of Stock Option Agreement under The Dixie Group, Inc. Stock Incentive Plan. **	Incorporated by reference to Exhibit (10.23) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2001. *
(10.6)	Form of Stock Rights and Restrictions Agreement for Restricted Stock Award under The Dixie Group, Inc. Stock Incentive Plan, as amended.**	Incorporated by reference to Exhibit (10.35) to Dixie's Annual Report on Form 10-K for the year ended December 25, 2004. *
(10.7)	Form of Stock Option Agreement under The Dixie Group, Inc. Stock Incentive Plan for Non-Qualified Options Granted December 20, 2005.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated December 20, 2005. *

<u>EXHIBIT NO.</u>	<u>EXHIBIT DESCRIPTION</u>	<u>INCORPORATION BY REFERENCE</u>
(10.8)	Summary Description of the Director Compensation Arrangements for The Dixie Group, Inc.**	Incorporated by reference to Exhibit (10.34) to Dixie's Annual Report on Form 10-K for the year ended December 25, 2004. *
(10.9)	The Dixie Group, Inc. 2006 Stock Awards Plan. **	Incorporated by reference to Annex A to the Company's Proxy Statement for its 2006 Annual Meeting of Shareholders, filed March 20, 2006. *
(10.10)	The 2006 Incentive Compensation Plan, approved February 23, 2006.**	Incorporated by reference to Current Report on Form 8-K dated March 1, 2006. *
(10.11)	Material terms of the performance goals for the period 2007-2011, pursuant to which incentive compensation awards may be made to certain key executives of the Company based on the results achieved by the Company during such years, approved March 14, 2006.**	Incorporated by reference to Current Report on Form 8-K dated March 20, 2006. *
(10.12)	Form of Award of Career Shares under the 2006 Incentive Compensation Plan for Participants holding only shares of the Company's Common Stock.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated June 6, 2006. *
(10.13)	Form of Award of Career Shares under the 2006 Incentive Compensation Plan for Participants holding shares of the Company's Class B Common Stock.**	Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated June 6, 2006. *
(10.14)	Form of Award of Long Term Incentive Plan Shares under the 2006 Incentive Compensation Plan for Participants holding only shares of the Company's Common Stock.**	Incorporated by reference to Exhibit (10.3) to Dixie's Current Report on Form 8-K dated June 6, 2006. *
(10.15)	Form of Award of Long Term Incentive Plan Shares under the 2006 Incentive Compensation Plan for Participants holding shares of the Company's Class B Common Stock.**	Incorporated by reference to Exhibit (10.4) to Dixie's Current Report on Form 8-K dated June 6, 2006. *
(10.16)	Award of 125,000 shares of Restricted Stock under the 2006 Stock Awards Plan to Daniel K. Frierson.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated June 7, 2006. *
(10.17)	Summary description of The Dixie Group, Inc. 2007 Annual Compensation Plan.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated February 26, 2007. *
(10.18)	Rule 10b5-1 and 10b-18 Repurchase Agreement by and between The Dixie Group, Inc. and Raymond James & Associates, Inc. dated December 11, 2007*	Incorporated by reference to Exhibit (99.1) to Dixie's Current Report on Form 8-K dated December 11, 2007*
(10.19)	Merger agreement between The Dixie Group, Inc. and Unite Here National Retirement Fund regarding the Company's Masland Bargaining Unit Defined Benefit Pension Plan.**	Incorporated by reference to Exhibit (99.1) to Dixie's Current Report on Form 8-K dated December 28, 2007*
(10.20)	Summary description of The Dixie Group, Inc. 2008 Annual Incentive Plan.**	Incorporated by reference to Exhibit 10.1 to Dixie's Current Report on Form 8-K dated February 15, 2008*
(10.21)	Summary description of The Dixie Group, Inc. 2009 Annual Incentive Plan.**	Incorporated by reference to Exhibit 10.1 to Dixie's Current Report on Form 8-K dated March 26, 2009*
(10.22)	Amended and restated award of 125,000 shares of Restricted Stock under the 2006 Stock Awards Plan to Daniel K. Frierson.**	Incorporated by reference to Exhibit 10.1 to Dixie's Current Report on Form 8-K dated May 21, 2009.*

<u>EXHIBIT NO.</u>	<u>EXHIBIT DESCRIPTION</u>	<u>INCORPORATION BY REFERENCE</u>
(10.23)	Reduced revolving credit facility under its Second Amended and Restated Loan and Security Agreement dated October 24, 2008, by and among The Dixie Group, Inc., each of its subsidiaries as guarantors, Bank of America, N.A., in its capacity as collateral and administrative agent for the Lenders, and the Lenders (as such term is defined in the Loan Agreement).	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated July 30, 2009.*
(10.24)	Master Lease Agreement, Corporate Guaranty and Schedule to the Master Lease Agreement by and between General Electric Capital Corporation and Masland Carpets, LLC dated August 21, 2009.	Incorporated by reference to Exhibit (10.1, 10.2, 10.3) to Dixie's Current Report on Form 8-K dated August 25, 2009.*
(10.25)	Agreement by and between Raymond James & Associates, Inc. dated November 6, 2008, to repurchase shares of The Dixie Group, Inc.'s Common Stock.	Incorporated by reference to Exhibit (99.1) to Dixie's Current Report on Form 8-K dated November 6, 2008.*
(10.26)	Summary description of The Dixie Group, Inc. 2010 Incentive Compensation Plan/Range of Incentives.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated March 3, 2010.*
(10.27)	Fixed Rate Swap Agreement between Bank of America, N.A. and The Dixie Group, Inc.	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated April 19, 2010.*
(10.28)	Fixed Rate Swap Agreement between Bank of America, N.A. and The Dixie Group, Inc.	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated July 8, 2010.*
(10.29)	Termination of interest rate swap between Bank of America, N.A. and The Dixie Group, Inc. dated April 19, 2010.	Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated July 8, 2010.*
(10.30)	Summary Description of The Dixie Group, Inc. 2011 Incentive Compensation Plan/Range of Incentives.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated February 1, 2011.*
(10.31)	Credit Agreement, by and among The Dixie Group, Inc. and certain of its subsidiaries, as Borrowers, cert of its subsidiaries, as Guarantor, the Lendors from time to time party thereto, Wells Fargo Bank Capital Finance LLC, as Administrative Agent, and co-lender and Bank of America and the Other parties thereto, dated September 13, 2011.	Incorporated by reference to Exhibit (10.10) to Dixie's Current Report on Form 8-K dated September 14, 2011.*
(10.32)	Security Agreement, by and among The Dixie Group, Inc. and certain of its subsidiaries, as Borrowers, certain of its subsidiaries, as Guarantor, the Lenders from time to time party thereto, Wells Fargo Bank Capital Finance LLC, as Administrative Agent, and co-lender and Bank of America and the Other parties thereto, dated September 13, 2011.	Incorporated by reference to Exhibit (10.11) to Dixie's Current Report on Form 8-K dated September 14, 2011.*
(10.33)	Form of Mortgages, by and among The Dixie Group, Inc. and certain of its subsidiaries, as Borrowers, certain of its subsidiaries, as Guarantor, the Lenders from time to time party thereto, Wells Fargo Bank Capital Finance LLC, as Administrative Agent, and co-lender and Bank of America and the Other parties thereto, dated September 13, 2011.	Incorporated by reference to Exhibit (10.12) to Dixie's Current Report on Form 8-K dated September 14, 2011.*

<u>EXHIBIT NO.</u>	<u>EXHIBIT DESCRIPTION</u>	<u>INCORPORATION BY REFERENCE</u>
(10.34)	Credit Agreement, by and between The Dixie Group, Inc. and certain of its subsidiaries named therein, and Wells Fargo Bank, N.A. as lender, dated September 13, 2011.	Incorporated by reference to Exhibit (10.20) to Dixie's Current Report on Form 8-K dated September 14, 2011.*
(10.35)	Security Agreement, by and between The Dixie Group, Inc. and certain of its subsidiaries named therein, and Wells Fargo Bank, N.A. as lender, dated September 13, 2011.	Incorporated by reference to Exhibit (10.21) to Dixie's Current Report on Form 8-K dated September 14, 2011.*
(10.36)	First Mortgage, by and between The Dixie Group, Inc. and certain of its subsidiaries named therein, and Wells Fargo Bank, N.A. as lender, dated September 13, 2011.	Incorporated by reference to Exhibit (10.22) to Dixie's Current Report on Form 8-K dated September 14, 2011.*
(10.37)	Summary Description of The Dixie Group, Inc. 2012 Incentive Compensation Plan/Range of Incentives.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated March 12, 2012.*
(10.38)	Amended and Modified Financing Agreement, by and between The Dixie Group, Inc. and certain of its subsidiaries named therein, and General Electric Credit Corporation, as lender, dated June 26, 2012.	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated June 26, 2012.*
(10.39)	Agreement to Reduce Security Deposit Amount and Amendment to Security Deposit Pledge Agreement, dated June 26, 2012.	Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated June 26, 2012.*
(10.40)	Summary Description of The Dixie Group, Inc. 2012 Incentive Compensation Plan/Range of Incentives.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated August 22, 2012.*
(10.41)	First Amendment to Credit Agreement dated as of November 2, 2012, by and among The Dixie Group, Inc., certain of its subsidiaries, and Wells Fargo Bank, N.A. as Agent and the persons identified as Lenders therein.	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated November 5, 2012.*
(10.42)	First Amendment to Credit Agreement dated as of November 2, 2012, by and among The Dixie Group, Inc., certain of its subsidiaries, and Wells Fargo Capital Finance, LLC as Agent and the persons identified as Lenders therein.	Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated November 5, 2012.*
(10.43)	Intercreditor Agreement dated as of November 2, 2012, by and among Wells Fargo Capital Finance, LLC and Wells Fargo Bank, N.A. as Agents and The Dixie Group, Inc. and certain of its subsidiaries.	Incorporated by reference to Exhibit (10.3) to Dixie's Current Report on Form 8-K dated November 5, 2012.*
(10.44)	Summary Description of The Dixie Group, Inc. 2013 Incentive Compensation Plan/Range of Incentives.**	Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated February 15, 2013.*
(14)	Code of Ethics, as amended and restated, February 15, 2010.	Incorporated by reference to Exhibit 14 to Dixie's Form 10-K dated March 3, 2010
(4.12)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Purchase and Sale Agreement dated December 28, 2012.	Filed herewith.
(4.13)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Bill of Sale, dated December 28, 2012.	Filed herewith.

<u>EXHIBIT NO.</u>	<u>EXHIBIT DESCRIPTION</u>	<u>INCORPORATION BY REFERENCE</u>
(4.14)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Lease Agreement, dated December 28, 2012.	Filed herewith.
(4.15)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Short Form Lease Agreement, dated December 28, 2012.	Filed herewith.
(4.16)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Option Agreement, dated December 28, 2012.	Filed herewith.
(4.17)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Pilot Agreement, dated December 28, 2012.	Filed herewith.
(4.18)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Loan Agreement, dated December 28, 2012.	Filed herewith.
(4.19)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Loan and Security Agreement, dated December 28, 2012.	Filed herewith.
(4.20)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Deed to Secure Debt and Security Agreement, dated December 28, 2012.	Filed herewith.
(4.21)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Notice and Consent to Assignment, dated December 28, 2012.	Filed herewith.
(4.22)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Absolute Assignment of Deed to Secure Debt and Security Agreement and Other Loan Documents, dated December 28, 2012.	Filed herewith.
(4.23)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Limited Warranty Deed, dated December 28, 2012.	Filed herewith.
(4.24)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Development Authority of Gordon County Taxable Revenue Bond, Series 2012A, dated December 28, 2012.	Filed herewith.
(4.25)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Development Authority of Gordon County Taxable Revenue Bond, Series 2012B, dated December 28, 2012.	Filed herewith.
(4.26)	Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Assignment and Security Agreement, dated December 28, 2012.	Filed herewith.
(21)	Subsidiaries of the Registrant.	Filed herewith.
(23)	Consent of Independent Registered Public Accounting Firm.	Filed herewith.

<u>EXHIBIT NO.</u>	<u>EXHIBIT DESCRIPTION</u>	<u>INCORPORATION BY REFERENCE</u>
(31.1)	CEO Certification pursuant to Securities Exchange Act Rule 13a-14(a).	Filed herewith.
(31.2)	CFO Certification pursuant to Securities Exchange Act Rule 13a-14(a).	Filed herewith.
(32.1)	CEO Certification pursuant to Securities Exchange Act Rule 13a-14(b).	Filed herewith.
(32.2)	CFO Certification pursuant to Securities Exchange Act Rule 13a-14(b).	Filed herewith.
(101.INS)	XBRL Instance Document	Filed herewith.
(101.SCH)	XBRL Taxonomy Extension Schema Document	Filed herewith.
(101.CAL)	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
(101.DEF)	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.
(101.LAB)	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith.
(101.PRE)	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.

* Commission File No. 0-2585.

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

THE DIXIE GROUP, INC.
104 Nowlin Lane, Suite 101
Chattanooga, Tennessee 37421
(423) 510-7000

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Shareholders of The Dixie Group, Inc.:

The Annual Meeting of Shareholders of The Dixie Group, Inc. will be held at the Chattanooga Hotel, Chattanooga, Tennessee, on April 30, 2013 at 8:00 a.m., Eastern Time, for the following purposes:

1. To elect eight individuals to the Board of Directors for a term of one year each;
2. To approve amendment of the Company's 2006 Stock Awards Plan to increase by 500,000 the number of shares subject to the Plan;
3. To cast an advisory vote on the Company's Executive Compensation for its named executive officers ("say-on-pay");
4. To cast an advisory vote on the frequency of future advisory say-on-pay votes;
5. To ratify appointment of Ernst & Young LLP to serve as independent registered public accountants of the Company for 2013; and
6. Such other business as may properly come before the Annual Meeting of Shareholders or any adjournment thereof.

Only shareholders of record of the Common Stock and Class B Common Stock at the close of business on March 1, 2013, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof.

Your attention is directed to the Proxy Statement accompanying this Notice for more complete information regarding the matters to be acted upon at the Annual Meeting.

The Dixie Group, Inc.



Daniel K. Frierson
Chairman of the Board

Chattanooga, Tennessee
Dated: March 25, 2013

PLEASE READ THE ATTACHED MATERIAL CAREFULLY AND COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND RETURN IT PROMPTLY TO THE COMPANY IN THE ENCLOSED POSTAGE-PAID ENVELOPE SO THAT YOUR SHARES OF COMMON STOCK AND CLASS B COMMON STOCK WILL BE REPRESENTED AT THE MEETING. IF YOU ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE YOUR SHARES IN PERSON, SHOULD YOU SO DESIRE.

Important Notice
Regarding Internet
Availability of Proxy Materials
for the
Annual Meeting of Shareholders
to be held on
April 30, 2013

The proxy statement and annual report to shareholders are available under "Annual Report and Proxy Materials" at www.thedixigroup.com/investor/investor.html.

THE DIXIE GROUP, INC.
104 Nowlin Lane, Suite 101
Chattanooga, Tennessee 37421
(423) 510-7000

ANNUAL MEETING OF SHAREHOLDERS
April 30, 2013

PROXY STATEMENT

INTRODUCTION

The enclosed Proxy is solicited on behalf of the Board of Directors of the Company for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This Proxy Statement and the enclosed Proxy will be mailed on or about March 25, 2013, to shareholders of record of the Company's Common Stock and Class B Common Stock as of the close of business on March 1, 2013.

At the Annual Meeting, holders of the Company's Common Stock, \$3.00 par value per share ("Common Stock"), and Class B Common Stock, \$3.00 par value per share ("Class B Common Stock"), will be asked to: (i) elect eight individuals to the Board of Directors for a term of one year each, (ii) approve the amendment of our 2006 Stock Awards Plan to increase by 500,000 the number of shares that may be issued under the Plan to 1,800,000 shares; (iii) cast an advisory vote on the Company's compensation for its named executive officers; (iv) cast an advisory vote on the frequency of the future advisory say-on-pay votes; (v) ratify the appointment of Ernst & Young LLP to serve as independent registered public accountants of the Company for 2013, and (vi) transact any other business that may properly come before the meeting.

The Board of Directors recommends that the Company's shareholders vote (i) **FOR** electing the eight (8) nominees for director; (ii) **FOR** approving the amendment of our 2006 Stock Awards Plan to increase by 500,000, the number of shares available for awards under the plan; (iii) **FOR** approving the Company's executive compensation of its named executive officers; (iv) **FOR** setting the frequency of the shareholder advisory vote on executive compensation at an annual vote; and (v) **FOR** ratifying the appointment of Ernst & Young LLP to serve as independent registered public accountants of the Company for 2013.

RECORD DATE, VOTE REQUIRED AND RELATED MATTERS

The Board has fixed the close of business on March 1, 2013, as the Record Date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting. In accordance with the Company's Charter, each outstanding share of Common Stock is entitled to one vote, and each outstanding share of Class B Common Stock is entitled to 20 votes, exercisable in person or by properly executed Proxy, on each matter brought before the Annual Meeting. Cumulative voting is not permitted. As of March 1, 2013, **12,187,617** shares of Common Stock, representing **12,187,617** votes, were held of record by approximately **1,800** shareholders (including an estimated **1,255** shareholders whose shares are held in nominee names, but excluding **715** participants in the Company's 401(k) Plan who may direct the voting of shares allocated to their accounts), and **939,128** shares of Class B Common Stock, representing **18,782,560** votes, were held by **13** individual shareholders, together representing an aggregate of **30,970,177** votes.

Shares represented at the Annual Meeting by properly executed Proxy will be voted in accordance with the instructions indicated therein unless such Proxy has previously been revoked. If no instructions are indicated, such shares will be voted (i) **FOR** electing the eight (8) nominees for director; (ii) **FOR** approving the amendment of our 2006 Stock Awards Plan; (iii) **FOR** approving the Company's compensation of its named executive officers; (iv) **FOR** setting the frequency of the advisory vote at an annual shareholder vote; and (v) **FOR** ratifying the appointment of Ernst & Young LLP to serve as independent registered public accountants of the Company for 2013.

Any Proxy given pursuant to this solicitation may be revoked at any time by the shareholder giving it by (i) delivering to the Secretary of the Company a written notice of revocation bearing a later date than the Proxy, (ii) submitting a later-dated, properly executed Proxy, or (iii) revoking the Proxy and voting in person at the Annual Meeting. Attendance at the Annual Meeting will not, in and of itself, constitute a revocation of a Proxy. Any written notice revoking a Proxy should be sent to The Dixie Group, Inc., P.O. Box 25107, Chattanooga, Tennessee 37422-5107, Attention: Starr T. Klein, Secretary.

The persons designated as proxies were selected by the Board of Directors and are Daniel K. Frierson, Lowry F. Kline and John W. Murrey, III. The cost of solicitation of Proxies will be borne by the Company.

The presence, in person or by Proxy, of the holders of a majority of the aggregate outstanding vote of Common Stock and Class B Common Stock entitled to vote is necessary to constitute a quorum at the Annual Meeting. In accordance with Tennessee law, Directors are elected by the affirmative vote of a plurality of the votes cast that are represented in person or by Proxy at the Annual Meeting.

Approval of the amendment of our 2006 Stock Awards Plan requires the affirmative vote of a majority of the votes present in person or by proxy at the Annual Meeting.

Ratification of the appointment of Ernst & Young LLP to serve as independent registered public accountants of the Company for 2013 will be approved if the votes properly cast favoring ratification exceed the votes cast opposing ratification.

Approval of the Company's executive compensation for its named executive officers will be deemed to have been obtained if the number of votes cast in favor of such compensation exceeds the number of votes cast against such compensation. Abstentions and broker non-votes will have no effect on the outcome.

With respect to the advisory vote of the frequency of say-on-pay advisory votes, the option that receives the highest number of votes will be deemed to have been selected by stockholders. Abstentions and broker non-votes will have no effect on the outcome.

Shares covered by abstentions and broker non-votes, while counted for purposes of determining the presence of a quorum at the Annual Meeting, are not considered to be affirmative votes. Abstentions and broker non-votes will have no effect upon the election of a nominee for director, so long as such nominee receives any affirmative votes. For purposes of ratification of the appointment of Ernst & Young LLP, as independent registered public accountants, abstentions and broker non-votes will not be considered negative votes. Abstentions will, however, have the effect of negative votes in determining whether a majority of the total votes cast has been obtained for approval of the amendment of our 2006 Stock Awards Plan

A copy of the Company's Annual Report for the year-ended December 29, 2012, is enclosed herewith.

The Board is not aware of any other matter to be brought before the Annual Meeting for a vote of shareholders. If, however, other matters are properly presented, Proxies representing shares of Common Stock and Class B Common Stock will be voted in accordance with the best judgment of the proxy holders.

PRINCIPAL SHAREHOLDERS

Shareholders of record at the close of business on March 1, 2013, the Record Date, will be entitled to notice of and to vote at the Annual Meeting.

The following is information regarding beneficial owners of more than 5% of the Company's Common Stock or Class B Common Stock. Beneficial ownership information is also presented for (i) the executive officers named in the Summary Compensation Table; (ii) all directors and nominees; and (iii) all directors and executive officers, as a group, as of March 1, 2013 (except as otherwise noted).

Name and Address of Beneficial Owner	Title of Class	Number of Shares Beneficially Owned(1)(2)	% of Class
Daniel K. Frierson			
111 East and West Road	Common Stock	1,170,044 (3)	8.84 %
Lookout Mountain, TN 37350	Class B Common Stock	827,998 (3) (4)	88.17 %
Paul K. Frierson			
141 Brow Lake Road	Common Stock	175,497 (5)	1.43 %
Lookout Mountain, GA 30750	Class B Common Stock	111,130 (5)	11.83 %
Dimensional Fund Advisors, L.P.			
Palisades West, Building One, 6300 Bee Cave Road	Common Stock	1,007,467 (6)	8.27 %
Austin, TX 78746	Class B Common Stock	—	— %
RGM Capital, LLC			
6621 Willow Park Drive, Suite 1	Common Stock	1,141,563 (7)	9.37 %
Naples, FL 34102	Class B Common Stock	—	— %
Royce & Associates, LLC			
1414 Avenue of the Americas	Common Stock	1,148,842 (8)	9.43 %
New York, NY 10019	Class B Common Stock	—	— %
Robert E. Shaw			
115 West King Street	Common Stock	1,325,000 (9)	10.87 %
Dalton, GA 30722-1005	Class B Common Stock	—	— %
T. Rowe Price Associates, Inc.			
T. Rowe Price Small-Cap Value Fund, Inc.			
100 E. Pratt Street	Common Stock	1,192,710 (10)	9.79 %
Baltimore, MD 21202	Class B Common Stock	—	— %
Wells Fargo & Company, on behalf of the following subsidiaries:			
Wells Capital Management Incorporated			
Wells Fargo Advisors, LLC			
Wells Fargo Fund Management, LLC			
Wells Fargo Bank, National Association			
420 Montgomery Street	Common Stock	919,742 (11)	7.55 %
San Francisco, CA 94104	Class B Common Stock	—	— %

Additional Directors and Executive Officers	Title of Class	Number of Shares Beneficially Owned (1)	% of Class
Charles E. Brock	Common Stock	2,400	(12)
	Class B Common Stock	—	— *
J. Don Brock, Ph. D.	Common Stock	59,570	(13)
	Class B Common Stock	—	— *
Paul B. Comiskey	Common Stock	78,428	(14)
	Class B Common Stock	—	— *
Walter W. Hubbard	Common Stock	21,260	(15)
	Class B Common Stock	—	— *
Lowry F. Kline	Common Stock	43,560	(16)
	Class B Common Stock	—	— *
D. Kennedy Frierson, Jr.	Common Stock	171,257	(17)
	Class B Common Stock	114,487	1.39 %
Hilda S. Murray	Common Stock	2,400	(18)
	Class B Common Stock	—	— *
John W. Murrey, III	Common Stock	40,770	(19)
	Class B Common Stock	—	— *
All Directors, Named Executive Officers and Executive Officers as Group (13 Persons) **	Common Stock	1,966,898	(20)
	Class B Common Stock	939,128	(21)
			14.50 %
			100.00 %

* Percentage of shares beneficially owned does not exceed 1% of the Class.

** The total vote of Common Stock and Class B Common Stock represented by the shares held by all directors and executive officers as a group is **20,749,458** votes or **64.14%** of the total vote.

- (1) Under the rules of the Securities and Exchange Commission and for the purposes of these disclosures, a person is deemed to be a “beneficial owner” of a security if that person has or shares “voting power,” which includes the power to vote or to direct the voting of such security, or “investment power,” which includes the power to dispose or to direct the disposition of such security. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities. The Class B Common Stock is convertible on a share-for-share basis into shares of Common Stock, and accordingly, outstanding shares of such stock are treated as having been converted to shares of Common Stock for purposes of determining both the number and percentage of class of Common Stock for persons set forth in the table who hold such shares.
- (2) Does not include 325,577 shares of Common Stock owned by The Dixie Group, Inc. 401(k) Retirement Savings Plan (the “401(k) Plan”) for which Daniel K. Frierson and Paul K. Frierson are fiduciaries and for which T. Rowe Price Trust Company serves as Trustee. Participants in the 401(k) Plan may direct the voting of all shares of Common Stock held in their accounts, and the Trustee must vote all shares of Common Stock held in the 401(k) Plan in the ratio reflected by such direction. Participants may also direct the disposition of such shares. Accordingly, for purposes of these disclosures, shares held for participants in the 401(k) Plan are reported as beneficially owned by the participants.

(3) Mr. Daniel K. Frierson's beneficial ownership of Common Stock and Class B Common Stock may be summarized as follows:

	Number of Shares Common Stock	Number of Shares Class B Common Stock
Held outright	—	364,158 (a)
Held by his wife	—	94,879 (c)
Held by his children, their spouses and grandchildren	97,241 (b)	165,553 (c)
Unvested restricted stock	24,574 (a)	180,861 (a)
Options to acquire Common Stock, exercisable within 60 days	215,577 (a)	—
Shares held in his Individual Retirement Account	3,567 (a)	17,061 (a)
Shares held in 401(k) Plan	1,087 (a)	—
Held as trustee of Rowena K. Frierson Charitable Remainder Unitrust	—	5,486 (a)
Deemed conversion of his Class B Common Stock	827,998	—
Total	1,170,044	827,998

- (a) Sole voting and investment power
- (b) Shared voting and investment power
- (c) Sole voting and shared investment power

(4) The 827,998 includes 260,432 shares of Class B Common Stock are held subject to Shareholder's Agreement's among Daniel K. Frierson, his wife, their five children and respective family trusts, pursuant to which Daniel K. Frierson has been granted a proxy to vote such shares.

(5) Mr. Paul K. Frierson's beneficial ownership of Common Stock and Class B Common Stock may be summarized as follows:

	Number of Shares Common Stock	Number of Shares Class B Common Stock
Held outright	33,453 (a)	94,069 (a)
Held by his wife	6,080 (c)	—
Options to acquire Common Stock, exercisable within 60 days	4,000 (a)	—
Shares held in his Individual Retirement Account	1,936 (a)	—
Held as Trustee of trust for benefit of Paul K. Frierson	5,486 (b)	17,061 (a)
Performance Units convertible into shares of Common Stock	13,412 (a)	—
Deemed conversion of his Class B Common Stock	111,130	—
Total	175,497	111,130

- (a) Sole voting and investment power
- (b) Shared voting and investment power
- (c) Sole voting and shared investment power

(6) Dimensional Fund Advisors, L.P. has reported beneficial ownership of an aggregate of 1,007,467 shares of Common Stock, as follows: 1,000,365 shares of Common Stock, for which it has sole voting power, and 1,007,467 shares of Common Stock for which it has sole dispositive power. The reported information is based upon the Schedule 13G filed by Dimensional Fund Advisors, L.P. with the Securities and Exchange Commission on February 8, 2013.

(7) RGM Capital, LLC, has reported beneficial ownership of 1,141,563 shares of Common Stock. The reported information is based upon the Schedule 13F filed by them with the Securities and Exchange Commission on February 12, 2013.

(8) Royce & Associates LLC has reported beneficial ownership of 1,148,842 shares of Common Stock for which it has sole dispositive power and sole voting power. The reported information is based upon the Schedule 13G filed by Royce & Associates LLC with the Securities and Exchange Commission on January 7, 2013.

- (9) Robert E. Shaw has reported the beneficial ownership of 1,325,000 shares of Common Stock for which he has sole voting and sole dispositive power. The reported information is based upon the 13G filed by Mr. Shaw with the Securities and Exchange Commission on January 28, 2013.
- (10) T. Rowe Price Associates, Inc. and T. Rowe Price Small-Cap Value Fund, Inc. have reported beneficial ownership of an aggregate of 1,192,710 shares of Common Stock. T. Rowe Price Associates, Inc. reports having sole dispositive power for all 1,192,710 shares and sole voting power for 84,710 of such shares, while T. Rowe Price Small-Cap Value Fund, Inc. reports sole voting power for the remaining 1,108,000 of such shares. The reported information is based upon the Schedule 13G filed jointly by T. Rowe Price Associates, Inc. and T. Rowe Price Small-Cap Value Fund, Inc. with the Securities and Exchange Commission on February 14, 2013.
- (11) Wells Fargo & Company has reported the beneficial ownership of an aggregate of 919,742 shares of Common Stock, on behalf the following subsidiaries: Wells Capital Management Incorporated, Wells Fargo Advisors, LLC, Wells Fargo Funds Management, LLC, and Wells Fargo Bank, National Association. It has reported sole power to vote 1 share and sole power to dispose of 1 of such shares. The reported information is based on a Form 13G filed on January 23, 2013.
- (12) Mr. Charles Brock's beneficial ownership may be summarized as follows:

	Number of Shares Common Stock
Common Stock	—
Options to acquire Common Stock	—
Performance Units, convertible into shares of Common Stock on retirement as a director	2,400
Total	2,400

- (13) Dr. Don Brock's beneficial ownership may be summarized as follows:

	Number of Shares Common Stock
Common Stock, held outright	22,500
Options to acquire Common Stock, exercisable within 60 days	9,500
Performance Units, convertible into shares of Common Stock on retirement as a director	27,570
Total	59,570

- (14) Mr. Comiskey's beneficial ownership may be summarized as follows:

	Number of Shares Common Stock
Common Stock, held outright	32,048
Unvested Restricted Stock	35,793
Held in 401(k) Plan	1,087
Exercisable Stock Options	9,000
Total	77,928

- (15) Mr. Hubbard's beneficial ownership may be summarized as follows:

	Number of Shares Common Stock
Options to acquire Common Stock, exercisable within 60 days	8,000
Performance Units, convertible into shares of Common Stock on retirement as a director	13,260
Total	21,260

(16) Mr. Kline's beneficial ownership may be summarized as follows:

	Number of Shares Common Stock
Common Stock, held outright	12,000
Options to acquire Common Stock, exercisable within 60 days	17,000
Performance Units, convertible into shares of Common Stock on retirement as a director	14,560
Total	43,560

(17) Mr. Kennedy Frierson's beneficial ownership may be summarized as follows:

	Number of Shares Common Stock	Number of Shares Class B Common Stock
Held Outright	—	51,375 (a)
Options to acquire Common Stock, exercisable within 60 days	49,000	—
Shares held in 401(k)	2,407	—
Shares held in trust(s) for children	2,585	6,000 (a)
Unvested Restricted Stock	2,777	57,112 (a)
Deemed conversion of Class B Stock	114,487	—
Total	171,256	114,487

(a) Subject to Shareholder's Agreement described in Note (4), above. Mr. Kennedy Frierson has sole investment power, and no voting power with respect to such shares.

(18) Ms. Murray's beneficial ownership may be summarized as follows:

	Number of Shares Common Stock
Common Stock	—
Options to acquire Common Stock	—
Performance Units, convertible into shares of Common Stock on retirement as a director	2,400
Total	2,400

(19) Mr. Murrey's beneficial ownership may be summarized as follows:

	Number of Shares Common Stock
Common Stock, held outright	3,200
Options to acquire Common Stock, exercisable within 60 days	9,500
Performance Units, convertible into shares of Common Stock on retirement as a director	27,570
Held by wife	500
Total	40,770

(20) Includes: (i) 173,748 shares of Common Stock owned directly by individuals in this group; (ii) 16,157 shares of Common Stock allocated to accounts in the 401(k) Plan of members of this group; (iii) options, which are either immediately exercisable, or exercisable within 60 days of the Record Date to purchase 441,389 shares of Common Stock; (iv) 101,172 shares of Common Stock held pursuant to performance units issued as payment of one-half of the annual retainer for the Company's non-employee directors; (v) 110,906 shares of Common Stock owned by immediate family members of certain members of this group; (vi) 5,486 shares held in trust for the benefit of persons in the group; (vii) 178,912 unvested restricted shares of Common Stock held by individuals in this group, which shares may be voted by such individuals; and (viii) 939,128 shares of Class B Common Stock held by individuals in this group, that could be converted on a share for share basis into shares of Common Stock.

(21) Includes: (i) 827,998 shares of Class B Common Stock held subject to the Shareholder Agreement described in Note (4) above and (ii) 111,130 shares of Class B Common Stock held by Paul K. Frierson.

**PROPOSAL ONE
ELECTION OF DIRECTORS**

Information About Nominees for Director

Pursuant to the Company's Bylaws, all Directors are elected to serve a one year term, or until their successors are elected and qualified. The Board of Directors is permitted to appoint directors to fill the unexpired terms of directors who resign.

The names of the nominees for election to the Board, their ages, their principal occupation or employment (which has continued for at least the past five years unless otherwise noted), directorships held by them in other publicly-held corporations or investment companies, the dates they first became directors of the Company, and certain other relevant information with respect to such nominees are as follows:

Charles E. Brock, age 48, currently serves as the Chief Executive Officer of Launch Tennessee, a position to which he was elected in early 2013. Launch Tennessee is a public-private partnership focused on supporting the development of high-growth companies in the State of Tennessee with the ultimate goal of fostering job creation and economic growth. Prior to accepting this appointment, he served as the Executive Entrepreneur/Chief Executive Officer of The Company Lab, a Chattanooga organization that serves as "the Front Door for Entrepreneurs" in Southeast, Tennessee. He is also Chairman of the Board of Four Bridges Capital Advisors, a Chattanooga based boutique investment bank. Mr. Brock also serves as a director of CapitalMark Bank and Trust. Charles E. Brock is not related to J. Don Brock. Mr. Brock is a member of the Company's Audit Committee. He has been a director of the Company since 2012.

J. Don Brock, Ph. D., age 74, is the Chairman of the Board, Chief Executive Officer, and President of Astec Industries, Inc., headquartered in Chattanooga, Tennessee, and a manufacturer of specialized equipment for building and restoring the world's infrastructure. He has been a director of the Company since 1997. Dr. Brock is a member of the Company's Audit Committee and a member of the Company's Executive Committee.

Daniel K. Frierson, age 71, is Chairman of the Board of the Company, a position he has held since 1987. He also has been Chief Executive Officer of the Company since 1980 and a director of the Company since 1973. Mr. Frierson serves as a director of Astec Industries, Inc., a manufacturer of specialized equipment for building and restoring the world's infrastructure headquartered in Chattanooga, Tennessee, and Louisiana-Pacific Corporation, a manufacturer and distributor of building materials headquartered in Nashville, Tennessee. Mr. Frierson is Chairman of the Company's Executive Committee and Chairman of the Company's Retirement Plans Committee.

D. Kennedy Frierson, Jr., age 46, is Chief Operating Officer of the Company, a position he has held since 2009. He has been President of Masland Residential, General Manager of Dixie Home, President of Bretlin as well as various other positions in operations, sales and senior management of the Company since 1998. He has been a director of the Company since 2012.

Walter W. Hubbard, age 69, served as President and CEO of Honeywell Nylon, Inc., a wholly-owned subsidiary of Honeywell International, a manufacturer of nylon products from 2003 until his retirement in 2005. Prior to becoming President of Honeywell Nylon, Mr. Hubbard served as Group Vice President, Fiber Products of BASF Corporation from 1994 until 2003. He has been a director of the Company since 2005. Mr. Hubbard is a member of the Company's Audit Committee and Compensation Committee.

Lowry F. Kline, age 72, served as a director of Coca-Cola Enterprises, Inc. since April 2000, serving as Chairman from April 2002 until April 2008, and as Vice Chairman from April 2000 to April 2003. Mr. Kline served as Chief Executive Officer of Coca-Cola Enterprises, Inc. from April 2001 until January 2004 and from December 2005 to April 2006. Prior to becoming Chief Executive Officer for Coca-Cola Enterprises, Inc., he held a number of positions with said company, including Chief Administrative Officer, Executive Vice President and General Counsel. Mr. Kline is a member of the Board of Directors of Jackson Furniture Industries, Inc., headquartered in Cleveland, Tennessee, and McKee Foods Corporation, headquartered in Collegedale, Tennessee. He has been a director of the Company since 2004. Mr. Kline is Chairman of the Company's Compensation Committee and a member of the Company's Audit Committee and a member of the Company's Executive Committee.

Hilda S. Murray, age 58, is the Corporate Secretary and Executive Vice President of TPC Printing & Packaging, a specialty packaging and printing company in Chattanooga, TN. She is also founder and President of Greener Planet, LLC, an environmental compliance consultant to the packaging and printing industry. Ms. Murray is a member of the Company's Audit Committee. She has been a director of the Company since 2012.

John W. Murrey, III, age 70, is an Assistant Professor of Law at the Appalachian School of Law. He previously served as a Senior member of the law firm of Witt, Gaither & Whitaker, P.C. in Chattanooga, Tennessee until June 30, 2001. Since 1993, Mr. Murrey has served as a director of Coca-Cola Bottling Co. Consolidated, a Coca-Cola bottler headquartered in Charlotte, North Carolina and has served on its Audit Committee. From 2003 to 2007, he also served as a director of U. S. Xpress Enterprises, Inc., a truckload carrier headquartered in Chattanooga, Tennessee, and was Chairman of its Audit Committee. Mr. Murrey has been a director of the Company since 1997 and is Chairman of the Company's Audit Committee and a member of the Company's Compensation Committee.

Daniel K. Frierson and Paul K. Frierson are brothers. D. Kennedy Frierson, Jr., the Company's Vice President and Chief Operating Officer, is the son of Daniel K. Frierson and the nephew of Paul K. Frierson. No other director, nominee, or executive officer of the Company has any family relationship, not more remote than first cousin, to any other director, nominee, or executive officer.

Considerations with Respect to Nominees

In selecting this slate of nominees for 2013, the Independent Directors of the Board considered the familiarity of the Company's incumbents with the business and prospects of the Company, developed as a result of their service on the Company's Board. The Board believes that such familiarity will be helpful in their service on the Company's Board.

In addition, the Independent Directors of the Board noted the particular qualifications, experience, attributes and skills possessed by its slate of nominees. These qualifications are reflected in the business experience listed under each nominee's name, above. In order of the list of nominees, such information may be summarized as follows: Mr. Brock is experienced in establishing new businesses having been involved in the establishment of both Foxmark Media and CapitalMark Bank and Trust. Dr. Brock has a long history of executive management experience with Astec Industries, Inc., an international manufacturing company, headquartered in Chattanooga, Tennessee. Additionally, Dr. Brock has served with the Company as a director since 1997, including service on the Audit and Executive Committees of the Board. Mr. Daniel K. Frierson has served with the Company in several management and executive capacities his entire adult life, and has been Chief Executive Officer since 1980 and a Board member since 1973. In such capacity, he has been instrumental in planning and implementing the transition of the Company to its current position as a manufacturer of residential and commercial soft floorcovering products. Additionally, Mr. Frierson has experience as a board member of other public companies as well as significant trade group experience relevant to the Company's business. He is well known and respected throughout the industry. Mr. D. Kennedy Frierson, Jr. has served with the Company in various capacities since 1992. He is currently Chief Operating Officer and has most recently led our Masland Residential business. Mr. Hubbard has highly relevant industry experience with businesses that are fiber producers and fiber suppliers, and that have served as fiber suppliers to the Company. Mr. Hubbard's experience in the management of Honeywell Nylon and BASF Corporation, as outlined above, has given him valuable experience in management, relevant to his duties as a Director of the Company. Ms. Murray has a long history of executive management experience at TPC Printing and Packaging, a provider to the specialty packaging business as well as experience with environmental controls and footprint through Greener Planet. Mr. Kline has a long history of management and board level experience with the world's largest bottler and distributor of Coca Cola Products. Additionally, he has an extensive background in business, corporate and securities law. Mr. Kline has served as a Director of the Company for several years, as reflected above, and serves on the Company's Audit, Compensation and Executive Committees. Mr. Murrey has extensive experience in corporate, securities and business law, has experience drawn from board and committee service with several publicly-traded Companies, other than the Company; prior to his retirement in 2001, he represented the Company as counsel.

The Board of Directors recommends that the Company's shareholders vote FOR electing the eight (8) nominees for director.

Meetings of the Board of Directors

The Board of Directors of the Company met six (6) times in 2012.

Committees, Attendance, and Directors' Fees

The Company has a standing Executive Committee, Audit Committee, Retirement Plans Committee, and Compensation Committee. As described in detail below, pursuant to provisions in its charter, the Company's Compensation Committee, which consists entirely of independent directors, also performs the functions of a corporate governance committee and a nominating committee. Copies of the Charter of the Company's Audit Committee and Compensation Committee may be found on the Company's website at www.thedixiegroupp.com/investor/investor.html.

Members of the Executive Committee are Daniel K. Frierson, Chairman, J. Don Brock and Lowry F. Kline. Except as otherwise limited by law or by resolution of the Board of Directors, the Executive Committee has and may exercise all of the powers and authority of the Board of Directors for the management of the business and affairs of the Company, which power the Executive Committee exercises between the meetings of the full Board of Directors. The Executive Committee did not meet in 2012.

Members of the Audit Committee are John W. Murrey, III, Chairman, Charles E. Brock, J. Don Brock, Walter W. Hubbard, Lowry F. Kline and Hilda S. Murray. All of the members of the Audit Committee are "independent directors" as that term is defined by the applicable rule of the National Association of Securities Dealers, Inc. ("NASD"). The Audit Committee evaluates audit performance, handles relations with the Company's independent auditors, and evaluates policies and procedures relating to internal accounting functions and controls. The Audit Committee has the authority to engage the independent accountants for the Company. The Audit Committee operates pursuant to an Audit Committee Charter adopted by the Board of Directors. The Audit Committee has implemented pre-approval policies and procedures related to the provision of audit and non-audit services performed by the independent auditors. Under these procedures, the Audit Committee approves the type of services to be provided and the estimated fees related to those services.

The Audit Committee met four (4) times in 2012.

Members of the Retirement Plans Committee are Daniel K. Frierson, Chairman, and Paul K. Frierson. The Retirement Plans Committee administers the Company's retirement plans. The Retirement Plans Committee met two (2) times in 2012.

Members of the Compensation Committee are Lowry F. Kline, Chairman, Walter W. Hubbard, and John W. Murrey, III. The Compensation Committee administers the Company's compensation plans, reviews and may establish the compensation of the Company's officers, and makes recommendations to the Board of Directors concerning such compensation and related matters. The Compensation Committee acts pursuant to a written Charter adopted by the Board of Directors.

The Compensation Committee may request recommendations from the Company's management concerning the types and levels of compensation to be paid to the Company's executive officers. Additionally, the Compensation Committee is authorized to engage compensation consultants and may review and consider information and recommendations of compensation consultants otherwise engaged by the Company or the Board of Directors in connection with the assessment, review and structuring of compensation plans and compensation levels. For a description of the Compensation Committee actions with respect to Compensation of Executive Officers in 2012, see **Compensation Discussion and Analysis - Compensation for 2012**.

Annually, the Compensation Committee reviews the performance of the Chief Executive Officer against goals and objectives established by the Committee as part of the process of determining his compensation. The Compensation Committee reports to the Board on its performance review.

In addition to its responsibilities with respect to executive and director compensation, the Compensation Committee discharges responsibilities with respect to corporate governance. In that capacity, the Compensation Committee develops and recommends for board approval, corporate governance guidelines.

The Compensation Committee's Charter also includes the duties of a nominating committee. Nominees approved by a majority of the Compensation Committee are recommended to the full Board. In selecting and approving director nominees, the independent directors that make up the Committee consider, among other factors, the existing composition of the Board and the mix of Board members appropriate for the perceived needs of the Company. The Compensation Committee believes continuity in leadership and board tenure increase the Board's ability to exercise meaningful board oversight. Because qualified incumbent directors provide stockholders the benefit of continuity of leadership and seasoned judgment gained through experience as a director of the Company, the Compensation Committee will generally give priority as potential candidates to those incumbent directors interested in standing for re-election who have satisfied director performance expectations, including regular attendance at, preparation for and meaningful participation in Board and committee meetings.

The Compensation Committee also considers the following in selecting the proposed nominee slate:

- at all times, at least a majority of directors must be "independent" in the opinion of the Board as determined in accordance with NASDAQ standards;
- at all times at least three members of the Board must satisfy heightened standards of independence for Audit Committee members; and
- at all times the Board should have at least one member who satisfies the criteria to be designated by the Board as an "audit committee financial expert."

The Committee did not specifically consider or address diversity as a separate topic in considering its selection of the current slate of director nominees. The Board did consider the considerable value of the incumbents' familiarity with the Company and its business as well as the considerations outlined above under the heading **Considerations with Respect to Nominees**.

The Compensation Committee met two (2) times in 2012.

Nominations for Director - Stockholder Recommendations

Generally, the Board will consider stockholder recommendations of proposed director nominees if such recommendations are timely received. To be timely for next year's annual meeting, recommendations must be received in writing at the principal executive offices of the Company no later than November 22, 2013. In addition, any stockholder director nominee recommendation must include the following information:

- the proposed nominee's name and qualifications and the reason for such recommendation;
- the name and record address of the stockholder(s) proposing such nominee;
- the number of shares of stock of the Company which are beneficially owned by such stockholder(s); and

- a description of any financial or other relationship between the stockholder(s) and such nominee or between the nominee and the Company or any of its subsidiaries.

In order to be considered by the Board, any candidate proposed by one or more stockholders will be required to submit appropriate biographical and other information equivalent to that required of all other director candidates.

Board Leadership Structure

Mr. Daniel K. Frierson currently serves as the Chairman of the Board and the Chief Executive Officer of the Company. The positions of Chief Executive Officer and Chairman of the Board are combined. Executive sessions of the Board are chaired by the chairman of the Compensation Committee, Lowry Kline, who, as noted above, has extensive management and Board experience independent of his experience with the Company. Mr. Kline and the independent directors set their own agenda for meetings in executive session and may consider any topic relevant to the Company and its business. The Company believes that regular, periodic, meetings held in executive session, in the absence of management members or management directors, provide the Board an adequate opportunity to review and address issues affecting management or the Company that require an independent perspective. Additionally, the Company's Audit Committee holds separate executive sessions with the Company's independent registered public accountants, internal auditor and management. This Committee also sets its own agenda and may consider any relevant topic in its executive sessions.

Board's Role in Risk Oversight

The Board receives an annual, in depth review of risks that may potentially affect the Company, as identified and presented by management, including all such risks reflected in the Company's periodic filings. Additionally, the Board receives regular updates on all such elements of risk. The Board may, and from time to time has, requested supplemental information and disclosure about any other specific area of interest and concern relevant to risks it believes are faced by the Company and its business.

Director Attendance

During 2012, no director attended fewer than 75% of the total number of meetings of the Board of Directors and any Committee of the Board of Directors on which he served. All directors are invited and encouraged to attend the annual meeting of shareholders. In general, all directors attend the annual meeting of shareholders unless they are unable to do so due to unavoidable commitments or intervening events. Seven (7) of the eight incumbent directors attended the 2013 annual meeting of shareholders.

Director Compensation

Directors who are employees of the Company do not receive any additional compensation for their services as members of the Board of Directors. Non-employee directors receive an annual retainer of \$24,000, payable one-half in cash and one-half in value of Performance Units under the Directors Stock Plan. Performance Units are redeemable upon a director's retirement for an equivalent number of shares of the Company's Common Stock, and the number of units issued is determined generally by the market value of the Company's Common Stock on the date of grant of the units. In addition to the annual retainer, directors who are not employees of the Company receive \$1,500 for each Board meeting attended and \$1,000 for each committee meeting attended (\$1,500 for the Committee Chairman). Fees for attending telephonic meetings are one-half those for in-person meetings, such that each non-employee director receives \$750 per telephonic board meeting and \$500 per committee meeting (\$750 for the Chairman of the Committee). For an additional discussion of Director Compensation, see the tabular information below under the heading, "Director Compensation."

Independent Directors

The Board has determined that Charles E. Brock, Dr. J. Don Brock, Walter W. Hubbard, Lowry F. Kline, Hilda S. Murray and John W. Murrey, III are independent within the meaning of the standards for independence set forth in the Company's corporate governance guidelines, which are consistent with the applicable Securities and Exchange Commission ("SEC") rules and NASDAQ standards.

Executive Sessions of the Independent Directors

The Company's independent directors meet in executive session at each regularly scheduled quarterly meeting of the Board, with the chair of the Compensation Committee serving as chair of such executive sessions.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, and regulations of the SEC thereunder, require the Company's executive officers and directors and persons who beneficially own more than 10% of the Company's Common Stock, as well as certain affiliates of such persons, to file initial reports of such ownership and monthly transaction reports covering any changes in such ownership with the SEC and the National Association of Securities Dealers. Executive officers, directors and persons owning more than 10% of the Company's Common Stock are required by SEC regulations to furnish the Company with all such reports they file. Based on its review of the copies of such reports received by it, the Company believes that, during fiscal year 2012, all filing requirements applicable to its executive officers, directors, and owners of more than 10% of the Company's Common Stock were complied with.

Management Succession

Periodically, the Board reviews a succession plan, developed by management, addressing the policies and principles for selecting successors to the Company's executive officers, including the Company's CEO. The succession plan includes an assessment of the experience, performance and skills believed to be desirable for possible successors to the Company's executive officers.

Certain Transactions Between the Company and Directors and Officers

The Company's Compensation Committee has adopted written policies and procedures concerning the review, approval or ratification of all transactions required to be disclosed under the SEC's Regulation S-K, Rule 404. These policies and procedures cover all related party transactions required to be disclosed under the SEC's rules as well as all material conflict of interest transactions as defined by relevant state law and the rules and regulations of NASDAQ that are applicable to the Company, and require that all such transactions be identified by management and disclosed to the Company's Compensation Committee for review. If required and appropriate under the circumstances, the Compensation Committee will consider such transactions for approval or ratification. Full disclosure of the material terms of any such transaction must be made to the Compensation Committee, including:

- the parties to the transaction and their relationship to the Company, its directors and officers;
- the terms of the transaction, including all proposed periodic payments; and
- the direct or indirect interest of any related parties or any director, officer or associate in the transaction.

To be approved or ratified, the Compensation Committee must find any such transaction to be fair to the Company. Prior approval of such transactions must be obtained generally, if they are material to the Company. If such transactions are immaterial, such transactions may be ratified and prior approval is not required. Ordinary employment transactions may be ratified.

Certain Related Party Transactions

During its fiscal year ended December 29, 2012, the Company purchased a portion of its products needs in the form of fiber, yarn, carpet and dyeing services from Engineered Floors, and its subsidiary Bentley Dye Services, an entity substantially controlled by Robert E. Shaw, a shareholder of the Company. Mr. Shaw has reported holding approximately **10.9%** of the Company's Common Stock, which, as of year-end, represented approximately **4.1%** of the total vote of all classes of the Company's Common Stock. Engineered Floors is one of several suppliers of such services to the Company. Total purchases from Engineered Floors (including Bentley Dye Services) for 2012 were approximately **\$8.4** million; or approximately **8.6%** of all the Company's comparable purchases in 2012. In accordance with the terms of its charter, the Compensation Committee reviewed the Company's supply relationship with Engineered Floors. The dollar value of Mr. Shaw's interest in the transactions with Engineered Floors is not known to the Company.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee of the Board of Directors is composed of six members, each of whom is an independent, non-employee director. The Audit Committee operates under a written Audit Committee Charter adopted and approved by the Board of Directors. The Charter is reviewed at least annually by the Committee. While the Committee has the responsibilities and powers set forth in its written charter, it is not the duty of the Committee to plan or conduct audits. This function is conducted by the Company's management and its independent registered public accountants.

The Committee has reviewed and discussed with management the audited financial statements of the Company for the year ended December 29, 2012 (the "Audited Financial Statements"). In addition, the Committee has discussed with Ernst & Young LLP the matters required by Statement on Auditing Standards No. 61, "Communications with Audit Committees" (SAS 61), as amended and as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T.

The Committee also has received the written report, disclosure and the letter from Ernst & Young LLP required by PCAOB Rule 3526, "Communication with Audit Committees Concerning Independence", and the Committee has reviewed, evaluated, and discussed with that firm the written report and its independence from the Company. The Committee also has discussed with management of the Company and Ernst & Young LLP such other matters and received such assurances from them as the Committee deemed appropriate.

Based on the foregoing review and discussions and relying thereon, the Committee has recommended to the Company's Board of Directors the inclusion of the Company's Audited Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 29, 2012, to be filed with the Securities and Exchange Commission.

THE AUDIT COMMITTEE

John W. Murrey, III, Chairman
Charles E. Brock
Dr. J. Don Brock
Walter W. Hubbard
Lowry F. Kline
Hilda S. Murray

AUDIT COMMITTEE FINANCIAL EXPERT

The Board has determined that John W. Murrey, III is an audit committee financial expert as defined by Item 407(d)(5) of Regulation S-K of the Securities Exchange Act of 1934, as amended, and is independent within the meaning of Rule 10A-3(b)(1) of the Securities Exchange Act of 1934 of the Securities Exchange Act of 1934. For a brief list of Mr. Murrey's relevant experience, please refer to Mr. Murrey's biographical information as set forth in the Election of Directors section of this proxy statement.

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Committee sets compensation for the Company's executive officers, and its decisions are reported to and reviewed by the Board of Directors. The Compensation Committee currently consists of three independent directors chosen annually by the Board.

Compensation of the Company's executive officers is intended to be competitive with compensation offered by other companies generally similar to the Company in size and lines of business. In determining what types and levels of compensation to offer, the Committee may review relevant, publicly available data and, from time to time, it may receive advice and information from professional compensation consultants.

The Elements of Executive Officer Compensation

Compensation for each of the Company's executive officers consists generally of base salary, retirement plan benefits and other customary employment benefits, as well as potential cash incentive awards and stock plan awards pursuant to an annual incentive plan reviewed and adopted by the Committee at the beginning of each year. The annual incentive plan is customarily structured so that a significant portion of each executive's potential, annual compensation may consist of equity awards, the value of which is tied to increases in the value of the Company's common stock.

Compensation for 2012. Effective February 16, 2012, the Compensation committee selected performance goals and a range of possible incentives for the Company's 2012 Incentive Compensation Plan (the "2012 Plan"). The goals and range of incentives were set in accordance with the plan and performance goals approved by the Company's shareholders at the annual meeting in 2011. Pursuant to the 2012 Plan, each executive officer had the opportunity to earn a Cash Incentive Award, a Primary Long-Term Incentive Award of restricted stock, and an award of restricted stock denominated as "Career Shares." The potential range of cash incentives and conditions to vesting of the restricted stock awards are described below.

For 2012, each executive officer also received customary retirement plan benefits and other customary employment benefits, as in prior years.

Salary for 2012. Salaries were unchanged for all executive officers for 2012.

Potential Incentive Awards. The CEO and all executive officers whose responsibilities primarily relate to corporate level administration had the opportunity to earn a cash payment ranging from 15% to no more than 75% of such executive's base salary. Forty percent of the amount of the potential award was based on achievement of specified levels of operating income from continuing operations for the Company's residential business operations, as adjusted for unusual items, 40% of the amount was based on achievement of specified levels of the Company's consolidated operating income, as adjusted for unusual items, and 20% of the amount was based on achievement of specified levels of the Company's commercial business operating income, as adjusted for unusual items.

Executive officers whose responsibilities primarily relate to one of the Company's business units, had the opportunity to earn a cash payment ranging from 15% to no more than 75% of such participant's base salary. Fifty percent of the amount was based on achievement of specified levels of their annual business unit operating income, as adjusted for unusual items, 25% was based on the achievement of specified levels of the Company's consolidated operating income, as adjusted for unusual items, and 25% was based on achievement of specified levels of the annual operating income of the Company's other business units, as adjusted for unusual items.

The Compensation Committee retained the discretion to reduce any award by up to 30% of the amount otherwise earned based on the participant's failure to achieve individual performance goals set by the committee.

The Committee also retained discretion to eliminate unusual items from its assessment of whether specified operating income levels were achieved. During the first half of 2012, the Company undertook several growth initiatives in response to changing business conditions, and incurred a substantial number of unusual expenses to pursue these initiatives. In August, 2012, the Committee elected to: i) identify two principal categories of such items and eliminate all expenses associated with such categories from the determination of whether specified operating income levels were achieved during the second half of 2012, ii) provide that cash incentives and an award of Primary and Long Term Incentive Shares and Career Shares could be based on such specified levels, as adjusted, and (iii) lower the possible cash incentive and Long Term Incentive Share Awards that could be earned relative to the performance levels, as adjusted.

Awards, if any, would be based on criteria established at the beginning of 2012, but with actual performance levels adjusted for the second half of 2012 to eliminate specific categories of unusual expenses.

Primary Long-Term Incentive Share Awards and Career Shares Awards. The incentive plan provided for two possible awards of restricted stock: Primary Long-Term Incentive Share Awards and Career Share Awards. Receipt of the Primary Long-Term Incentive Share Awards and Career Share Awards was made contingent on the Company's achievement of minimum adjusted

levels of operating income and, in the case of Career Share Awards, improvement in operating income levels as adjusted. Awards were granted in 2013 for 2012, as described more fully below and in the footnotes to the accompanying tables.

The Primary Long-Term Incentive Share Award was designed as a possible award of restricted shares, in value equal to no more than 35% of the executive's base salary as of the beginning of 2012 plus any cash incentive award paid for such year. Career Shares were designed as a possible award of restricted stock valued at 20% of each executive officer's base salary as of the beginning of the year. In accordance with past practice, any such award, if earned, would be granted in 2013.

Any award granted under the plan consisting of the Company's Common Stock or Class B Common Stock was subject to a minimum value per share of \$5.00. This minimum value limit was applied to the Primary Long-Term Incentive Share and Career Share Awards granted in 2013 with respect to 2012.

The Career Share Awards granted in 2013 with respect to 2012 vest when the participant becomes (i) qualified to retire from the Company and (ii) has retained such shares for 24 months following the grant date. Awards granted to a participant who is age 60 or is already age 60 or older, vest ratably over the stated vesting or retention period of such awards. Additionally, Career Share Awards are subject to accelerated vesting or forfeiture under certain conditions as follows: death, disability or a change in control will result in immediate vesting of Career Share Awards; termination without cause will also result in immediate vesting of Career Share Awards; voluntary termination of employment prior to retirement, or termination for cause will result in forfeiture of all unvested awards; upon retirement, vesting will accelerate to the extent that the Company has recognized compensation expense related to the shares subject to the awards.

2013 Awards. Cash Awards were made to the following named executive officers in 2013 for 2012: Mr. Daniel K. Frierson - \$104,592, Mr. D. Kennedy Frierson, Jr. - \$47,549, and Mr. Paul B. Comiskey - \$44,643.

Primary Long-Term Incentive Share Awards were granted in 2013 with respect to 2012 for the following named executive officers: Mr. Daniel K. Frierson - 33,230 shares, Mr. D. Kennedy Frierson, Jr. - 15,377 shares, and Mr. Paul B. Comiskey - 14,732 shares.

Career Share Awards were granted in 2013 with respect to 2012 for the following named executive officers: Mr. Daniel K. Frierson - 22,400 shares, Mr. D. Kennedy Frierson, Jr. - 10,400 shares, and Mr. Paul B. Comiskey - 10,000 shares.

For all share awards, the number of such shares was determined by application of the \$5.00 per share minimum value described above.

Retirement Plans and Other Benefits. The Company's compensation for its executive officers also includes the opportunity to participate in two retirement plans, one qualified and one non-qualified for federal tax purposes, and certain health insurance, life insurance, relocation allowances, and other benefits. Such benefits are designed to be similar to the benefits available to other exempt, salaried associates of the Company, and to be comparable to and competitive with benefits offered by businesses with which the Company competes for executive talent.

Executive officers may elect to contribute a limited amount of their compensation to the qualified plan and make deferrals into the non-qualified plan (up to 90% of total compensation). Although the plans permit the Company to make discretionary contributions in an aggregate amount equal to up to 3% of the executive officer's cash compensation, for 2012 the Company made a contribution of 1% to the qualified plan, while no Company contributions were made to the non-qualified plan.

Compensation Considerations for 2012. The tax effect of possible forms of compensation on the Company and on the executive officers is a factor considered in determining types of compensation to be awarded. Similarly, the accounting treatment accorded various types of compensation may be an important factor used to determine the form of compensation. For 2012, the Committee considered the tax effects of the possible grant of cash incentives and equity incentive awards that may not qualify as "incentive compensation" under Section 162m of the Internal Revenue Code and concluded that no executive would have compensation that exceeded the applicable threshold.

Termination Benefits. The Company's restricted stock awards provide for acceleration of vesting of awards under certain circumstances upon termination of the participant's employment.

Upon retirement of a Participant, all Long-Term Incentive Plan and Career Share restricted stock awards vest to the extent such awards have been expensed in the Company's financial statements. As of year-end, Daniel K. Frierson and Paul B. Comiskey were the only Named Executive Officers eligible for retirement in accordance with the terms of the restricted stock awards. If Mr. Frierson had retired at year end, the number of shares subject to such awards that would have vested and the value of such shares would have been 58,590 shares and \$188,561. If Mr. Comiskey had retired at year end, the number of shares subject to such awards that would have vested and the value of such shares would have been 26,087 shares and \$83,999. For purposes of valuing the foregoing awards, the Company used the year-end market value of the Company's Common Stock, which was \$3.22/share. Vesting of the restricted stock award made in 2006 to Mr. Frierson of 119,873 shares of Class B Common Stock and 5,127 shares

of Common Stock is contingent, in all events other than a change-in-control, on meeting the market condition of the award prior to June 6, 2014.

No termination benefit was paid to or accrued for any executive officer named in the accompanying tables in the fiscal year ended December 29, 2012.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis, set forth above, with management.

Based on our review and the discussions we held with management, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's Proxy Materials.

Respectfully submitted,

Lowry F. Kline, Chairman
Walter W. Hubbard
John W. Murrey, III

EXECUTIVE COMPENSATION INFORMATION

The following table sets forth information as to all compensation earned during the fiscal years ended December 25, 2010, and December 31, 2011 and December 29, 2012 to (i) the Company's Chief Executive Officer; and (ii) the two other most highly compensated executive officers who served as such during the fiscal year ended December 29, 2012 (the "Named Executive Officers"). For a more complete discussion of the elements of executive compensation, this information should be read in conjunction with the other tabular information presented in the balance of this section.

Summary Compensation Table

Name and Principal Position (a)	Year (b)	Salary (\$) (c) (1)	Bonus (\$) (d) (2)	Stock Awards (\$) (e) (3)	Option Awards (\$) (f)	Non-Equity Incentive Plan Compensation (\$) (g)	Nonqualified Compensation Earnings (\$) (h) (4)	All Other Compensation (\$) (i) (5)	Total (j)
Daniel K Frierson Chief Executive Officer	2012	\$ 560,000	109,072	286,290	—	—	—	2,232	957,594
	2011	556,500	—	102,256	—	—	—	2,232	660,988
	2010	476,000	—	59,024	—	—	—	2,976	538,000
D. Kennedy Frierson, Jr. Chief Operating Officer	2012	260,000	50,641	132,917	—	—	—	2,056	445,614
	2011	260,000	—	47,476	—	—	—	2,056	309,532
	2010	260,000	—	24,242	—	—	—	2,075	286,317
Paul B. Comiskey Vice President, President Residential	2012	250,000	47,038	127,331	—	—	—	2,274	426,643
	2011	250,000	—	45,650	—	—	—	2,274	297,924
	2010	250,000	50,000	26,350	—	—	—	2,382	328,732

- (1) Includes all amounts deferred at the election of the Named Executive Officer.
- (2) Cash incentives awarded for 2012 performance are described in the 2013 Awards section of the Compensation Discussion and Analysis. Cash bonuses are shown in the year granted, not earned, since continued employment is a condition of earning the award. No cash incentive was earned 2010.
- (3) Amounts reflect the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for the year presented of stock awards to the Named Executive Officers.
- (4) The Dixie Group does not provide above-market or preferential earnings on deferred compensation. The Named Executive Officers did not participate in any defined benefit or actuarial pension plans for the periods presented.
- (5) The following table is a summary and quantification of all amounts included in column (i)

All Other Compensation

Name (a)	Year (b)	Registrant Contributions to Defined Contributions Plans (\$ (c)	Insurance Premiums (\$) (d)	Other (\$) (f)	Total Perquisites and Other Benefits (\$) (g) (1)
Daniel K. Frierson	2012	—	2,232		2,232
	2011	—	2,232		2,232
	2010	—	2,976		2,976
D. Kennedy Frierson, Jr.	2012	—	2,056		2,056
	2011	—	2,056		2,056
	2010	—	2,075		2,075
Paul B. Comiskey	2012	—	2,274		2,274
	2011	—	2,274		2,274
	2010	—	2,382		2,382

(1) No named Executive Officer received any tax reimbursement, discounted securities purchases, or payment or accrual on termination plans for the period presented.

The following table sets forth information concerning outstanding equity awards for each of the Named Executive Officers at fiscal year-end.

Outstanding Equity Awards at Fiscal Year-End

Name (a)	Option Awards					Stock Awards			
	Exercisable (#) (b)	Unexercisable (#) (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Option (#) (d)	Option Exercise Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (g) (1)	Market Value of Shares or Units of Stock Held That Have Not Vested (\$) (h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (i)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) (j) (2)
Daniel K. Frierson						125,000	402,500	80,435	259,001
	44,287	—	—	6.960	5/2/2015				
	5,000	—	—	4.780	8/12/2015				
	50,000	—	—	11.850	8/5/2014				
	31,290	—	—	15.980	12/6/2014				
	60,000	—	—	13.510	12/20/2015				
	25,000	25,000		5.000	11/4/2019				
D. Kennedy Frierson, Jr.						—	—	59,890	192,846
	12,000	—		12.560	4/20/2014				
	4,113	—		17.580	12/6/2014				
	1,887	—		15.980	12/6/2014				
	20,000	—		13.510	12/20/2015				
	11,000	11,000		5.000	11/4/2019				
Paul B. Comiskey	—	—		—		—	—	35,793	115,253
	9,000	9,000		5.000	11/4/2019				

(1) 125,000 shares of restricted stock were awarded to the Chief Executive Officer on June 6, 2006, under the Company's 2006 Stock Awards Plan. Such award consisted of 119,873 shares of Class B Common Stock and 5,127 shares of Common Stock. Vesting of the Award is subject to both a service and a market condition. Pursuant to the terms of the award, Mr. Frierson has the right to any dividends declared and paid on such shares and the right to vote such shares from the date of grant.

(2) The market value of the restricted stock set forth in the table has been calculated by multiplying the closing price of the Company's Common Stock at year-end (\$3.22/share) by the number of shares of unvested restricted stock subject to the award.

Set forth below is a table presenting compensation information with respect to all non-employee directors of the Company. Compensation information for the Company's Chief Executive Officer, Daniel K. Frierson, and the Company's Chief Operating Officer, D. Kennedy Frierson, Jr. is reported in the Summary Compensation Table appearing elsewhere in this Proxy Statement.

DIRECTOR COMPENSATION

Name (a)	Fees earned or paid in cash (\$) (b) (1)	Stock Awards (\$) (c) (2)	Option Awards (\$) (d)	All Other Compensation (\$) (e) (3)	Total (\$)
Charles E. Brock	20,250	9,312	—	—	29,562
J. Don Brock, Ph. D.	21,750	9,312	—	—	31,062
Paul K. Frierson	21,500	9,312	—	5,336	36,148
Walter W. Hubbard	24,500	9,312	—	—	33,812
Lowry F. Kline	25,750	9,312	—	—	35,062
Hilda S. Murray	20,250	9,312	—	—	29,562
John W. Murrey	26,500	9,312	—	—	35,812

- (1) Directors who are employees of the Company do not receive any additional compensation for their services as members of the Board of Directors. Non-employee directors receive an annual retainer of \$24,000, payable \$12,000 in cash and the remainder in Performance Units (subject, for payments made in 2010, 2011 and 2012, to a \$5.00 minimum value per unit) under the Directors Stock Plan. In addition to the annual retainer, directors who are not employees of the Company received \$1,500 for each Board meeting attended and \$1,000 for each committee meeting attended (\$1,500 for the Committee Chairman). Fees for attending telephonic meetings are one-half those for in-person meetings, such that each non-employee director receives \$750 per telephonic board meeting and \$500 per committee meeting (\$750 for Chairman of the Committee). Additionally, directors receive reimbursement of the expenses they incur in attending all board and committee meetings.
- (2) The value presented is the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. The value of the Performance Units awarded to each non-employee director under the Directors Stock Plan in 2012 was \$9,312.
- (3) Mr. Paul K. Frierson is a 50% shareholder in a Company which receives commissions from the Company for the sale of yarn and dyeing services, pursuant to an arrangement that has been approved by the Board. The amount presented in the table represents Mr. Frierson's share of such commissions.

At fiscal year-end, each non-employee director held the following outstanding equity awards:

Name (a)	Performance Units (#) (b) (1)	Stock Options (2)		
		Number of Securities Underlying Options (c)	Option Exercise Price (d)	Option Expiration Date(e)
Charles E. Brock	2,400			
J. Don Brock, Ph. D.	27,570	2,500	12	2/19/2014
		3,000	16	12/6/2014
		4,000	14	12/20/2015
Paul K. Frierson	13,412	4,000	14	12/20/2015
Walter W. Hubbard	13,260	8,000	14	12/20/2015
Lowry F. Kline	14,560	10,000	13	5/6/2014
		3,000	16	12/6/2014
		4,000	14	12/20/2015
Hilda S. Murray	2,400			
John W. Murrey, III	27,570	2,500	12	2/19/2014
		3,000	16	12/6/2014
		4,000	14	12/20/2015

(1) The performance units represent an equal number of shares of the Company's common stock. At year-end, the aggregate value of such stock was \$ 318,046, determined by multiplying the number of performance units by the year-end per share market value of the Company's Common Stock (\$3.22/share).

(2) All such options are presently exercisable.

**SHAREHOLDER PROPOSALS
FOR INCLUSION IN NEXT YEAR'S PROXY STATEMENT**

In the event any shareholder wishes to present a proposal at the 2014 Annual Meeting of Shareholders, such proposal must be received by the Company on or before November 22, 2013, to be considered for inclusion in the Company's proxy materials. All shareholder proposals should be addressed to the Company at its principal executive offices, P.O. Box 25107, Chattanooga, Tennessee 37422-5107, Attention: Corporate Secretary, and must comply with the rules and regulations of the Securities and Exchange Commission.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Shareholders who wish to communicate with members of the Board, including the independent directors individually or as a group, may send correspondence to them in care of the Secretary at the Company's corporate headquarters, 104 Nowlin Lane, Suite 101, Chattanooga, TN 37421.

**PROPOSAL TWO
APPROVE THE AMENDMENT OF OUR 2006 STOCK AWARDS PLAN**

On February 14, 2013, the Compensation Committee recommended and the Board of Directors unanimously approved the amendment of our 2006 Stock Awards Plan (the "Amended 2006 Plan"). The amendment increases the maximum number of shares of common Stock we may issue under the amended plan by 500,000 shares (to 1,800,000 shares) in connection with the grant of stock based or stock denominated awards under the plan. The Compensation Committee and the Board of Directors recommended that amendment of the plan be submitted to shareholders for approval at the annual meeting. If approved, the amendment will become effective on April 30, 2013. A copy of the 2006 Plan showing the proposed amendment is available on the Company's website at www.thedixiegroupp.com/investor/investor.html.

The purpose of the amendment is to make available an adequate number of shares of common and Class B common stock to fund the grant of potential equity awards under the plan, including, but not limited to, Primary Long term Incentive Awards, Career Share Awards, Option Awards, and other equity based or denominated awards. The Compensation Committee and the Board feel that this number of additional shares, together with those remaining under the plan will be adequate to allow the Company to continue awarding equity incentives for the duration of the plan. Such equity initiatives are an important element of our compensation structure. If such additional shares are awarded, the Committee and Board feel that such awards would represent a reasonable level of equity dilution for the Company's Shareholders. The Committee and the Board reached their decision after considering both the number and type of outstanding equity awards currently issued under the plan, and the possibility that some portion of those outstanding awards might not ultimately vest.

As of the date of this Proxy Statement 122,819 shares remain available for issuance under the 2006 Stock Awards Plan.

The affirmative vote of the holders of a majority of shares represented in person or by proxy and entitled to vote on this item will be required for approval of the amendment of the plan. Abstentions will be counted as represented and entitled to vote and will therefore have the effect of a negative vote. Broker non-votes will not be considered entitled to vote on this item and will therefore not be counted in determining the number of votes necessary for approval.

The 2006 Plan includes the following features that protect the interests of our shareholders and will continue to include such features if the amendment is approved:

Administration by a compensation committee composed entirely of independent directors.

The number of shares available for grant will not automatically increase because of an "evergreen" feature.

Exercise prices (if applicable) must be at least 100% of fair market value on the date of the award.

Awards may not be re-priced.

The plan sets the maximum number of options and/or stock appreciation rights that may be granted to any one employee during any fiscal year of the company at 150,000.

No material amendments will be made without the approval of shareholders.

Additionally, the Compensation Committee, as administrator of the plan, has elected to apply a minimum \$5.00 per share value for determination of any awards granted in 2013. In the case of options granted in 2013, the minimum exercise price would be set at \$5.00 per share.

Description of The Dixie Group, Inc. Amended 2006 Stock Awards Plan

The following is a brief description of certain important features of the Amended 2006 Stock Awards Plan, the full text of which is available on the Company's website at www.thedixiegroup.com/investor/investor.html and is filed as an Appendix to this Proxy Statement with the Securities and Exchange Commission. **If the proposal to adopt the Amendment is approved, we intend to promptly file a registration statement on Form S-8 under the Securities Act of 1933, as amended, registering the additional 500,000 shares available for issuance under the Amended 2006 Stock Awards Plan.**

General. As Amended, the 2006 Stock Awards Plan provides for various types of awards denominated in shares of Common Stock and/or Class B Common Stock to employees, officers, non-employee directors and agents of the Company and its participating subsidiaries. The purposes of the Amended 2006 Plan are to attract and retain such persons by providing competitive compensation opportunities, to provide incentives for those who contribute to the long-term performance and growth of the Company, and to align employee and director interests with those of our shareholders.

Administration. The Amended 2006 Plan is administered by the Compensation Committee of the Board. All members of the Compensation Committee must satisfy the requirements for independence of SEC Rule 16b-3 and remain qualified as "outside directors" within the meaning of Section 162(m) of the Code.

The Compensation Committee has the authority to administer and interpret the Amended 2006 Plan, to determine the employees to whom awards will be granted under the Amended 2006 Plan and, subject to the terms of the Amended 2006 Plan, the type and size of each award, the terms and conditions for vesting, cancellation and forfeiture of awards and the other features applicable to each award or type of award. The Committee may accelerate or defer the vesting or payment of awards, cancel or modify outstanding awards, waive any conditions or restrictions imposed with respect to awards or the stock issued pursuant to awards and make any and all other determinations that it deems appropriate, subject to the limitations contained in the Amended 2006 Plan, including minimum vesting requirements, prohibitions against re-pricing, and provisions designed to maintain compliance with the requirements of Sections 422 (for incentive stock options), 162(m) and 409A of the Code, as well as other applicable laws and stock exchange rules.

The Committee may delegate some or all of its authority over administration of the Amended 2006 Plan to one or more officers or directors, except with respect to persons who are Section 16(a) officers or covered employees (as defined in the Amended 2006 Plan).

Eligibility. All "employees" of the Company - within the SEC's broad definition set forth in the instructions to the Form S-8 registration statement, which includes employees, officers, directors and (subject to certain restrictions) consultants and advisors to the Company - are eligible to receive awards under the Amended 2006 Plan. Participation is discretionary - awards are subject to approval by the Compensation Committee.

Shares Subject to the Plan. The maximum number of shares of Common Stock and/or Class B Common Stock that may be subject to awards during the term of the 2006 Plan is currently 1,300,000 shares. In the event this item is approved, the maximum number of shares of Common Stock and/or Class B Common under the Amended 2006 Plan will be 1,800,000 shares. The NASDAQ closing price of a share of the Company's Common Stock on March 8, 2006, was \$14.76. The NASDAQ closing price of a share of the Company's Common Stock on March 1, 2010 was \$2.66.

The maximum number of shares of Common Stock that may be issued under the Amended 2006 Plan will not be affected by the payment in cash of dividends or dividend equivalents in connection with outstanding awards, the granting or payment of stock-denominated awards that by their terms may be settled only in cash, or awards that are granted through the assumption of, or in substitution for, outstanding awards previously granted to individuals who have become employees as a result of a merger, consolidation, or acquisition or other corporate transaction involving the Company or a subsidiary. Additionally, shares used by a participant to exercise an option, and shares withheld by the Company to cover the withholding tax liability associated with the exercise of an option or other award are not counted toward the maximum number of shares that may be issued under the Amended 2006 Plan and, accordingly, will not reduce the number of shares that will be available for future awards.

Shares of Common Stock and/or Class B Common Stock issued in connection with awards under the Amended 2006 Plan may be shares that are authorized but unissued, or previously issued shares that have been reacquired, or both. If an award under the Amended 2006 Plan is forfeited, canceled, terminated or expires prior to the issuance of shares, the shares subject to the award will be available for future grants under the Amended 2006 Plan. Shares subject to outstanding awards granted under other plans shall not be subject to future issuance under the Amended 2006 Plan, if such awards are forfeited, canceled, terminated or expire prior to the issuance of shares.

Limit on Awards. The aggregate number of shares of Common Stock and/or Class B Common Stock subject to awards of stock options and stock appreciation rights that may be granted to any one participant during any fiscal year of the Company may not exceed 150,000.

Proportional Exercise for Common Stock and Class B Common Stock. All awards granted under the Amended 2006 Plan shall be denominated and documented with reference to the number of shares of Common Stock subject to such award; provided, however, that any participant who owns shares of the Company's Class B Common Stock shall be entitled to elect, on the election date applicable to any award, to receive a portion of such award in shares of Class B Common Stock in an amount no greater than the proportion of Class B Common Stock then held by such participant.

Types of Awards. The following types of awards may be granted under the Amended 2006 Plan. All of the awards described below are subject to the conditions, limitations, restrictions, vesting and forfeiture provisions determined by the Compensation Committee, in its sole discretion, subject to such limitations as are provided in the Amended 2006 Plan. The number of shares subject to any award shall be determined by the Compensation Committee, in its discretion. At the discretion of the Compensation Committee, awards may be made subject to or may vest on an accelerated basis upon the achievement of annual performance criteria selected by the Compensation Committee, which may be established on a Company-wide basis or with respect to one or more business units or divisions or subsidiaries and may be based upon the attainment of criteria as may be determined by the Committee and set forth in the participant's Award Agreement. Awards which vest in less than six (6) months from the date of grant may be made to employees who are exempt from the overtime pay provisions of the Federal Fair Labor Standards Act.

Restricted Stock. A restricted stock award is an award of outstanding shares of Common Stock and/or Class B Common Stock that does not vest until after a specified period of time, or upon the satisfaction of other vesting conditions as determined by the Compensation Committee, and which may be forfeited if conditions to vesting are not met. Participants generally receive dividend payments on the shares subject to an award of restricted stock during the vesting period, and are also generally entitled to vote the shares underlying their awards.

Stock Unit. A stock unit is an award denominated in shares of Common Stock and/or Class B Common Stock that may be settled either in shares and/or cash, subject to terms and conditions determined by the Compensation Committee.

Stock Payment. The Compensation Committee may issue unrestricted shares of Common Stock and/or Class B Common Stock under the Amended 2006 Plan, alone or in tandem with other awards, in such amounts and subject to such terms and conditions as the Compensation Committee shall determine. A stock payment may be granted as, or in payment of, a bonus (including without limitation any compensation that is intended to qualify as performance-based compensation for purposes of Section 162 (m) of the Code), or to provide incentives or recognize special achievements or contributions.

Non-Qualified Stock Options. An award of a non-qualified stock option under the Amended 2006 Plan grants a participant the right to purchase a certain number of shares of Common Stock and/or Class B Common Stock during a specified term in the future, after a vesting period, at an exercise price equal to at least 100% of the fair market value of the Common Stock on the grant date. The exercise price may be paid by any of the means described below under "Payment of Exercise Price." A non-qualified stock option is an option that does not qualify under Section 422 of the Code.

Incentive Stock Options. An incentive stock option is a stock option that meets the requirements of Section 422 of the Code, which include an exercise price of no less than 100% of fair market value on the grant date, a term of no more than 10 years, and that the option be granted from a plan that has been approved by shareholders. Additional requirements apply to an incentive stock option granted to a participant who beneficially owns stock representing more than 10% of the total voting power of all outstanding stock of the Company on the date of grant. If certain holding period requirements are met and there is no disqualifying disposition of the shares, the participant will be able to receive capital gain (rather than ordinary income) treatment under the Code with respect to any gain related to the exercise of the option.

Payment of Exercise Price. Payment of the exercise price of a non-qualified stock option or incentive stock option may be made in cash or, if permitted by the Compensation Committee, by tendering shares of Common Stock and/or Class B Common Stock owned by the participant and acquired at least six (6) months prior to exercise, having a fair market value equal to the exercise price, by a combination of cash and shares of Common Stock and/or Class B Common Stock or by authorizing the sale of shares otherwise issuable upon exercise, with the sale proceeds applied towards the exercise price. Additionally, the Committee may provide that stock options can be net exercised - that is exercised by issuing shares having a value approximately equal to the difference between the aggregate value of the shares as to which the option is being exercised and the aggregate exercise price for such number of shares.

Stock Appreciation Rights (SARs). A SAR, upon exercise, entitles the participant to receive an amount equal to the difference between the fair market value of the Common Stock on the exercise date and the exercise price of the SAR (which may not be less than 100% of the fair market value of a share of the Common Stock on the grant date) times the number of shares subject to the SAR. Payment to a participant upon the exercise of a SAR may be in cash and/or shares of Common Stock and/or Class B Common Stock. Participants who are subject to United States federal income tax may not be awarded a SAR if such grant constitutes deferred compensation within the meaning of Section 409A of the Code.

Prohibition Against Re-pricing. The Amended 2006 Plan prohibits the issuance of awards in substitution for outstanding awards or any other adjustment that would constitute a re-pricing (within the meaning of U.S. generally accepted accounting principles or any applicable stock exchange rule) of awards.

Additional Forfeiture Provisions. Awards granted under the Amended 2006 Plan are subject to forfeiture if, after a termination of employment, the participant engages in certain activities that breach an obligation or duty of the participant to the Company, or that are materially injurious to or in competition with the Company.

Deferrals. The Compensation Committee may postpone the exercise of awards, or the issuance or delivery of shares or cash pursuant to any award for such periods and upon such terms and conditions as the Compensation Committee determines, but not in contravention of Section 409A of the Code. In addition, the Compensation Committee may, but not in contravention of Section 409A of the Code, determine that all or a portion of a payment to a participant, whether in cash and/or shares, will be deferred in order to prevent the Company or any subsidiary from being denied a United States federal income tax deduction under Section 162(m) of the Code with respect to an award granted under the Amended 2006 Plan.

Non-Transferability. During the vesting period, awards granted under the Amended 2006 Plan are not transferable other than by will or the laws of descent and distribution, and the shares underlying any award are not transferable until they have been issued and all applicable restrictions have either lapsed or been waived by the Compensation Committee. However, the Compensation Committee may permit non-qualified stock options, or shares issued as a result of an option exercise that are subject to a restriction on transferability, to be transferred one time to a participant's immediate family member or a trust for the benefit of a participant's immediate family members. During a participant's lifetime, all rights with respect to an award may be exercised only by the participant (or, if applicable pursuant to the preceding sentence, by a permitted transferee).

Adjustments. Subject to certain limitations, the maximum number of shares available for issuance under the Amended 2006 Plan, the number of shares covered by outstanding awards, the exercise price applicable to outstanding awards and the limit on awards to a single employee may be adjusted by the Compensation Committee if it determines that any stock split, extraordinary dividend, stock dividend, distribution (other than ordinary cash dividends), recapitalization, merger, consolidation, reorganization, combination or exchange of shares or other similar event equitably requires such an adjustment. The Committee, however, may not amend an outstanding award for the sole purpose of reducing its exercise price.

Change of Control. Upon a "Change of Control," as defined in the Amended 2006 Plan, the Compensation Committee, may, in its discretion and as it deems appropriate as a consequence of such Change in Control, accelerate, purchase, adjust, modify or terminate awards or cause awards to be assumed by the surviving corporation in the transaction that triggered such Change in Control. Any such actions that would cause the Amended 2006 Plan to become subject to Section 409A of the Code, however, generally may not be taken unless the Compensation Committee affirmatively determines to subject the Amended 2006 Plan to all of the requirements of Section 409A.

Amendment and Termination. The Amended 2006 Plan may be amended or terminated by the Compensation Committee at any time, provided that no amendment that would require stockholder approval under any applicable law or regulation (including the rules of any exchange on which the Company's shares are then listed for trading) or under any provision of the Code, may become effective without stockholder approval, and, provided further, that no amendments to the Amended 2006 Plan will permit the Company to re-price any outstanding awards. A termination, suspension or amendment of the Amended 2006 Plan may not adversely affect the rights of any participant with respect to a previously granted award, without the participant's written consent.

New Plan Benefits Under the Amended 2006 Plan. Future benefits under the Amended 2006 Plan, are not currently determinable; however, the benefits to any director, officer or employee from future equity awards will not increase solely because of the adoption of this amendment to the Amended 2006 Plan increasing the aggregate number of shares available for equity awards. The amounts and terms of any future awards under the Amended 2006 Plan, as well as the participants to which such awards may be made, depends on the discretionary decisions of the Compensation Committee.

An award of Career Shares and Long Term Incentive Shares may be granted pursuant to the Amended 2006 Plan, as amended, in 2014 under the Company's incentive plan adopted for 2013; however, the number of shares that may be granted as Career Shares and Long Term Incentive Shares under the incentive plan adopted for 2013 is not presently determinable, because such number depends on whether or not the performance goals adopted under the plan will have been met (among other conditions), and such determination will not be made until the first quarter of 2014. The maximum number of shares that could be issued if the relevant performance goals are met is as follows: 338,630 (determined by giving effect to the application of a \$5.00 minimum per-share value).

The following table provides information as of February 15, 2013 with respect to compensation plans (including individual compensation arrangements) under which equity securities of the registrant are authorized for issuance.

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 Plan Approved by Security Holders	798,579 ⁽¹⁾	\$10.54 ⁽²⁾	122,819 ⁽³⁾

⁽¹⁾ Does not include 464,886 shares of unvested Common Stock pursuant to restricted stock grants under our 2006 Stock Awards Plan, with a weighted-average grant date value of \$6.57 per share and 173,249 shares of restricted stock grants to be awarded on March 12, 2013.

⁽²⁾ Includes the aggregate weighted-average of (i) the exercise price per share for outstanding options to purchase 579,407 shares of Common Stock under our 2000 Stock Incentive Plan and 118,000 shares of Common Stock under our 2006 Stock Awards Plan and (ii) the price per share of the Common Stock on the grant date for each of 101,172 Performance Units issued under the Directors' Stock Plan (each unit equivalent to one share of Common Stock).

⁽³⁾ The number of securities remaining available for future issuance under equity compensation plans is equal to 296,068 as of year-end less 173,249 shares to be awarded on March 12, 2013.

Certain United States Federal Income Tax Consequences

The following is a brief summary of the principal United States federal income tax consequences of transactions under the Amended 2006 Plan, based on current United States federal income tax laws. This summary is not intended to be exhaustive, does not constitute tax advice and, among other things, does not describe state, local or foreign tax consequences, which may be substantially different.

Restricted Stock. A participant generally will not be taxed at the time a restricted stock award is granted, but will recognize taxable income when the award vests or otherwise is no longer subject to a substantial risk of forfeiture. The amount of taxable income recognized will equal the fair market value of the shares subject to the award (or the portion of the award that is then vesting) at that time. Participants may elect to be taxed based on the fair market value of the shares at the time of grant by making an election under Section 83(b) of the Code within 30 days of the grant date. If a restricted stock award with respect to which a participant has made such an election under Section 83(b) is subsequently canceled, no deduction or tax refund will be allowed for the amount previously recognized as income.

Unless a participant makes a Section 83(b) election, dividends paid to a participant on shares of an unvested restricted stock award will be taxable to the participant as ordinary income. If the participant made a Section 83(b) election, the dividends will be taxable to the participant as dividend income, which generally is subject to the same rate as capital gains income.

Except as provided under "Certain Limitations on Deductibility of Executive Compensation" below, the Company will ordinarily be entitled to a deduction at the same time and in the same amounts as the ordinary income recognized by the participant with respect to an award of restricted stock. Unless a participant has made a Section 83(b) election, the Company will also be entitled to a deduction, for federal income tax purposes, for dividends paid on unvested restricted stock awards.

Stock Units. A participant will generally not recognize taxable income on the grant of a stock unit award. Subsequently, when the terms and conditions prescribed by the Compensation Committee for payment of the award have been satisfied and settlement is made in either cash or stock, the participant will recognize ordinary income equal to the amount of any cash received and the fair market value of any shares of the Company's Common Stock received as of the date of such settlement, reduced by the amount (if any) that the participant is required to pay to exercise the award. Any dividend equivalents paid on the unvested stock unit awards are taxable as ordinary income when paid to the participant.

Except as provided under "Certain Limitations on Deductibility of Executive Compensation" below, the Company will ordinarily be entitled to a deduction at the same time and in the same amounts as the ordinary income recognized by the participant with respect to an award of stock units. The Company will also be entitled to a deduction, for federal income tax purposes, on any dividend equivalent payments made to the participant.

Stock Awards. A participant will recognize taxable income on the grant of unrestricted stock, in an amount equal to the fair market value of the shares on the grant date. Except as provided under "Certain Limitations on Deductibility of Executive

Compensation" below, the Company will ordinarily be entitled to a deduction at the same time and in the same amounts as the ordinary income recognized by the participant with respect to such a stock award.

Non-Qualified Stock Options. Generally, a participant will not recognize taxable income on the grant of a non-qualified stock option provided the exercise price of the option is equal to the fair market value of the underlying stock at the time of grant. Upon the exercise of a non-qualified stock option, a participant will recognize ordinary income in an amount equal to the difference between the fair market value of the Common Stock received on the date of exercise and the option cost (number of shares purchased multiplied by the exercise price per share). The participant will recognize ordinary income upon the exercise of the option even though the shares acquired may be subject to further restrictions on sale or transferability. Except as provided under "Certain Limitations on Deductibility of Executive Compensation" below, the Company will ordinarily be entitled to a deduction on the exercise date equal to the ordinary income recognized by the participant upon exercise.

Generally, upon a subsequent sale of shares acquired in an option exercise, the difference between the sale proceeds and the cost basis of the shares sold will be taxable as a capital gain or loss, including any sale of shares freed from sale restrictions to fund the payment of taxes incurred at exercise.

Incentive Stock Options (ISOs). No taxable income is recognized by a participant on the grant of an ISO. If a participant exercises an ISO in accordance with the terms of the ISO and does not dispose of the shares acquired within two years from the date of the grant of the ISO, nor within one year from the date of exercise, the participant will be entitled to treat any gain or loss related to the exercise of the ISO as capital gain or loss (instead of ordinary income), and the Company will not be entitled to a deduction by reason of the grant or exercise of the ISO. The amount of the gain or loss upon a subsequent sale will be long-term capital gain or loss equal to the difference between the amount realized on the sale and the participant's basis in the shares acquired. If a participant sells or otherwise disposes of the shares acquired without satisfying the required minimum holding period, such "disqualifying disposition" will give rise to ordinary income equal to the excess of the fair market value of the shares acquired on the exercise date (or, if less, the amount realized upon disqualifying disposition) over the participant's tax basis in the shares acquired. Additionally, the exercise of an ISO will give rise to an item of tax preference that may result in alternative minimum tax liability for the participant. Except as provided under "Certain Limitations on Deductibility of Executive Compensation" below, the Company will ordinarily be entitled to a deduction equal to the amount of the ordinary income taxable to a participant as a result of any disqualifying disposition.

Stock Appreciation Rights (SARs). Generally, participants will not recognize taxable income upon the grant of a SAR under the Amended 2006 Plan. Upon the exercise of a SAR, the participant will recognize ordinary income in an amount equal to the aggregate value received (i.e., the increase in the fair market value of one share of the Company's Common Stock from the date of grant of the SAR to the date of exercise, multiplied by the number of SARs being exercised), regardless of whether payment of the SAR is made in cash or stock. If the Company issues stock in payment of all or a portion of the value received from exercise of the SAR, the participant will recognize ordinary income in the amount described above regardless of whether the shares of Common Stock and/or Class B Common Stock acquired upon the exercise of the SAR are subject to further restrictions on sale or transferability. The participant's basis in any shares received upon exercise of a SAR will be equal to the ordinary income attributable to that portion of the exercise that was paid in stock, plus the amount (if any) the participant paid in connection with the exercise of that portion of the SAR. The participant's holding period for shares acquired pursuant to the exercise of a SAR begins on the exercise date. Except as provided under "Certain Limitations on Deductibility of Executive Compensation" below, upon the exercise of a SAR, the Company will ordinarily be entitled to a deduction in the amount of the ordinary income recognized by the participant with respect to an award of SARs.

Withholding. The Company retains the right to deduct or withhold, or require the participant to remit to his or her employer, an amount sufficient to satisfy federal, state and local and foreign taxes, required by law or regulation to be withheld with respect to any taxable event as a result of the Amended 2006 Plan.

Certain Limitations on Deductibility of Executive Compensation. With certain exceptions, Section 162(m) of the Code limits the deduction to the Company for compensation paid to certain executive officers to \$1 million per executive per taxable year unless such compensation is considered "qualified performance - based compensation" within the meaning of Section 162(m) or is otherwise exempt from Section 162(m). The Amended 2006 Plan is designed so that options and SARs qualify for this exemption, and it permits the Committee to grant other awards designed to qualify for this exemption.

Treatment of "Excess Parachute Payments". The accelerated vesting of awards under the Amended 2006 Plan upon a change of control of the Company could result in a participant being considered to receive "excess parachute payments" (as defined in Section 280G of the Code), which payments are subject to a 20% excise tax imposed on the participant. The Company would not be able to deduct the excess parachute payments made to a participant.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE IN FAVOR OF PROPOSAL TWO.

**PROPOSAL THREE
ADVISORY VOTE ON EXECUTIVE COMPENSATION**

As required under recent amendments to the Securities Exchange Act of 1934, our stockholders may cast an advisory vote on the compensation of our Named Executive Officers, as described in this proxy statement.

Our executive compensation programs are designed to attract, motivate, and retain our Named Executive Officers, who are critical to our success. Please read the *Compensation Discussion and Analysis* for additional details about our executive compensation programs, including information about the fiscal 2012 compensation of our Named Executive Officers.

We are asking our Shareholders to indicate their support for our Named Executive Officer compensation as described in this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to express their views on our Named Executive Officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the philosophy, policies and practices described in this proxy statement. **We recommend that stockholders vote, on an advisory basis, "FOR" the following resolution:**

"RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the Company's named executive officers, as discussed and disclosed in the *Compensation Discussion and Analysis*, the executive compensation tables and related narrative executive compensation disclosure in this proxy statement."

The above resolution will be deemed to be approved if it receives the affirmative vote of a majority of the total votes cast on Proposal Three at the annual meeting. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote. As this vote is an advisory vote, the outcome is not binding on us with respect to future executive compensation decisions, including those relating to our named executive officers. Our Board of Directors and our Compensation Committee, however, value the opinions of our stockholders, and to the extent there is any significant vote against the Named Executive Officer compensation as disclosed in this proxy statement, the Compensation Committee will consider our stockholders' concerns and will evaluate whether any actions are necessary to address those concerns.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF PROPOSAL THREE.

**PROPOSAL FOUR
ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY SAY-ON-PAY VOTES**

Our stockholders also have the opportunity to indicate how frequently we should seek an advisory vote on the compensation of our named executive officers. By voting on this Proposal Four, stockholders may indicate whether they would prefer an advisory vote on named executive officer compensation once every one, two, or three years. You will have the opportunity to vote on this issue at least once every six years.

Our Board of Directors has determined that an advisory vote on executive compensation that occurs every year is the most appropriate alternative for our company. Accordingly, our Board of Directors recommends that you vote for a one-year interval for the advisory vote on executive compensation.

You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, or three years. You may also abstain from voting. The option that receives the highest number of advisory votes cast by stockholders will be the frequency for the advisory vote on executive compensation deemed to have been selected by stockholders. Abstentions and broker non-votes will have no effect on the outcome of the vote.

As the vote is advisory and not binding, the Board of Directors may decide that it is in the best interests of the Company and its stockholders to hold an advisory vote on executive compensation more or less frequently than the option selected by our stockholders (but not less often than once every three years). However, we value the opinions of our stockholders and will consider the outcome of the advisory vote in deciding how often to hold the advisory vote on executive compensation in future years.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE FREQUENCY OF THE SAY-ON-PAY ADVISORY VOTE TO BE "ONE YEAR".

PROPOSAL FIVE
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013

The firm of Ernst & Young LLP served as independent registered public accountants for the Company for fiscal year 2012. Subject to ratification of its decision by the Company's shareholders, the Company has selected the firm of Ernst & Young LLP to serve as its independent registered public accountants for its 2013 fiscal year. A representative of Ernst & Young LLP is expected to be present at the Annual Meeting and will have the opportunity to make a statement if he so desires and to respond to appropriate questions from shareholders.

The Board of Directors recommends that you vote in favor of Proposal Five. In the event that the Company's shareholders do not ratify the selection of Ernst & Young LLP as independent registered public accountants for fiscal 2013, the Board of Directors will consider other alternatives, including appointment of another firm to serve as independent registered public accountants for fiscal 2013.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF PROPOSAL FIVE.

AUDIT FEES DISCUSSION

The following table sets forth the fees paid to Ernst & Young LLP for services provided during fiscal years 2011 and 2012:

	<u>2012</u>	<u>2011</u>
Audit Fees (1)	\$563,775	\$550,000
Tax Compliance and Planning	—	7,500
Total	<u>\$563,775</u>	<u>\$557,500</u>

- (1) Represents fees for professional services provided in connection with the audit of the Company's annual financial statements, review of the Company's quarterly financial statements, review of other SEC filings and technical accounting issues. The 2012 amount includes \$69,000 related to the review of acquisitions by the Company and \$6,000 related to the review of an SEC comment letter to the Company. The 2011 amount includes \$32,500 audit fees related to debt refinancing.

It is the policy of the Audit Committee to pre-approve all services provided by its independent registered public accountants. In addition, the Audit Committee has granted the Chairman of the Audit Committee the power to pre-approve any services that the Committee, as a whole, could approve. None of the fees were approved by the Audit Committee pursuant to the de minimis exception of Reg S-X T Rule 2-01(c)(7)(i)(C).

ADDITIONAL INFORMATION

The entire cost of soliciting proxies will be borne by the Company. In addition to solicitation of proxies by mail, proxies may be solicited by the Company's directors, officers, and other employees by personal interview, telephone, and telegram. The persons making such solicitations will receive no additional compensation for such services. The Company also requests that brokerage houses and other custodians, nominees, and fiduciaries forward solicitation materials to the beneficial owners of the shares of Common Stock held of record by such persons and will pay such brokers and other fiduciaries all of their reasonable out-of-pocket expenses incurred in connection therewith.

OTHER MATTERS

As of the date of this Proxy Material, the Board does not intend to present, and has not been informed that any other person intends to present, any matter for action at the Annual Meeting other than those specifically referred to herein. If other matters should properly come before the Annual Meeting, it is intended that the holders of the proxies will vote in accordance with their best judgment.

The Dixie Group, Inc.



Daniel K. Frierson
Chairman of the Board

Dated: March 25, 2013

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The environment encompasses all that is around us. At Dixie Group, we have a global perspective about the environment and our impact upon it. With customers around the world, we are mindful that our actions reflect our commitment as an environmentally sound manufacturer.

Improvement in all areas of performance, including reducing the environmental impact of our manufacturing processes, is an inherent part of our corporate strategy. We are committed to providing a safe and healthy environment for our associates and our communities.

Dixie is focused on leading industry efforts to integrate sustainability into product creation and manufacturing. We are committed to making our environment thrive through our attention to products, processes, and services.

Please see the listing inside the 2012 Annual Report front cover for The Dixie Group residential brands. For The Dixie Group commercial brands, please consult the listing printed on the inside back cover.



T H E D I X I E G R O U P



Where **Creativity**
Goes to Work



Masland Contract entered the specified commercial market in 1993. A recognized leader in color and design, Masland Contract offers the architectural and design community high-style, differentiated product for corporate, retail, hospitality, assisted living, and various other segments.

Masland[™]
c o n t r a c t

Transfrom your space

AVANT

contract

Avant Contract, the newest addition to The Dixie Group's family of brands, enters the commercial arena as a predominately modular offering targeted at the high end corporate market. A forward thinking brand, Avant utilizes a trending mix of new media and traditional communications to engage the specifying community and grow market share.





T H E D I X I E G R O U P

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