

CULP INC
Form 10-Q
March 11, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the quarterly period ended January 31, 2016
Commission File No. 1-12597

CULP, INC.
(Exact name of registrant as specified in its charter)

NORTH CAROLINA 56-1001967
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or other organization)

1823 Eastchester Drive
High Point, North Carolina 27265-1402
(Address of principal executive offices) (zip code)

(336) 889-5161
(Registrant's telephone number, including area code)

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 the filing requirements for at least the past 90 days. x
YES NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period after the registrant was required to submit and post such files).
x YES NO o

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

Large accelerated filer o Accelerated filer x Non-accelerated filer o
Smaller Reporting Company o

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

Act). YES NO x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Common shares outstanding at January 31, 2016: 12,250,489
Par Value: \$0.05 per share

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For the period ended January 31, 2016

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Item 1: Financial Statements

CULP, INC.
 CONSOLIDATED STATEMENTS OF NET INCOME
 FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016 AND FEBRUARY 1, 2015
 UNAUDITED
 (Amounts in Thousands, Except for Per Share Data)

	THREE MONTHS ENDED	
	January 31, 2016	February 1, 2015
Net sales	\$ 78,466	81,269
Cost of sales	61,903	66,867
Gross profit	16,563	14,402
Selling, general and administrative expenses	9,337	8,375
Income from operations	7,226	6,027
Interest income	(38)	(202)
Other expense	85	307
Income before income taxes	7,179	5,922
Income taxes	2,317	2,110
Net income	\$ 4,862	3,812
Net income per share, basic	\$ 0.39	0.31
Net income per share, diluted	0.39	0.31
Average shares outstanding, basic	12,331	12,219
Average shares outstanding, diluted	12,486	12,417
	NINE MONTHS ENDED	
	January 31, 2016	February 1, 2015
Net sales	\$ 235,607	231,320
Cost of sales	187,109	191,925
Gross profit	48,498	39,395
Selling, general and administrative expenses	27,512	23,173
Income from operations	20,986	16,222
Interest expense	-	50
Interest income	(150)	(478)
Other expense	405	380

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Income before income taxes	20,731	16,270
Income taxes	7,398	6,113
Net income	\$ 13,333	10,157
Net income per share, basic	\$ 1.08	0.83
Net income per share, diluted	1.07	0.82
Average shares outstanding, basic	12,317	12,216
Average shares outstanding, diluted	12,488	12,410

See accompanying notes to consolidated financial statements.

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CULP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016 AND FEBRUARY 1, 2015
(UNAUDITED)
(Amounts in Thousands)

	THREE MONTHS ENDED	
	January 31, 2016	February 1, 2015
Net income	\$ 4,862	\$ 3,812
Other comprehensive (loss) income		
Unrealized (losses) gains on investments		
Unrealized holding (losses) gains on investments	(194)	22
Reclassification adjustment for realized loss included in net income	71	-
Total other comprehensive (loss) income	(123)	22
Comprehensive income	\$ 4,739	\$ 3,834

	NINE MONTHS ENDED	
	January 31, 2016	February 1, 2015
Net income	\$ 13,333	\$ 10,157
Other comprehensive loss		
Unrealized (losses) gains on investments		
Unrealized holding losses on investments	(312)	(6)
Reclassification adjustment for realized loss included in net income	127	-
Total other comprehensive loss	(185)	(6)
Comprehensive income	\$ 13,148	\$ 10,151

See accompanying notes to consolidated financial statements.

CULP, INC.
CONSOLIDATED BALANCE SHEETS
JANUARY 31, 2016, FEBRUARY 1, 2015, AND MAY 3, 2015
UNAUDITED
(Amounts in Thousands)

	January 31, 2016	February 1, 2015	* May 3, 2015
Current assets:			
Cash and cash equivalents	\$ 31,713	28,772	29,725
Short-term investments	4,259	8,384	10,004
Accounts receivable, net	26,784	30,774	28,749
Inventories	48,485	38,013	42,484
Income taxes receivable	23	104	229
Other current assets	2,331	2,992	2,440
Total current assets	113,595	109,039	113,631
Property, plant and equipment, net	38,157	35,269	36,078
Goodwill	11,462	11,462	11,462
Deferred income taxes	4,312	5,020	5,169
Long-term investments	3,590	2,063	2,415
Other assets	2,435	2,505	2,545
Total assets	\$ 173,551	165,358	171,300
Current liabilities:			
Current maturities of long-term debt	\$ -	2,200	2,200
Accounts payable-trade	25,601	28,644	28,414
Accounts payable - capital expenditures	380	772	990
Accrued expenses	12,690	9,954	11,129
Income taxes payable - current	622	325	325
Total current liabilities	39,293	41,895	43,058
Income taxes payable - long-term	3,480	3,630	3,792
Deferred income taxes	1,209	927	982
Deferred compensation	4,495	3,934	4,041
Total liabilities	48,477	50,386	51,873
Commitments and Contingencies (Note 15)			
Shareholders' equity			
Preferred stock, \$0.05 par value, authorized 10,000,000	-	-	-
Common stock, \$0.05 par value, authorized 40,000,000 shares, issued and outstanding			

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12,250,489 at January 31, 2016; 12,219,121 at February 1, 2015; and 12,219,121 at May 3, 2015	613	611	611
Capital contributed in excess of par value	42,937	42,856	43,159
Accumulated earnings	81,804	71,571	75,752
Accumulated other comprehensive loss	(280)	(66)	(95)
Total shareholders' equity	125,074	114,972	119,427
 Total liabilities and shareholders' equity	 \$ 173,551	 165,358	 171,300

* Derived from audited financial statements.

See accompanying notes to consolidated financial statements.

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CULP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED JANUARY 31, 2016 AND FEBRUARY 1, 2015
UNAUDITED
(Amounts in Thousands)

	NINE MONTHS ENDED	
	January 31, 2016	February 1, 2015
Cash flows from operating activities:		
Net income	\$ 13,333	10,157
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	4,888	4,244
Amortization of other assets	123	140
Stock-based compensation	1,964	482
Excess tax benefit related to stock-based compensation	(822)	(110)
Deferred income taxes	1,906	3,274
Gain on sale of equipment	(66)	(74)
Realized loss on sale of short-term investments	127	-
Foreign currency gains	(85)	(6)
Changes in assets and liabilities:		
Accounts receivable	1,091	(3,455)
Inventories	(6,485)	2,536
Other current assets	(108)	(739)
Other assets	48	(30)
Accounts payable - trade	(1,979)	2,267
Accrued expenses and deferred compensation	1,406	2,121
Income taxes	535	(108)
Net cash provided by operating activities	15,876	20,699
Cash flows from investing activities:		
Capital expenditures	(7,686)	(8,185)
Proceeds from the sale of equipment	230	625
Proceeds from the sale of life insurance policies	-	320
Payments on life insurance policies	(18)	(18)
Proceeds from the sale of short-term investments	5,612	1,628
Purchase of short-term investments	(86)	(3,719)
Purchase of long-term investments	(1,268)	(1,298)
Net cash used in investing activities	(3,216)	(10,647)
Cash flows from financing activities:		
Proceeds from line of credit	7,000	-
Payments on line of credit	(7,000)	(538)
Payments on long-term debt	(2,200)	(2,200)
Repurchase of common stock	(2,397)	(745)
Dividends paid	(7,281)	(6,846)
Payments on debt issuance costs	(43)	-

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Proceeds from common stock issued	138	94
Excess tax benefit related to stock-based compensation	822	110
Net cash used in financing activities	(10,961)	(10,125)
Effect of exchange rate changes on cash and cash equivalents	289	(458)
Increase (decrease) in cash and cash equivalents	1,988	(531)
Cash and cash equivalents at beginning of period	29,725	29,303
Cash and cash equivalents at end of period	\$31,713	28,772

See accompanying notes to consolidated financial statements.

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CULP, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
UNAUDITED

(Dollars in thousands, except share data)

	Common Stock		Capital Contributed	Accumulated	Accumulated Other	Total
	Shares	Amount	in Excess of Par Value	Earnings	Loss	Shareholders' Equity
Balance, April 27, 2014	12,250,030	\$612	42,932	68,260	(60)	\$ 111,744
Net income	-	-	-	15,071	-	15,071
Stock-based compensation	-	-	786	-	-	786
Unrealized loss on investments	-	-	-	-	(35)	(35)
Excess tax benefit related to stock based compensation	-	-	109	-	-	109
Common stock repurchased	(43,014)	(2)	(743)	-	-	(745)
Fully vested common stock award	3,000	-	-	-	-	-
Common stock issued in connection with exercise of stock options	10,100	1	93	-	-	94
Common stock surrendered for withholding taxes payable	(995)	-	(18)	-	-	(18)
Dividends paid	-	-	-	(7,579)	-	(7,579)
Balance, May 3, 2015 *	12,219,121	611	43,159	75,752	(95)	119,427
Net income	-	-	-	13,333	-	13,333
Stock-based compensation	-	-	1,964	-	-	1,964
Unrealized loss on investments	-	-	-	-	(185)	(185)
Excess tax benefit related to stock based compensation	-	-	822	-	-	822
Common stock repurchased	(100,776)	(5)	(2,392)	-	-	(2,397)
Common stock issued in connection with performance based units	115,855	6	(6)	-	-	-
Fully vested common stock award	3,000	-	-	-	-	-
Common stock issued in connection with exercise of stock options	39,500	2	136	-	-	138
Common stock surrendered for withholding taxes payable	(26,211)	(1)	(746)	-	-	(747)
Dividends paid	-	-	-	(7,281)	-	(7,281)

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Balance, January 31, 2016	12,250,489	\$613	42,937	81,804	(280)	\$ 125,074
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* Derived from audited financial statements.

See accompanying notes to consolidated financial statements.

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Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements of Culp, Inc. and subsidiaries (the “company”) include all adjustments, which are, in the opinion of management, necessary for fair presentation of the results of operations and financial position. All of these adjustments are of a normal recurring nature. Results of operations for interim periods may not be indicative of future results. The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements, which are included in the company’s annual report on Form 10-K filed with the Securities and Exchange Commission on July 17, 2015 for the fiscal year ended May 3, 2015.

The company’s nine months ended January 31, 2016 and February 1, 2015, represent 39 and 40 week periods, respectively.

2. Significant Accounting Policies

As of January 31, 2016, there were no changes in the nature of our significant accounting policies or the application of those policies from those reported in our annual report on Form 10-K for the year then ended May 3, 2015.

Recently Adopted Accounting Pronouncements

In November 2015, the FASB issued ASU No. 2015-17, Balance Sheet Classification of Deferred Taxes, an amendment to FASB ASC Topic 740, which simplifies the presentation of deferred income taxes on an entity’s classified balance sheet. Currently, entities that are required to issue a classified balance sheet present a net current and net noncurrent deferred income tax asset or liability for each tax jurisdiction. The amendments in this ASU require entities to offset all deferred income tax assets and liabilities for each tax jurisdiction and present a net deferred income tax asset or liability as a single noncurrent amount. The recognition and measurement guidance for deferred income tax assets and liabilities are not affected by this amendment. This amended guidance is effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2016. Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred income tax assets and liabilities.

We early adopted this amendment during the third quarter of fiscal 2016 on a retrospective basis. Accordingly, we reclassified our current deferred income taxes to noncurrent on our February 1, 2015 Consolidated Balance Sheet, which increased noncurrent deferred income taxes \$4.5 million and decreased noncurrent deferred tax liabilities \$2.5 million. We reclassified our current deferred income taxes to noncurrent on our May 3, 2015 Consolidated Balance Sheet, which increased noncurrent deferred income taxes \$4.7 million and decreased noncurrent deferred tax liabilities \$68,000.

Recently Issued Accounting Pronouncements

In June 2014, the Financial Accounting Standards Board (“FASB”) amended its authoritative guidance on accounting for certain share-based payment awards. The amended guidance requires that share-based compensation awards with terms of a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award and compensation cost should be recognized in the period in which it becomes

probable that the performance target will be achieved.

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Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The guidance will be effective in our fiscal 2017 first quarter. The guidance will permit an entity to apply the amendments in the update either (a) prospectively to all awards granted or modified after the effective date or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the consolidated financial statements and to all new or modified awards thereafter. Currently, we do not have any share-based payment awards with terms of a performance target that affects vesting and could be achieved after the requisite service period. We are currently assessing the impact that this guidance will have on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, which amends ASC Topic 606, Revenue from Contracts with Customers. The amendments in this ASU are intended to enhance the comparability of revenue recognition practices and will be applied to all contracts with customers. Improved disclosures related to the nature, amount, timing, and uncertainty of revenue that is recognized are requirements under the amended guidance. In April 2015, the FASB issued ASU 2015-24, Revenue from Contracts with Customers: Deferral of the Effective Date which proposed a deferral of the effective date by one year, and on July 7, 2015, the FASB decided to delay the effective date by one year. The deferral results in the new revenue standard being effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. We are therefore required to apply the new revenue guidance in our fiscal 2019 interim and annual financial statements. This ASU can be adopted either retrospectively or as a cumulative-effect adjustment as of the date of adoption. We are currently assessing the impact that this guidance will have on our consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, Simplifying the Measurement of Inventory, which changed the measurement principle for inventory from the lower of cost or market to lower of cost and net realizable value. This ASU is effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2016. We are therefore required to apply this guidance in our fiscal 2018 interim and annual financial statements. We are currently assessing the impact that this guidance will have on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which increases transparency and comparability among companies accounting for lease transactions. The most significant change of this update will require the recognition of lease assets and liabilities on the balance sheet for operating lease arrangements with lease terms greater than twelve months for lessees. This update will require a modified retrospective application which includes a number of optional practical expedients related to the identification and classification of leases commenced before the effective date. This ASU is effective for fiscal years and interim periods within those fiscal years, beginning after December 18, 2018. We are therefore required to apply this guidance in our fiscal 2020 interim and annual financial statements. We are currently assessing the impact that this guidance will have on our consolidated financial statements.

3. Stock-Based Compensation

Equity Incentive Plan Description

On September 16, 2015, our shareholders approved an equity incentive plan entitled the Culp, Inc. 2015 Equity Incentive Plan (the “2015 Plan”). The 2015 Plan is intended to update and replace our 2007 Equity Incentive Plan (the “2007 Plan”) as the vehicle for granting new equity based awards substantially similar to those authorized under the 2007 Plan. In general, the 2015 Plan authorizes the grant of stock options intended to qualify as incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance

units, and other equity and cash related awards as determined by our Compensation Committee. An aggregate of 1,200,000 shares of common stock were authorized for issuance under the 2015 Plan, with certain sub-limits that would apply with respect to specific types of awards that may be issued as defined in the 2015 Plan. In connection with the approval of the 2015 Plan, no further awards will be granted under the 2007 Plan, but outstanding awards under the 2007 Plan will be settled in accordance with their terms.

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Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Incentive Stock Option Awards

We did not grant any incentive stock option awards through the third quarter of fiscal 2016.

At January 31, 2016, options to purchase 98,600 shares of common stock were outstanding and exercisable, had a weighted average exercise price of \$7.73 per share, and a weighted average contractual term of 1.7 years. At January 31, 2016, the aggregate intrinsic value for options outstanding and exercisable was \$1.7 million.

The aggregate intrinsic value for options exercised for the nine months ending January 31, 2016 and February 1, 2015, was \$1.0 million and \$87,000, respectively.

At January 31, 2016, there were no unvested incentive stock option awards. Therefore, there was no unrecognized compensation cost related to incentive stock option awards at January 31, 2016.

No compensation expense was recorded on incentive stock options for the nine months ended January 31, 2016 and February 1, 2015, respectively.

Common Stock Awards

On October 1, 2015, we granted a total of 3,000 shares of common stock to our outside directors. These shares of common stock vest immediately and were measured at \$31.77 per share, which represents the closing price of our common stock at the date of grant.

On October 1, 2014, we granted a total of 3,000 shares of common stock to our outside directors. These shares of common stock vest immediately and were measured at \$17.95 per share, which represents the closing price of our common stock at the date of grant.

We recorded \$95,000 and \$54,000 of compensation expense within selling, general, and administrative expense for these common stock awards for the nine months ending January 31, 2016, and February 1, 2015, respectively.

Time Vested Restricted Stock Awards

We did not grant any time vested restricted stock awards through the third quarter of fiscal 2016.

At January 31, 2016, there were no outstanding and unvested shares of time vested restricted stock. Therefore, there was no unrecognized compensation cost related to time vested restricted stock awards at January 31, 2016.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

No compensation expense was recorded on time vested restricted stock awards for the nine months ended January 31, 2016. We recorded \$4,000 within selling, general, and administrative expense for time vested restricted stock awards for the nine months ended February 1, 2015.

During the nine month period ending February 1, 2015, 61,667 shares of time vested restricted stock vested and had a weighted average fair value of \$257,000 or \$4.17 per share.

Performance Based Restricted Stock Units

Fiscal 2016 Grant

On July 15, 2015, certain key members of management were granted performance based restricted stock units which could earn up to 107,554 shares of common stock if certain performance targets are met as defined in the related restricted stock unit agreements. These awards were valued based on the fair market value on the date of grant. The fair value of these awards was \$32.23 per share, which represents the closing price of our common stock on the date of grant. The vesting of these awards is over the requisite service period of three years.

On July 15, 2015, a non-employee was granted performance based restricted stock units which could earn up to 10,364 shares of common stock if certain performance targets are met as defined in the related restricted stock unit agreement. The fair value of this award is measured at the earlier date of when the performance criteria are met or the end of the reporting period. At January 31, 2016, this grant was unvested and was measured at \$25.32 per share, which represents the closing price of our common stock at the end of the reporting period. The vesting of this award is over the requisite service period of three years.

Fiscal 2015 Grant

On June 24, 2014, certain key members of management were granted performance based restricted stock units which could earn up to 102,845 shares of common stock if certain performance targets are met as defined in the related restricted stock unit agreements. These awards were valued based on the fair market value on the date of grant. The fair value of these awards was \$17.70 per share, which represents the closing price of our common stock on the date of grant. The vesting of these awards is over the requisite service period of three years.

On March 3, 2015, a non-employee was granted performance based restricted stock units which could earn up to 28,000 shares of common stock if certain performance targets are met as defined in the related restricted stock unit agreements. The fair value of this award is measured at the earlier date of when the performance criteria are met or the end of the reporting period. At January 31, 2016, this grant was unvested and was measured at \$25.32 per share, which represents the closing price of the company's common stock at the end of the reporting period. The vesting of these awards is over the requisite service periods of 16 months and 28 months for performance based restricted stock units which could earn up to 12,000 and 16,000 shares of common stock, respectively.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Fiscal 2014 Grant

On June 25, 2013, certain key members of management were granted performance based restricted stock units which could earn up to 72,380 shares of common stock if certain performance targets are met as defined in the related restricted stock unit agreements. These awards were valued based on the fair market value on the date of grant. The fair value of these awards was \$17.12 per share, which represents the closing price of our common stock on the date of grant. The vesting of these awards is over the requisite service period of three years.

Fiscal 2013 Grant

On July 11, 2012, certain key members of management were granted performance based restricted stock units which could earn up to 120,000 shares of common stock if certain performance targets are met as defined in the related restricted stock unit agreements. These awards were valued based on the fair market value on the date of grant. The fair value of these awards was \$10.21 per share, which represents the closing price of our common stock on the date of grant. The vesting of these awards is over the requisite service period of three years.

During the nine month period ending January 31, 2016, 115,855 shares of common stock associated with our fiscal 2013 grant vested and had a weighted average fair value of \$1.2 million or \$10.21 per share. As of January 31, 2016, our fiscal 2013 grant was fully vested.

Overall

We recorded compensation expense of \$1.9 million and \$424,000 within selling, general, and administrative expense for performance based restricted stock units for the nine month periods ending January 31, 2016 and February 1, 2015, respectively. Compensation cost is recorded based on an assessment each reporting period of the probability if certain performance goals will be met during the vesting period. If performance goals are not probable of occurrence, no compensation cost will be recognized and any recognized compensation cost would be reversed.

As of January 31, 2016, the remaining unrecognized compensation cost related to the performance based restricted stock units was \$4.2 million, which is expected to be recognized over a weighted average vesting period of 2.1 years.

4. Accounts Receivable

A summary of accounts receivable follows:

(dollars in thousands)	January 31, 2016	February 1, 2015	May 3, 2015
Customers	\$ 28,684	\$ 31,952	\$ 30,338
Allowance for doubtful accounts	(814)	(449)	(851)
Reserve for returns and allowances and discounts	(1,086)	(729)	(738)
	\$ 26,784	\$ 30,774	\$ 28,749

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

A summary of the activity in the allowance for doubtful accounts follows:

(dollars in thousands)	Nine months ended	
	January 31, 2016	February 1, 2015
Beginning balance	\$ (851)	\$ (573)
Provision for bad debts	(93)	(20)
Net write-offs, net of recoveries	130	144
Ending balance	\$ (814)	\$ (449)

A summary of the activity in the allowance for returns and allowances and discounts accounts follows:

(dollars in thousands)	Nine months ended	
	January 31, 2016	February 1, 2015
Beginning balance	\$ (738)	\$ (479)
Provision for returns, allowances and discounts	(2,389)	(2,065)
Credits issued	2,041	1,815
Ending balance	\$ (1,086)	\$ (729)

5. Inventories

Inventories are carried at the lower of cost or market. Cost is determined using the FIFO (first-in, first-out) method.

A summary of inventories follows:

(dollars in thousands)	January 31, 2016	February 1, 2015	May 3, 2015
Raw materials	\$ 6,831	\$ 5,787	\$ 5,374
Work-in-process	3,365	2,227	2,766
Finished goods	38,289	29,999	34,344
	\$ 48,485	\$ 38,013	\$ 42,484

6. Other Assets

A summary of other assets follows:

(dollars in thousands)	January 31, 2016	February 1, 2015	May 3, 2015
Cash surrender value – life insurance	\$357	\$338	\$339
Non-compete agreement, net	922	998	979
Customer relationships, net	728	779	766
Other	428	390	461

\$2,435

\$2,505

\$2,545

Non-Compete Agreement

We recorded our non-compete agreement at its fair value based on a discounted cash flow valuation model. Our non-compete agreement is amortized on a straight-line basis over the fifteen year life of the respective agreement.

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Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The gross carrying amount of our non-compete agreement was \$2.0 million at January 31, 2016, February 1, 2015 and May 3, 2015, respectively. At January 31, 2016 and May 3, 2015, accumulated amortization for our non-compete agreement was \$1.1 million. At February 1, 2015 accumulated amortization for our non-compete agreement was \$1.0 million.

Amortization expense for our non-compete agreement was \$56,000 for the nine month periods ended January 31, 2016 and February 1, 2015. The remaining amortization expense for the next five fiscal years and thereafter follows: FY 2016 - \$18,000; FY 2017 - \$75,000; FY 2018 - \$75,000; FY 2019 - \$75,000; FY 2020 - \$75,000 and Thereafter - \$604,000.

The weighted average amortization period for our non-compete agreement is 12.3 years as of January 31, 2016.

Customer Relationships

We recorded our customer relationships at their fair value based on a multi-period excess earnings valuation model. Our customer relationships are amortized on a straight-line basis over its seventeen year useful life.

The gross carrying amount of our customer relationships was \$868,000 at January 31, 2016, February 1, 2015, and May 3, 2015, respectively. Accumulated amortization for our customer relationships was \$140,000, \$89,000, and \$102,000 at January 31, 2016, February 1, 2015, and May 3, 2015, respectively.

Amortization expense for our customer relationships was \$38,000 for the nine months ending January 31, 2016 and February 1, 2015. The remaining amortization expense for the next five fiscal years and thereafter follows: FY 2016 - \$13,000; FY 2017 - \$51,000; FY 2018 - \$51,000; FY 2019 - \$51,000; FY 2020 - \$51,000; and Thereafter - \$511,000.

The weighted average amortization period for our customer relationships is 14.3 years as of January 31, 2016.

Cash Surrender Value – Life Insurance

At January 31, 2016, February 1, 2015, and May 3, 2015 we had one life insurance contract with a death benefit of \$1.4 million.

Our cash surrender value – life insurance balances totaling \$357,000, \$338,000 and \$339,000 at January 31, 2016, February 1, 2015, and May 3, 2015, respectively, are collectible upon death of the respective insured.

On May 16, 2014, we entered into an agreement with a former employee and his irrevocable trust (the “Trust”) dated September 7, 1995. As a result of this agreement, a previous split dollar life insurance agreement in which we purchased a policy on the life of this former employee and his spouse, in which we retained ownership of the policy, paid premiums to support the policy, had the right to receive cash surrender value of the policy upon the second to die of the former employee and his spouse, with the Trust receiving the remainder of the policy’s death benefit (\$2.5 million), was terminated. In connection with the termination of the previous split dollar life insurance agreement, we transferred the life insurance policy to the Trust and received cash proceeds in the amount of the cash surrender value policy totaling \$320,000 during the second quarter of fiscal 2015.

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7. Accrued Expenses

A summary of accrued expenses follows:

(dollars in thousands)	January 31, 2016	February 1, 2015	May 3, 2015
Compensation, commissions and related benefits	\$8,678	\$6,399	\$9,081
Advertising rebates	2,876	2,522	1,002
Interest	-	81	37
Other accrued expenses	1,136	952	1,009
	\$12,690	\$9,954	\$11,129

8. Long-Term Debt and Lines of Credit

A summary of long-term debt follows:

(dollars in thousands)	January 31, 2016	February 1, 2015	May 3, 2015
Unsecured senior term notes	\$-	\$2,200	\$2,200
Current maturities of long-term debt	-	(2,200)	(2,200)
Long-term debt, less current maturities of long-term debt	\$-	\$-	\$-

Unsecured Senior Term Notes

We entered into a note agreement dated August 11, 2008 that provided for the issuance of \$11.0 million of unsecured senior term notes with a fixed interest rate of 8.01% and a term of seven years. Principal payments of \$2.2 million per year were due on the notes beginning August 11, 2011. Any principal pre-payments would have been assessed a penalty as defined in the agreement. The agreement contained customary financial and other covenants as defined in the agreement.

On August 11, 2015, we paid our last annual payment of \$2.2 million and this agreement has been paid in full.

Revolving Credit Agreement – United States

As of May 3, 2015, we had an unsecured credit agreement with Wells Fargo Bank, N.A. (“Wells Fargo”) that provided for an unsecured revolving loan commitment of \$10 million to be used to finance working capital and general corporate purposes. Interest is charged at a rate (applicable interest rate of 1.93%, 1.77%, and 1.78% at January 31, 2016, February 1, 2015, and May 3, 2015, respectively) equal to the one-month LIBOR rate plus a spread based on our ratio of debt to EBITDA as defined in the agreement. The Credit Agreement contained customary financial and other covenants as defined in the agreement and was set to expire on August 31, 2015.

Effective July 10, 2015, we amended our Credit Agreement to extend the expiration date to August 31, 2017, and maintain an annual capital expenditure limit of \$12 million.

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We entered into a Second Amendment to our Credit Agreement dated March 10, 2016, which amends our Credit Agreement with Wells Fargo Bank, National Association. The terms of the Second Amendment include, among other things, provisions that (i) increase our line of credit under the Credit Agreement to \$30 million, (ii) increase the annual limit on capital expenditures by the company to \$15 million, (iii) add a new financial covenant to establish a minimum level of unencumbered liquid assets, (iv) eliminate certain financial covenants, (v) amend the pricing matrix that provides for interest payable on obligations under the agreement as a variable spread over LIBOR, based upon the company's ratio of debt to EBITDA, and (vi) provide that the obligations under the Credit Agreement are to be secured by a pledge of 65% of the common stock of Culp International Holdings Ltd, our Cayman subsidiary.

The purpose of the increase in our revolving credit line with Wells Fargo is to support potential short term cash needs in different jurisdictions within our global operations, mitigate our risk associated with foreign currency exchange rate fluctuations, and repatriate earnings and profits from our foreign subsidiaries to the U.S. for various strategic purposes.

At January 31, 2016, February 1, 2015 and May 3, 2015 there was a \$250,000 outstanding letter of credit (all of which related to workers compensation). At January 31, 2016, February 1, 2015, and May 3, 2015, there were no borrowings outstanding under the Credit Agreement.

Revolving Credit Agreement – China

We had an unsecured credit agreement associated with our operations in China that provided for a line of credit of up to 40 million RMB (approximately \$6.1 million USD at January 31, 2016), that was set to expire on February 9, 2016. This agreement had an interest rate determined by the Chinese government. There were no borrowings outstanding under the agreement as of January 31, 2016, February 1, 2015, and May 3, 2015.

On March 8, 2016, we renewed our unsecured credit agreement associated with our operations located in China. The renewal extended the agreement to March 8, 2017 and maintained the line of credit up to 40 million RMB (approximately \$6.1 million USD).

Overall

Our loan agreements require, among other things, that we maintain compliance with certain financial covenants. At January 31, 2016, the company was in compliance with these financial covenants.

The fair value of the company's long-term debt is estimated by discounting the future cash flows at rates currently offered to the company for similar debt instruments of comparable maturities. At February 1, 2015, the carrying value of the company's long-term debt was \$2.2 million and the fair value was \$2.3 million. At May 3, 2015, the carrying value of the company's long-term debt was \$2.2 million and the fair value was \$2.3 million.

9. Fair Value of Financial Instruments

ASC Topic 820 establishes a fair value hierarchy that distinguishes between assumptions based on market data (observable inputs) and the company's assumptions (unobservable inputs). Determining where an asset or liability falls within that hierarchy depends on the lowest level input that is significant to the fair value measurement as a whole. An adjustment to the pricing method used within either level 1 or level 2 inputs could generate a fair value measurement

that effectively falls in a lower level in the hierarchy. The hierarchy consists of three broad levels as follows:

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Level 1 – Quoted market prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than level 1 inputs that are either directly or indirectly observable, and

Level 3 – Unobservable inputs developed using the company’s estimates and assumptions, which reflect those that market participants would use.

Recurring Basis

The following table presents information about assets and liabilities measured at fair value on a recurring basis:

Fair value measurements at January 31, 2016 using:

(amounts in thousands)	Q u o t e d prices in a c t i v e markets for identical assets Level 1	Significant other observable inputs Level 2	Significant unobservable inputs Level 3	Total
Assets:				
Premier Money Market Fund	\$ 3,071	N/A	N/A	\$ 3,071
Low Duration Bond Fund	1,592	N/A	N/A	1,592
Intermediate Term Bond Fund	1,116	N/A	N/A	1,116
Strategic Income Fund	957	N/A	N/A	957
Limited Term Bond Fund	594	N/A	N/A	594
Large Blend Fund	254	N/A	N/A	254
Growth Allocation Fund	128	N/A	N/A	128
Mid Cap Value Fund	90	N/A	N/A	90
Other	47	N/A	N/A	47

Fair value measurements at February 1, 2015 using:

(amounts in thousands)	Q u o t e d prices in a c t i v e markets for identical assets Level 1	Significant other observable inputs Level 2	Significant unobservable inputs Level 3	Total
Assets:				

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Limited Term Bond Fund	\$ 3,112	N/A	N/A	\$ 3,112
Intermediate Term Bond Fund	2,188	N/A	N/A	2,188
Low Duration Bond Fund	2,084	N/A	N/A	2,084
Premier Money Market Fund	1,951	N/A	N/A	1,951
Strategic Income Fund	1,000	N/A	N/A	1,000
Growth Allocation Fund	63	N/A	N/A	63
Other	49	N/A	N/A	49

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Fair value measurements at May 3, 2015 using:

(amounts in thousands)	Q u o t e d prices in a c t i v e markets for identical assets			Significant other observable inputs	Significant unobservable inputs	Total
	Level 1	Level 2	Level 3			
Assets:						
Limited Term Bond Fund	\$ 3,107	N/A	N/A		\$ 3,107	
Premier Money Market Fund	2,285	N/A	N/A		2,285	
Intermediate Term Bond Fund	2,181	N/A	N/A		2,181	
Low Duration Bond Fund	2,096	N/A	N/A		2,096	
Strategic Income Fund	1,008	N/A	N/A		1,008	
Growth Allocation Fund	85	N/A	N/A		85	
Other	45	N/A	N/A		45	

The determination of where an asset or liability falls in the hierarchy requires significant judgment. We evaluate our hierarchy disclosures each quarter based on various factors and it is possible that an asset or liability may be classified differently from quarter to quarter. However, we expect that changes in classifications between different levels will be rare.

Short-Term Investments

At January 31, 2016 and February 1, 2015, our short-term investments totaled \$4.3 million and \$8.4 million, respectively, and consisted of short-term bond funds. At May 3, 2015, our short-term investments totaled \$10.0 million and consisted of short-term bonds of \$8.4 million and a deposit account that had a maturity of more than three months of \$1.6 million.

Our short-term bond funds are recorded at their fair value, are classified as available-for-sale, and their unrealized gains or losses are included in other comprehensive income (loss). Our short-term bond investments had an accumulated unrealized loss totaling \$181,000, \$66,000, and \$95,000 at January 31, 2016, February 1, 2015, and May 3, 2015, respectively. At January 31, 2016, February 1, 2015, and May 3, 2015, the fair value of our short-term bond funds approximated its cost basis.

Long-Term Investments

Effective January 1, 2014, we established a Rabbi Trust to set aside funds for participants of our deferred compensation plan (the "Plan") and enable the participants to credit their contributions to various investment options of the Plan. The investments associated with the Rabbi Trust consist of a money market fund and various mutual funds that are classified as available for sale.

Our long-term investments are recorded at their fair value of \$3.6 million, \$2.1 million, and \$2.4 million at January 31, 2016, February 1, 2015, and May 3, 2015, respectively. Our long-term investments had an accumulated unrealized loss of \$99,000 at January 31, 2016. At February 1, 2015 and May 3, 2015, our accumulated gains or losses regarding our long-term investments were immaterial. The fair value of our long-term investments approximates its cost basis.

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Other

The carrying amount of cash and cash equivalents, accounts receivable, other current assets, accounts payable, and accrued expenses approximates fair value because of the short maturity of these financial instruments.

10. Cash Flow Information

Interest and income taxes paid are as follows:

(dollars in thousands)	Nine months ended	
	January 31, 2016	February 1, 2015
Interest	\$95	\$180
Income Taxes	4,921	3,005

Interest costs charged to operations and incurred on our long-term debt and lines of credit were \$58,000 and \$191,000 for the nine months ended January 31, 2016 and February 1, 2015, respectively.

Interest costs of \$58,000 and \$141,000 for the construction of qualifying fixed assets were capitalized and will be amortized over the related assets' useful lives for the nine months ended January 31, 2016 and February 1, 2015, respectively.

11. Net Income Per Share

Basic net income per share is computed using the weighted-average number of shares outstanding during the period. Diluted net income per share uses the weighted-average number of shares outstanding during the period plus the dilutive effect of stock-based compensation calculated using the treasury stock method. Weighted average shares used in the computation of basic and diluted net income per share follows:

(amounts in thousands)	Three months ended	
	January 31, 2016	February 1, 2015
Weighted average common shares outstanding, basic	12,331	12,219
Dilutive effect of stock-based compensation	155	198
Weighted average common shares outstanding, diluted	12,486	12,417

All options to purchase shares of common stock were included in the computation of diluted net income for the three months ended January 31, 2016 and February 1, 2015, as the exercise price of the options was less than the average market price of the common shares.

(amounts in thousands)	Nine months ended	
	January 31, 2016	February 1, 2015

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Weighted average common shares outstanding, basic	12,317	12,216
Dilutive effect of stock-based compensation	171	194
Weighted average common shares outstanding, diluted	12,488	12,410

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All options to purchase shares of common stock were included in the computation of diluted net income for the nine months ended January 31, 2016 and February 1, 2015, as the exercise price of the options was less than the average market price of the common shares.

12. Segment Information

Our operations are classified into two business segments: mattress fabrics and upholstery fabrics. The mattress fabrics segment manufactures, sources, and sells fabrics and mattress covers to bedding manufacturers. The upholstery fabrics segment sources, manufactures, and sells fabrics primarily to residential furniture manufacturers.

We evaluate the operating performance of our segments based upon income from operations before certain unallocated corporate expenses and other non-recurring items. Cost of sales in both segments include costs to manufacture or source our products, including costs such as raw material and finished goods purchases, direct and indirect labor, overhead and incoming freight charges. Unallocated corporate expenses primarily represent compensation and benefits for certain executive officers, all costs related to being a public company, and other miscellaneous expenses. Segment assets include assets used in the operations of each segment and primarily consist of accounts receivable, inventories, and property, plant and equipment. The mattress fabrics segment also includes in segment assets, goodwill, a non-compete agreement, and customer relationships associated with an acquisition.

Financial information for the company's operating segments follows:

(dollars in thousands)	Three months ended	
	January 31, 2016	February 1, 2015
Net sales:		
Mattress Fabrics	\$44,277	\$45,683
Upholstery Fabrics	34,189	35,586
	\$78,466	\$81,269
Gross profit:		
Mattress Fabrics	\$8,751	\$8,076
Upholstery Fabrics	7,812	6,326
	\$16,563	\$14,402
Selling, general, and administrative expenses:		
Mattress Fabrics	\$2,953	\$2,853
Upholstery Fabrics	3,963	3,781
Total segment selling, general, and administrative expenses	6,916	6,634
Unallocated corporate expenses	2,421	1,741
	\$9,337	\$8,375
Income from operations:		
Mattress Fabrics	\$5,798	\$5,223
Upholstery Fabrics	3,849	2,545
Total segment income from operations	9,647	7,768

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Unallocated corporate expenses	(2,421)	(1,741)
Total income from operations	7,226		6,027	
Interest income	38		202	
Other expense	(85)	(307)
Income before income taxes	\$7,179		\$5,922	

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Financial information for the company's operating segments follows:

(dollars in thousands)	Nine months ended	
	January 31, 2016	February 1, 2015
Net sales:		
Mattress Fabrics	\$137,522	\$131,543
Upholstery Fabrics	98,085	99,777
	\$235,607	\$231,320
Gross profit:		
Mattress Fabrics	\$28,133	\$22,603
Upholstery Fabrics	20,365	16,792
	\$48,498	\$39,395
Selling, general, and administrative expenses:		
Mattress Fabrics	\$8,865	\$8,019
Upholstery Fabrics	11,372	10,518
Total segment selling, general, and administrative expenses	20,237	18,537
Unallocated corporate expenses	7,275	4,636
	\$27,512	\$23,173
Income from operations:		
Mattress Fabrics	\$19,267	\$14,584
Upholstery Fabrics	8,994	6,274
Total segment income from operations	28,261	20,858
Unallocated corporate expenses	(7,275)	(4,636)
Total income from operations	20,986	16,222
Interest expense	-	(50)
Interest income	150	478
Other expense	(405)	(380)
Income before income taxes	\$20,731	\$16,270

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Balance sheet information for the company's operating segments follow:

(dollars in thousands)	January 31, 2016	February 1, 2015	May 3, 2015
Segment assets:			
Mattress Fabrics			
Current assets (1)	\$ 44,309	\$ 36,658	\$ 41,328
Non-compete agreement	922	998	979
Customer relationships	728	779	766
Goodwill	11,462	11,462	11,462
Property, plant and equipment (2)	35,637	33,046	33,773
Total mattress fabrics assets	93,058	82,943	88,308
Upholstery Fabrics			
Current assets (1)	30,960	32,129	29,905
Property, plant and equipment (3)	1,590	1,522	1,467
Total upholstery fabrics assets	32,550	33,651	31,372
Total segment assets	125,608	116,594	119,680
Non-segment assets:			
Cash and cash equivalents	31,713	28,772	29,725
Short-term investments	4,259	8,384	10,004
Deferred income taxes	4,312	5,020	5,169
Income taxes receivable	23	104	229
Other current assets	2,331	2,992	2,440
Property, plant and equipment (4)	930	701	838
Long-term investments	3,590	2,063	2,415
Other assets	785	728	800
Total assets	\$ 173,551	\$ 165,358	\$ 171,300

(dollars in thousands)	Nine months ended	
	January 31, 2016	February 1, 2015
Capital expenditures (5):		
Mattress Fabrics	\$6,215	\$8,232
Upholstery Fabrics	481	390
Unallocated Corporate	381	62
Total capital expenditures	\$7,077	\$8,684
Depreciation expense:		
Mattress Fabrics	\$4,273	\$3,692
Upholstery Fabrics	615	552
Total depreciation expense	\$4,888	\$4,244

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- (1) Current assets represent accounts receivable and inventory for the respective segment.
- (2) The \$35.6 million at January 31, 2016, represents property, plant, and equipment of \$23.0 million and \$12.6 million located in the U.S. and Canada, respectively. The \$33.0 million at February 1, 2015, represents property, plant, and equipment of \$23.5 million and \$9.5 million located in the U.S. and Canada, respectively. The \$33.8 million at May 3, 2015, represents property, plant, and equipment of \$23.8 million and \$10.0 million located in the U.S. and Canada, respectively.
- (3) The \$1.6 million at January 31, 2016, represents property, plant, and equipment of \$860 and \$730 located in the U.S. and China, respectively. The \$1.5 million at February 1, 2015, represents property, plant, and equipment of \$877 and \$645 located in the U.S. and China, respectively. The \$1.5 million at May 3, 2015, represents property, plant, and equipment of \$848 and \$619 located in the U.S. and China, respectively.
- (4) The \$930, \$701, and \$838 at January 31, 2016, February 1, 2015 and May 3, 2015, respectively, represent property, plant, and equipment associated with unallocated corporate departments and corporate departments shared by both the mattress and upholstery fabric segments. Property, plant, and equipment associated with corporate are located in the U.S.
- (5) Capital expenditure amounts are stated on the accrual basis. See Consolidated Statements of Cash Flows for capital expenditure amounts on a cash basis.

13. Income Taxes

Effective Income Tax Rate

We recorded income tax expense of \$7.4 million, or 35.7% of income before income tax expense, for the nine month period ended January 31, 2016, compared to income tax expense of \$6.1 million or 37.6% of income before income tax expense, for the nine month period ended February 1, 2015. Our effective income tax rates for the nine month periods ended January 31, 2016 and February 1, 2015, were based upon the estimated effective income tax rate applicable for the full year after giving effect to any significant items related specifically to interim periods. The effective income tax rate can be affected over the fiscal year by the mix and timing of actual earnings from our U.S. operations and foreign sources versus annual projections and changes in foreign currencies in relation to the U.S. dollar.

The following schedule summarizes the factors that are attributable to the difference between income tax expense at the federal income tax rate and the effective income tax rate reflected in the consolidated financial statements:

	2016	2015
federal income tax rate	34.0%	34.0%
foreign tax rate differential	(6.6)	(6.0)
undistributed earnings from foreign subsidiaries	1.4	4.1
increase in liability for uncertain tax positions	2.9	3.5
tax effects of Chinese foreign exchange gains	3.5	0.2
other	0.5	1.8
	35.7%	37.6%

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Deferred Income Taxes

Valuation Allowance

In accordance with ASC Topic 740, we evaluate our deferred income taxes to determine if a valuation allowance is required. ASC Topic 740 requires that companies assess whether a valuation allowance should be established based on the consideration of all available evidence using a “more-likely-than-not” standard, with significant weight being given to evidence that can be objectively verified. Since the company operates in multiple jurisdictions, we assess the need for a valuation allowance on a jurisdiction-by-jurisdiction basis, taking into account the effects of local tax law. Based on our assessment at January 31, 2016, we recorded a partial valuation allowance of \$874,000, of which \$498,000 pertained to certain U.S. state net operating loss carryforwards and credits and \$376,000 pertained to loss carryforwards associated with our Culp Europe operation located in Poland. Based on our assessment at February 1, 2015, we recorded a partial valuation allowance of \$1.0 million, of which \$596,000 pertained to certain U.S. state net operating loss carryforwards and credits and \$400,000 pertained to loss carryforwards associated with our Culp Europe operation located in Poland. Based on our assessment at May 3, 2015, we recorded a partial valuation allowance of \$922,000, of which \$561,000 pertained to certain U.S. state net operating loss carryforwards and credits and \$361,000 pertained to loss carryforwards associated with our Culp Europe operation located in Poland.

No valuation allowance was recorded against our net deferred tax assets associated with our operations located in China and Canada at January 31, 2016, February 1, 2015, and May 3, 2015, respectively.

The recorded valuation allowance of \$874,000 at January 31, 2016, has no effect on our operations, loan covenant compliance, or the possible realization of certain U.S. state net operating loss carryforwards and credits and our loss carryforwards associated with our Culp Europe operation located in Poland. If it is determined that it is more-likely-than-not that we will realize any of these deferred tax assets, an income tax benefit will be recognized at that time.

Undistributed Earnings

In accordance with ASC Topic 740, we assess whether the undistributed earnings from our foreign subsidiaries will be reinvested indefinitely or eventually distributed to our U.S. parent company. ASC Topic 740 requires that a deferred tax liability should be recorded for undistributed earnings from foreign subsidiaries that will not be reinvested indefinitely. Based on our assessment as of January 31, 2016, it is our intention not to permanently invest our undistributed earnings from our foreign subsidiaries. Also, we assess the recognition of U.S. foreign income tax credits associated with foreign withholding and income tax payments and whether it is more-likely-than-not that our foreign income tax credits will not be realized. If it is determined that any foreign income tax credits need to be recognized or it is more-likely-than-not our foreign income tax credits will not be realized, an adjustment to our provision for income taxes will be recognized at that time.

At January 31, 2016, the net deferred tax liability associated with our undistributed earnings from our foreign subsidiaries totaled \$3.3 million, which included U.S. income and foreign withholding taxes totaling \$37.3 million, offset by U.S. foreign income tax credits of \$34.0 million. At February 1, 2015, the net deferred tax liability associated with our undistributed earnings from our foreign subsidiaries totaled \$2.4 million, which included U.S. income and foreign withholding taxes totaling \$32.1 million, offset by U.S. foreign income tax credits of \$29.7 million. At May 3, 2015, the net deferred tax liability associated with our undistributed earnings from our foreign

subsidiaries totaled \$1.7 million, which included U.S. income and foreign withholding taxes totaling \$32.4 million, offset by U.S. foreign income tax credits of \$30.7 million.

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We had accumulated earnings from our foreign subsidiaries totaling \$100.9 million, \$82.4 million, and \$85.2 million at January 31, 2016, February 1, 2015, and May 3, 2015, respectively.

Overall

At January 31, 2016, our non-current deferred tax asset of \$4.3 million represents \$3.5 million and \$773,000 from our operations located in the U.S. and China, respectively. At February 1, 2015, our non-current deferred tax asset of \$5.0 million represents \$4.2 million and \$776,000 from our operations located in the U.S. and China, respectively. At May 3, 2015, our non-current deferred tax asset of \$5.2 million represents \$4.3 million and \$868,000 from our operations located in the U.S. and China, respectively.

Our non-current deferred tax liability balances of \$1.2 million, \$927,000, and \$982,000 at January 31, 2016, February 1, 2015, and May 3, 2015, respectively, pertain to our operations located in Canada.

Uncertainty In Income Taxes

At January 31, 2016, we had a \$13.2 million total gross unrecognized tax benefit, of which \$3.5 million represents the amount of gross unrecognized tax benefit that, if recognized, would favorably affect the income tax rate in future periods. At February 1, 2015, we had a \$13.9 million total gross unrecognized tax benefit, of which \$3.6 million represents the amount of gross unrecognized tax benefit that, if recognized, would favorably affect the income tax rate in future periods. At May 3, 2015, we had a \$14.1 million total gross unrecognized tax benefit, of which \$3.8 million represents the amount of gross unrecognized tax benefit that, if recognized, would favorably affect the income tax rate in future periods.

At January 31, 2016, we had a \$13.2 million total gross unrecognized tax benefit, of which \$9.7 million and \$3.5 million were classified as non-current deferred income taxes and income taxes payable – long-term, respectively, in the accompanying consolidated balance sheets. At February 1, 2015, we had a \$13.9 million total gross unrecognized tax benefit, of which \$10.3 million and \$3.6 million were classified as non-current deferred income taxes and income taxes payable – long-term, respectively, in the accompanying consolidated balance sheets. At May 3, 2015, we had \$14.1 million of total gross unrecognized tax benefit, of which \$10.3 million and \$3.8 million were classified as non-current deferred income taxes and income taxes payable – long-term, respectively, in the accompanying consolidated balance sheets.

We estimate that the amount of gross unrecognized tax benefit will decrease by approximately \$120,000 for fiscal 2016. This decrease primarily relates to double taxation under applicable tax treaties with foreign tax jurisdictions.

14. Statutory Reserves

Our subsidiaries located in China are required to transfer 10% of their net income, as determined in accordance with the People's Republic of China (PRC) accounting rules and regulations, to a statutory surplus reserve fund until such reserve balance reaches 50% of the company's registered capital.

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The transfer to this reserve must be made before distributions of any dividend to shareholders. As of January 31, 2016, the company's statutory surplus reserve was \$4.7 million, representing 10% of accumulated earnings and profits determined in accordance with PRC accounting rules and regulations. The surplus reserve fund is non-distributable other than during liquidation and can be used to fund previous years' losses, if any, and may be utilized for business expansion or converted into share capital by issuing new shares to existing shareholders in proportion to their shareholding or by increasing the par value of the shares currently held by them provided that the remaining reserve balance after such issue is not less than 25% of the registered capital.

Our subsidiaries located in China can transfer funds to the parent company with the exception of the statutory surplus reserve of \$4.7 million to assist with debt repayment, capital expenditures, and other expenses of the company's business.

15. Commitments and Contingencies

Litigation

The company is involved in legal proceedings and claims which have arisen in the ordinary course of business. Management has determined that it is not reasonably possible that these actions, when ultimately concluded and settled, will have a material adverse effect upon the financial position, results of operations, or cash flows of the company.

Purchase Commitments

At January 31, 2016, February 1, 2015, and May 3, 2015, we had open purchase commitments to acquire equipment for our mattress fabrics segment totaling \$977,000, \$3.8 million, and \$2.3 million, respectively.

16. Common Stock Repurchase Program

On February 25, 2014, we announced that our board of directors approved an authorization for us to acquire up to \$5.0 million of our common stock. Under the common stock repurchase program, shares may be purchased from time to time in open market transactions, block trades, through plans established under the Securities Exchange Act Rule 10b5-1, or otherwise. The amount of shares purchased and the timing of such purchases will be based on working capital requirements, market and general business conditions, and other factors including alternative investment opportunities.

During the nine months ended January 31, 2016, we purchased 100,776 shares of our common stock at a cost of \$2.4 million, all of which was purchased during the third quarter. During fiscal 2015, we purchased 43,014 shares of our common stock at a cost of \$745,000, all of which were purchased in the first and second quarters.

At January 31, 2016, we had \$1.9 million available for additional repurchases of our common stock.

17. Dividend Program

On March 1, 2016, we announced that our board of directors approved a quarterly cash dividend of \$0.07 per share. This payment will be made on or about April 15, 2016, to shareholders of record as of April 1, 2016.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

During the nine months ended January 31, 2016, dividend payments totaled \$7.3 million, of which \$5.0 million represented a special cash dividend payment in the first quarter of \$0.40 per share, and \$2.3 million represented our regular quarterly cash dividend payments ranging from \$0.06 to \$0.07 per share.

During the nine months ended February 1, 2015, dividend payments totaled \$6.8 million, of which \$4.9 million represented a special cash dividend payment in the first quarter of \$0.40 per share, and \$1.9 million represented our regular quarterly cash dividend payments ranging from \$0.05 to \$0.06 per share.

Future dividend payments are subject to board approval and may be adjusted at the board's discretion as business needs or market conditions change.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION

This report and the exhibits attached hereto contain “forward-looking statements” within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995 (Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934). Such statements are inherently subject to risks and uncertainties. Further, forward looking statements are intended to speak only as of the date on which they are made, and we disclaim any duty to update such statements. Forward-looking statements are statements that include projections, expectations or beliefs about future events or results or otherwise are not statements of historical fact. Such statements are often but not always characterized by qualifying words such as “expect,” “believe,” “estimate,” “plan” and “project” and their derivatives, and include but are not limited to statements about expectations for our future operations, production levels, sales, profit margins, profitability, operating income, capital expenditures, income taxes, SG&A or other expenses, pre-tax income, earnings, cash flow, and other performance or liquidity measures, as well as any statements regarding future economic or industry trends or future developments. Factors that could influence the matters discussed in such statements include the level of housing starts and sales of existing homes, consumer confidence, trends in disposable income, and general economic conditions. Decreases in these economic indicators could have a negative effect on our business and prospects. Likewise, increases in interest rates, particularly home mortgage rates, and increases in consumer debt or the general rate of inflation, could affect us adversely. Changes in consumer tastes or preferences toward products not produced by us could erode demand for our products. Changes in the value of the U.S. dollar versus other currencies can affect our financial results because a significant portion of our operations are located outside the United States. Strengthening of the U.S. dollar against other currencies could make our products less competitive on the basis of price in markets outside the United States, and strengthening of currencies in Canada and China can have a negative impact on our sales of products produced in those places. Also, economic and political instability in international areas could affect our operations or sources of goods in those areas, as well as demand for our products in international markets. Further information about these factors, as well as other factors that could affect our future operations or financial results and the matters discussed in forward-looking statements, is included in Item 1A “Risk Factors” section in our Form 10-K filed with the Securities and Exchange Commission on July 17, 2015, for the fiscal year ended May 3, 2015.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following analysis of financial condition and results of operations should be read in conjunction with the Financial Statements and Notes and other exhibits included elsewhere in this report.

General

Our fiscal year is the 52 or 53 week period ending on the Sunday closest to April 30. The nine months ended January 31, 2016, and February 1, 2015, represent 39 and 40 week periods, respectively. Our operations are classified into two business segments: mattress fabrics and upholstery fabrics. The mattress fabrics segment manufactures, sources and sells fabrics and mattress covers to bedding manufacturers. The upholstery fabrics segment sources, manufactures, and sells fabrics primarily to residential furniture manufacturers.

We evaluate the operating performance of our segments based upon income from operations before certain unallocated corporate expenses and other non-recurring items. Cost of sales in both segments include costs to manufacture or source our products, including raw material and finished goods purchases, direct and indirect labor, overhead and incoming freight charges. Unallocated corporate expenses represent primarily compensation and benefits for certain executive officers, all costs related to being a public company, and other miscellaneous expenses.

Executive Summary

Results of Operations

(dollars in thousands)	Three Months Ended		
	January 31, 2016	February 1, 2015	% Change
Net sales	\$ 78,466	\$ 81,269	(3.4)%
Gross profit	16,563	14,402	15.0 %
Gross profit margin	21.1 %	17.7 %	340 bp
SG&A expenses	9,337	8,375	11.5 %
Income from operations	7,226	6,027	19.9 %
Operating margin	9.2 %	7.4 %	180 bp
Income before income taxes	7,179	5,922	21.2 %
Income taxes	2,317	2,110	9.8 %
Net income	4,862	3,812	27.5 %

(dollars in thousands)	Nine Months Ended		
	January 31, 2016	February 1, 2015	% Change
Net sales	\$ 235,607	\$ 231,320	1.9 %
Gross profit	48,498	39,395	23.1 %
Gross profit margin	20.6 %	17.0 %	360 bp
SG&A expenses	27,512	23,173	18.7 %
Income from operations	20,986	16,222	29.4 %
Operating margin	8.9 %	7.0 %	190 bp
Income before income taxes	20,731	16,270	27.4 %
Income taxes	7,398	6,113	21.0 %
Net income	13,333	10,157	31.3 %

Net Sales

Overall, our net sales were slightly higher for the nine month year-to-date period of fiscal 2016 compared with the same period a year ago. However, we experienced a slight decrease in our net sales for the third quarter of fiscal 2016 compared with the prior year third quarter, which was an exceptionally strong sales performance for both our business segments. We have remained focused on our top strategic priorities of product innovation and creativity in order to provide a product mix that meets the demands of our customers. Our scalable and flexible manufacturing platform supports this strategy and we have made significant capital investments to improve our operating efficiencies and overall capacity.

Income Before Income Taxes

The increase in income before income taxes primarily reflects the significant improvement in our operating results for both business segments. We continued to realize the benefits of our recent capital investments in our mattress fabrics business, with increased capacity via newer and more efficient equipment, enhanced finishing capabilities and better overall throughput. We also incurred lower raw material costs and operating expenses (primarily more favorable currency exchange rates) in both our business segments during fiscal 2016 compared with fiscal 2015. Partially offsetting the improvement in income before income taxes was the increase in SG&A expenses due primarily to higher incentive compensation expense reflecting stronger financial results in relation to pre-established performance targets.

See the Segment Analysis section located in the Results of Operations for further details.

Liquidity

At January 31, 2016, our cash and cash equivalents and short-term investments totaled \$36.0 million compared with \$39.7 million at May 3, 2015. This decrease was primarily due to capital expenditures mostly associated with our mattress fabric segment of \$7.7 million, dividend payments of \$7.3 million, repurchases of our common stock of \$2.4 million, a long-term debt payment of \$2.2 million, and long-term investment purchases of \$1.3 million associated with our Rabbi Trust. This spending was partially offset by net cash provided by operating activities of \$15.9 million.

Net cash provided by operating activities was \$15.9 million for the nine months ending January 31, 2016, a decrease of \$4.8 million compared with \$20.7 million for the nine months ending February 1, 2015. This decrease reflects an increase in inventory purchases, as well as higher annual bonus payments made in fiscal 2016 compared with those made in fiscal 2015. This spending was partially offset by cash flow from earnings and improved cash collections from customers in fiscal 2016 compared with fiscal 2015.

On August 11, 2015, we paid our last annual payment of \$2.2 million on our unsecured term notes, and we currently do not have any long-term debt or balances due on our revolving credit lines.

On March 10, 2016, we amended our Credit Agreement with Wells Fargo to increase our borrowing capacity from \$10 million to \$30 million. The purpose of the increase in our revolving credit line with Wells Fargo is to support potential short term cash needs in different jurisdictions within our global operations, mitigate our risk associated with foreign currency exchange rate fluctuations, and repatriate earnings and profits from our foreign subsidiaries to the U.S. for various strategic purposes.

Dividend Program

On March 1, 2016, we announced that our board of directors approved a quarterly cash dividend of \$0.07 per share. This payment will be made on or about April 15, 2016, to shareholders of record as of April 1, 2016.

During the nine months ended January 31, 2016, dividend payments totaled \$7.3 million, of which \$5.0 million represented a special cash dividend payment in the first quarter of \$0.40 per share, and \$2.3 million represented our regular quarterly cash dividend payments ranging from \$0.06 to \$0.07 per share.

During the nine months ended February 1, 2015, dividend payments totaled \$6.8 million, of which \$4.9 million represented a special cash dividend payment in the first quarter of \$0.40 per share, and \$1.9 million represented our regular quarterly cash dividend payments ranging from \$0.05 to \$0.06 per share.

Future dividend payments are subject to board approval and may be adjusted at the board's discretion as business needs or market conditions change.

Common Stock Repurchase Program

On February 25, 2014, we announced that our board of directors approved an authorization for us to acquire up to \$5.0 million of our common stock. Under the common stock repurchase program, shares may be purchased from time to time in open market transactions, block trades, through plans established under the Securities Exchange Act Rule 10b5-1, or otherwise. The amount of shares purchased and the timing of such purchases will be based on working capital requirements, market and general business conditions, and other factors including alternative investment opportunities.

During the nine months ended January 31, 2016, we purchased 100,776 shares of our common stock at a cost of \$2.4 million, all of which were purchased during the third quarter. During fiscal 2015, we purchased 43,014 shares of our common stock at a cost of \$745,000, all of which were purchased in the first and second quarters.

At January 31, 2016, we had \$1.9 million available for additional repurchases of our common stock.

Segment Analysis

Mattress Fabrics Segment

(dollars in thousands)	Three Months Ended		
	January 31, 2016	February 1, 2015	% Change
Net sales	\$ 44,277	\$ 45,683	(3.1)%
Gross profit	8,751	8,076	8.4 %
Gross profit margin	19.8 %	17.7 %	210 bp
SG&A expenses	2,953	2,853	3.5 %
Income from operations	5,798	5,223	11.0 %
Operating margin	13.1 %	11.4 %	170 bp

(dollars in thousands)	Nine Months Ended		
	January 31, 2016	February 1, 2015	% Change
Net sales	\$ 137,522	\$ 131,543	4.5 %
Gross profit	28,133	22,603	24.5 %
Gross profit margin	20.5 %	17.2 %	330 bp
SG&A expenses	8,865	8,019	10.5 %
Income from operations	19,267	14,584	32.1 %
Operating margin	14.0 %	11.1 %	290 bp

Net Sales

Our net sales for mattress fabrics were slightly higher for the nine month year-to-date period of fiscal 2016 compared with the same period a year ago. However, we experienced a slight decrease in our net sales for the third quarter of fiscal 2016 compared with the prior year third quarter. Our net sales for the third quarter were affected by several factors, including a significant weather event at the end of the quarter, which affected our production and shipment schedules. In addition, we experienced a timing difference related to customer roll-outs of new product lines that typically occur in our third quarter as they did the previous year. We expect to recognize this business in our fourth quarter of fiscal 2016 following the Presidents Day holiday mattress promotional events.

Design and innovation remain our top strategic priorities to meet customer style preferences and demand trends. As such, we are in the process of enhancing our design services and facilities. In addition, our mirrored manufacturing platform, technical expertise, and expanded reactive capacity support our strategic priorities that focus on customer demand trends and style preferences.

Our mattress fabric net sales also were affected by increased customer pricing pressures and the fact that the nine month year-to-date period of fiscal 2016 contained one less week compared with the same period a year ago.

Gross Profit and Operating Income

Our mattress fabric gross profit and operating income increased in the third quarter and the nine month year-to-date period of fiscal 2016 compared with the same periods a year ago. These results reflect the benefits of our recent capital investments, which include increased production capacity via newer and more efficient equipment, enhanced finishing capabilities, and improved overall efficiency and throughput. As planned, we completed the initial phase of our expansion project at our facility located in Canada during the third quarter, and we plan to install additional new equipment and make other technological improvements to our manufacturing platform during the fourth quarter. This project is expected to improve our production capacity and operating efficiency at this location. We also experienced lower raw material costs and operating expenses due to more favorable exchange rates in Canada for fiscal 2016 compared with fiscal 2015.

Partially offsetting the improvement in operating income was an increase in SG&A expenses, due primarily to higher incentive compensation expense reflecting stronger financial results in relation to pre-established performance targets and increased customer pricing pressures as noted above.

Segment assets

Segment assets consist of accounts receivable, inventory, property, plant and equipment, goodwill, a non-compete agreement and customer relationships associated with an acquisition.

(dollars in thousands)	January 31, 2016	February 1, 2015	May 3, 2015
Accounts receivable and inventory	\$44,309	\$36,658	\$41,328
Property, plant & equipment	35,637	33,046	33,773
Goodwill	11,462	11,462	11,462
Non-compete agreement	922	998	979
Customer Relationships	728	779	766

Accounts Receivable & Inventory

As of January 31, 2016, accounts receivable and inventory increased \$7.7 million or 21%, compared with February 1, 2015. This increase is due to an increase in inventory of \$9.8 million, as a result of customers requiring us to hold higher inventory levels of key products. This increase in inventory was partially offset by a decrease in accounts receivable of \$2.1 million, due to lower net sales and improved cash collections in the third quarter of fiscal 2016 compared to the third quarter of fiscal 2015.

As of January 31, 2016, accounts receivable and inventory increased \$3.0 million or 7%, compared with May 3, 2015. This increase is due to an increase in inventory of \$4.4 million, as a result of customers requiring us to hold higher inventory levels of key products. This was partially offset by a decrease in accounts receivable of \$1.4 million due to improved cash collections in the third quarter of fiscal 2016 compared with the fourth quarter of fiscal 2015.

Property, Plant & Equipment

The \$35.6 million at January 31, 2016, represents property, plant and equipment of \$23.0 million and \$12.6 million located in the U.S. and Canada, respectively. The \$33.0 million at February 1, 2015, represents property, plant, and equipment of \$23.5 million and \$9.5 million located in the U.S. and Canada, respectively. The \$33.8 million at May 3, 2015, represents property, plant, and equipment of \$23.8 million and \$10.0 million located in the U.S. and Canada, respectively.

As of January 31, 2016, property, plant, and equipment increased \$2.6 million, or 8% compared with February 1, 2015. This increase is primarily due to the capital investments noted above, partially offset by depreciation expense.

As of January 31, 2016, property, plant, and equipment increased \$1.9 million, or 6%, compared with May 3, 2015. This increase is due to capital expenditures of \$6.2 million that primarily relate to the purchases and installation of machinery and equipment associated with our operation located in Canada, partially offset by depreciation expense of \$4.3 million for the nine month year-to-date period of fiscal 2016.

Upholstery Fabrics Segment

Net Sales

(dollars in thousands)	Three Months Ended			February 1,			% Change
	January 31, 2016			2015			
Non U.S. Produced	\$ 31,515	92	%	\$ 32,584	92	%	(3.3)%
U.S. Produced	2,674	8	%	3,002	8	%	(10.9)%
Total	\$ 34,189	100	%	\$ 35,586	100	%	(3.9)%

(dollars in thousands)	Nine Months Ended						% Change
	January 31, 2016			February 1, 2015			
Non U.S. Produced	\$ 90,037	92	%	\$ 91,603	92	%	(1.7)%
U.S. Produced	8,048	8	%	8,174	8	%	(1.5)%
Total	\$ 98,085	100	%	\$ 99,777	100	%	(1.7)%

Our net sales for upholstery fabrics were lower for the third quarter and nearly flat for the nine month year-to-date period of fiscal 2016 compared with the same periods a year ago. The third quarter of fiscal 2015 was an exceptionally strong quarterly performance for upholstery fabric sales.

Our upholstery fabric net sales also were affected by the fact that the nine month year-to-date period of fiscal 2016 contained one less week compared with the same period a year ago, the closure of our finished goods warehouse and distribution facility located in Poznan, Poland, in the third quarter of fiscal 2015, and some pricing pressures from key customers.

Design and product innovation remain our top strategic priorities. This strategy has allowed us to offer a diverse range of products that meet changing market trends and style preferences. As a result, we have extended our market reach to a more diverse customer base, enhanced our product mix with profitable results, and increased our net sales with the hospitality and lifestyle retail markets. Our 100% owned China platform supports our marketing efforts with the manufacturing flexibility to adapt to changing furniture market trends and consumer style preferences. This platform has allowed us to more effectively reach new customers, with the ability to offer a diverse product mix of fabric styles and price points.

Gross Profit, Selling, General & Administrative Expenses, and Operating Income

(dollars in thousands)	Three Months Ended				
	January 31, 2016		February 1, 2015		% Change
Gross profit	\$	7,812	\$	6,326	23.5 %
Gross profit margin		22.8 %		17.8 %	500 bp
SG&A expenses		3,963		3,781	4.8 %
Income from operations		3,849		2,545	51.2 %
Operating margin		11.3 %		7.2 %	410 bp

Nine Months Ended
January 31,
2016

(dollars in thousands)