

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

**Form 10-Q**

(Mark One)

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

For the quarterly period ended September 24, 2022

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 or organization)

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

**475 Reed Road, Dalton, Georgia**

**30720**

**(706) 876-5800**

(Address of principal executive offices)

(zip code)

(Registrant's telephone number, including area code)

**Not Applicable**

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). R Yes  No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

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

Class	Outstanding as of November 2, 2022
Common Stock, \$3 Par Value	14,801,671 shares
Class B Common Stock, \$3 Par Value	1,129,158 shares
Class C Common Stock, \$3 Par Value	0 shares

THE DIXIE GROUP, INC.

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**PART I. FINANCIAL INFORMATION**  
**Item 1. Financial Statements**  
**THE DIXIE GROUP, INC.**  
**CONSOLIDATED CONDENSED BALANCE SHEETS**  
(amounts in thousands, except share data)

	September 24, 2022	December 25, 2021
	(Unaudited)	
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 961	\$ 1,471
Receivables, net	31,744	40,291
Inventories, net	93,901	82,739
Prepays and other current assets	11,331	9,925
Current assets of discontinued operations	718	5,991
<b>TOTAL CURRENT ASSETS</b>	<b>138,655</b>	<b>140,417</b>
PROPERTY, PLANT AND EQUIPMENT, NET	46,685	48,658
OPERATING LEASE RIGHT-OF-USE ASSETS	21,298	22,534
OTHER ASSETS	17,740	21,138
LONG-TERM ASSETS OF DISCONTINUED OPERATIONS	1,755	2,752
<b>TOTAL ASSETS</b>	<b>\$ 226,133</b>	<b>\$ 235,499</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 19,448	\$ 16,748
Accrued expenses	22,870	26,214
Current portion of long-term debt	1,570	3,361
Current portion of operating lease liabilities	2,758	2,528
Current liabilities of discontinued operations	2,327	5,362
<b>TOTAL CURRENT LIABILITIES</b>	<b>48,973</b>	<b>54,213</b>
LONG-TERM DEBT, NET	92,001	73,701
OPERATING LEASE LIABILITIES	19,497	20,692
OTHER LONG-TERM LIABILITIES	11,852	16,030
LONG-TERM LIABILITIES OF DISCONTINUED OPERATIONS	3,559	4,488
<b>TOTAL LIABILITIES</b>	<b>175,882</b>	<b>169,124</b>
<b>COMMITMENTS AND CONTINGENCIES (See Note 17)</b>		
<b>STOCKHOLDERS' EQUITY</b>		
Common Stock (\$3 par value per share): Authorized 80,000,000 shares, issued and outstanding - 14,953,834 shares for 2022 and 14,792,647 shares for 2021	44,862	44,378
Class B Common Stock (\$3 par value per share): Authorized 16,000,000 shares, issued and outstanding - 1,129,158 shares for 2022 and 1,004,975 shares for 2021	3,387	3,015
Additional paid-in capital	157,132	157,658
Accumulated deficit	(155,330)	(138,706)
Accumulated other comprehensive income	200	30
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>50,251</b>	<b>66,375</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 226,133</b>	<b>\$ 235,499</b>

See accompanying notes to the consolidated condensed financial statements.

**THE DIXIE GROUP, INC.**  
**CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**  
(amounts in thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	September 24, 2022	September 25, 2021	September 24, 2022	September 25, 2021
NET SALES	\$ 71,762	\$ 89,294	\$ 233,034	\$ 252,022
Cost of sales	59,225	64,365	189,266	187,657
GROSS PROFIT	12,537	24,929	43,768	64,365
Selling and administrative expenses	18,606	18,132	54,875	50,828
Other operating (income) expense, net	113	(131)	258	(96)
Facility consolidation and severance expenses, net	968	88	968	183
OPERATING INCOME (LOSS)	(7,150)	6,840	(12,333)	13,450
Interest expense	1,302	1,179	3,498	3,750
Other (income) expense, net	(2)	2	(3)	1
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES	(8,450)	5,659	(15,828)	9,699
Income tax provision (benefit)	(78)	62	(94)	597
INCOME (LOSS) FROM CONTINUING OPERATIONS	(8,372)	5,597	(15,734)	9,102
Income (loss) from discontinued operations, net of tax	(408)	836	(890)	(1,348)
NET INCOME (LOSS)	\$ (8,780)	\$ 6,433	\$ (16,624)	\$ 7,754
BASIC EARNINGS (LOSS) PER SHARE:				
Continuing operations	\$ (0.55)	\$ 0.35	\$ (1.04)	\$ 0.58
Discontinued operations	(0.03)	0.05	(0.05)	(0.09)
Net income (loss)	\$ (0.58)	\$ 0.40	\$ (1.09)	\$ 0.49
BASIC SHARES OUTSTANDING	15,226	15,123	15,196	15,109
DILUTED EARNINGS (LOSS) PER SHARE:				
Continuing operations	\$ (0.55)	\$ 0.35	\$ (1.04)	\$ 0.58
Discontinued operations	(0.03)	0.05	(0.05)	(0.09)
Net income (loss)	\$ (0.58)	\$ 0.40	\$ (1.09)	\$ 0.49
DILUTED SHARES OUTSTANDING	15,226	15,253	15,196	15,239
DIVIDENDS PER SHARE:				
Common Stock	\$ —	\$ —	\$ —	\$ —
Class B Common Stock	—	—	—	—

See accompanying notes to the consolidated condensed financial statements.

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

	Three Months Ended		Nine Months Ended	
	September 24, 2022	September 25, 2021	September 24, 2022	September 25, 2021
NET INCOME (LOSS)	\$ (8,780)	\$ 6,433	\$ (16,624)	\$ 7,754
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:				
Unrealized gain (loss) on interest rate swaps	—	(3)	—	40
Income taxes	—	—	—	—
Unrealized gain (loss) on interest rate swaps, net	—	(3)	—	40
Reclassification of (gain) loss into earnings from interest rate swaps (1)	—	169	(7)	611
Income taxes	—	47	(2)	174
Reclassification of (gain) loss into earnings from interest rate swaps, net	—	122	(5)	437
Reclassification of unrealized loss into earnings from dedesignated interest rate swaps (2)	—	—	210	—
Income taxes	—	—	33	—
Reclassification of unrealized loss into earnings from dedesignated interest rate swaps, net	—	—	177	—
Reclassification of net actuarial gain into earnings from postretirement benefit plans (2)	—	(6)	(2)	(18)
Income taxes	—	—	—	—
Reclassification of net actuarial gain into earnings from postretirement benefit plans, net	—	(6)	(2)	(18)
TOTAL OTHER COMPREHENSIVE INCOME, NET OF TAX	—	113	170	459
COMPREHENSIVE INCOME (LOSS)	\$ (8,780)	\$ 6,546	\$ (16,454)	\$ 8,213

(1) Amounts for cash flow hedges reclassified from accumulated other comprehensive income (loss) to net loss were included in interest expense in the Company's Consolidated Condensed Statements of Operations.

(2) Amounts for postretirement plans reclassified from accumulated other comprehensive income (loss) to net loss were included in selling and administrative expenses in the Company's Consolidated Condensed Statements of Operations.

See accompanying notes to the consolidated condensed financial statements.

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

	Nine Months Ended	
	September 24, 2022	September 25, 2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income (loss) from continuing operations	\$ (15,734)	\$ 9,102
Loss from discontinued operations	(890)	(1,348)
Net income (loss)	(16,624)	7,754
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	6,057	6,884
Benefit for deferred income taxes	(125)	(174)
Net gain on property, plant and equipment disposals	(40)	—
Stock-based compensation expense	559	339
Bad debt expense	39	414
Changes in operating assets and liabilities:		
Receivables	8,508	(9,482)
Inventories	(11,162)	(15,294)
Prepays and other current assets	(1,406)	2,904
Accounts payable and accrued expenses	(1,216)	12,454
Other operating assets and liabilities	800	(2,546)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(13,720)	4,601
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES - DISCONTINUED OPERATIONS	1,416	(2,766)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Net proceeds from sales of property, plant and equipment and divestiture	40	18,450
Purchase of property, plant and equipment	(3,961)	(3,310)
Cash paid for investment in joint venture	(1,000)	—
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(4,921)	15,140
NET CASH PROVIDED BY INVESTING ACTIVITIES - DISCONTINUED OPERATIONS	1	538
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net borrowings on revolving credit facility	13,884	(11,637)
Borrowings on notes payable - buildings	11,000	—
Payments on notes payable - buildings and other term loans	(5,798)	(449)
Payments on notes payable - equipment and other	(1,607)	(3,493)
Payments on finance leases	(881)	(2,290)
Change in outstanding checks in excess of cash	572	(250)
Repurchases of Common Stock	(229)	(69)
Payments for debt issuance costs	(227)	—
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	16,714	(18,188)
DECREASE IN CASH AND CASH EQUIVALENTS	(510)	(675)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,471	1,920
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 961	\$ 1,245
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Interest paid	\$ 2,027	\$ 1,885
Interest paid for financing leases	973	1,136
Income taxes paid, net of tax refunds	55	80
Right-of-use assets obtained in exchange for new operating lease liabilities	911	—
Escrowed funds from sale of Commercial business	—	2,050

See accompanying notes to the consolidated condensed financial statements.

**THE DIXIE GROUP, INC.**  
**CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(UNAUDITED)**  
**(amounts in thousands, except share data)**

	Common Stock	Class B Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
<b>Balance at December 25, 2021</b>	<b>\$ 44,378</b>	<b>\$ 3,015</b>	<b>\$ 157,658</b>	<b>\$ (138,706)</b>	<b>\$ 30</b>	<b>\$ 66,375</b>
Repurchases of Common Stock - 35,160 shares	(105)	—	10	—	—	(95)
Restricted stock grants issued - 284,954 shares	580	274	(854)	—	—	—
Restricted stock grants forfeited - 2,000 shares	(6)	—	6	—	—	—
Stock-based compensation expense	—	—	154	—	—	154
Net loss	—	—	—	(3,357)	—	(3,357)
Other comprehensive income	—	—	—	—	170	170
<b>Balance at March 26, 2022</b>	<b>\$ 44,847</b>	<b>\$ 3,289</b>	<b>\$ 156,974</b>	<b>\$ (142,063)</b>	<b>\$ 200</b>	<b>\$ 63,247</b>
Restricted stock grants issued - 142,957 shares	331	98	(429)	—	—	—
Stock-based compensation expense	—	—	197	—	—	197
Net loss	—	—	—	(4,487)	—	(4,487)
<b>Balance at June 25, 2022</b>	<b>\$ 45,178</b>	<b>\$ 3,387</b>	<b>\$ 156,742</b>	<b>\$ (146,550)</b>	<b>\$ 200</b>	<b>\$ 58,957</b>
Repurchases of Common Stock - 105,381 shares	(316)	—	183	—	—	(133)
Stock-based compensation expense	—	—	207	—	—	207
Net loss	—	—	—	(8,780)	—	(8,780)
<b>Balance at September 24, 2022</b>	<b>\$ 44,862</b>	<b>\$ 3,387</b>	<b>\$ 157,132</b>	<b>\$ (155,330)</b>	<b>\$ 200</b>	<b>\$ 50,251</b>

  

	Common Stock	Class B Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
<b>Balance at December 26, 2020</b>	<b>\$ 43,672</b>	<b>\$ 2,641</b>	<b>\$ 158,329</b>	<b>\$ (140,321)</b>	<b>\$ (530)</b>	<b>\$ 63,791</b>
Repurchases of Common Stock - 17,359 shares	(52)	—	(4)	—	—	(56)
Restricted stock grants issued - 347,680 shares	669	374	(1,043)	—	—	—
Restricted stock grants forfeited - 7,477 shares	(22)	—	18	—	—	(4)
Stock-based compensation expense	—	—	75	—	—	75
Net loss	—	—	—	(2,028)	—	(2,028)
Other comprehensive income	—	—	—	—	189	189
<b>Balance at March 27, 2021</b>	<b>\$ 44,267</b>	<b>\$ 3,015</b>	<b>\$ 157,375</b>	<b>\$ (142,349)</b>	<b>\$ (341)</b>	<b>\$ 61,967</b>
Common Stock issued under Directors' Stock Plan - 40,000	120	—	(120)	—	—	—
Stock-based compensation expense	—	—	129	—	—	129
Net income	—	—	—	3,349	—	3,349
Other comprehensive income	—	—	—	—	157	157
<b>Balance at June 26, 2021</b>	<b>\$ 44,387</b>	<b>\$ 3,015</b>	<b>\$ 157,384</b>	<b>\$ (139,000)</b>	<b>\$ (184)</b>	<b>\$ 65,602</b>
Repurchases of Common Stock - 2,970 shares	(9)	—	(3)	—	—	(12)
Stock-based compensation expense	—	—	139	—	—	139
Net income	—	—	—	6,433	—	6,433
Other comprehensive income	—	—	—	—	113	113
<b>Balance at September 25, 2021</b>	<b>\$ 44,378</b>	<b>\$ 3,015</b>	<b>\$ 157,520</b>	<b>\$ (132,568)</b>	<b>\$ (71)</b>	<b>\$ 72,274</b>

See accompanying notes to the consolidated condensed financial statements.

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

**NOTE 1 - BASIS OF PRESENTATION**

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial statements which do not include all the information and notes required by such accounting principles for annual financial statements. In the opinion of management, all adjustments (generally consisting of normal recurring accruals) considered necessary for a fair presentation have been included in the accompanying financial statements. The accompanying financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in The Dixie Group, Inc.'s and its wholly-owned subsidiaries (the "Company") 2021 Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 25, 2021. Operating results for the three and nine month periods ended September 24, 2022 are not necessarily indicative of the results that may be expected for the entire 2022 year.

Based on applicable accounting standards, the Company has determined that it has one reportable segment, Floorcovering.

On September 13, 2021, the Company acting by and through its wholly owned operating subsidiary, TDG Operations, LLC, sold its Atlas|Masland commercial business (the "Commercial Business"). We have classified the related assets and liabilities associated with our Commercial Business as held for discontinued operations in our consolidated balance sheet. The results of our Commercial Business have been presented as discontinued operations in our consolidated statement of operations for all periods presented as the sale represents a shift in our business that has a major effect on our operations and financial results. Prior to the consummation of the sale, the Company was neither actively marketing the business for sale nor had intentions to abandon the Commercial Business and as a result did not present the results as assets held for sale or discontinued operations in prior filings. Interest expense and general and administrative expenses were not allocated to discontinued operations. Our consolidated financial statements and disclosures as of and for three and nine month periods ended September 25, 2021 have been adjusted to reflect such discontinued operations classifications. See Note 21 for further detail of the Company's discontinued operations reporting.

Unless specifically noted otherwise, footnote disclosures reflect the results of continuing operations only. The results of discontinued operations are presented in Note 21.

**NOTE 2 - RECENT ACCOUNTING PRONOUNCEMENTS**

**Accounting Standards Yet to Be Adopted**

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," which amends the impairment model to utilize an expected loss methodology in place of the current incurred loss methodology, which will result in the more timely recognition of losses. For smaller reporting entities, ASU 2016-13 is effective for annual periods beginning after December 15, 2022, including interim periods within those fiscal years. The ASU, including the subsequently issued codification improvements update ("Codification Improvements to Topic 326, Financial Instruments—Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments," ASU 2019-04) and the targeted transition relief update ("Financial Instruments-Credit Losses (Topic 326)," ASU 2019-05), is not expected to have a significant impact on the consolidated financial statements due to the nature of the Company's customers and the limited amount of write-offs in past years.

**NOTE 3 - REVENUE**

***Revenue Recognition Policy***

The Company derives its revenues primarily from the sale of floorcovering products and processing services. Revenues are recognized when control of these products or services is transferred to its customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those products and services. Sales, value add, and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue. Shipping and handling fees charged to customers are reported within revenue. Incidental items that are immaterial in the context of the contract are recognized as expense. The Company does not have any significant financing components as payment is received at or shortly after the point of sale. The Company determined revenue recognition through the following steps:

- Identification of the contract with a customer
  - Identification of the performance obligations in the contract
  - Determination of the transaction price
  - Allocation of the transaction price to the performance obligations in the contract
  - Recognition of revenue when, or as, the performance obligation is satisfied
-

**THE DIXIE GROUP, INC.**  
**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

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

**Disaggregation of Revenue from Contracts with Customers**

The following table disaggregates the Company's revenue by end-user markets for the three and nine month periods ended September 24, 2022 and September 25, 2021:

	Three Months Ended		Nine Months Ended	
	September 24, 2022	September 25, 2021	September 24, 2022	September 25, 2021
Residential floorcovering products, continuing operations	\$ 70,125	\$ 88,551	\$ 227,610	\$ 249,939
Commercial floorcovering products, discontinued operations	710	15,065	7,622	43,470
Other services, continuing operations	1,637	743	5,424	2,083
<b>Total net sales, continuing and discontinued operations</b>	<b>\$ 72,472</b>	<b>\$ 104,359</b>	<b>\$ 240,656</b>	<b>\$ 295,492</b>

*Residential floorcovering products.* Residential floorcovering products include broadloom carpet, rugs, luxury vinyl flooring and engineered hardwood. These products are sold into the designer, retailer, mass merchant and builder markets.

*Commercial floorcovering products.* Commercial floorcovering products include broadloom carpet, carpet tile, rugs, and luxury vinyl flooring. These products are sold into the corporate, hospitality, healthcare, government, and education markets through the use of designers, architects, flooring contractors and independent retailers.

*Other services.* Other services include carpet yarn processing and carpet dyeing services.

**Contract Balances**

Other than receivables that represent an unconditional right to consideration, which are presented in Note 4, the Company does not recognize any contract assets which give conditional rights to receive consideration, as the Company does not incur costs to obtain customer contracts that are recoverable. The Company often receives cash payments from customers in advance of the Company's performance for limited production run orders resulting in contract liabilities. These contract liabilities are classified in accrued expenses in the Consolidated Condensed Balance Sheets based on the timing of when the Company expects to recognize revenue, which is typically less than a year. The net decrease or increase in the contract liabilities is primarily driven by order activity for limited runs requiring deposits offset by the recognition of revenue and application of deposit on the receivables ledger for such activity during the period.

The activity in the advanced deposits for the three and nine month periods ended September 24, 2022 and September 25, 2021 is as follows:

	Three Months Ended		Nine Months Ended	
	September 24, 2022	September 25, 2021	September 24, 2022	September 25, 2021
Beginning contract liability	\$ 1,122	\$ 1,213	\$ 1,285	\$ 1,005
Revenue recognized from contract liabilities included in the beginning balance	(797)	(920)	(1,096)	(912)
Increases due to cash received, net of amounts recognized in revenue during the period	760	1,081	896	1,281
<b>Ending contract liability</b>	<b>\$ 1,085</b>	<b>\$ 1,374</b>	<b>\$ 1,085</b>	<b>\$ 1,374</b>

**Performance Obligations**

For performance obligations related to residential floorcovering products, control transfers at a point in time. To indicate the transfer of control, the Company must have a present right to payment, legal title must have passed to the customer and the customer must have the significant risks and rewards of ownership. The Company's principal terms of sale are FOB Shipping Point and FOB Destination and the Company transfers control and records revenue for product sales either upon shipment or delivery to the customer, respectively. Revenue is allocated to each performance obligation based on its relative stand-alone selling prices. Stand-alone selling prices are based on observable prices at which the Company separately sells the products or services.

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

**Variable Consideration**

The nature of the Company's business gives rise to variable consideration, including rebates, allowances, and returns that generally decrease the transaction price, which reduces revenue. These variable amounts are generally credited to the customer, based on achieving certain levels of sales activity, product returns, or price concessions.

Variable consideration is estimated at the most likely amount that is expected to be earned. Estimated amounts are included in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Estimates of variable consideration are based upon historical experience and known trends.

**Warranties**

The Company generally provides product warranties related to manufacturing defects and specific performance standards for its products for a period of up to two years. The Company accrues for estimated future assurance warranty costs in the period in which the sale is recorded. The costs are included in Cost of Sales in the Consolidated Condensed Statements of Operations and the product warranty reserve is included in accrued expenses in the Consolidated Condensed Balance Sheets. The Company calculates its accrual using the portfolio approach based upon historical experience and known trends. The Company does not provide an additional service-type warranty.

**NOTE 4 - RECEIVABLES, NET**

Receivables are summarized as follows:

	September 24, 2022	December 25, 2021
Customers, trade	\$ 28,269	\$ 37,148
Other receivables	3,578	3,251
Gross receivables	31,847	40,399
Less: allowance for doubtful accounts	(103)	(108)
Receivables, net	<u>\$ 31,744</u>	<u>\$ 40,291</u>

Bad debt expense was a credit of \$(18) for the three months ended September 24, 2022 and \$(4) for the three months ended September 25, 2021. Bad debt expense was \$39 for the nine months ended September 24, 2022 and \$414 for the nine months ended September 25, 2021.

**NOTE 5 - INVENTORIES, NET**

Inventories are summarized as follows:

	September 24, 2022	December 25, 2021
Raw materials	\$ 34,504	\$ 35,337
Work-in-process	16,895	15,186
Finished goods	71,198	62,592
Supplies and other	111	122
LIFO reserve	(28,807)	(30,498)
Inventories, net	<u>\$ 93,901</u>	<u>\$ 82,739</u>

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**NOTE 6 - PROPERTY, PLANT AND EQUIPMENT, NET**

Property, plant and equipment consists of the following:

	September 24, 2022	December 25, 2021
Land and improvements	\$ 3,422	\$ 3,422
Buildings and improvements	51,484	51,430
Machinery and equipment	160,467	158,248
Assets under construction	1,665	811
	<u>217,038</u>	<u>213,911</u>
Accumulated depreciation	(170,353)	(165,253)
Property, plant and equipment, net	<u>\$ 46,685</u>	<u>\$ 48,658</u>

Depreciation of property, plant and equipment, including amounts for finance leases, totaled \$1,959 and \$5,933 in the three and nine months ended September 24, 2022, respectively, and \$2,061 and \$6,753 in the three and nine months ended September 25, 2021, respectively.

**NOTE 7 - ACCRUED EXPENSES**

Accrued expenses are summarized as follows:

	September 24, 2022	December 25, 2021
Compensation and benefits	\$ 6,505	\$ 10,703
Provision for customer rebates, claims and allowances	7,041	7,562
Advanced customer deposits	1,085	1,285
Outstanding checks in excess of cash	3,725	3,153
Other	4,514	3,511
Accrued expenses	<u>\$ 22,870</u>	<u>\$ 26,214</u>

**NOTE 8 - LONG-TERM DEBT AND CREDIT ARRANGEMENTS**

Long-term debt consists of the following:

	September 24, 2022	December 25, 2021
Revolving credit facility	\$ 47,042	\$ 33,158
Term loans	24,620	24,781
Notes payable - buildings	10,846	5,484
Notes payable - equipment and other	—	1,607
Finance lease - buildings	10,685	10,873
Finance lease obligations	2,221	2,913
Deferred financing costs, net	(1,843)	(1,754)
<b>Total debt</b>	<u>93,571</u>	<u>77,062</u>
Less: current portion of long-term debt	1,570	3,361
<b>Long-term debt</b>	<u>\$ 92,001</u>	<u>\$ 73,701</u>

**Revolving Credit Facility**

During the fourth quarter of 2020, the Company entered into a \$75,000 Senior Secured Revolving Credit Facility with Fifth Third Bank National Association as lender. The loan is secured by a first priority security interest on all accounts receivable, cash, and inventory, and provides for borrowing limited by certain percentages of values of the accounts receivable and inventory. The revolving credit facility matures on October 30, 2025.

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At the Company's election, advances of the revolving credit facility bear interest at annual rates equal to either (a) LIBOR for 1, 2, or 3 month periods, as defined with a floor of 0.75% or published LIBOR, plus an applicable margin ranging between 1.50% and 2.00%, or (b) the higher of the prime rate plus an applicable margin ranging between 0.50% and 1.00%. The applicable margin is determined based on availability under the revolving credit facility with margins increasing as availability decreases. As of September 24, 2022, the applicable margin on the Company's revolving credit facility was 1.75%. The Company pays an unused line fee on the average amount by which the aggregate commitments exceed utilization of the revolving credit facility equal to 0.25% per annum. The weighted-average interest rate on borrowings outstanding under the revolving credit facility was 4.87% at September 24, 2022 and 3.00% at December 25, 2021.

The agreement is subject to customary terms and conditions and annual administrative fees with pricing varying on excess availability and a fixed charge coverage ratio. The agreement is also subject to certain compliance, affirmative, and financial covenants. As of the reporting date, the Company is in compliance with all such applicable financial covenants or has obtained an appropriate waiver for such applicable financial covenants. The Company is only subject to the financial covenants if borrowing availability is less than \$9,375, which is equal to 12.5% of the total loan availability of \$75,000, and remains until the availability is greater than 12.5% for thirty consecutive days. As of September 24, 2022, the unused borrowing availability under the revolving credit facility was \$23,749.

#### **Term Loans**

Effective October 28, 2020, the Company entered into a \$10,000 principal amount USDA Guaranteed term loan with AmeriState Bank as lender. The term of the loan is 25 years and bears interest at a minimum 5.00% rate or 4.00% above 5-year treasury, to be reset every 5 years at 3.5% above 5-year treasury. The loan is secured by a first mortgage on the Company's Atmore, Alabama and Roanoke, Alabama facilities. The loan requires certain compliance, affirmative, and financial covenants and, as of the reporting date, the Company is in compliance with all such financial covenants.

Effective October 29, 2020, the Company entered into a \$15,000 principal amount USDA Guaranteed term loan with the Greater Nevada Credit Union as lender. The term of the loan is 10 years and bears interest at a minimum 5.00% rate or 4.00% above 5-year treasury, to be reset after 5 years at 3.5% above 5-year treasury. The loan is secured by a first lien on a substantial portion of the Company's machinery and equipment and a second lien on the Company's Atmore and Roanoke facilities. The loan requires certain compliance, affirmative, and financial covenants and, as of the reporting date, the Company is in compliance with all such financial covenants. Payments on the loan are interest only over the first three years and principal and interest over the remaining seven years.

#### **Notes Payable - Buildings**

On March 16, 2022, the Company entered into a twenty year \$11,000 note payable to refinance its existing note payable on its distribution facility in Adairsville, GA (the "Property"). The new note payable bears interest at a fixed annual rate of 3.81%. The note is secured by the property and a guarantee of the Company. The loan is subject to certain negative financial covenants and as of the reporting date the Company is in compliance with all such financial covenants. Concurrent with the closing of this note, the Company paid off existing loans secured by the Property in the amount of \$5,456 and terminated an existing interest rate swap agreement.

#### **Notes Payable - Equipment and Other**

As of September 24, 2022, the Company had no balance due on equipment financing notes. The Company's equipment financing notes had terms of up to 7 years, bore interest ranging from 2.54% to 3.09% and were due in monthly installments through their maturity dates. The Company's equipment financing notes were secured by the specific equipment financed and did not contain any financial covenants.

#### **Finance Lease - Buildings**

On January 14, 2019, the Company, entered into a purchase and sale agreement (the "Purchase and Sale Agreement") with Saraland Industrial, LLC, an Alabama limited liability company (the "Purchaser"). Pursuant to the terms of the Purchase and Sale Agreement, the Company sold its Saraland facility, and approximately 17.12 acres of surrounding property located in Saraland, Alabama (the "Property") to the Purchaser for a purchase price of \$11,500. Concurrent with the sale of the Property, the Company and the Purchaser entered into a twenty-year lease agreement (the "Lease Agreement"), whereby the Company will lease back the Property at an annual rental rate of \$977, subject to annual rent increases of 1.25%. Under the Lease Agreement, the Company has two (2) consecutive options to extend the term of the Lease by ten years for each such option. This transaction was recorded as a failed sale and leaseback. The Company recorded a liability for the amounts received, will continue to depreciate the asset, and has imputed an interest rate so that the net carrying amount of the financial liability and remaining assets will be zero at the end of the lease term. Concurrently with the sale, the Company paid off the approximately

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\$5,000 mortgage on the property to First Tennessee Bank National Association and terminated the related fixed interest rate swap agreement.

**Finance Lease Obligations**

The Company's finance lease obligations are due in monthly or quarterly installments through their maturity dates. The Company's finance lease obligations are secured by the specific equipment leased.

**NOTE 9 - LEASES**

Balance sheet information related to right-of-use assets and liabilities is as follows:

<b>Balance Sheet Location</b>		<b>September 24, 2022</b>	<b>December 25, 2021</b>
<b>Operating Leases:</b>			
Operating lease right-of-use assets	Operating lease right-of-use assets	\$ 21,298	\$ 22,534
Current portion of operating lease liabilities	Current portion of operating lease liabilities	2,758	2,528
Noncurrent portion of operating lease liabilities	Operating lease liabilities	19,497	20,692
Total operating lease liabilities		<u>\$ 22,255</u>	<u>\$ 23,220</u>
<b>Finance Leases:</b>			
Finance lease right-of-use assets (1)	Property, plant, and equipment, net	\$ 5,418	\$ 10,111
Current portion of finance lease liabilities (1)	Current portion of long-term debt	946	1,104
Noncurrent portion of finance lease liabilities (1)	Long-term debt	11,960	12,683
		<u>\$ 12,906</u>	<u>\$ 13,787</u>

(1) Includes leases classified as failed sale-leaseback transactions.

Lease cost recognized in the consolidated condensed financial statements is summarized as follows:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 24, 2022</b>	<b>September 25, 2021</b>	<b>September 24, 2022</b>	<b>September 25, 2021</b>
Operating lease cost	\$ 926	\$ 1,074	\$ 3,122	\$ 3,624
<b>Finance lease cost:</b>				
Amortization of lease assets (1)	205	633	703	1,898
Interest on lease liabilities (1)	316	366	973	1,136
Total finance lease costs (1)	<u>\$ 521</u>	<u>\$ 999</u>	<u>\$ 1,676</u>	<u>\$ 3,034</u>

(1) Includes leases classified as failed sale-leaseback transactions.

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Other supplemental information related to leases is summarized as follows:

	September 24, 2022	September 25, 2021
<b>Weighted average remaining lease term (in years):</b>		
Operating leases	6.85	7.66
Finance leases (1)	13.7	13.38
<b>Weighted average discount rate:</b>		
Operating leases	6.39 %	6.79 %
Finance leases (1)	9.65 %	9.63 %
<b>Cash paid for amounts included in the measurement of lease liabilities:</b>		
Operating cash flows from operating leases	2,940	3,610
Operating cash flows from finance leases (1)	973	1,136
Financing cash flows from finance leases (1)	881	2,290

(1) Includes leases classified as failed sale-leaseback transactions.

The following table summarizes the Company's future minimum lease payments under non-cancellable contractual obligations for operating and financing liabilities as of September 24, 2022:

Fiscal Year	Operating Leases	Finance Leases
2022	1,032	532
2023	4,072	3,409
2024	3,999	1,045
2025	3,915	1,053
2026	3,707	1,066
Thereafter	11,003	13,919
Total future minimum lease payments (undiscounted)	27,728	21,024
Less: Present value discount	5,473	8,118
Total lease liability	22,255	12,906

**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.

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The following table reflects the fair values of assets and liabilities measured and recognized at fair value on a recurring basis on the Company's Consolidated Condensed Balance Sheets as of September 24, 2022 and December 25, 2021:

	<b>September 24, 2022</b>	December 25, 2021	Fair Value Hierarchy Level
Liabilities:			
Interest rate swaps (1)	\$ —	\$ 210	Level 2

(1) The Company uses certain external sources in deriving the fair value of the interest rate swaps. The interest rate swaps 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.

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

	<b>September 24, 2022</b>		December 25, 2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and cash equivalents	\$ 961	\$ 961	\$ 1,471	\$ 1,471
Financial liabilities:				
Long-term debt, including current portion	80,665	73,644	63,275	61,721
Finance leases, including current portion	12,906	12,622	13,787	16,389
Interest rate swaps	—	—	210	210

The fair values of the Company's long-term debt and finance 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 evaluating opportunities to enter into interest rate swaps for portions of its variable rate debt to minimize interest rate volatility.

As of September 24, 2022, the Company had no interest rate swaps outstanding. The following is a summary of the Company's interest rate swap outstanding as of December 25, 2021:

Type	Notional Amount	Effective Date	Fixed Rate	Variable Rate
Interest rate swap	\$ 5,796	November 7, 2014 through November 7, 2024	4.500%	1 Month LIBOR

The following table summarizes the fair values of derivative instruments included in the Company's consolidated condensed financial statements:

	Location on Consolidated Balance Sheets	Fair Value	
		September 24, 2022	December 25, 2021
<b>Liability Derivatives:</b>			
Derivatives designated as hedging instruments:			
Interest rate swaps, current portion	Accrued expenses	\$ —	\$ 110
Interest rate swaps, long-term portion	Other long-term liabilities	—	100
Total Liability Derivatives		\$ —	\$ 210

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

	<b>Amount of Gain or (Loss) Recognized in AOCIL on the effective portion of the Derivative</b>			
	Three Months Ended		Nine Months Ended	
	<b>September 24, 2022</b>	September 25, 2021	<b>September 24, 2022</b>	September 25, 2021
<b>Derivatives designated as hedging instruments:</b>				
Cash flow hedges - interest rate swaps	\$ —	\$ (3)	\$ —	\$ 40
	<b>Amount of Gain (Loss) Reclassified from AOCIL on the effective portion into Earnings (1)(2)</b>			
	Three Months Ended		Nine Months Ended	
	<b>September 24, 2022</b>	September 25, 2021	<b>September 24, 2022</b>	September 25, 2021
<b>Derivatives designated as hedging instruments:</b>				
Cash flow hedges - interest rate swaps	\$ —	\$ 33	\$ (7)	\$ 102
	<b>Amount of Gain or (Loss) Recognized on the Ddesignated Portion in Income on Derivative (3)</b>			
	Three Months Ended		Nine Months Ended	
	<b>September 24, 2022</b>	September 25, 2021	<b>September 24, 2022</b>	September 25, 2021
<b>Derivatives dedesignated as hedging instruments:</b>				
Cash flow hedges - interest rate swaps	\$ —	\$ 136	\$ 210	\$ 509

- (1) The amount of gain (loss) reclassified from AOCIL is included in interest expense on the Company's consolidated condensed financial statements.  
(2) The amount of loss expected to be reclassified from AOCIL into earnings during the next 12 months subsequent to September 24, 2022 is \$0.  
(3) The amount of gain (loss) recognized in income on the dedesignated portion of interest rate swaps is included in other income or other expense on the Company's Consolidated Condensed Statements of Operations. The amount of expense recognized on the Company's Consolidated Statements of Operations for the terminated portion of interest rate swaps is included in interest expense.

On March 16, 2022, the Company terminated an interest rate swap agreement tied to a note payable secured by its facility in Adairsville, GA. The settlement payment to terminate the swap agreements was \$73. Because it is probable that none of the remaining forecasted interest payments that were being hedged will occur, the related losses in the amount of \$177, net of tax, that had been deferred in AOCIL were reclassified into interest expense during the period.

**NOTE 12 - EMPLOYEE BENEFIT PLANS**

**Defined Contribution Plans**

The Company sponsors a 401(k) defined contribution plan that covers approximately 90% of the Company's current associates. This plan includes a mandatory Company match on the first 1% of participants' contributions. The Company matches the next 2% of participants' contributions if the Company meets prescribed earnings levels. The plan also provides for additional Company contributions above the 3% level if the Company attains certain additional performance targets. Matching contribution expense for this 401(k) plan was \$94 and \$501 for the three months ended September 24, 2022 and September 25, 2021, respectively and expense amounts of \$189 and \$920 for the nine months ended September 24, 2022 and September 25, 2021, respectively.

Additionally, the Company sponsors a 401(k) defined contribution plan that covers associates at one facility who are under a collective-bargaining agreement. The number of associates under the plan represents approximately 10% of the Company's total current 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 \$14 and \$21 for the three months ended September 24, 2022 and September 25, 2021, respectively and \$60 and \$63 for the nine months ended September 24, 2022 and September 25, 2021, respectively.

**Non-Qualified Retirement Savings Plan**

The Company sponsors a non-qualified retirement savings plan that allows eligible associates to defer a specified percentage of their compensation. The obligations owed to participants under this plan were \$11,719 at September 24, 2022 and \$15,794 at December 25, 2021 and are included in other long-term liabilities in the Company's Consolidated Condensed Balance Sheets. The obligations are unsecured general obligations of the Company and the participants have no right, interest or claim in the assets of the Company, except as unsecured general creditors. The Company utilizes a Rabbi Trust to hold, invest and reinvest deferrals and contributions under the plan. Amounts are invested in Company-owned life insurance in the Rabbi Trust and the cash surrender value of the policies was \$13,007 at September 24, 2022 and \$16,608 at December 25, 2021 and is included in other assets in the Company's Consolidated Condensed Balance Sheets.

**Multi-Employer Pension Plan**

The Company contributes to a multi-employer pension plan under the terms of a collective-bargaining agreement that covers its union-represented employees. Expenses related to the multi-employer pension plan were \$38 and \$64 for the three months ended September 24, 2022 and September 25, 2021, respectively and \$141 and \$166 for the nine months ended September 24, 2022 and September 25, 2021, respectively. If the Company were to withdraw from the multi-employer plan, a withdrawal liability would be due, the amount of which would be determined by the plan. The withdrawal liability, as determined by the plan, would be a function of contribution rates, fund status, discount rates and various other factors at the time of any such withdrawal.

**NOTE 13 - INCOME TAXES**

The benefit rate for the nine months ending September 24, 2022 was 0.59% compared with an expense rate of 6.15% for the nine months ending September 25, 2021. Because the Company maintains a full valuation allowance against its deferred income tax balances, the Company is only able to recognize refundable credits, a small amount of state taxes, and a benefit for the recognition of stranded tax effects within other comprehensive income (loss) related to the termination of certain derivative contracts in the tax benefit for the first nine months of 2022. The Company is in a net deferred tax liability position of \$91 at September 24, 2022 and December 25, 2021, respectively, which is included in other long-term liabilities in the Company's Consolidated Condensed Balance Sheets.

The Company accounts for uncertainty in income tax positions according to FASB guidance relating to uncertain tax positions. Unrecognized tax benefits were \$515 and \$494 at September 24, 2022 and December 25, 2021, respectively. Such benefits, if recognized, would affect the Company's effective tax rate. There were no significant interest or penalties accrued as of September 24, 2022 and December 25, 2021.

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 2017 remain open to examination for U.S. federal income taxes. The majority of state jurisdictions remain open for tax years subsequent to 2017. A few state jurisdictions remain open to examination for tax years subsequent to 2016.

#### **NOTE 14 - EARNINGS (LOSS) PER SHARE**

The Company's unvested stock awards that contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are considered participating securities and are included in the computation of earnings (loss) per share. Accounting guidance requires additional disclosure of earnings (loss) per share for common stock and unvested share-based payment awards, separately disclosing distributed and undistributed earnings. Undistributed earnings represent earnings that were available for distribution but were not distributed. Common stock and unvested share-based payment awards earn dividends equally. All earnings were undistributed in all periods presented.

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

	Three Months Ended		Nine Months Ended	
	September 24, 2022	September 25, 2021	September 24, 2022	September 25, 2021
<b>Basic earnings (loss) per share:</b>				
Income (Loss) from continuing operations	\$ (8,372)	\$ 5,597	\$ (15,734)	\$ 9,102
Less: Allocation of earnings to participating securities	—	(240)	—	(341)
Income (Loss) from continuing operations available to common shareholders - basic	\$ (8,372)	\$ 5,357	\$ (15,734)	\$ 8,761
Basic weighted-average shares outstanding (1)	15,226	15,123	15,196	15,109
Basic earnings income (loss) per share - continuing operations	\$ (0.55)	\$ 0.35	\$ (1.04)	\$ 0.58
<b>Diluted earnings income (loss) per share:</b>				
Income (Loss) from continuing operations available to common shareholders - basic	\$ (8,372)	\$ 5,357	\$ (15,734)	\$ 8,761
Add: Undistributed earnings reallocated to unvested shareholders	—	2	—	2
Income (loss) from continuing operations available to common shareholders - basic	\$ (8,372)	\$ 5,359	\$ (15,734)	\$ 8,763
Basic weighted-average shares outstanding (1)	15,226	15,123	15,196	15,109
Effect of dilutive securities:				
Stock options (2)	—	—	—	—
Directors' stock performance units (2)	—	130	—	130
Diluted weighted-average shares outstanding (1)(2)	15,226	15,253	15,196	15,239
Diluted earnings income (loss) per share - continuing operations	\$ (0.55)	\$ 0.35	\$ (1.04)	\$ 0.58

(1) Includes Common and Class B Common shares, excluding unvested participating securities of 944 thousand as of September 24, 2022 and 671 thousand as of September 25, 2021.

(2) Shares issuable under stock option plans where the exercise price is greater than the average market price of the Company's Common Stock during the relevant period and directors' stock performance units have been excluded to the extent they are anti-dilutive. There were 130 and 177 aggregate shares excluded for the three months ended September 24, 2022 and September 25, 2021, respectively and 130 and 177 for the nine months ended September 24, 2022 and September 25, 2021, respectively.

#### Repurchases of Common Stock

On August 3, 2022, the Company's Board of Directors approved the repurchase of up to \$3,000 of the Company's common stock. A portion of such purchases would be under a plan pursuant to Rule 10b-5-1 of the Securities and Exchange Act ("Plan"). As of September 24, 2022, the Company had repurchased 105,381 shares under the Plan at a cost of \$134.

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**NOTE 15 - STOCK-BASED COMPENSATION EXPENSE**

The Company recognizes compensation expense relating to share-based payments based on the fair value of the equity instrument issued and records such expense in selling and administrative expenses in the Company's Consolidated Condensed Statements of Operations. The Company's stock compensation expense was \$207 and \$139 for the three months ended September 24, 2022 and September 25, 2021, respectively. The Company's stock compensation expense was \$559 and \$339 for the nine months ended September 24, 2022 and September 25, 2021, respectively.

On March 12, 2022, the Company issued 284,954 shares of restricted stock to certain key employees. The grant-date fair value of the awards was \$863, or \$3.03 per share, and is expected to be recognized as stock compensation expense over a weighted-average period of 5.3 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 May 5, 2022, the Company issued 40,000 shares of restricted stock to the external members of the board of directors. The grant-date fair value of the awards was \$107, or \$2.67 per share, and is expected to be recognized as stock compensation expense over a weighted-average period of 1.0 year 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 June 1, 2022, the Company issued 78,954 shares of restricted stock to certain key employees. The grant-date fair value of the awards was \$150, or \$1.90 per share, and is expected to be recognized as stock compensation expense over a weighted-average period of 3.0 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 June 6, 2022, the Company issued 24,000 shares of restricted stock to certain key employees. The grant-date fair value of the awards was \$48, or \$2.00 per share, and is expected to be recognized as stock compensation expense over a weighted-average period of 4.0 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.

**NOTE 16 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

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

	Interest Rate Swaps	Post-Retirement Liabilities	Total
Balance at December 25, 2021	\$ (172)	\$ 202	\$ 30
Reclassification of loss into earnings from interest rate swaps, net of tax of \$2	(5)	—	(5)
Reclassification of unrealized loss into earnings from dedesignated interest rate swaps, net of tax of \$33	177	—	177
Reclassification of net actuarial gain into earnings from postretirement benefit plans	—	(2)	(2)
Balance at September 24, 2022	<u>\$ —</u>	<u>\$ 200</u>	<u>\$ 200</u>

**NOTE 17 - COMMITMENTS AND CONTINGENCIES**

**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.

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

**Environmental Remediation**

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

**Legal Proceedings**

The Company has been sued, together with approximately 90 other defendants, in a lawsuit styled: Brenda E. Bostian, individually and as representative of the Estate of Hoyle Steven Bostian, deceased, case number 2021-CP-40-04877 South Carolina Court of Common Pleas, fifth Judicial Circuit- Richland County (Columbia SC), alleging that indirect exposure to asbestos at a plant in North Carolina contributed to the wrongful death of Mr. Bostian. The complaint alleges that Mr. Hoyle Bostian's father worked at a facility in North Carolina where he was exposed to asbestos and that Mr. Bostian's exposure indirectly caused Mr. Bostian (the decedent) to be exposed to asbestos. The plaintiff's "secondary" exposure allegedly occurred in the 1950s - prior to the Company's 1987 acquisition of China Grove Cotton Mills, the company that owned the facility. No damage amount has been alleged. The Company has denied liability and is vigorously defending the matter. The trial date for the case has been rescheduled to February 20, 2023.

**NOTE 18 - OTHER (INCOME) EXPENSE, NET**

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

	Three Months Ended		Nine Months Ended	
	September 24, 2022	September 25, 2021	September 24, 2022	September 25, 2021
Other operating (income) expense, net:				
Gain on property, plant and equipment disposals	\$ (30)	\$ —	\$ (40)	\$ —
Loss on currency exchanges	34	119	120	110
Retirement expense	105	21	451	168
Miscellaneous (income) expense	4	(271)	(273)	(374)
Other operating (income) expense, net	<u>\$ 113</u>	<u>\$ (131)</u>	<u>\$ 258</u>	<u>\$ (96)</u>

**NOTE 19 - FACILITY CONSOLIDATION AND SEVERANCE EXPENSES, NET**

**2022 Consolidation of East Coast Manufacturing Plan**

During the three months ended September 24, 2022, the Company implemented a plan to consolidate its East Coast manufacturing in order to reduce its manufacturing costs. Under this plan, the Company will consolidate its East Coast tufting operations into one plant in North Georgia, convert a portion of the Atmore, Alabama facility from carpet manufacturing to luxury vinyl tile manufacturing and relocate the distribution of luxury vinyl flooring from its Saraland, Alabama facility to its Atmore, Alabama facility. On August 11, 2022, the Company entered into a joint venture to manufacture luxury vinyl tile (See Note 20). A portion of the Company's Atmore, Alabama facility will be leased to the joint venture for luxury vinyl floor manufacturing. Costs for the plan will include machinery and equipment relocation, inventory relocation, staff reductions and unabsorbed fixed costs during conversion of the Atmore facility.

**2020 COVID-19 Continuity Plan**

As the extent of the COVID-19 pandemic became apparent, the Company implemented a continuity plan to maintain the health and safety of associates, preserve cash, and minimize the impact on customers. The response included restrictions on travel, implementation of telecommuting where appropriate and limiting contact and maintaining social distancing between associates and with customers. Cost reductions were implemented including cutting non-essential expenditures, reducing capital expenditures, rotating layoffs and furloughs, selected job eliminations and temporary salary reductions.

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

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

	Accrued Balance at December 25, 2021	2022 Expenses To Date (1)	2022 Cash Payments	Accrued Balance at September 24, 2022	As of September 24, 2022	
					Total Costs Incurred To Date	Total Expected Costs
Consolidation of East Coast Manufacturing Plan	\$ —	\$ 968	\$ 968	\$ —	\$ 968	\$ 3,000
Profit Improvement Plan	—	—	—	—	10,525	10,525
COVID-19 Continuity Plan	78	—	78	—	2,533	2,533
<b>Total All Plans</b>	<b>\$ 78</b>	<b>\$ 968</b>	<b>\$ 1,046</b>	<b>\$ —</b>	<b>\$ 14,026</b>	<b>\$ 16,058</b>
Asset Impairments	\$ —	\$ —	\$ —	\$ —	3,323	3,323

  

	Accrued Balance at December 26, 2020	2021 Expenses To Date (1)	2021 Cash Payments	Accrued Balance at September 25, 2021
COVID-19 Continuity Plan	454	2	366	90
<b>Totals</b>	<b>\$ 558</b>	<b>\$ 279</b>	<b>\$ 717</b>	<b>\$ 120</b>
Asset Impairments	\$ —	\$ —	\$ —	\$ —

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

**NOTE 20 - INVESTMENT IN JOINT VENTURE**

On August 11, 2022, TruCor LLC, a Georgia limited liability company ("TruCor"), a wholly-owned subsidiary of TDG Operations, LLC, a Georgia limited liability company, which is a wholly-owned subsidiary of the Company, entered into a Joint Venture Agreement (the "JVA") with Alabama Manufacturing Investment LLC, a Delaware limited liability company ("AMI"), pursuant to which the two companies agreed to form and become the two members of Rigid Core Manufacturing LLC, a Delaware limited liability company (the "JV"), for the purpose of manufacturing luxury vinyl tile. Each of TruCor and AMI have agreed to contribute to the JV initial capital in the amount of \$6,000, respectively. The capital contributions to the JV will be made in \$1,000 installments. The JV will be governed by a board of managers. Each member will appoint two (2) managers of the LLC for a total of four (4) managers. Certain significant actions will be subject to unanimous approval of the managers. Upon an unresolved deadlock between the members, either member may trigger a buy-sell provision in the LLC Agreement. The Company agreed to guarantee the obligations of TruCor provided under the JVA.

Pursuant to the JVA, the following ancillary agreements have been entered into by the parties: (1) TDG Operations, LLC, a Georgia limited liability company ("TDG Operations"), a wholly-owned subsidiary of the Company, entered into that certain Administrative Services and Loaned Employee Agreement with the JV for the provision of certain administrative services at cost plus an allocation of overhead; (2) AMI entered into that certain Technical Services Agreement with the JV for the provision of technical services and the license of certain technical know-how to manufacture luxury vinyl tile products; (3) TDG Operations agreed to use reasonable commercial efforts to enter into a lease with the JV for a portion of the Company's existing Atmore facility in Alabama; and (4) TruCor and AMI entered into that certain Limited Liability Company Operating Agreement (the "LLC Agreement"). TruCor and AMI also each agreed to enter into supply agreements with the JV for the manufacture of certain luxury vinyl tile products, with no minimum obligation to purchase by either member. There were no purchases during the three and nine months ended September 24, 2022. In addition, no lease agreement between TDG Operations and the JV had been entered into as of September 24, 2022.

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

In determining whether the Company has a controlling interest in a joint venture and the requirement to consolidate the entity, management considers factors such as ownership interest, authority to make decisions and contractual and substantive participating rights of the other partners or members as well as whether the entity is a variable interest entity for which the Company is the primary beneficiary. This investment is being accounted for by the equity method of accounting under which the Company's share of net income (loss) will be recognized as income (loss) in the Company's Statements of Operations and added to the investment account as the Company has significant influence over the joint venture but does not control its operations. Distributions or dividends received from the investment will be treated as a reduction of the investment account. The initial investment of \$1,000 was recorded in Other Assets on the Company's Consolidated Condensed Balance Sheet. There was no net income (loss) reported in the Company's Statement of Operations for the quarter ended September 24, 2022.

**NOTE 21 - DISCONTINUED OPERATIONS**

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

	Three Months Ended		Nine Months Ended	
	September 24, 2022	September 25, 2021	September 24, 2022	September 25, 2021
Workers' compensation costs from former textile operations	\$ (30)	\$ (33)	\$ (31)	\$ (101)
Environmental remediation costs from former textile operations	(51)	(27)	(41)	(81)
Commercial business operations	(327)	2,394	(818)	(254)
Income (loss) from discontinued operations, before taxes	\$ (408)	\$ 2,334	\$ (890)	\$ (436)
Income tax expense	—	1,498	—	912
Income (loss) from discontinued operations, net of tax	<u>\$ (408)</u>	<u>\$ 836</u>	<u>\$ (890)</u>	<u>\$ (1,348)</u>

**Workers' compensation costs from former textile operations**

Undiscounted reserves are maintained for the self-insured workers' compensation obligations related to the Company's former textile operations. 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 costs from former textile operations**

Reserves for environmental remediation obligations are established on an undiscounted basis. The Company has an accrual for environmental remediation obligations related to discontinued operations of \$1,904 as of September 24, 2022 and \$1,913 as of December 25, 2021. The liability established represents the Company's best estimate of possible loss and is the reasonable amount to which there is any meaningful degree of certainty given the periods of estimated remediation and the dollars applicable to such remediation for those periods. The actual timeline to remediate, and thus, the ultimate cost to complete such remediation through these remediation efforts, may differ significantly from the Company's 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.

**Commercial business operations**

In accordance with the Asset Purchase Agreement dated September 13, 2021, the Company sold assets that include certain inventory, certain items of machinery and equipment used exclusively in the Commercial Business, and related intellectual property for a purchase price of \$20,500. The Purchaser also assumed the liability to fulfill the orders represented by advance customer deposit liabilities of \$3,127. As a result of the transaction the Company recognized a gain of \$2.7 million.

The Company retained the Commercial Business' cash deposits, all accounts receivable, and certain inventory and equipment. Additionally, the Company agreed not to compete with the specified commercial business and the Atlas/Masland markets for a period of 5 years following September 13, 2021. The agreement allows for the Company to sell the commercial inventory retained by the Company after the divestiture.

At closing, \$2,100 of the proceeds were withheld and deposited in escrow to cover any claims arising with respect to the Commercial business for which the Company may be liable. The \$2,100 was agreed to be released to the Company (net of claims paid, if any) in two installments with 50% of the escrow paid in 90 days from closing and the remaining amount paid 18 months from the closing date. The Company has received payment of the first installment and the remaining unpaid portion of \$1,025 is recognized within current assets. As of September 24, 2022, the Company has not recognized amounts for potential indemnification settlements as those amounts cannot be reasonably estimated.

In order to release liens on certain fixed assets included in the Asset Purchase Agreement, the Company placed \$2,100 in cash collateral in an account with the lender (Greater Nevada Credit Union). The remaining proceeds were applied to the Company's debt with its senior credit facility (Fifth Third Bank).

The Company reclassified the following assets and liabilities for discontinued operations in the accompanying consolidated balance sheets:

	As of	
	September 24, 2022	December 25, 2021
<b>Current Assets of Discontinued Operations:</b>		
Receivables, net	\$ 372	\$ 3,406
Inventories, net	338	1,927
Prepaid expenses	8	658

Current Assets Held for Discontinued Operations	<b>718</b>	<b>5,991</b>
<b>Long Term Assets of Discontinued Operations:</b>		
Property, plant and equipment, net	<b>273</b>	292
Operating lease right of use assets	<b>119</b>	242
Other assets	<b>1,363</b>	2,218
Long Term Assets Held for Discontinued Operations	<b>1,755</b>	<b>2,752</b>
<b>Current Liabilities of Discontinued Operations:</b>		
Accounts payable	<b>130</b>	2,133
Accrued expenses	<b>2,078</b>	3,062
Current portion of operating lease liabilities	<b>119</b>	167
Current Liabilities Held for Discontinued Operations	<b>2,327</b>	<b>5,362</b>
<b>Long Term Liabilities of Discontinued Operations</b>		
Operating lease liabilities	<b>—</b>	75
Other long term liabilities	<b>3,559</b>	4,413
Long Term Liabilities Held for Discontinued Operations	<b>\$ 3,559</b>	<b>\$ 4,488</b>

For the three and nine months ended September 24, 2022 and September 25, 2021, the Company reclassified the following operations of the Commercial business included in discontinued operations in the accompanying consolidated statements of operations:

	Three Months Ended		Nine Months Ended	
	September 24, 2022	September 25, 2021	September 24, 2022	September 25, 2021
Net sales	\$ 710	\$ 15,065	\$ 7,622	\$ 43,470
Cost of sales	<b>929</b>	12,086	<b>7,247</b>	34,679
Gross profit	<b>(219)</b>	2,979	<b>375</b>	8,791
Selling and administrative expenses	<b>107</b>	3,245	<b>1,244</b>	11,705
Other operating (income) expense	<b>1</b>	—	<b>(51)</b>	—
Discontinued loss, related to the divestiture of the Commercial business	<b>(327)</b>	(266)	<b>(818)</b>	(2,914)
Gain on sale of business	<b>—</b>	(2,660)	<b>—</b>	(2,660)
Income (loss) from discontinued Commercial operations before taxes	<b>(327)</b>	2,394	<b>(818)</b>	(254)

## NOTE 22 - RELATED PARTY TRANSACTIONS

The Company purchases a portion of its product needs from Engineered Floors, an entity substantially controlled by Robert E. Shaw, a shareholder of the Company. An affiliate of Mr. Shaw holds approximately 7.5% of the Company's Common Stock, which represents approximately 3.0% of the total vote of all classes of the Company's Common Stock. Engineered Floors is one of several suppliers of such materials to the Company. Total purchases from Engineered Floors during the three and nine months ended September 24, 2022 were approximately \$3 and \$917, respectively; or approximately 0.0% and 0.5%, respectively, of the Company's cost of goods sold. Total purchases from Engineered Floors during the three and nine months ended September 25, 2021 were approximately \$1,258 and \$3,159, respectively; or approximately 2.0% and 1.7%, respectively, of the Company's cost of goods sold. Purchases from Engineered Floors are based on market value negotiated prices. The Company has no contractual commitments with Mr. Shaw associated with its business relationship with Engineered Floors. Transactions with Engineered Floors are reviewed annually by the Company's board of directors.

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

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

### **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, the ability to attract, develop and retain qualified personnel, 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.

### **OVERVIEW**

Our business consists principally of marketing, manufacturing and selling floorcovering products to high-end customers through our various sales forces and brands. We focus primarily on the upper end of the floorcovering market where we believe we have strong brands and competitive advantages with our style and design capabilities and customer relationships. Our Fabrica, Masland, and Dixie Home brands have a significant presence in the high-end residential floorcovering markets. Dixie International sells all of our brands outside of the North American market.

Historically, we participated in the upper end specified commercial flooring marketplace through our Atlas | Masland Contract brand. On September 13, 2021, we sold our Commercial business. The results of our Commercial business activity are included in discontinued operations in the included financial statements.

### **COVID-19 PANDEMIC**

We continue to monitor and respond to the evolving nature of the global coronavirus pandemic ("COVID-19" or "pandemic") and its impacts on the markets we serve. This includes taking necessary safety precautions to protect the health of our employees. As the COVID-19 pandemic continues to evolve, we cannot predict the impact that it will have on our short-term and long-term demand. The further spread of COVID-19, and the requirements to take action to help limit the spread of the illness, may impact our ability to carry out our business as usual and may have a materially adverse impact on economic conditions in the markets we serve, our operations and our financial condition.

## RESULTS OF OPERATIONS

The following tables provide information derived from our Unaudited Condensed Consolidated Financial Statements for the periods indicated. Percentages used are expressed as a percent of net sales. The discussion that follows each table should be read in conjunction with our Unaudited Condensed Consolidated Financial Statements as well as our 2021 Annual Report on Form 10-K for the year ended December 25, 2021.

### Three Months Ended September 24, 2022 Compared with the Three Months Ended September 25, 2021

#### Net Sales from Continuing Operations

(\$ in thousands)	2022	2021	Inc./(Dec.)	Inc./(Dec.)
Net Sales	71,762	89,294	(17,532)	(19.6)%

For the third quarter of 2022, our net sales from continuing operations decreased 19.6% compared with the third quarter of 2021. In the second quarter of 2022, a flooring reset, reflecting a change in strategy to a focus on lower price point products, by one of our largest retail customers prevented us from participating. The year over year loss in net sales related to this account for the comparative periods was \$7.9 million. Our sales were also negatively impacted by delayed introductions of new products in 2022 due to a change in raw material providers and supply chain issues. An additional decrease in sales was due to lower customer demand partially attributable to much lower year over year sales of existing homes in the United States market driven by higher interest rates.

	Three Months Ended	
	September 24, 2022	September 25, 2021
Net Sales	100.0 %	100.0 %
Cost of Sales	82.5 %	72.1 %
Gross Profit	17.5 %	27.9 %
Selling and Administrative Expenses	25.9 %	20.3 %
Other Operating (Income) Expenses, Net	0.2 %	(0.1)%
Facility Consolidation and Severance Expenses, Net	1.3 %	0.1 %
Operating Income (Loss)	(9.9)%	7.6 %

#### Gross Profit

Gross profit as a percentage of net sales was 17.5% in the third quarter of 2022 compared with 27.9% in the third quarter of 2021. The lower gross profit percentage in 2022 was primarily driven by increases in raw material costs. The decision, in the fourth quarter of 2021, by our primary raw material provider, Invista, to exit the business had a significant negative impact on our gross margins. We have identified other suppliers and have implemented our strategy to diversify our fiber providers and bring our costs to a more favorable position. In addition, throughout 2021 and into the first half of 2022 raw materials costs with our other suppliers increased due to inflationary pressures, supply constraints and increased incoming freight costs on imported goods.

#### Selling and Administrative Expenses

Selling and administrative expenses were \$18.6 million, or 25.9% of net sales, in the third quarter of 2022 compared with \$18.1 million, or 20.3% of net sales, in the year earlier period. The higher costs in the third quarter of 2022 as compared to the third quarter of 2021 were primarily due to higher investment in product offerings through product development and samples and marketing, these expenses being escalated by increases in raw material costs. Administrative areas incurred increased expenses primarily related to professional fees focused on improving systems and controls in the finance and information systems areas.

### **Other Operating (Income) Expense, Net**

Net other operating expense, was \$113 thousand in the third quarter of 2022 compared with net other operating income of \$131 thousand in the third quarter of 2021. The differences between the two quarters compared related to changes in currency exchange rates and fair market value adjustments related to our non qualified retirement plan.

### **Facility Consolidation and Severance Expenses, Net**

Facility consolidation and severance expenses in the third quarter of 2022 were \$968 thousand compared with expense of \$88 thousand in the third quarter of 2021. The expenses in the third quarter of 2022 related to our restructuring plan for our facility in Atmore, Alabama. The Atmore facility is being repurposed as a manufacturing plant for luxury vinyl flooring as per our announced joint venture agreement. The expenses in the third quarter of 2021 were comprised of costs related to our COVID-19 Continuity Plan.

### **Operating Income (Loss)**

We reported an operating loss of \$7.2 million in the third quarter of 2022 compared with an operating income of \$6.8 million in the third quarter of 2021. Lower sales, higher raw material costs and increased product sample expense had a significant unfavorable impact on our results in the third quarter of 2022.

### **Interest Expense**

Interest expense increased \$123 thousand in the third quarter of 2022 compared with the third quarter of 2021. The increase is primarily the result of increased borrowing on our senior credit line and rising interest rates on our variable rate debt. Interest expense in 2021 included the recognition of \$136 thousand in deferred expenses related to a derivative that was terminated in the fourth quarter of 2020.

### **Income Tax Provision (Benefit)**

We recorded an income tax benefit from continuing operations of \$78 thousand in the third quarter of 2022 compared to an income tax provision of \$62 thousand in the third quarter of 2021.

The benefit rate for the three months ending September 24, 2022 was 0.91% compared with a tax rate of 1.10% for the three months ending September 25, 2021. Because the Company maintains a full valuation allowance against its deferred tax balances, the Company is only able to recognize refundable credits and a small amount of state taxes in the tax provision for the three months ended September 24, 2022. The Company is in a net deferred tax liability position of \$91 at September 24, 2022 and December 25, 2021, respectively, which is included in other long-term liabilities in the Company's Consolidated Condensed Balance Sheets.

The Company accounts for uncertainty in income tax positions according to FASB guidance relating to uncertain tax positions. Unrecognized tax benefits were \$515 thousand and \$494 thousand at September 24, 2022 and December 25, 2021, respectively. Such benefits, if recognized, would affect the Company's effective tax rate. There were no significant interest or penalties accrued as of September 24, 2022 and December 25, 2021.

### **Net Income (Loss)**

Continuing operations reflected a loss of \$8.4 million, or \$(0.55) per diluted share, in the third quarter of 2022 compared with an income of \$5.6 million, or \$0.35 per diluted share, in the same period in 2021.

Discontinued operations includes the financial results related to the Commercial Business. In the third quarter of 2021, the Company divested the commercial business. The revenue, margin and selling expenses for the Commercial Business have been moved to discontinued operations. The loss from discontinued operations was \$408 thousand in the third quarter of 2022 compared to an income of \$836 thousand in the third quarter of 2021. See Note 21 to the consolidated financial statements for additional details related to discontinued operations.

## Nine Months Ended September 24, 2022 Compared with the Nine Months Ended September 25, 2021

### Net Sales from Continuing Operations

(\$ in thousands)	<b>2022</b>	<b>2021</b>	<b>Inc./</b> (Dec.)	<b>Inc./</b> (Dec.)
Net Sales	233,034	252,022	(18,988)	(7.5)%

For the first nine months of 2022, our net sales from continuing operations decreased 7.5% compared with the first nine months of 2021. Strong demand in the first half of the year was offset by lower demand in the third quarter and a loss of sales with a major retailer in the second quarter of 2022. In the second quarter of 2022, a flooring reset, reflecting a change in strategy to a focus on lower price point products, by one of our largest retail customers prevented us from participating. The year over year loss in net sales related to this account for the comparative nine month period was \$15.7 million. Our sales were also negatively impacted by delayed introductions of new products in 2022 due to a change in raw material providers and supply chain issues. An additional decrease in sales due to lower customer demand partially attributable to declining year over year sales of existing homes in the United States market driven by higher interest rates.

	Nine Months Ended	
	September 24, 2022	September 25, 2021
Net Sales	100.0 %	100.0 %
Cost of Sales	81.2 %	74.5 %
Gross Profit	18.8 %	25.5 %
Selling and Administrative Expenses	23.5 %	20.2 %
Other Operating (Income) Expenses, Net	0.1 %	— %
Facility Consolidation and Severance Expenses, Net	0.4 %	0.1 %
Operating Income (Loss)	(5.2)%	5.2 %

### Gross Profit

Gross profit as a percentage of net sales was 18.8% in the first nine months of 2022 compared with 25.5% in the first nine months of 2021. The lower gross profit percentage in 2022 was primarily driven by increases in raw material costs. The decision, in the fourth quarter of 2021, by our primary raw material provider, Invista, to exit the business had a significant negative impact on our gross margins. We have identified other suppliers and we are implementing our strategy to diversify our fiber providers and bring our costs to a more favorable position. In addition, throughout 2021 and into the first half of 2022 raw materials costs with our other suppliers increased due to inflationary pressures and increased incoming freight costs on imported goods.

### Selling and Administrative Expenses

Selling and administrative expenses were \$54.9 million, or 23.5% of net sales, in the nine months ended September 24, 2022 compared with \$50.8 million, or 20.2% of net sales, in the year earlier period. The higher costs in the first nine months of 2022 as compared to the first nine months of 2021 were primarily due to higher investment in product offerings through product development and samples and marketing, these expenses being escalated by increases in raw material costs. Administrative areas incurred increased expenses primarily related to professional fees focused on improving systems and controls in the finance and information systems areas.

### Other Operating (Income) Expense, Net

Net other operating expense, was \$258 thousand for the first nine months of 2022 compared with net other operating income of \$96 thousand in the same period of 2021. The differences between the two periods compared primarily related to fair market value adjustments related to our non qualified retirement plan and also included the impact of changes in currency exchange rates.

### **Facility Consolidation and Severance Expenses, Net**

Expenses for facility consolidations in the first nine months of 2022 were \$968 thousand compared with expense of \$183 thousand in the same period of 2021. The expenses in 2022 related to our restructuring plan for our facility in Atmore, Alabama. The Atmore facility is being repurposed as a manufacturing plant for luxury vinyl flooring as per our announced joint venture agreement. The expenses in 2021 were comprised of costs related to our COVID-19 Continuity Plan.

### **Operating Income (Loss)**

We reported an operating loss of \$12.3 million for the nine months ended September 24, 2022 compared with an operating income of \$13.5 million in the nine months ended September 25, 2021. Higher raw material costs and lower sales volume in 2022 have had a significant unfavorable impact on our results for the year.

### **Interest Expense**

Interest expense decreased \$252 thousand in the first nine months of 2022 compared with the comparative period of 2021. Interest expense in 2021 included the recognition of \$451 thousand in deferred expenses related to a derivative that was terminated in the fourth quarter of 2020.

### **Income Tax Provision (Benefit)**

We recorded an income tax benefit from continuing operations of \$94 thousand in the nine month period ended September 24, 2022 compared to income tax expense of \$597 thousand in the comparative period of 2021.

The benefit rate for the nine months ending September 24, 2022 was 0.59% compared with an expense rate of 6.15% for the nine months ending September 25, 2021. Because the Company maintains a full valuation allowance against its deferred tax balances, the Company is only able to recognize refundable credits, a small amount of state taxes, and a benefit for the recognition of stranded tax effects within other comprehensive income related to the termination of certain derivative contracts in the tax benefit for the nine months ended September 24, 2022. The Company is in a net deferred tax liability position of \$91 at September 24, 2022 and December 25, 2021, respectively, which is included in other long-term liabilities in the Company's Consolidated Condensed Balance Sheets.

The Company accounts for uncertainty in income tax positions according to FASB guidance relating to uncertain tax positions. Unrecognized tax benefits were \$515 thousand and \$494 thousand at September 24, 2022 and December 25, 2021, respectively. Such benefits, if recognized, would affect the Company's effective tax rate. There were no significant interest or penalties accrued as of September 24, 2022 and December 25, 2021.

### **Net Income (Loss)**

Continuing operations reflected a loss of \$15.7 million, or \$(1.04) per diluted share, for the first nine months of 2022 compared with an income of \$9.1 million, or \$0.58 per diluted share, in the comparative same period in 2021.

Discontinued operations includes the financial results related to the Commercial Business. In the third quarter of 2021, the Company divested the commercial business. The revenue, margin and selling expenses for the Commercial Business have been moved to discontinued operations. The loss from discontinued operations was \$890 in the first nine months of 2022 compared to a loss of \$1.3 million in the first nine months of 2021. See Note 21 to the consolidated financial statements for additional details related to discontinued operations.

## LIQUIDITY AND CAPITAL RESOURCES

During the nine months ended September 24, 2022, cash used in operating activities in continuing operations was \$13.7 million. Decrease in accounts receivable contributed \$8.5 million. Inventories increased \$11.2 million with higher inventory costs driven by inflationary pressures and inventory purchased for our decorative business which is being introduced in late 2022 and early 2023. Accounts payable and accrued expenses decreased \$1.2 million primarily driven by the quarter end timing of payments based on supplier terms and payroll payment dates.

Purchases of capital assets for the nine months September 24, 2022 resulted in a \$4.0 million cash out flow to the business primarily for purchase of production equipment. Depreciation and amortization for the nine months ended September 24, 2022 were \$6.1 million. We expect capital expenditures to be approximately \$5 million in 2022 while depreciation and amortization is expected to be approximately \$8.0 million. Planned capital expenditures in 2022 are primarily for new equipment.

During the nine months ended September 24, 2022, cash generated by financing activities was \$16.7 million. We had net borrowings on our revolving credit facility of \$13.9 million and net borrowings on notes payable and financing leases of \$2.5 million which included a new note payable on buildings (see Note 8).

We believe, after having reviewed various financial scenarios, our operating cash flows, credit availability under our revolving credit facility and other sources of financing are adequate to finance our anticipated liquidity requirements under current operating conditions. We cannot predict, and are unable to know, the long-term impact of the COVID-19 pandemic and the related economic consequences or how these events may affect our future liquidity. Availability under our Senior Secured Revolving Credit Facility on September 24, 2022 was \$23.7 million. See Note 8, Long-Term Debt and Credit Arrangements, for additional details regarding our Senior Credit Facility.

Significant additional cash expenditures above our normal liquidity requirements, significant deterioration in economic conditions or continued operating losses could affect our business and 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.

### Changes to Critical Accounting Policies

Our critical accounting policies were outlined in Management's Discussion and Analysis of Results of Financial Condition and Results of Operations in our 2021 Annual Report on Form 10-K filed with the Securities and Exchange Commission.

### Recent Accounting Pronouncements

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

### Item 3. Quantitative and Qualitative Disclosures About Market Risk (Dollars in thousands)

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

At September 24, 2022, \$38.9 million, or approximately 42% of our total debt, was subject to short-term floating interest rates. A one-hundred basis point fluctuation in the variable interest rates applicable to this floating rate debt would have an annual after-tax impact of approximately \$346. Included in the \$38.9 million, is the amount outstanding for term loans of \$24.8 million. Both loans are currently set to bear interest of 5% for five years. Every five years, these rates will be reset to reflect the then current 5-year treasury rate plus a margin. A one-hundred basis point fluctuation in the interest rates applicable to this floating rate debt would have an annual after-tax impact of approximately \$246. See Note 8 for further discussion of these loans.

#### **Item 4. Controls and Procedures**

We maintain disclosure controls and procedures to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and is accumulated and communicated to management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management, under the supervision and with the participation of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such terms are defined in Rules 13(a)-15(e) and 15(d)-15(e)) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of September 24, 2022, the date of the financial statements included in this Form 10-Q (the "Evaluation Date"). Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of the Evaluation Date.

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

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.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

The Company has been sued, together with approximately 90 other defendants, in a lawsuit styled: Brenda E. Bostian, individually and as representative of the Estate of Hoyle Steven Bostian, deceased, case number 2021-CP-40-04877 South Carolina Court of Common Pleas, fifth Judicial Circuit- Richland County (Columbia SC), alleging that indirect exposure to asbestos at a plant in North Carolina contributed to the wrongful death of Mr. Bostian. The complaint alleges that Mr. Hoyle Bostian's father worked at a facility in North Carolina where he was exposed to asbestos and that Mr. Bostian's exposure indirectly caused Mr. Bostian (the decedent) to be exposed to asbestos. The plaintiff's "secondary" exposure allegedly occurred in the 1950s - prior to the Company's 1987 acquisition of China Grove Cotton Mills, the company that owned the facility. No damage amount has been alleged. The Company has denied liability and is vigorously defending the matter. The trial date for the case has been rescheduled to February 20, 2023.

### 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.**

**Our financial condition and results of operations have been and will likely continue to be adversely impacted by the COVID-19 pandemic and the related downturn in economic conditions.**

The COVID-19 pandemic continues to impact areas where we operate and sell our products and services. The COVID-19 outbreak in the second quarter of 2020 had a material adverse effect on our ability to operate and our results of operations as public health organizations recommended, and many governments implemented, measures to slow and limit the transmission of the virus, including shelter in place and social distancing ordinances. Although the accessibility of vaccines and other preventive measures have lessened the impact, new variants may necessitate a return of such restrictive, preventive measures which may have a material adverse effect on our business for an indefinite period of time, such as the potential shut down of certain locations, decreased employee availability, disruptions to the businesses of our selling channel partners, and others. Our suppliers and customers may also face these and other challenges, which could lead to a disruption in our supply chain as well as decreased construction and renovation spending and consumer demand for our products and services. These issues may also materially affect our current and future access to sources of liquidity, particularly our cash flows from operations, and access to financing. The long-term economic impact and near-term financial impacts of the COVID-19 pandemic, including but not limited to, potential near term or long-term risk of asset impairment, restructuring, and other charges, cannot be reliably quantified or estimated at this time due to the uncertainty of future developments.

**The floorcovering industry is sensitive to changes in general economic conditions and a decline in residential activity or home remodeling and refurbishment could have a material adverse effect on our business.**

The floorcovering industry, in which we participate, is highly dependent on general economic conditions, such as consumer confidence and income, corporate and government spending, interest rate levels, availability of credit and demand for housing. We derive a majority of our sales from the replacement segment of the market. Therefore, unfavorable economic changes, such as an economic recession, could result in a significant or prolonged decline in spending for remodeling and replacement activities which could have a material adverse effect on our business and results of operations.

The residential floorcovering market is highly dependent on housing activity, including remodeling. The U.S. and global economies, along with the residential markets in such economies, can negatively impact the floorcovering industry and our business. Although the impact of a decline in new housing activity is typically accompanied by an increase in remodeling and replacement activity, these activities typically lag during a cyclical downturn. Additional or extended downturns could cause prolonged deterioration. A significant or prolonged decline in residential housing activity could have a material adverse effect on our business and results of operations.

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

A significant amount of our recent past sales were generated through a certain mass merchant retailer. A change in strategy by this customer to emphasize products at a lower price point than we currently offer has limited future sales opportunities with this customer. We have been able to partially replace the lost volume from this customer with higher margin sales through main stream retail customers. We expect to be able to utilize the production capacity made available to help fulfill the current high demand for residential products. If we are unable to fully replace the lost volume through other channels of distribution, the excess capacity in the manufacturing facilities could result in an unfavorable impact on gross margins due to under absorbed fixed costs.

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

We have a significant amount of indebtedness relative to our equity. Insufficient cash flow, profitability, or the value of our assets securing our loans could have a material adverse effect on our ability to generate sufficient funds to satisfy the terms of our senior loan agreements and other debt obligations. Additionally, the inability to access debt or equity markets at competitive rates in sufficient amounts to satisfy our obligations could adversely impact our business. Significant increases in interest rates tied to our floating rate debt could have a material adverse effect on the Company's financial results. Further, our trade relations depend on our economic viability and insufficient capital could harm our ability to attract and retain customers and or supplier relationships.

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

Economic factors, including an economic recession, could have a material adverse effect on demand for our products and on our financial condition and operating results. Uncertainty in the credit markets could affect the availability and cost of credit. Market conditions could impact our ability to obtain financing in the future, including any financing necessary to refinance existing indebtedness. The cost and terms of such financing is uncertain. Continued operating losses could affect our ability to continue to access the credit markets under our current terms and conditions.

**If our stock price trades below \$1.00 for an extended time, our common stock may be subject to delisting from The NASDAQ Stock Market.**

NASDAQ Marketplace Rule 5550(a)(2) requires that, for continued listing on the exchange, we must maintain a minimum bid price of \$1 per share. Should the price of our stock close below \$1 per share for 30 consecutive business days we will have 180 days to bring the price per share up above \$1. If we were unable to stay in compliance with the relevant NASDAQ bid price listing rule, there is a risk that our common stock may be delisted from NASDAQ, which would adversely impact liquidity of our common stock and potentially result in even lower bid process for our common stock.

**Our stock price has been and could remain volatile, which could further adversely affect the market price of our stock, our ability to raise additional capital.**

The market price of our common stock has historically experienced and may continue to experience significant volatility. Our progress in restructuring our business, our quarterly operating results, our perceived prospects, lack of securities analysts' recommendations or earnings estimates, changes in general conditions in the economy or the financial markets, adverse events related to our strategic relationships, significant sales of our common stock by existing stockholders, and other developments affecting us or our competitors could cause the market price of our common stock to fluctuate substantially. In addition, in recent years, the stock market has experienced significant price and volume fluctuations. This volatility has affected the market prices of securities issued by many companies for reasons unrelated to their operating performance and may adversely affect the price of our common stock. Such market price volatility could adversely affect our ability to raise additional capital.

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

The floorcovering industry is highly competitive. We face competition from a number of domestic manufacturers and independent distributors of floorcovering products and, in certain product areas, foreign manufacturers. Significant consolidation within the floorcovering industry has caused a number of our existing and potential competitors to grow significantly larger and have greater access to resources and capital than we do. Maintaining our competitive position may require us to make substantial additional investments in our product development efforts, manufacturing facilities, distribution network and sales and marketing activities. These additional investments may be limited by our access to capital, as well as restrictions set forth in our credit facilities. Competitive pressures and the accelerated growth of hard surface alternatives, have resulted in decreased demand for our soft floorcovering products and in the loss of market share to hard surface products. As a result, competition from providers of other soft surfaces has intensified and may result in decreased demand for our products. In addition, we face, and will continue to face, competitive pressures on our sales price and cost of our products. As a result of any of these factors, there could be a material adverse effect on our sales and profitability.

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

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

**Raw material prices will vary and the inability to either offset or pass on such cost increases or avoid passing on decreases larger than the cost decrease to our customers could have a material adverse effect on our business, results of operations and financial condition.**

We require substantial amounts of raw materials to produce our products, including nylon and polyester yarn, as well as wool yarns, synthetic backing, latex, and dyes. Substantially all of the raw materials we require are purchased from outside sources. The prices of raw materials and fuel-related costs have increased significantly due to market conditions and inflationary pressures, the duration and extent of which is difficult to predict. The fact that we source a significant amount of raw materials means that several months of raw materials and work in process are moving through our supply chain at any point in time. We are sourcing the majority of our new luxury vinyl flooring and wood product lines from overseas. We are not able to predict whether commodity costs will significantly increase or decrease in the future. If commodity costs continue to increase in the future and we are not able to reduce or eliminate the effect of the cost increases by reducing production costs or implementing price increases, our profit margins could decrease. If commodity costs decline, we may experience pressures from customers to reduce our selling prices. The timing of any price reductions and decreases in commodity costs may not align. As a result, our margins could be affected.

**Disruption to suppliers of raw materials 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 has historically been purchased from one supplier. This yarn supplier was one of the leading fiber suppliers within the industry and had been the exclusive supplier of certain branded fiber technology upon which we formerly relied. Access to these branded fibers is no longer available. We have developed and are developing products and product offerings that use other fiber systems, but there can be no certainty that we will be successful in our efforts to develop and market such products. Additionally, the supply of all nylon yarn and yarn systems has been negatively impacted by a variety of overall market factors. The cost of nylon yarns has risen significantly and availability of nylon yarns has been restricted. Our efforts to develop alternate sources and to diversify our yarn suppliers has been accelerated and has met with some success to date; however, continued supply constraints may impact our ability to successfully develop products and effectively service our customers. An interruption in the supply of these or other raw materials or sourced products used in our business or in the supply of suitable substitute materials or products would disrupt our operations, which could have a material adverse effect on our business. We continually evaluate our sources of yarn and other raw materials for competitive costs, performance characteristics, brand value, and diversity of supply.

**We rely on information systems in managing our operations and any system failure or deficiencies of such systems may have an adverse effect on our business.**

Our businesses rely on sophisticated systems to obtain, rapidly process, analyze and manage data. We rely on these systems to, among other things, facilitate the purchase, manufacture and distribution of our products; receive, process and ship orders on a timely basis; and to maintain accurate and up-to-date operating and financial data for the compilation of management information. We rely on our computer hardware, software and network for the storage, delivery and transmission of data to our sales and distribution systems, and certain of our production processes are managed and conducted by computer. Any damage by unforeseen events or system failure which causes interruptions to the input, retrieval and transmission of data or increase in the service time, whether caused by human error, natural disasters, power loss, computer viruses, intentional acts of vandalism, various forms of cybercrimes including and not limited to hacking, ransomware, intrusions and malware or otherwise, could disrupt our normal operations. Depending upon the severity of the incident, there can be no assurance that we can effectively carry out our disaster recovery plan to handle a failure of our information systems, or that we will be able to restore our operational capacity within sufficient time to avoid material disruption to our business. The occurrence of any of these events could cause unanticipated disruptions in service, decreased customer service and customer satisfaction and harm to our reputation, which could result in loss of customers, increased operating expenses and financial losses. Any such events could in turn have a material adverse effect on our business, financial condition, results of operations, and prospects.

On April 17, 2021, we detected a ransomware attack on portions of our information technology systems. We initiated recovery efforts and implemented additional security measures in response. Despite the best efforts toward the security of computer networks, all companies are subject to such attacks by cyber criminals as they become more frequent and their ability to circumvent security measures become more sophisticated.

**The long-term performance of our business relies on our ability to attract, develop and retain qualified personnel.**

To be successful, we must attract, develop and retain qualified and talented personnel in management, sales, marketing, product design and operations. We compete with other floorcovering companies for these employees and invest resources in recruiting, developing, motivating and retaining them. The failure to attract, develop, motivate and retain key employees could negatively affect our business, financial condition and results of operations.

**We are subject to various governmental actions that may interrupt our supply of materials.**

We import most of our luxury vinyl flooring ("LVF"), some of our wood offering, some of our rugs and broadloom offerings. Though currently a small part of our business, the growth in LVF products is an important product offering to provide our customers a complete selection of flooring alternatives. There have been trade proposals that threatened these product categories with added tariffs which would make our offerings less competitive compared to those manufactured in other countries or produced domestically. These proposals, if enacted, or if expanded, or imposed for a significant period of time, would materially interfere with our ability to successfully enter into these product categories and could have a material adverse effect upon the company's cost of goods and results of operations.

Regulatory efforts to monitor political, social, and environmental conditions in foreign countries that produce products or components of products purchased by the Company will necessarily add complexity and cost to the Company's products and processes and may reduce the availability of certain products. Regulatory efforts to prevent or reduce the risk that certain flooring products or elements of such products are produced in regions where forced or involuntary labor are known or believed to occur will result in increased cost to the Company as it attempts to ensure that none of its products or components of its products are produced in such regions. Such increased cost may make the Company's products less competitive.

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

We continually look for strategic and tactical initiatives, including internal expansion, acquisitions and investment in new products, to strengthen our future and to enable us to return to sustained growth and to achieve profitability. Growth through expansion and acquisition involves risks, many of which may continue to affect us after the acquisition or expansion. An acquired company, operation or internal expansion may not achieve the levels of revenue, profitability and production that we expect. The combination of an acquired company's business with ours involves risks. Further, internally generated growth that involves expansion involves risks as well. Such risks include the integration of computer systems, alignment of human resource policies and the retention of valued talent. Reported earnings may not meet expectations because of goodwill and intangible asset impairment, other asset impairments, increased interest costs and issuance of additional securities or debt as a result of these acquisitions. We may also face challenges in consolidating functions and integrating our organizations, procedures, operations and product lines in a timely and efficient manner.

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

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

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

The Environmental Protection Agency has declared an intent to focus on perceived risks posed by certain chemicals (principally PFOA and PFOAS) previously used by the carpet industry. New or revised regulatory actions could result in requirements that industry participants, including the Company, incur costs related to testing and clean up of areas affected by such chemical usage. Other chemicals or materials historically used by the industry and the Company could become the focus of similar governmental action.

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

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

The Company is a manufacturer and distributor of flooring products which require processes and materials that necessarily utilize substantial amounts of carbon-based energy and accordingly involve the emission of “greenhouse gasses.” Regulatory monitoring, reporting and, more generally, efforts to eliminate or substantially reduce “greenhouse gasses” will necessarily add complexity and cost to the Company’s products and processes decreasing profitability and consumer demand. Additionally, consumer preferences may be affected by publicly announced issues related to “greenhouse gasses” which may negatively affect demand for the Company’s products. There can be no assurance that the Company can cost effectively respond to any such regulatory efforts or that demand for the Company’s products can be sustained under such pressures.

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

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

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

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

Many of our business activities involve substantial investments in manufacturing facilities and many products are produced at a limited number of locations. These facilities could be materially damaged by natural disasters, such as floods, tornadoes, hurricanes and earthquakes, or by fire or other unexpected events such as adverse weather conditions or other disruptions to our facilities, supply chain or our customer’s facilities. We could incur uninsured losses and liabilities arising from such events, including damage to our reputation, and/or suffer material losses in operational capacity, which could have a material adverse impact on our business, financial condition and results of operations.

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

### Repurchases of Common Stock

The following table provides information regarding our repurchases of our Common Stock Shares during the three months ended September 24, 2022:

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 (1)
July 30, 2022	—	\$ —	—	
August 27, 2022	—	—	—	
September 24, 2022	105,381	1.27	105,381	
Three Months Ended September 24, 2022	105,381	\$ 1.27	105,381	\$ 2,866,389

(1) On August 3, 2022, the Company's Board of Directors approved the repurchase of up to \$3.0 million of the Company's common stock. A portion of such purchases would be under a plan to be entered into pursuant to Rule 10b-5-1 of the Securities and Exchange Act ("Plan"). It is intended that purchases under the Plan would be conducted to come within Rule 10b-18 and would be managed by Raymond James & Associates.

## Item 3. Defaults Upon Senior Securities

None.

## Item 4. Mine Safety Disclosures

Not Applicable.

## Item 5. Other Information

None.

## Item 6. Exhibits

(a.) Exhibits

31.1 [CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

31.2 [CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

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

32.2 [CFO Certification pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

## SIGNATURES

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

THE DIXIE GROUP, INC.

\_\_\_\_\_  
(Registrant)

Date: November 3, 2022  
\_\_\_\_\_

By: /s/ Allen L. Danzey  
\_\_\_\_\_

Allen L. Danzey  
Vice President and Chief Financial Officer

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**EXHIBIT 31.1**

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

I, Daniel K. Frierson, certify that:

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

Date: November 3, 2022

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*/s/* **DANIEL K. FRIERSON**

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

**EXHIBIT 31.2**

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

I, Allen L. Danzey, certify that:

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

Date: November 3, 2022

/s/ ALLEN L. DANZEY

Allen L. Danzey  
Chief Financial Officer  
The Dixie Group, Inc.

**EXHIBIT 32.1**

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

In connection with the Quarterly Report of The Dixie Group, Inc. (the "Company") on Form 10-Q for the quarter ended September 24, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel K. Frierson, the Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

**/s/ DANIEL K. FRIERSON**

Daniel K. Frierson, Chief Executive Officer

Date: November 3, 2022

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

**EXHIBIT 32.2**

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

In connection with the Quarterly Report of The Dixie Group, Inc. (the "Company") on Form 10-Q for the quarter ended September 24, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Allen L. Danzey, the Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

**/s/ ALLEN L. DANZEY**

Allen L. Danzey, Chief Financial Officer

Date: November 3, 2022

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